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

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

SUSAN SCOTT FOUNDATION
15 OLD RANCH ROAD
LAGUNA NIGUEL, CA 92677

A Employer identification number 33-0622262

B Telephone number (see the instructions) (949) 489-7800

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here . ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 6,117,265.

J Accounting method ☒ Cash ☐ Accrual ☐ 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)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	131,959.	131,959.		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	179,374.			
	b	Gross sales price for all assets on line 6a 3,249,532.				
	7	Capital gain net income (from Part IV, line 2)		179,374.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	311,333.	311,333.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	3,514.	1,757.		1,757.
	c	Other prof fees (attach sch) SEE ST 2	40,797.	40,797.		
	17	Interest	87.	87.		
	18	Taxes (attach schedule)(see instrs) SEE STM 3	7,649.	1,649.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	176.			176.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	52,223.	44,290.		1,933.
	25	Contributions, gifts, grants paid PART XV	305,000.			305,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	357,223.	44,290.	0.	306,933.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-45,890.			
	b	**Net investment income** (if negative, enter -0-)		267,043.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	25,089.	22,290.	22,290.
	2	Savings and temporary cash investments	39,420.	464,557.	464,557.
	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 sch) ►			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule)	652,453.	683,971.	1,041,478.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	4,199,488.	3,699,742.	4,588,940.
	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)	4,916,450.	4,870,560.	6,117,265.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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	4,916,450.	4,870,560.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,916,450.	4,870,560.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,916,450.	4,870,560.	

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	4,916,450.
2	Enter amount from Part I, line 27a	2	-45,890.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,870,560.
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	4,870,560.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1 a	SEE STATEMENT 5			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	179,374.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (column (b) divided by column (c))
2012	300,234.	5,920,665.	0.050710
2011	282,383.	5,997,360.	0.047085
2010	231,772.	5,560,921.	0.041679
2009	172,391.	4,912,286.	0.035094
2008	321,791.	6,060,934.	0.053093

2	**Total** of line 1, column (d)	2	0.227661
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	0.045532
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,916,318.
5	Multiply line 4 by line 3	5	269,382.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,670.
7	Add lines 5 and 6	7	272,052.
8	Enter qualifying distributions from Part XII, line 4	8	306,933.

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)

1 a	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 instrs)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	2,670.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	2,670.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,670.
6	Credits/Payments.				
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	8,201.		
b	Exempt foreign organizations – tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments. Add lines 6a through 6d			7	8,201.
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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	5,531.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	5,531.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
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, column (c), and Part XV*	7	X	
8 a	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*	8 b	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* SEE STATEMENT 6	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 ► GEORGE MCFARLIN Telephone no ► 949-452-0500

Located at ► 15 OLD RANCH ROAD LAGUNA NIGUEL CA ZIP + 4 ► 92677

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A. ► ☐

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	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)?	1 b	N/A	
	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?	1 c		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 ► 20__ , 20__ , 20__ , 20__ .			
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)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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)? **5 b** N/A

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)

6 a 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? **6 b** No: X

If 'Yes' to 6b, file Form 8870.

7 a 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 **7 b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (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		
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 (see instructions)

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes				
a Average monthly fair market value of securities			1a	4,431,920.
b Average of monthly cash balances			1b	317,888.
c Fair market value of all other assets (see instructions)			1c	1,256,606.
d **Total** (add lines 1a, b, and c)			1d	6,006,414.
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	6,006,414.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	90,096.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	5,916,318.
6 **Minimum investment return.** Enter 5% of line 5			6	295,816.

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	295,816.
2a Tax on investment income for 2013 from Part VI, line 5	2a	2,670.		
b Income tax for 2013 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	2,670.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	293,146.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	293,146.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	293,146.

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	306,933.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	306,933.
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	2,670.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	304,263.

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					293,146.
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	20,962.				
b From 2009					
c From 2010					
d From 2011					
e From 2012	11,619.				
f **Total** of lines 3a through e		32,581.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 306,933.					
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					293,146.
e Remaining amount distributed out of corpus		13,787.			
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		46,368.			
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 instructions				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) (see instructions)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		20,962.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		25,406.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	11,619.				
e Excess from 2013	13,787.				

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))

NONE

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 of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total . . . . ► **3a**				305,000.
b *Approved for future payment*				
Total . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	131,959.	
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	179,374.	
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)				311,333.	

13 Total. Add line 12, columns (b), (d), and (e) 13 311,333.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
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	**1 a (1)**		X
(2)	Other assets	**1 a (2)**		X
b	Other transactions:			
(1)	Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2)	Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3)	Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4)	Reimbursement arrangements	**1 b (4)**		X
(5)	Loans or loan guarantees	**1 b (5)**		X
(6)	Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		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			

2 a 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: 10/31/14

Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK I. URIBE, CPA		10/23/14		P00416515

Firm's name ► PROKO URIBE & MAYNARD LLP

Firm's EIN ► 33-0535453

Firm's address ► 1450 FRAZEE RD STE 310
SAN DIEGO, CA 92108-4340

Phone no (619) 297-9116

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF RETURNS	$ 3,514.	$ 1,757.		$ 1,757.
TOTAL	$ 3,514.	$ 1,757.	$ 0.	$ 1,757.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	$ 40,797.	$ 40,797.		
TOTAL	$ 40,797.	$ 40,797.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	$ 6,000.			
FOREIGN TAXES PAID ON DIVIDENDS	1,649.	$ 1,649.		
TOTAL	$ 7,649.	$ 1,649.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	$ 41.			$ 41.
FILING FEES	85.			85.
SAFETY DEPOSIT BOX	50.			50.
TOTAL	$ 176.	$ 0.	$ 0.	$ 176.

STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	156.738 COLE REAL ESTATE INV TS INC COM	PURCHASED	11/30/2012	11/22/2013
2	162.813 COLE REAL ESTATE INV TS INC COM	PURCHASED	12/31/2012	11/22/2013
3	164.234 COLE REAL ESTATE INV TS INC COM	PURCHASED	1/31/2013	11/22/2013
4	149.229 COLE REAL ESTATE INV TS INC COM	PURCHASED	2/28/2013	11/22/2013
5	166.086 COLE REAL ESTATE INV TS INC COM	PURCHASED	3/28/2013	11/22/2013
6	172.260 COLE REAL ESTATE INV TS INC COM	PURCHASED	4/30/2013	11/22/2013
7	25,000.000 COLE REAL ESTATE INV TS INC COM	PURCHASED	3/14/2011	11/22/2013
8	2,944.640 COLE REAL ESTATE INV TS INC COM	PURCHASED	10/31/2012	11/22/2013
9	123.088 DBLLINE TTL RETRN BD FD CL I	PURCHASED	10/31/2013	12/03/2013
10	117.654 DBLLINE TTL RETRN BD FD CL I	PURCHASED	9/30/2013	12/03/2013
11	111.003 DBLLINE TTL RETRN BD FD CL I	PURCHASED	8/30/2013	12/03/2013
12	110.241 DBLLINE TTL RETRN BD FD CL I	PURCHASED	7/31/2013	12/03/2013
13	105.834 DBLLINE TTL RETRN BD FD CL I	PURCHASED	6/28/2013	12/03/2013
14	102.839 DBLLINE TTL RETRN BD FD CL I	PURCHASED	5/31/2013	12/03/2013
15	98.102 DBLLINE TTL RETRN BD FD CL I	PURCHASED	4/30/2013	12/03/2013
16	100.990 DBLLINE TTL RETRN BD FD CL I	PURCHASED	3/28/2013	12/03/2013
17	97.507 DBLLINE TTL RETRN BD FD CL I	PURCHASED	2/28/2013	12/03/2013
18	104.813 DBLLINE TTL RETRN BD FD CL I	PURCHASED	1/31/2013	12/03/2013
19	127.609 DBLLINE TTL RETRN BD FD CL I	PURCHASED	12/31/2012	12/03/2013
20	192.999 DODGE & COX INCOME FUND	PURCHASED	3/27/2013	6/20/2013
21	189.734 DODGE & COX INCOME FUND	PURCHASED	12/20/2012	6/20/2013
22	217.039 DODGE & COX INCOME FUND	PURCHASED	9/26/2012	6/20/2013
23	227.647 DODGE & COX INCOME FUND	PURCHASED	6/27/2012	6/20/2013
24	76.239 FIDELITY STRATEGIC INCOME FUND	PURCHASED	4/30/2013	6/20/2013
25	80.124 FIDELITY STRATEGIC INCOME FUND	PURCHASED	3/28/2013	6/20/2013
26	71.930 FIDELITY STRATEGIC INCOME FUND	PURCHASED	2/28/2013	6/20/2013
27	13.812 FIDELITY STRATEGIC INCOME FUND	PURCHASED	2/19/2013	6/20/2013
28	79.870 FIDELITY STRATEGIC INCOME FUND	PURCHASED	1/31/2013	6/20/2013
29	78.184 FIDELITY STRATEGIC INCOME FUND	PURCHASED	12/31/2012	6/20/2013
30	183.623 FIDELITY STRATEGIC INCOME FUND	PURCHASED	12/17/2012	6/20/2013
31	163.490 FIDELITY STRATEGIC INCOME FUND	PURCHASED	12/17/2012	6/20/2013
32	74.531 FIDELITY STRATEGIC INCOME FUND	PURCHASED	11/30/2012	6/20/2013
33	79.004 FIDELITY STRATEGIC INCOME FUND	PURCHASED	10/31/2012	6/20/2013
34	76.414 FIDELITY STRATEGIC INCOME FUND	PURCHASED	9/28/2012	6/20/2013
35	80.129 FIDELITY STRATEGIC INCOME FUND	PURCHASED	8/31/2012	6/20/2013
36	80.528 FIDELITY STRATEGIC INCOME FUND	PURCHASED	7/31/2012	6/20/2013
37	79.808 FIDELITY STRATEGIC INCOME FUND	PURCHASED	6/29/2012	6/20/2013
38	29,970.030 LOOMIS SAYLES STRAT ALPHA FD CL Y	PURCHASED	6/20/2013	12/03/2013
39	21.151 PIMCO REAL RETURN FUND CLASS A	PURCHASED	2/28/2013	3/26/2013
40	22.802 PIMCO REAL RETURN FUND CLASS A	PURCHASED	1/31/2013	3/26/2013
41	22.988 PIMCO REAL RETURN FUND CLASS A	PURCHASED	12/31/2012	3/26/2013
42	293.578 PIMCO REAL RETURN FUND CLASS A	PURCHASED	12/27/2012	3/26/2013
43	351.447 PIMCO REAL RETURN FUND CLASS A	PURCHASED	12/12/2012	3/26/2013
44	434.499 PIMCO REAL RETURN FUND CLASS A	PURCHASED	12/12/2012	3/26/2013
45	46.583 PIMCO REAL RETURN FUND CLASS A	PURCHASED	11/30/2012	3/26/2013
46	22.824 PIMCO REAL RETURN FUND CLASS A	PURCHASED	10/31/2012	3/26/2013
47	19.883 PIMCO REAL RETURN FUND CLASS A	PURCHASED	9/28/2012	3/26/2013
48	24.907 PIMCO REAL RETURN FUND CLASS A	PURCHASED	8/31/2012	3/26/2013
49	22.265 PIMCO REAL RETURN FUND CLASS A	PURCHASED	7/31/2012	3/26/2013
50	81.743 PIMCO REAL RETURN FUND CLASS A	PURCHASED	6/29/2012	3/26/2013
51	180.874 PIMCO REAL RETURN FUND CLASS A	PURCHASED	5/31/2012	3/26/2013
52	42.239 PIMCO REAL RETURN FUND CLASS A	PURCHASED	4/30/2012	3/26/2013
53	31.454 PIMCO REAL RETURN FUND CLASS A	PURCHASED	3/30/2012	3/26/2013
54	18.669 PIMCO LOW DURATION CLASS A	PURCHASED	10/31/2013	12/03/2013
55	14.407 PIMCO LOW DURATION CLASS A	PURCHASED	9/30/2013	12/03/2013

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
56	21.134 PIMCO LOW DURATION CLASS A	PURCHASED	8/30/2013	12/03/2013
57	24.642 PIMCO LOW DURATION CLASS A	PURCHASED	7/31/2013	12/03/2013
58	93.301 PIMCO LOW DURATION CLASS A	PURCHASED	4/30/2013	12/03/2013
59	83.280 PIMCO LOW DURATION CLASS A	PURCHASED	3/28/2013	12/03/2013
60	65.385 PIMCO LOW DURATION CLASS A	PURCHASED	2/28/2013	12/03/2013
61	61.332 PIMCO LOW DURATION CLASS A	PURCHASED	1/31/2013	12/03/2013
62	81.586 PIMCO LOW DURATION CLASS A	PURCHASED	12/31/2012	12/03/2013
63	159.785 PIMCO LOW DURATION CLASS A	PURCHASED	12/27/2012	12/03/2013
64	83.117 PIMCO LOW DURATION CLASS A	PURCHASED	12/12/2012	12/03/2013
65	393.030 PIMCO LOW DURATION CLASS A	PURCHASED	12/12/2012	12/03/2013
66	80.289 PIMCO TOTAL RETURN CLASS A	PURCHASED	4/30/2013	6/20/2013
67	66.466 PIMCO TOTAL RETURN CLASS A	PURCHASED	3/28/2013	6/20/2013
68	50.727 PIMCO TOTAL RETURN CLASS A	PURCHASED	2/28/2013	6/20/2013
69	43.379 PIMCO TOTAL RETURN CLASS A	PURCHASED	1/31/2013	6/20/2013
70	59.902 PIMCO TOTAL RETURN CLASS A	PURCHASED	12/31/2012	6/20/2013
71	318.368 PIMCO TOTAL RETURN CLASS A	PURCHASED	12/27/2012	6/20/2013
72	306.044 PIMCO TOTAL RETURN CLASS A	PURCHASED	12/12/2012	6/20/2013
73	416.955 PIMCO TOTAL RETURN CLASS A	PURCHASED	12/12/2012	6/20/2013
74	77.941 PIMCO TOTAL RETURN CLASS A	PURCHASED	11/30/2012	6/20/2013
75	76.115 PIMCO TOTAL RETURN CLASS A	PURCHASED	10/31/2012	6/20/2013
76	49.946 PIMCO TOTAL RETURN CLASS A	PURCHASED	9/28/2012	6/20/2013
77	61.986 PIMCO TOTAL RETURN CLASS A	PURCHASED	8/31/2012	6/20/2013
78	58.090 PIMCO TOTAL RETURN CLASS A	PURCHASED	7/31/2012	6/20/2013
79	74.613 PIMCO TOTAL RETURN CLASS A	PURCHASED	6/29/2012	6/20/2013
80	84.783 PIMCO TOTAL RETURN CLASS A	PURCHASED	5/31/2012	6/20/2013
81	76.373 PIMCO TOTAL RETURN CLASS A	PURCHASED	4/30/2012	6/20/2013
82	81.819 PIMCO TOTAL RETURN CLASS A	PURCHASED	3/30/2012	6/20/2013
83	66.124 PIMCO TOTAL RETURN CLASS A	PURCHASED	2/29/2012	6/20/2013
84	71.420 PIMCO TOTAL RETURN CLASS A	PURCHASED	1/31/2012	6/20/2013
85	113.372 DBLLINE TTL RETRN BD FD CL I	PURCHASED	VARIOUS	12/03/2013
86	114.063 DBLLINE TTL RETRN BD FD CL I	PURCHASED	11/30/2012	12/03/2013
87	118.201 DBLLINE TTL RETRN BD FD CL I	PURCHASED	10/31/2012	12/03/2013
88	117.932 DBLLINE TTL RETRN BD FD CL I	PURCHASED	9/28/2012	12/03/2013
89	128.057 DBLLINE TTL RETRN BD FD CL I	PURCHASED	8/31/2012	12/03/2013
90	125.413 DBLLINE TTL RETRN BD FD CL I	PURCHASED	7/31/2012	12/03/2013
91	128.958 DBLLINE TTL RETRN BD FD CL I	PURCHASED	6/29/2012	12/03/2013
92	131.920 DBLLINE TTL RETRN BD FD CL I	PURCHASED	5/31/2012	12/03/2013
93	124.354 DBLLINE TTL RETRN BD FD CL I	PURCHASED	4/30/2012	12/03/2013
94	133.550 DBLLINE TTL RETRN BD FD CL I	PURCHASED	3/30/2012	12/03/2013
95	24,531.668 DBLLINE TTL RETRN BD FD CL I	PURCHASED	3/09/2012	12/03/2013
96	243.975 DODGE & COX INCOME FUND	PURCHASED	3/28/2012	6/20/2013
97	80.992 FIDELITY STRATEGIC INCOME FUND	PURCHASED	VARIOUS	6/20/2013
98	85.708 FIDELITY STRATEGIC INCOME FUND	PURCHASED	5/31/2012	6/20/2013
99	81.836 FIDELITY STRATEGIC INCOME FUND	PURCHASED	4/30/2012	6/20/2013
100	49.738 FIDELITY STRATEGIC INCOME FUND	PURCHASED	3/30/2012	6/20/2013
101	24,797.115 FIDELITY STRATEGIC INCOME FUND	PURCHASED	3/09/2012	6/20/2013
102	42.032 PIMCO REAL RETURN FUND CLASS A	PURCHASED	2/29/2012	3/26/2013
103	42.396 PIMCO REAL RETURN FUND CLASS A	PURCHASED	1/31/2012	3/26/2013
104	18.575 PIMCO LOW DURATION CLASS A	PURCHASED	VARIOUS	12/03/2013
105	46.316 PIMCO LOW DURATION CLASS A	PURCHASED	VARIOUS	12/03/2013
106	73.745 PIMCO LOW DURATION CLASS A	PURCHASED	VARIOUS	12/03/2013
107	97.906 PIMCO LOW DURATION CLASS A	PURCHASED	11/30/2012	12/03/2013
108	158.321 PIMCO LOW DURATION CLASS A	PURCHASED	10/31/2012	12/03/2013
109	140.562 PIMCO LOW DURATION CLASS A	PURCHASED	9/28/2012	12/03/2013
110	163.559 PIMCO LOW DURATION CLASS A	PURCHASED	8/31/2012	12/03/2013
111	172.108 PIMCO LOW DURATION CLASS A	PURCHASED	7/31/2012	12/03/2013

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
112	180.696 PIMCO LOW DURATION CLASS A	PURCHASED	6/29/2012	12/03/2013
113	17,530.985 PIMCO LOW DURATION CLASS A	PURCHASED	6/13/2012	12/03/2013
114	29,239.766 PIMCO LOW DURATION CLASS A	PURCHASED	6/13/2012	6/20/2013
115	65.445 PIMCO TOTAL RETURN CLASS A	PURCHASED	VARIOUS	6/20/2013
116	76.277 PIMCO TOTAL RETURN CLASS A	PURCHASED	12/30/2011	6/20/2013
117	177.560 PIMCO TOTAL RETURN CLASS A	PURCHASED	12/28/2011	6/20/2013
118	78.562 PIMCO TOTAL RETURN CLASS A	PURCHASED	11/30/2011	6/20/2013
119	71.146 PIMCO TOTAL RETURN CLASS A	PURCHASED	10/31/2011	6/20/2013
120	71.294 PIMCO TOTAL RETURN CLASS A	PURCHASED	9/30/2011	6/20/2013
121	56.794 PIMCO TOTAL RETURN CLASS A	PURCHASED	8/31/2011	6/20/2013
122	29,279.279 PIMCO TOTAL RETURN CLASS A	PURCHASED	7/29/2011	6/20/2013
123	258.225 DODGE & COX INCOME FUND	PURCHASED	12/21/2011	6/20/2013
124	245.109 DODGE & COX INCOME FUND	PURCHASED	9/28/2011	6/20/2013
125	24,020.695 DODGE & COX INCOME FUND	PURCHASED	7/29/2011	6/20/2013
126	50.095 PIMCO REAL RETURN FUND CLASS A	PURCHASED	12/30/2011	3/26/2013
127	291.467 PIMCO REAL RETURN FUND CLASS A	PURCHASED	12/28/2011	3/26/2013
128	897.544 PIMCO REAL RETURN FUND CLASS A	PURCHASED	12/07/2011	3/26/2013
129	1,339.849 PIMCO REAL RETURN FUND CLASS A	PURCHASED	12/07/2011	3/26/2013
130	101.927 PIMCO REAL RETURN FUND CLASS A	PURCHASED	11/30/2011	3/26/2013
131	152.468 PIMCO REAL RETURN FUND CLASS A	PURCHASED	10/31/2011	3/26/2013
132	44.992 PIMCO REAL RETURN FUND CLASS A	PURCHASED	9/30/2011	3/26/2013
133	50.502 PIMCO REAL RETURN FUND CLASS A	PURCHASED	8/31/2011	3/26/2013
134	248.482 PIMCO REAL RETURN FUND CLASS A	PURCHASED	7/29/2011	3/26/2013
135	337.033 PIMCO REAL RETURN FUND CLASS A	PURCHASED	6/30/2011	3/26/2013
136	459.829 PIMCO REAL RETURN FUND CLASS A	PURCHASED	5/31/2011	3/26/2013
137	259.532 PIMCO REAL RETURN FUND CLASS A	PURCHASED	4/29/2011	3/26/2013
138	243.857 PIMCO REAL RETURN FUND CLASS A	PURCHASED	3/31/2011	3/26/2013
139	21.727 PIMCO REAL RETURN FUND CLASS A	PURCHASED	2/28/2011	3/26/2013
140	30,747.114 PIMCO REAL RETURN FUND CLASS A	PURCHASED	2/23/2011	3/26/2013
141	72 BED BATH & BEYOND INC COM	PURCHASED	9/10/2012	9/05/2013
142	1 POLARIS INDUSTRIES INC COM	PURCHASED	11/27/2012	10/08/2013
143	58 PERRIGO CO C/A EFF 12/19/13	PURCHASED	8/24/2011	12/27/2013
144	2 AGILENT TECHNOLOGIES INC COM	PURCHASED	6/16/2011	10/08/2013
145	1 AIRGAS INC	PURCHASED	11/22/2011	10/08/2013
146	1 CELGENE CORP	PURCHASED	1/23/2012	10/08/2013
147	2 ESTEE LAUDER CO INC CL A	PURCHASED	1/13/2011	10/08/2013
148	43 EDWARDS LFESCNCES CORP COM	PURCHASED	1/23/2012	4/30/2013
149	50 FOSSIL INC COM	PURCHASED	6/16/2011	4/04/2013
150	1 HALLIBURTON CO COM	PURCHASED	8/11/2011	10/08/2013
151	1 PERRIGO CO COM	PURCHASED	8/24/2011	10/08/2013
152	1 QUALCOMM INC	PURCHASED	1/10/2012	10/08/2013
153	66 TERADATA CORP DEL COM	PURCHASED	9/20/2012	12/05/2013
154	1 TERADATA CORP DEL COM	PURCHASED	9/20/2012	10/08/2013
155	3 TRIMBLE NAV LTD	PURCHASED	3/14/2012	10/08/2013
156	2 AMERISOURCE BERGEN CORP COM	PURCHASED	12/23/2009	10/08/2013
157	2 ACCENTURE PLC IRELAND CL	PURCHASED	7/06/2009	10/08/2013
158	2 AMPHENOL CORP NEW CL A	PURCHASED	6/06/2008	10/08/2013
159	4 CBRE GROUP INC CL A	PURCHASED	9/09/2010	10/08/2013
160	1 CUMMINS INC	PURCHASED	6/06/2008	10/08/2013
161	2 COGNIZANT TECH SOL CORP CL A	PURCHASED	12/23/2009	10/08/2013
162	2 CITRIX SYSTEMS INC	PURCHASED	6/06/2008	10/08/2013
163	1 DEERE & CO	PURCHASED	6/06/2008	10/08/2013
164	81 EXPRESS SCRIPTS HLDG CO COM	PURCHASED	6/06/2008	8/23/2013
165	1 F5 NETWORKS INC COM	PURCHASED	11/09/2010	10/08/2013
166	1 FLOWSERVE CORP COM	PURCHASED	6/06/2008	10/08/2013
167	100 FMC TECHNOLOGIES INC COM	PURCHASED	12/23/2009	11/13/2013

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
168	2 FMC TECHNOLOGIES INC COM	PURCHASED	12/23/2009	10/08/2013
169	2 HOME DEPOT INC COM	PURCHASED	1/13/2012	10/08/2013
170	16 INTUITIVE SURGICAL INC COM NEW	PURCHASED	4/07/2010	3/15/2013
171	2 JACOBS ENGR GROUP INC COM	PURCHASED	6/06/2008	10/08/2013
172	18 JOY GLOBAL INC COM	PURCHASED	11/26/2008	7/30/2013
173	99 JOY GLOBAL INC COM	PURCHASED	10/21/2008	7/30/2013
174	2 NETAPP INC COM	PURCHASED	5/11/2010	10/08/2013
175	3 ORACLE CORP COM	PURCHASED	6/06/2008	10/08/2013
176	1 PRICELINE COM INC COM NEW	PURCHASED	6/06/2008	10/08/2013
177	1 RALPH LAUREN CORP CL A	PURCHASED	9/24/2008	10/08/2013
178	3 STARBUCKS CORP COM	PURCHASED	7/31/2009	10/08/2013
179	1 SHERWIN WILLIAMS CO	PURCHASED	1/09/2009	10/08/2013
180	1 TIFFANY & COMPANY	PURCHASED	6/06/2008	10/08/2013
181	1 WATERS CORP COM	PURCHASED	6/06/2008	10/08/2013
182	27.00 ACCENTURE PLC IRELAND CLASS	PURCHASED	7/12/2013	12/18/2013
183	20.00 DEERE & CO	PURCHASED	11/26/2012	9/04/2013
184	172.00 GAP INC	PURCHASED	3/23/2012	2/08/2013
185	9.00 GOLDMAN SACHS GROUP INC COM	PURCHASED	5/30/2013	10/10/2013
186	22.00 GOLDMAN SACHS GROUP INC COM	PURCHASED	1/25/2013	10/10/2013
187	4.00 MICHAEL KORS HLDGS LTD	PURCHASED	5/16/2012	2/04/2013
188	33.00 LULULEMON ATHLETICA INC COM	PURCHASED	6/08/2012	5/30/2013
189	6.00 ROCKWELL AUTOMATION INC COM	PURCHASED	2/27/2012	2/04/2013
190	166.00 US BANCORP DEL COM	PURCHASED	7/18/2012	5/30/2013
191	40.00 VMWARE INC CL A COM	PURCHASED	4/30/2012	3/26/2013
192	56.00 YUM BRANDS INC COM	PURCHASED	7/27/2012	1/15/2013
193	58.00 ARM HLDGS PLC SPONSORED ADR	PURCHASED	9/24/2012	10/11/2013
194	73.00 BROADCOM CORP CL A	PURCHASED	10/17/2011	7/08/2013
195	69.00 BROADCOM CORP CL A	PURCHASED	2/07/2011	7/08/2013
196	46.00 DEERE & CO	PURCHASED	12/20/2011	9/04/2013
197	5.00 DEERE & CO	PURCHASED	12/20/2011	2/04/2013
198	13.00 DIAGEO PLC SPONSORED ADR NEW	PURCHASED	5/03/2011	3/15/2013
199	35.00 DOLLAR GEN CORP NEW COM	PURCHASED	8/28/2012	11/26/2013
200	56.00 DOLLAR GEN CORP NEW COM	PURCHASED	8/13/2012	11/26/2013
201	16.00 EBAY INC COM	PURCHASED	3/17/2011	6/11/2013
202	53.00 ESTEE LAUDER COMPANIES INC CL A	PURCHASED	5/06/2011	6/18/2013
203	22.00 EQUINIX INC COM NEW	PURCHASED	10/17/2011	9/17/2013
204	5.00 EQUINIX INC COM NEW	PURCHASED	10/17/2011	8/06/2013
205	12.00 EQUINIX INC COM NEW	PURCHASED	8/29/2011	8/06/2013
206	40.00 QUALCOMM INC	PURCHASED	8/02/2012	9/17/2013
207	34.00 ROCKWELL AUTOMATION INC COM	PURCHASED	2/27/2012	7/08/2013
208	27.00 VARIAN MED SYS INC COM	PURCHASED	2/13/2012	7/12/2013
209	77.00 WILLIAMS SONOMA INC COM	PURCHASED	3/02/2012	10/10/2013
210	10.00 APPLE INC COM	PURCHASED	7/30/2008	9/23/2013
211	63.00 ACCENTURE PLC IRELAND CLASS	PURCHASED	7/11/2006	12/18/2013
212	29.00 ALLERGAN INC COM	PURCHASED	4/08/2010	11/06/2013
213	27.00 ALLERGAN INC COM	PURCHASED	4/08/2010	1/25/2013
214	6.00 ANADARKO PETE CORP COM	PURCHASED	5/20/2010	2/04/2013
215	2.00 BROADCOM CORP CL A	PURCHASED	6/24/2010	7/08/2013
216	16.00 CAMERON INTL CORP COM	PURCHASED	6/13/2007	2/04/2013
217	62.00 COGNIZANT TECH SOL CORP CL A	PURCHASED	4/09/2010	6/11/2013
218	76.00 DIRECTV COM	PURCHASED	7/24/2008	4/05/2013
219	72.00 EXPRESS SCRIPTS HLDG CO COM	PURCHASED	12/14/2007	11/15/2013
220	5.00 HENRY SCHEIN INC	PURCHASED	4/19/2006	2/04/2013
221	19.00 IBM CORP COM	PURCHASED	1/22/2007	5/08/2013
222	36.00 VARIAN MED SYS INC COM	PURCHASED	2/05/2010	7/12/2013
223	63.00 BANCO DO BRASIL S A SPONS ADR	PURCHASED	7/20/2012	1/28/2013

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
224	39.00 CANON INC ADR REPSTG 5 SHS	PURCHASED	5/09/2013	7/25/2013
225	105.00 CANON INC ADR REPSTG 5 SHS	PURCHASED	4/05/2013	7/25/2013
226	187.00 CENTRICA PLC SPON ADR NEW 2004	PURCHASED	12/12/2012	11/13/2013
227	22.00 HITACHI LTD ADR 10 COM NEW	PURCHASED	12/18/2012	5/24/2013
228	15.00 HITACHI LTD ADR 10 COM NEW	PURCHASED	12/18/2012	5/24/2013
229	54.00 KDDI CORP ADR	PURCHASED	6/11/2013	9/17/2013
230	140.00 KDDI CORP ADR	PURCHASED	6/11/2013	9/17/2013
231	213.00 ROYAL KPN N V SPONS ADR	PURCHASED	7/13/2012	2/13/2013
232	23.00 ROYAL KPN N V SPONS ADR	PURCHASED	7/13/2012	2/13/2013
233	47.00 ROYAL KPN N V SPONS ADR	PURCHASED	6/26/2012	2/13/2013
234	63.00 ROYAL KPN N V SPONS ADR	PURCHASED	6/26/2012	2/05/2013
235	22.00 MICHELIN COMPAGNIE GEN DES ESTA	PURCHASED	2/12/2013	10/09/2013
236	213.00 MICHELIN COMPAGNIE GEN DES ESTA	PURCHASED	2/12/2013	10/09/2013
237	28.00 MICHELIN COMPAGNIE GEN DES ESTA	PURCHASED	2/12/2013	10/08/2013
238	39.00 NISSAN MOTOR LTD SPON ADR	PURCHASED	12/20/2012	10/15/2013
239	13.00 NISSAN MOTOR LTD SPON ADR	PURCHASED	12/20/2012	10/15/2013
240	119.00 SOCIETE GENERALE FRANCE SPON ADR	PURCHASED	12/04/2012	11/19/2013
241	261.00 SOCIETE GENERALE FRANCE SPON ADR	PURCHASED	12/04/2012	10/18/2013
242	23.00 SANOFI SPONS ADR	PURCHASED	7/12/2012	5/10/2013
243	53.00 SANOFI SPONS ADR	PURCHASED	6/19/2012	5/10/2013
244	60.00 SANOFI SPONS ADR	PURCHASED	6/19/2012	1/18/2013
245	31.00 STATOIL ASA SPONS ADR	PURCHASED	7/30/2012	6/07/2013
246	226.00 TELE ITALIA S P A NW SPONS ADR RPSTGRD SHS	PURCHASED	6/19/2012	6/11/2013
247	14.00 TOSHIBA CORP ADR	PURCHASED	2/28/2013	5/09/2013
248	89.00 TOSHIBA CORP ADR	PURCHASED	2/28/2013	5/09/2013
249	22.00 TOSHIBA CORP ADR	PURCHASED	1/24/2013	5/09/2013
250	1.00 TOSHIBA CORP ADR	PURCHASED	1/24/2013	4/19/2013
251	78.00 TOSHIBA CORP ADR	PURCHASED	1/24/2013	4/19/2013
252	122.00 ASAHI KASEI CORP ADR	PURCHASED	6/17/2011	8/08/2013
253	25.00 KONINKLIJKE AHOLD NV SPONS ADR 2007	PURCHASED	6/17/2011	12/06/2013
254	198.00 KONINKLIJKE AHOLD NV SPONS ADR 2007	PURCHASED	6/17/2011	12/05/2013
255	131.00 KONINKLIJKE AHOLD NV SPONS ADR 2007	PURCHASED	6/17/2011	11/18/2013
256	98.00 AMERICA MOVIL SAB DE C V SPONS ADR	PURCHASED	1/11/2012	3/14/2013
257	89.00 AMERICA MOVIL SAB DE C V SPONS ADR	PURCHASED	11/02/2011	3/14/2013
258	163.00 ALLIANZ SE SPONS ADR REPSTG 1/10 SHS	PURCHASED	6/17/2011	5/02/2013
259	27.00 BAYER AG SPONSORED ADR	PURCHASED	9/15/2011	1/22/2013
260	241.00 BANCO DO BRASIL S A SPONS ADR	PURCHASED	1/18/2012	1/28/2013
261	46.00 BNP PARIBAS SPONS ADR REPSTG .25 SHS	PURCHASED	6/17/2011	11/15/2013
262	62.00 BP PLC SPONS ADR	PURCHASED	6/14/2012	7/17/2013
263	53.4634 CREDIT SUISSE GROUP SPONS ADR	PURCHASED	9/14/2011	7/17/2013
264	110.5366 CREDIT SUISSE GROUP SPONS ADR	PURCHASED	6/17/2011	7/17/2013
265	0.0975 CREDIT SUISSE GROUP SPONS ADR	PURCHASED	6/17/2011	5/20/2013
266	180.00 DEUTSCHE LUFTHANSA AG SPONSORED ADR	PURCHASED	6/17/2011	6/10/2013
267	4.00 HANNOVER REINS CORP ADR	PURCHASED	6/17/2011	2/12/2013
268	27.00 HANNOVER REINS CORP ADR	PURCHASED	6/17/2011	2/12/2013
269	25.00 DESARROLLADORA HOMEX S A DE C V SPON ADR	PURCHASED	2/21/2012	4/18/2013
270	36.00 DESARROLLADORA HOMEX S A DE C V SPON ADR	PURCHASED	2/21/2012	4/16/2013
271	28.00 DESARROLLADORA HOMEX S A DE C V SPON ADR	PURCHASED	2/17/2012	4/16/2013
272	9.00 DESARROLLADORA HOMEX S A DE C V SPON ADR	PURCHASED	1/12/2012	4/16/2013
273	146.00 ING GROEP N V ADR	PURCHASED	2/22/2012	11/19/2013

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
274	40.00 IMPERIAL TOBACCO GRP PLC SPONS ADR	PURCHASED	6/17/2011	3/07/2013
275	82.00 KOMATSU LTD SPONSORED ADR NEW	PURCHASED	2/21/2012	2/28/2013
276	28.00 KOMATSU LTD SPONSORED ADR NEW	PURCHASED	9/15/2011	2/28/2013
277	105.00 KOMATSU LTD SPONSORED ADR NEW	PURCHASED	9/15/2011	2/26/2013
278	24.00 KURARAY CO LTD ADR	PURCHASED	6/17/2011	10/17/2013
279	31.00 KURARAY CO LTD ADR	PURCHASED	6/17/2011	10/16/2013
280	39.00 KURARAY CO LTD ADR	PURCHASED	6/17/2011	9/26/2013
281	190.00 LONZA GROUP AG ADR	PURCHASED	10/15/2012	11/19/2013
282	8.00 MITSUBISHI CORP SPONSORED ADR	PURCHASED	6/17/2011	10/18/2013
283	200.00 MTN GROUP LTD SPONSORED ADR	PURCHASED	6/17/2011	8/28/2013
284	222.00 NISSAN MOTOR LTD SPON ADR	PURCHASED	4/24/2012	10/15/2013
285	76.00 PETROLEO BRASILEIRO SA PETRO SPONS ADR	PURCHASED	6/17/2011	11/01/2013
286	66.00 PRUDENTIAL PLC ADR	PURCHASED	6/17/2011	10/09/2013
287	4.00 PRUDENTIAL PLC ADR	PURCHASED	6/17/2011	10/09/2013
288	57.00 PRUDENTIAL PLC ADR	PURCHASED	6/17/2011	10/07/2013
289	33.00 PRUDENTIAL PLC ADR	PURCHASED	6/17/2011	2/07/2013
290	60.00 ROYAL DUTCH SHELL PLC SPONS ADR REPSTG B	PURCHASED	6/17/2011	12/04/2013
291	21.00 ROYAL DUTCH SHELL PLC SPONS ADR REPSTG B	PURCHASED	6/17/2011	11/01/2013
292	72.00 STATOIL ASA SPONS ADR	PURCHASED	4/17/2012	6/07/2013
293	101.00 STATOIL ASA SPONS ADR	PURCHASED	4/17/2012	5/02/2013
294	569.00 SUMITOMO MITSUI TR HLDGS INC SPONS ADR	PURCHASED	6/17/2011	2/28/2013
295	482.00 SUMITOMO MITSUI TR HLDGS INC SPONS ADR	PURCHASED	6/17/2011	2/26/2013
296	50.00 TEVA PHARMA INDUS LTD ADR	PURCHASED	12/22/2011	9/17/2013
297	19.00 TEVA PHARMA INDUS LTD ADR	PURCHASED	12/08/2011	9/17/2013
298	65.00 TEVA PHARMA INDUS LTD ADR	PURCHASED	12/08/2011	9/16/2013
299	51.00 UPM KYMMENE CORP SPONS ADR	PURCHASED	8/07/2012	12/20/2013
300	14.00 UPM KYMMENE CORP SPONS ADR	PURCHASED	8/07/2012	11/19/2013
301	68.00 UPM KYMMENE CORP SPONS ADR	PURCHASED	8/06/2012	11/19/2013
302	8.00 VOLKSWAGEN A G ADR (SPONS)	PURCHASED	6/17/2011	5/09/2013
303	53.00 VOLKSWAGEN A G ADR (SPONS)	PURCHASED	6/17/2011	5/09/2013
304	47.00 ZURICH INS GROUP LTD SPONS ADR	PURCHASED	6/17/2011	6/03/2013
305	59.00 ZURICH INS GROUP LTD SPONS ADR	PURCHASED	6/17/2011	1/24/2013
306	59 SEIMANS A G SPONS ADR	PURCHASED	VARIOUS	7/25/2013
307	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	2,205.		1,480.	725.				$ 725.
2	2,290.		1,538.	752.				752.
3	2,310.		1,551.	759.				759.
4	2,099.		1,410.	689.				689.
5	2,336.		1,569.	767.				767.
6	2,423.		1,629.	794.				794.
7	351,636.		248,630.	103,006.				103,006.
8	41,418.		27,813.	13,605.				13,605.
9	1,340.		1,352.	-12.				-12.
10	1,281.		1,289.	-8.				-8.
11	1,209.		1,208.	1.				1.
12	1,201.		1,208.	-7.				-7.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
13	1,153.		1,167.	-14.				$ -14.
14	1,120.		1,159.	-39.				-39.
15	1,068.		1,119.	-51.				-51.
16	1,100.		1,145.	-45.				-45.
17	1,062.		1,107.	-45.				-45.
18	1,141.		1,189.	-48.				-48.
19	1,390.		1,446.	-56.				-56.
20	2,625.		2,667.	-42.				-42.
21	2,580.		2,622.	-42.				-42.
22	2,952.		2,999.	-47.				-47.
23	3,096.		3,096.	0.				0.
24	836.		874.	-38.				-38.
25	879.		905.	-26.				-26.
26	789.		813.	-24.				-24.
27	152.		156.	-4.				-4.
28	876.		906.	-30.				-30.
29	858.		889.	-31.				-31.
30	2,014.		2,090.	-76.				-76.
31	1,793.		1,861.	-68.				-68.
32	818.		854.	-36.				-36.
33	867.		901.	-34.				-34.
34	838.		870.	-32.				-32.
35	879.		906.	-27.				-27.
36	883.		905.	-22.				-22.
37	875.		883.	-8.				-8.
38	299,970.		301,194.	-1,224.				-1,224.
39	258.		262.	-4.				-4.
40	278.		278.	0.				0.
41	281.		282.	-1.				-1.
42	3,585.		3,614.	-29.				-29.
43	4,291.		4,383.	-92.				-92.
44	5,305.		5,418.	-113.				-113.
45	569.		592.	-23.				-23.
46	279.		289.	-10.				-10.
47	243.		250.	-7.				-7.
48	304.		311.	-7.				-7.
49	272.		279.	-7.				-7.
50	998.		1,001.	-3.				-3.
51	2,208.		2,237.	-29.				-29.
52	516.		514.	2.				2.
53	384.		376.	8.				8.
54	194.		193.	1.				1.
55	149.		148.	1.				1.
56	219.		216.	3.				3.
57	256.		253.	3.				3.
58	967.		982.	-15.				-15.
59	863.		874.	-11.				-11.
60	678.		687.	-9.				-9.
61	636.		642.	-6.				-6.
62	846.		857.	-11.				-11.
63	1,657.		1,679.	-22.				-22.
64	862.		876.	-14.				-14.
65	4,075.		4,143.	-68.				-68.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
66	866.		910.	-44.				$ -44.
67	717.		747.	-30.				-30.
68	547.		570.	-23.				-23.
69	468.		485.	-17.				-17.
70	646.		673.	-27.				-27.
71	3,435.		3,578.	-143.				-143.
72	3,302.		3,477.	-175.				-175.
73	4,499.		4,737.	-238.				-238.
74	841.		906.	-65.				-65.
75	821.		882.	-61.				-61.
76	539.		578.	-39.				-39.
77	669.		713.	-44.				-44.
78	627.		666.	-39.				-39.
79	805.		843.	-38.				-38.
80	915.		956.	-41.				-41.
81	824.		857.	-33.				-33.
82	883.		907.	-24.				-24.
83	713.		735.	-22.				-22.
84	771.		772.	-1.				-1.
85	1,235.		1,273.	-38.				-38.
86	1,242.		1,296.	-54.				-54.
87	1,287.		1,344.	-57.				-57.
88	1,284.		1,344.	-60.				-60.
89	1,395.		1,452.	-57.				-57.
90	1,366.		1,412.	-46.				-46.
91	1,404.		1,442.	-38.				-38.
92	1,437.		1,476.	-39.				-39.
93	1,354.		1,393.	-39.				-39.
94	1,454.		1,492.	-38.				-38.
95	267,150.		274,963.	-7,813.				-7,813.
96	3,318.		3,311.	7.				7.
97	888.		919.	-31.				-31.
98	940.		940.	0.				0.
99	898.		912.	-14.				-14.
100	546.		550.	-4.				-4.
101	272,024.		275,020.	-2,996.				-2,996.
102	513.		507.	6.				6.
103	518.		513.	5.				5.
104	193.		195.	-2.				-2.
105	480.		484.	-4.				-4.
106	765.		767.	-2.				-2.
107	1,015.		1,043.	-28.				-28.
108	1,642.		1,685.	-43.				-43.
109	1,457.		1,498.	-41.				-41.
110	1,696.		1,734.	-38.				-38.
111	1,785.		1,821.	-36.				-36.
112	1,874.		1,894.	-20.				-20.
113	181,770.		183,382.	-1,612.				-1,612.
114	300,000.		305,856.	-5,856.				-5,856.
115	706.		746.	-40.				-40.
116	823.		829.	-6.				-6.
117	1,916.		1,923.	-7.				-7.
118	848.		847.	1.				1.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
119	768.		776.	-8.				$ -8.
120	769.		769.	0.				0.
121	613.		625.	-12.				-12.
122	315,923.		325,000.	-9,077.				-9,077.
123	3,512.		3,421.	91.				91.
124	3,333.		3,243.	90.				90.
125	326,681.		325,000.	1,681.				1,681.
126	612.		591.	21.				21.
127	3,559.		3,442.	117.				117.
128	10,959.		10,600.	359.				359.
129	16,360.		15,824.	536.				536.
130	1,245.		1,241.	4.				4.
131	1,862.		1,860.	2.				2.
132	549.		539.	10.				10.
133	617.		609.	8.				8.
134	3,034.		2,987.	47.				47.
135	4,115.		3,933.	182.				182.
136	5,615.		5,371.	244.				244.
137	3,169.		3,047.	122.				122.
138	2,977.		2,802.	175.				175.
139	265.		248.	17.				17.
140	375,422.		349,595.	25,827.				25,827.
141	5,234.		4,972.	262.				262.
142	127.		85.	42.				42.
143	9,010.		5,361.	3,649.				3,649.
144	101.		95.	6.				6.
145	106.		71.	35.				35.
146	151.		73.	78.				78.
147	138.		84.	54.				54.
148	2,740.		3,383.	-643.				-643.
149	4,583.		5,378.	-795.				-795.
150	49.		45.	4.				4.
151	129.		92.	37.				37.
152	67.		56.	11.				11.
153	2,767.		5,017.	-2,250.				-2,250.
154	53.		76.	-23.				-23.
155	90.		79.	11.				11.
156	123.		53.	70.				70.
157	143.		65.	78.				78.
158	151.		95.	56.				56.
159	89.		73.	16.				16.
160	131.		68.	63.				63.
161	166.		93.	73.				73.
162	137.		70.	67.				67.
163	83.		83.	0.				0.
164	5,247.		2,863.	2,384.				2,384.
165	90.		122.	-32.				-32.
166	61.		46.	15.				15.
167	4,899.		2,943.	1,956.				1,956.
168	113.		59.	54.				54.
169	150.		86.	64.				64.
170	7,420.		5,411.	2,009.				2,009.
171	114.		180.	-66.				-66.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
172	887.		370.	517.				$ 517.
173	4,881.		2,763.	2,118.				2,118.
174	83.		68.	15.				15.
175	98.		69.	29.				29.
176	1,013.		133.	880.				880.
177	163.		69.	94.				94.
178	231.		53.	178.				178.
179	179.		61.	118.				118.
180	75.		46.	29.				29.
181	104.		62.	42.				42.
182	2,032.		2,034.	-2.				-2.
183	1,695.		1,672.	23.				23.
184	5,572.		4,494.	1,078.				1,078.
185	1,417.		1,484.	-67.				-67.
186	3,463.		3,179.	284.				284.
187	220.		162.	58.				58.
188	2,587.		2,101.	486.				486.
189	541.		490.	51.				51.
190	5,896.		5,540.	356.				356.
191	3,045.		4,488.	-1,443.				-1,443.
192	3,696.		3,660.	36.				36.
193	2,749.		1,612.	1,137.				1,137.
194	2,466.		2,721.	-255.				-255.
195	2,331.		3,135.	-804.				-804.
196	3,898.		3,483.	415.				415.
197	466.		379.	87.				87.
198	1,574.		1,056.	518.				518.
199	2,041.		1,707.	334.				334.
200	3,265.		2,914.	351.				351.
201	834.		483.	351.				351.
202	3,684.		2,573.	1,111.				1,111.
203	3,857.		2,141.	1,716.				1,716.
204	887.		487.	400.				400.
205	2,128.		1,102.	1,026.				1,026.
206	2,748.		2,343.	405.				405.
207	2,966.		2,779.	187.				187.
208	1,869.		1,756.	113.				113.
209	4,076.		3,015.	1,061.				1,061.
210	4,890.		1,580.	3,310.				3,310.
211	4,742.		1,738.	3,004.				3,004.
212	2,581.		1,843.	738.				738.
213	2,890.		1,716.	1,174.				1,174.
214	484.		325.	159.				159.
215	68.		68.	0.				0.
216	1,036.		568.	468.				468.
217	3,959.		3,185.	774.				774.
218	4,209.		2,032.	2,177.				2,177.
219	4,751.		2,562.	2,189.				2,189.
220	435.		233.	202.				202.
221	3,888.		1,837.	2,051.				2,051.
222	2,493.		1,723.	770.				770.
223	774.		643.	131.				131.
224	1,252.		1,384.	-132.				-132.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
225	3,371.		3,682.	-311.				$ -311.
226	4,356.		4,074.	282.				282.
227	1,580.		1,273.	307.				307.
228	1,038.		868.	170.				170.
229	674.		632.	42.				42.
230	1,747.		1,579.	168.				168.
231	942.		1,924.	-982.				-982.
232	100.		208.	-108.				-108.
233	204.		437.	-233.				-233.
234	292.		586.	-294.				-294.
235	456.		416.	40.				40.
236	4,458.		4,032.	426.				426.
237	592.		530.	62.				62.
238	794.		746.	48.				48.
239	265.		249.	16.				16.
240	1,307.		898.	409.				409.
241	2,993.		1,969.	1,024.				1,024.
242	1,264.		847.	417.				417.
243	2,914.		1,947.	967.				967.
244	2,870.		2,204.	666.				666.
245	694.		751.	-57.				-57.
246	1,616.		2,088.	-472.				-472.
247	399.		386.	13.				13.
248	2,676.		2,455.	221.				221.
249	662.		553.	109.				109.
250	32.		25.	7.				7.
251	2,505.		1,960.	545.				545.
252	1,805.		1,580.	225.				225.
253	435.		329.	106.				106.
254	3,466.		2,602.	864.				864.
255	2,302.		1,721.	581.				581.
256	1,934.		2,229.	-295.				-295.
257	1,757.		2,232.	-475.				-475.
258	2,396.		2,179.	217.				217.
259	2,630.		1,471.	1,159.				1,159.
260	2,962.		3,551.	-589.				-589.
261	1,687.		1,705.	-18.				-18.
262	2,638.		2,412.	226.				226.
263	1,522.		1,233.	289.				289.
264	3,146.		4,278.	-1,132.				-1,132.
265	3.		4.	-1.				-1.
266	3,930.		3,595.	335.				335.
267	154.		103.	51.				51.
268	1,038.		693.	345.				345.
269	145.		523.	-378.				-378.
270	213.		753.	-540.				-540.
271	165.		578.	-413.				-413.
272	53.		164.	-111.				-111.
273	1,888.		1,280.	608.				608.
274	2,868.		2,580.	288.				288.
275	2,085.		2,488.	-403.				-403.
276	712.		637.	75.				75.
277	2,606.		2,389.	217.				217.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
278	826.		1,054.	-228.				$ -228.
279	1,057.		1,361.	-304.				-304.
280	1,378.		1,712.	-334.				-334.
281	1,789.		943.	846.				846.
282	327.		387.	-60.				-60.
283	3,604.		4,028.	-424.				-424.
284	4,519.		4,550.	-31.				-31.
285	1,285.		2,473.	-1,188.				-1,188.
286	2,402.		1,501.	901.				901.
287	146.		91.	55.				55.
288	2,157.		1,296.	861.				861.
289	958.		750.	208.				208.
290	4,121.		4,121.	0.				0.
291	1,462.		1,442.	20.				20.
292	1,611.		1,896.	-285.				-285.
293	2,353.		2,660.	-307.				-307.
294	2,169.		1,872.	297.				297.
295	1,839.		1,586.	253.				253.
296	1,884.		2,083.	-199.				-199.
297	716.		762.	-46.				-46.
298	2,457.		2,605.	-148.				-148.
299	835.		562.	273.				273.
300	236.		154.	82.				82.
301	1,147.		750.	397.				397.
302	315.		273.	42.				42.
303	2,091.		1,810.	281.				281.
304	1,237.		1,194.	43.				43.
305	1,652.		1,499.	153.				153.
306	180.		3.	177.				177.
307								17,202.
							TOTAL	$ 179,374.

STATEMENT 6
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
SCOTT FAMILY CHAR REMAINDER TRUST	11988 EL CAMINO REAL #101 SAN DIEGO, CA 92130
SCOTT REVOCABLE LIVING TRUST	11988 EL CAMINO REAL #101 SAN DIEGO, CA 92130

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
GEORGE MCFARLIN 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR/PRES 0	$ 0.	$ 0.	$ 0.
FREDERIC SCHNEIDER 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR 0	0.	0.	0.
CLAUDIA SCHNEIDER 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR 0	0.	0.	0.
TINA MCFARLIN 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR/SECRE 0	0.	0.	0.
SARAH MCFARLIN 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR 0	0.	0.	0.
TIM MCFARLIN 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS AND GIRLS CLUB SOUTH COAST 1304 CALLE VALLE SAN CLEMENTE, CA 92674		PUBLIC	GENERAL FUND DONATION	$ 7,500.
CONCEPT 7 3100 S. HARBOR BLVD. #200 SANTA ANA, CA 92704		PUBLIC	GENERAL FUND DONATION	5,000.
MONARCH SCHOOL 808 WEST CEDAR STREET SAN DIEGO, CA 92101		PUBLIC	GENERAL FUND DONATION	10,000.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
MATTEL CHILDREN'S HOSPITAL AT UCLA 10945 LE CONTE AVE #3132 LOS ANGELES, CA 90095		PUBLIC	GENERAL FUND DONATION	$ 20,000.
TIMOTHY PENNINGTON IV MEMORIAL FUND 11150 SANTA MONICA BLVD #1200 LOS ANGELES, CA 90025		PUBLIC	GENERAL FUND DONATION	5,000.
FISHER HOUSE ADDRESS ON FILE ,		PUBLIC	GENERAL FUND DONATION	10,000.
HOMES FOR OUR TROOPS 37 MAIN STREET TAUNTON, MA 02780		PUBLIC	GENERAL FUND DONATION	7,500.
FREEDOM ALLIANCE ADDRESS ON FILE ,		PUBLIC	GENERAL FUND DONATION	12,500.
LA BIOMED RESEARCH INSTITUTE 1124 WEST CARSON STREET CARSON, CA 90502		PUBLIC	GENERAL FUND DONATION	105,000.
THE UCI FOUNDATION STEM CELL 2107 CILLESPIE IRVING, CA 92697		PUBLIC	GENERAL FUND DONATION	60,000.
THE JAZZ & DEMOCRACY PROJECT 1320 FILLMORE STREET SAN FRANCISCO, CA 94415		PUBLIC	GENERAL FUND DONATION	7,500.
COURT APPOINTED SPEC ADVO OF ORANGE COUN 1615 EAST 17TH ST., SUITE 100 SANTA ANA, CA 92705		PUBLIC	GENERAL FUND DONATION	7,500.
WOUNDED WARRIOR PROJECT 4899 BELFORT RD., STE. 300 JACKSONVILLE, FL 32256		PUBLIC	GENERAL FUND DONATION	12,500.
ORANGE COUNTY RONALD MCDONALD HOUSE 383 SOUTH BATAVIA STREET ORANGE, CA 92868		PUBLIC	GENERAL FUND DONATION	10,000.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
COVENANT HOUSE 1325 N. WESTERN AVENUE HOLLYWOOD, CA 90027		PUBLIC	GENERAL FUND DONATION	$ 5,000.
THE SAN DIEGO FOUNDATION 2508 HISTORIC DECATUR RD. STE. 200 SAN DIEGO, CA 92106		PUBLIC	GENERAL FUND DONATION	5,000.
POJECT DIGNITY 12020 CHAPMAN AVE. GARDEN GROVE, CA 92840		PUBLIC	GENERAL FUND DONATION	5,000.
BIG BROTHERS BIG SISTERS OF AMERICA ADDRESS ON FILE ,		PUBLIC	GENERAL FUND DONATION	10,000.
			TOTAL	$ 305,000.

BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS

CASH AND CASH EQUIVALENTS - A/C 53	$	420,997.
CASH AND CASH EQUIVALENTS - A/C 63		9,771.
CASH AND CASH EQUIVALENTS - A/C 46		1,487.
CASH AND CASH EQUIVALENTS - A/C 34		8,938.
CASH AND CASH EQUIVALENTS - A/C 89		1,778.
CASH - MONEY MARKET		21,586.
TOTAL	$	464,557.

BALANCE SHEET
CORPORATE STOCK (FORM 990-PF)[O]

A/C 63 - SEE ATTACHED SCHEDULE	$	246,196.
A/C 46 - SEE ATTACHED SCHEDULE		199,168.
A/C 34 - SEE ATTACHED SCHEDULE		238,607.
TOTAL	$	683,971.

BALANCE SHEET
OTHER (FORM 990-PF)[O]

A/C 53 - MUTUAL FUND - SEE ATTACHED STATEMENT	$	2,952,668.
INVESTMENT IN MERCER, INC.		50,000.
INVESTMENT IN GOLD KRUGERRANDS		173,391.
REIT - INDUSTRIAL INCOME TRUST INC.		273,351.
REIT - ARC NEW YORK RECOVERY REIT, INC.		250,332.
TOTAL	$	3,699,742.

FMV OF ASSETS (990-PF)
SAVINGS AND TEMPORARY CASH INVESTMENTS

CASH AND CASH EQUIVALENTS - A/C 53	$	420,997.
CASH AND CASH EQUIVALENTS - A/C 63		9,771.
CASH AND CASH EQUIVALENTS - A/C 46		1,487.
CASH AND CASH EQUIVALENTS - A/C 34		8,938.
CASH AND CASH EQUIVALENTS - A/C 89		1,778.
CASH - MONEY MARKET		21,586.
TOTAL	$	464,557.

FMV OF ASSETS (990-PF)
CORPORATE STOCK [O]

A/C 63 - SEE ATTACHED SCHEDULE	$	381,785.
A/C 46 - SEE ATTACHED SCHEDULE		378,425.
A/C 34 - SEE ATTACHED SCHEDULE		281,268.
TOTAL	$	1,041,478.

FMV OF ASSETS (990-PF)
OTHER [O]

MUTUAL FUND - SEE ATTACHED STATEMENT		$ 3,332,334.
INVESTMENT IN MERCER, INC.		242,500.
INVESTMENT IN GOLD KRUGERRANDS		471,750.
REIT - INDUSTRIAL INCOME TRUST INC.		287,258.
REIT - ARC NEW YORK RECOVERY REIT, INC.		255,098.
	TOTAL	$ 4,588,940.

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
33-0622262
ACCT 53
December 31, 2013

Portfolio Holdings

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Mutual Funds 89.00% of Portfolio					
AMERICAN BALANCED FUND CLASS F-1			Security Identifier: BALFX		
Open End Fund			CUSIP 024071409		
Dividend Option· Reinvest, Capital Gains Option Reinvest					
12/23/13	16,535 759	24 1900	400,000 00	24 4100	403,637 88
BLACKROCK HIGH YIELD BOND FUND			Security Identifier BHYAX		
CLASS A			CUSIP 091929679		
Open End Fund					
Dividend Option Reinvest, Capital Gains Option. Reinvest					
03/05/12	35,392 535	7.7700	275,000 00	8.2100	290,572.71
Reinvestments to Date	4,504 672	8 0490	36,257 78	8.2100	36,983.36
Total Covered	39,897.207		311,257 78		327,556.07
Total	39,897.207		$311,257.78		$327,556.07
BLACKROCK GLOBAL ALLOCATION FUND INC			Security Identifier: MDLOX		
CLASS A			CUSIP. 09251T103		
Open End Fund					
Dividend Option Reinvest, Capital Gains Option Reinvest					
12/23/13	18,930 431	21 1300	400,000 00	21.3300	403,786.09

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
33-0622262
ACCT 53
December 31, 2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Mutual Funds *(continued)*					
EUROPACIFIC GROWTH FUND CLASS F-1			Security Identifier AEGFX		
Open End Fund			CUSIP 298706409		
Dividend Option· Reinvest, Capital Gains Option Reinvest					
10/24/12	5,069 708	39 4500	200,000 00	48 8000	247,401 75
Reinvestments to Date	134.116	43.2980	5,806 95	48 8000	6,544 86
Total Covered	5,203.824		205,806 95		253,946 61
Total	5,203.824		$205,806.95		$253,946.61
LOOMIS SAYLES STRATEGIC ALPHA FUND CLASS Y			Security Identifier· LASYX		
Open End Fund			CUSIP· 63872T620		
Dividend Option Reinvest, Capital Gains Option· Reinvest					
06/20/13	38,686 686	10 0500	388,801 20	10 0500	388,801 19
12/19/13	111 711	10.0610	1,123 92	10 0500	1,122.69
			166 day(s) added to your holding period as a result of a wash sale.		
Reinvestments to Date	726.790	9 9000	7,195 22	10 0500	7,304 25
Total Covered	39,525.187		397,120.34		397,228.13
Total	39,525 187		$397,120.34		$397,228.13
OPPENHEIMER INTL GROWTH CLASS A			Security Identifier. OIGAX		
Open End Fund			CUSIP 68380L100		
Dividend Option· Reinvest; Capital Gains Option Reinvest					
10/24/12	6,788 866	29 4600	200,000 00	38.3500	260,353 01
Reinvestments to Date	130 752	32.9870	4,313 12	38 3500	5,014 34
Total Covered	6,919.618		204,313 12		265,367.35
Total	6,919.618		$204,313.12		$265,367.35
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND CLASS I			Security Identifier SAMBX		
Open End Fund			CUSIP 76628T678		
Dividend Option Reinvest; Capital Gains Option· Reinvest					
03/26/13	49,668.874	9 0600	450,000 00	9 0600	450,000 00
Reinvestments to Date	1,376 103	9 0320	12,429 44	9 0600	12,467 49
Total Covered	51,044.977		462,429 44		462,467 49
Total	51,044.977		$462,429 44		$462,467.49
VANGUARD SMALL-CAP GROWTH INDEX FUND			Security Identifier: VISGX		
Open End Fund			CUSIP 922908827		
Dividend Option. Reinvest, Capital Gains Option Reinvest					
02/23/11	10,950.504	22.8330	250,030 00	34 3700	376,368 82

Detail of Investment Book Value and Fair Market Value

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Mutual Funds *(continued)*					
VANGUARD SMALL-CAP GROWTH INDEX FUND *(continued)*					
Reinvestments to Date *	43 146	21 5750	930 87	34 3700	1,482.93
Total Noncovered	10,993.650		250,960 87		377,851.75
Reinvestments to Date	152.115	28 1490	4,281 89	34 3700	5,228 19
Total Covered	152 115		4,281.89		5,228.19
Total	11,145.765		$255,242.76		$383,079.94
WASHINGTON MUTUAL INVESTORS FUND CLASS F-1 Open End Fund Dividend Option Reinvest, Capital Gains Option. Reinvest			Security Identifier· WSHFX CUSIP. 939330403		
03/02/11 *	9,855 509	28 1900	277,826 80	39 3100	387,420 06
Reinvestments to Date *	512 446	27 1160	13,895.69	39 3100	20,144.25
Total Noncovered	10,367 955		291,722.49		407,564.31
Reinvestments to Date	704 655	35 1590	24,774 81	39.3100	27,699.99
Total Covered	704.655		24,774.81		27,699.99
Total	11,072.610		$316,497 30		$435,264.30
Total Mutual Funds			$2,952,667.69		$3,332,333.86

	Cost Basis	Market Value
Total Portfolio Holdings	$3,373,665.09	$3,753,331.26

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities 98.00% of Portfolio					
Common Stocks					
MICHAEL KORS HLDGS LTD SHS ISIN#VGG607541015 Dividend Option Cash			Security Identifier KORS CUSIP G60754101		
05/16/12	67 000	40 4450	2,709.81	81 1900	5,439 73
08/02/12	50.000	39 7080	1,985 42	81 1900	4,059 50
Total Covered	117 000		4,695.23		9,499 23
Total	117.000		$4,695.23		$9,499.23
ASML HLDG N V N Y REGISTRY SHS NEW 2012 Dividend Option Cash			Security Identifier ASML CUSIP. N07059210		
05/08/13	43 000	76.6580	3,296.30	93 7000	4,029 10
AMAZON COM INC Dividend Option Cash			Security Identifier. AMZN CUSIP 023135106		
02/07/11	16 000	175 4550	2,807.28	398 7900	6,380 64
AMERIPRISE FINL INC COM Dividend Option. Cash			Security Identifier: AMP CUSIP: 03076C106		
04/05/10 *	53 000	46.2350	2,450 47	115 0500	6,097 65
Total Noncovered	53.000		2,450.47		6,097 65
05/30/13	11.000	83 6300	919.93	115 0500	1,265.55

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
AMERIPRISE FINL INC COM *(continued)*					
Total Covered	11.000		919.93		1,265.55
Total	64.000		$3,370.40		$7,363.20
ANADARKO PETE CORP COM			Security Identifier: APC		
Dividend Option Cash			CUSIP 032511107		
05/20/10 *	14 000	54.1260	757 76	79.3200	1,110 48
Total Noncovered	14.000		757 76		1,110 48
02/14/11	41 000	79.7400	3,269 34	79 3200	3,252.12
Total Covered	41 000		3,269 34		3,252.12
Total	55.000		$4,027 10		$4,362.60
ANALOG DEVICES INC COM			Security Identifier: ADI		
Dividend Option Cash			CUSIP: 032654105		
10/01/12	77 000	39.6870	3,055 91	50 9300	3,921.61
12/03/12	33 000	40 7100	1,343 42	50 9300	1,680.69
Total Covered	110.000		4,399 33		5,602.30
Total	110.000		$4,399.33		$5,602.30
ANHEUSER BUSCH INBEV SA NV SPONSORED ADR			Security Identifier: BUD		
ISIN#US03524A1088			CUSIP 03524A108		
Dividend Option Cash					
07/18/12	71 000	78 1320	5,547 36	106 4600	7,558 66
APPLE INC COM			Security Identifier: AAPL		
Dividend Option Cash			CUSIP: 037833100		
07/30/08 *	23 000	158 0030	3,634.06	561 0200	12,903 46
Total Noncovered	23.000		3,634.06		12,903.46
10/26/12	6 000	601.3700	3,608 22	561 0200	3,366 12
Total Covered	6.000		3,608 22		3,366.12
Total	29.000		$7,242.28		$16,269.58
ARM HLDGS PLC SPONSORED ADR			Security Identifier: ARMH		
Dividend Option. Cash			CUSIP 042068106		
09/24/12	53 000	27 8000	1,473 38	54 7310	2,900 74
07/08/13	60 000	38 6310	2,317 88	54 7310	3,283 86
Total Covered	113 000		3,791.26		6,184 60
Total	113.000		$3,791.26		$6,184.60
AUTOLIV INC COM			Security Identifier: ALV		
Dividend Option Cash			CUSIP. 052800109		
06/18/13	43.000	78 4080	3,371 56	91 8000	3,947.40

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
BLACKROCK INC COM			Security Identifier· BLK		
Dividend Option. Cash			CUSIP 09247X101		
01/25/13	13 000	236.2280	3,070 96	316 4700	4,114 11
05/30/13	5.000	284 7300	1,423 65	316 4700	1,582.35
10/10/13	11 000	276 9310	3,046.24	316 4700	3,481.17
Total Covered	29.000		7,540.85		9,177.63
Total	29.000		$7,540.85		$9,177.63
BORGWARNER INC COM			Security Identifier: BWA		
Dividend Option. Cash			CUSIP. 099724106		
06/18/10 *	156 000	20 7010	3,229.36	55 9100	8,721 96
CAMERON INTL CORP COM			Security Identifier: CAM		
Dividend Option Cash			CUSIP 13342B105		
06/13/07 *	93 000	35 5170	3,303 06	59 5300	5,536 29
CELGENE CORP			Security Identifier: CELG		
Dividend Option Cash			CUSIP: 151020104		
04/08/10 *	57.000	63 0660	3,594.77	168.9680	9,631 18
CERNER CORP			Security Identifier: CERN		
Dividend Option Cash			CUSIP. 156782104		
07/11/06 *	92 000	9 1280	839 73	55.7400	5,128.08
CHEVRON CORP NEW COM			Security Identifier. CVX		
Dividend Option Cash			CUSIP· 166764100		
08/12/11	35 000	96 1660	3,365 82	124.9100	4,371.85
DANAHER CORP COM			Security Identifier· DHR		
Dividend Option· Cash			CUSIP 235851102		
10/30/09 *	89 000	34 1540	3,039 70	77.2000	6,870 80
DIAGEO PLC SPONSORED ADR NEW			Security Identifier DEO		
ISIN#US25243Q2057			CUSIP 25243Q205		
Dividend Option Cash					
05/03/11	22.000	81.2320	1,787.10	132.4200	2,913 24
02/27/12	32.000	94 8830	3,036.25	132.4200	4,237.44

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THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
DIAGEO PLC SPONSORED ADR NEW *(continued)*					
Total Covered	54 000		4,823 35		7,150 68
Total	54 000		$4,823.35		$7,150 68
DISNEY WALT CO DISNEY COM			Security Identifier DIS		
Dividend Option Cash			CUSIP· 254687106		
02/25/11	62.000	42.7520	2,650 60	76.4000	4,736 80
EMC CORP COM			Security Identifier. EMC		
Dividend Option· Cash			CUSIP. 268648102		
09/30/10 *	143 000	20.2820	2,900 26	25 1500	3,596 45
Total Noncovered	143 000		2,900.26		3,596 45
02/07/11	72 000	25 8800	1,863 35	25 1500	1,810 80
11/05/12	46 000	24.9200	1,146 32	25.1500	1,156 90
Total Covered	118.000		3,009.67		2,967.70
Total	261.000		$5,909.93		$6,564.15
EBAY INC COM			Security Identifier. EBAY		
Dividend Option Cash			CUSIP· 278642103		
03/17/11	44 000	30 1870	1,328 21	54.8650	2,414 06
06/10/11	81 000	30.3400	2,457 50	54 8650	4,444 07
Total Covered	125.000		3,785.71		6,858.13
Total	125.000		$3,785.71		$6,858.13
FLUOR CORP NEW COM			Security Identifier: FLR		
Dividend Option. Cash			CUSIP 343412102		
10/03/11	73 000	45 8910	3,350 02	80.2900	5,861 17
FLOWSERVE CORP COM			Security Identifier: FLS		
Dividend Option Cash			CUSIP. 34354P105		
06/06/08 *	90 000	45.7290	4,115 64	78 8300	7,094 70
GOOGLE INC CL A			Security Identifier: GOOG		
Dividend Option. Cash			CUSIP. 38259P508		
07/23/07 *	5 000	514 9600	2,574 80	1,120 7100	5,603 55
Total Noncovered	5.000		2,574.80		5,603.55
01/03/11	8 000	601 8550	4,814 84	1,120 7100	8,965 68
06/11/13	2 000	881.6000	1,763 20	1,120.7100	2,241 42
Total Covered	10.000		6,578.04		11,207.10
Total	15.000		$9,152.84		$16,810.65
HAIN CELESTIAL GROUP INC COM			Security Identifier: HAIN		
Dividend Option: Cash			CUSIP. 405217100		
03/15/13	56 000	57 3660	3,212.49	90.7800	5,083 68

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
INTERNATIONAL BUSINESS MACHS CORP COM			Security Identifier IBM CUSIP· 459200101		
Dividend Option Cash					
01/22/07 *	24.000	96 6590	2,319 81	187 5700	4,501 68
ESTEE LAUDER COMPANIES INC CL A			Security Identifier: EL CUSIP: 518439104		
Dividend Option. Cash					
05/06/11	62 000	48 5410	3,009 56	75.3200	4,669 84
LINKEDIN CORP CL A			Security Identifier: LNKD CUSIP 53578A108		
Dividend Option: Cash					
09/04/13	14 000	241 1980	3,376 77	216 8300	3,035.62
11/06/13	7.000	223 8170	1,566.72	216.8300	1,517 81
Total Covered	21.000		4,943 49		4,553.43
Total	21.000		$4,943.49		$4,553.43
LULULEMON ATHLETICA INC COM			Security Identifier. LULU CUSIP. 550021109		
Dividend Option. Cash					
06/08/12	11 000	63 6790	700 47	59 0300	649 33
04/05/13	32 000	63 9650	2,046 89	59 0300	1,888 96
09/17/13	33 000	69 9930	2,309 77	59 0300	1,947 99
Total Covered	76.000		5,057.13		4,486.28
Total	76.000		$5,057 13		$4,486.28
MONSANTO CO NEW COM			Security Identifier: MON CUSIP 61166W101		
Dividend Option Cash					
08/20/12	34 000	88 1300	2,996 42	116 5500	3,962.70
11/26/12	32 000	90.2700	2,888 64	116 5500	3,729.60
09/04/13	37.000	100 5100	3,718.86	116 5500	4,312.35
Total Covered	103.000		9,603.92		12,004.65
Total	103.000		$9,603.92		$12,004.65
OCWEN FINL CORP COM NEW			Security Identifier: OCN CUSIP: 675746309		
Dividend Option: Cash					
02/08/13	77 000	41 0620	3,161 81	55 4500	4,269 65
05/30/13	39.000	43.3480	1,690.58	55 4500	2,162.55

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
OCWEN FINL CORP COM NEW *(continued)*					
Total Covered	116.000		4,852.39		6,432.20
Total	116.000		$4,852.39		$6,432.20
PIONEER NAT RES CO COM			Security Identifier PXD	CUSIP 723787107	
Dividend Option. Cash					
05/20/10 *	11 000	56 3430	619 77	184 0700	2,024 77
Total Noncovered	11.000		619 77		2,024.77
02/14/11	34 000	98 7100	3,356 13	184 0700	6,258.38
Total Covered	34.000		3,356.13		6,258.38
Total	45.000		$3,975.90		$8,283.15
PRECISION CASTPARTS CORP			Security Identifier PCP	CUSIP. 740189105	
Dividend Option Cash					
10/05/12	19 000	164 8830	3,132 78	269 3000	5,116 70
10/10/13	11 000	236 9040	2,605 94	269.3000	2,962.30
Total Covered	30.000		5,738.72		8,079.00
Total	30 000		$5,738.72		$8,079.00
PRICELINE COM INC COM NEW			Security Identifier: PCLN	CUSIP. 741503403	
Dividend Option Cash					
01/20/09 *	6 000	68 0480	408 29	1,162.4000	6,974 40
QUALCOMM INC			Security Identifier: QCOM	CUSIP. 747525103	
Dividend Option Cash					
08/02/12	32 000	58 5640	1,874.04	74 2500	2,376 00
08/28/12	23 000	62 1800	1,430.14	74.2500	1,707 75
09/17/12	49.000	64.6600	3,168 34	74.2500	3,638 25
Total Covered	104.000		6,472.52		7,722.00
Total	104.000		$6,472.52		$7,722.00
RALPH LAUREN CORP CL A			Security Identifier RL	CUSIP: 751212101	
Dividend Option Cash					
10/29/10 *	25 000	97 5360	2,438.40	176 5700	4,414.25
RESTORATION HARDWARE HLDGS INC COM			Security Identifier: RH	CUSIP 761283100	
Dividend Option: Cash					
10/11/13	57 000	62 8270	3,581.12	67 3000	3,836.10
12/13/13	32.000	63.6160	2,035 71	67.3000	2,153 60
Total Covered	89.000		5,616.83		5,989.70
Total	89.000		$5,616.83		$5,989.70
ROCKWELL AUTOMATION INC COM			Security Identifier: ROK	CUSIP. 773903109	
FORMERLY ROCKWELL INTL CORP					
Dividend Option· Cash					

Detail of Investment Book Value and Fair Market Value

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
ROCKWELL AUTOMATION INC COM *(continued)*					
02/27/12	38 000	81 7340	3,105 89	118.1600	4,490 08
HENRY SCHEIN INC			Security Identifier: HSIC		
Dividend Option Cash			CUSIP: 806407102		
04/19/06 *	64.000	46.5560	2,979 60	114.2600	7,312.64
07/11/06 *	20 000	48.3000	966.00	114 2600	2,285.20
Total Noncovered	84.000		3,945.60		9,597.84
Total	84.000		$3,945.60		$9,597.84
SCHLUMBERGER LTD COM ISIN#AN8068571086			Security Identifier SLB		
Dividend Option Cash			CUSIP 806857108		
06/13/07 *	37 000	81 7640	3,025 28	90 1100	3,334 07
Total Noncovered	37.000		3,025 28		3,334.07
02/14/11	33.000	91.5700	3,021.81	90 1100	2,973 63
11/05/12	16.000	69 1060	1,105.70	90 1100	1,441.76
Total Covered	49.000		4,127.51		4,415.39
Total	86.000		$7,152.79		$7,749.46
SHIRE PLC SPONS ADR			Security Identifier SHPG		
ISIN#US82481R1068			CUSIP 82481R106		
Dividend Option Cash					
11/15/13	27 000	136 4440	3,683 99	141 2900	3,814 83
SPLUNK INC COM			Security Identifier. SPLK		
Dividend Option Cash			CUSIP. 848637104		
10/11/13	60 000	59 3380	3,560.29	68.6700	4,120 20
12/18/13	54 000	68 9160	3,721 45	68.6700	3,708 18
Total Covered	114.000		7,281.74		7,828.38
Total	114.000		$7,281.74		$7,828.38
STARBUCKS CORP COM			Security Identifier: SBUX		
Dividend Option Cash			CUSIP. 855244109		
04/05/13	55 000	57.6060	3,168 34	78 3900	4,311 45

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM			Security Identifier: HOT CUSIP. 85590A401		
Dividend Option Cash					
06/11/13	49 000	66 8270	3,274.50	79 4500	3,893 05
11/26/13	52 000	74 4570	3,871.77	79 4500	4,131 40
Total Covered	**101.000**		**7,146.27**		**8,024.45**
Total	**101.000**		**$7,146.27**		**$8,024.45**
THERMO FISHER SCIENTIFIC INC COM			Security Identifier: TMO CUSIP. 883556102		
Dividend Option· Cash					
02/05/10 *	68 000	47 0780	3,201 28	111 3500	7,571.80
TRIMBLE NAV LTD			Security Identifier: TRMB CUSIP 896239100		
Dividend Option· Cash					
12/03/12	108 000	27 6670	2,988.01	34 7000	3,747 60
02/08/13	50.000	30 0740	1,503 68	34 7000	1,735 00
05/13/13	73 000	29.0070	2,117 54	34.7000	2,533.10
Total Covered	**231.000**		**6,609.23**		**8,015.70**
Total	**231 000**		**$6,609.23**		**$8,015.70**
UNION PACIFIC CORP COM			Security Identifier: UNP CUSIP 907818108		
Dividend Option Cash					
07/24/09 *	51 000	58 0030	2,958 13	168 0000	8,568 00
UNITED RENTALS INC COM			Security Identifier URI CUSIP 911363109		
Dividend Option Cash					
07/08/13	64 000	51 7410	3,311.41	77 9500	4,988 80
09/04/13	27 000	56.2790	1,519 53	77 9500	2,104 65
10/10/13	30 000	57 9130	1,737.39	77 9500	2,338 50
Total Covered	**121 000**		**6,568.33**		**9,431.95**
Total	**121 000**		**$6,568.33**		**$9,431.95**
UNITED TECHNOLOGIES CORP COM			Security Identifier: UTX CUSIP. 913017109		
Dividend Option· Cash					
01/11/12	57 000	75 9640	4,329 93	113.8000	6,486 60
05/16/12	17 000	76 0200	1,292.34	113.8000	1,934 60
Total Covered	**74 000**		**5,622.27**		**8,421.20**
Total	**74.000**		**$5,622.27**		**$8,421.20**
URBAN OUTFITTERS INC			Security Identifier: URBN CUSIP. 917047102		
Dividend Option: Cash					
10/25/12	82.000	35 8640	2,940.81	37.1000	3,042.20
05/30/13	64.000	41.5220	2,657 38	37.1000	2,374 40

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
URBAN OUTFITTERS INC *(continued)*					
Total Covered	146.000		5,598.19		5,416.60
Total	146 000		$5,598.19		$5,416.60
V F CORP COM				Security Identifier: VFC	
Dividend Option Cash				CUSIP. 918204108	
09/17/12	76 000	40 5930	3,085 10	62 3400	4,737 84
VALEANT PHARMACEUTICALS INTL				Security Identifier: VRX	
INC CDA COM ISIN#CA91911K1021				CUSIP: 91911K102	
Dividend Option: Cash					
01/28/13	49 000	65.4500	3,207 03	117 4000	5,752 60
VISA INC COM CL A				Security Identifier. V	
Dividend Option. Cash				CUSIP 92826C839	
08/06/13	19 000	183 7130	3,490 54	222.6800	4,230 92
09/17/13	19 000	189 4010	3,598 62	222 6800	4,230 92
12/18/13	16 000	214 3170	3,429 07	222.6800	3,562.88
Total Covered	54.000		10,518.23		12,024.72
Total	54.000		$10,518.23		$12,024.72
WALGREEN CO				Security Identifier WAG	
Dividend Option Cash				CUSIP: 931422109	
08/31/12	124 000	35.8440	4,444 69	57 4400	7,122 56
Total Common Stocks			$246,196 03		$381,785 10
Total Equities			$246,196.03		$381,785.10

	Cost Basis	Market Value
Total Portfolio Holdings	$255,966.93	$391,556.00

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities 99.00% of Portfolio					
Common Stocks					
ACCENTURE PLC IRELAND CLASS SHS ISIN#IE00B4BNMY34 Dividend Option Cash				Security Identifier: ACN CUSIP. G1151C101	
07/06/09 ',3	84 000	32 6490	2,742 55	82 2200	6,906 48
PERRIGO CO PLC SHS ISIN#IE00BGH1M568 Dividend Option Cash				Security Identifier: PRGO CUSIP· G97822103	
12/27/13	58 000	155 3400	9,009 70	153 4500	8,900 10
AGILENT TECHNOLOGIES INC COM Dividend Option: Cash				Security Identifier· A CUSIP 00846U101	
06/16/11	110 000	47 4880	5,223 73	57.1900	6,290.90
AIRGAS INC Dividend Option. Cash				Security Identifier: ARG CUSIP. 009363102	
11/22/11	50.000	70.9250	3,546.24	111 8500	5,592.50
ALLIANCE DATA SYS CORP COM Dividend Option Cash				Security Identifier: ADS CUSIP 018581108	
04/04/13	28 000	158 2310	4,430 48	262.9300	7,362.04

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
AMAZON COM INC			Security Identifier AMZN		
Dividend Option Cash			CUSIP· 023135106		
12/12/08 *	41 000	49 5360	2,030 98	398 7900	16,350 39
AMERISOURCE BERGEN CORP COM			Security Identifier: ABC		
Dividend Option Cash			CUSIP 03073E105		
12/23/09 *	119 000	26 3110	3,130.97	70.3100	8,366 89
AMPHENOL CORP NEW CL A			Security Identifier. APH		
Dividend Option Cash			CUSIP 032095101		
06/06/08 *	131 000	47 6550	6,242.75	89 1800	11,682 58
APPLE INC COM			Security Identifier: AAPL		
Dividend Option Cash			CUSIP. 037833100		
06/06/08 *	22 000	187 9370	4,134 61	561 0200	12,342 44
Total Noncovered	**22.000**		**4,134.61**		**12,342.44**
05/06/13	4 000	458 7130	1,834 85	561.0200	2,244 08
Total Covered	**4 000**		**1,834.85**		**2,244.08**
Total	**26.000**		**$5,969.46**		**$14,586.52**
BORGWARNER INC COM			Security Identifier. BWA		
Dividend Option Cash			CUSIP 099724106		
12/05/13	70 000	52 2950	3,660 65	55 9100	3,913 70
CBRE GROUP INC CL A			Security Identifier CBG		
Dividend Option Cash			CUSIP 12504L109		
09/09/10 *	236 000	18 3140	4,322.17	26 3000	6,206 80
CELGENE CORP			Security Identifier· CELG		
Dividend Option. Cash			CUSIP 151020104		
01/23/12	44 000	73 4020	3,229 69	168 9680	7,434 59
CITRIX SYSTEMS INC			Security Identifier: CTXS		
Dividend Option. Cash			CUSIP· 177376100		
06/06/08 *	126 000	35 0800	4,420 08	63 2500	7,969 50
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A			Security Identifier. CTSH		
Dividend Option. Cash			CUSIP. 192446102		
12/23/09 *	81 000	46.3130	3,751.35	100.9800	8,179 38
CUMMINS INC			Security Identifier. CMI		
Dividend Option Cash			CUSIP. 231021106		
06/06/08 *	74 000	68 4540	5,065 63	140 9700	10,431 78
DEERE & CO			Security Identifier· DE		
Dividend Option Cash			CUSIP. 244199105		
06/06/08 *	31.000	82.5950	2,560 44	91.3300	2,831 23

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
DEERE & CO *(continued)*					
10/21/08 *	52 000	37.8940	1,970 51	91 3300	4,749 16
Total Noncovered	83.000		4,530.95		7,580.39
Total	83.000		$4,530.95		$7,580.39
F5 NETWORKS INC COM			Security Identifier FFIV		
Dividend Option Cash			CUSIP. 315616102		
11/09/10 *	3 000	122.4130	367.24	90 8600	272.58
Total Noncovered	3 000		367.24		272.58
08/29/11	44 000	77 8840	3,426.89	90 8600	3,997.84
Total Covered	44 000		3,426.89		3,997.84
Total	47.000		$3,794.13		$4,270 42
FLEETCOR TECHNOLOGIES INC COM			Security Identifier: FLT		
Dividend Option Cash			CUSIP. 339041105		
11/13/13	62 000	116 3990	7,216 71	117 1700	7,264 54
FLOWSERVE CORP COM			Security Identifier FLS		
Dividend Option. Cash			CUSIP. 34354P105		
06/06/08 *	89 000	45.8500	4,080 66	78 8300	7,015 87
12/03/08 *	81 000	15 0260	1,217 12	78.8300	6,385.23
Total Noncovered	170.000		5,297.78		13,401.10
Total	170.000		$5,297.78		$13,401.10
GOOGLE INC CL A			Security Identifier GOOG		
Dividend Option. Cash			CUSIP. 38259P508		
06/06/08 *	9 000	572.1200	5,149 08	1,120 7100	10,086 39
HALLIBURTON CO COM			Security Identifier. HAL		
Dividend Option Cash			CUSIP. 406216101		
08/11/11	81 000	45 1350	3,655 93	50.7500	4,110.75
HOME DEPOT INC COM			Security Identifier: HD		
Dividend Option Cash			CUSIP: 437076102		
01/13/12 *	87 000	43 1130	3,750 80	82.3400	7,163 58

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
INTUIT INCORPORATED COM			Security Identifier· INTU		
Dividend Option Cash			CUSIP: 461202103		
04/05/13	69 000	64 3140	4,437 66	76.3200	5,266 08
JACOBS ENGR GROUP INC COM			Security Identifier: JEC		
Dividend Option· Cash			CUSIP: 469814107		
06/06/08 *	11 000	90 1990	992.19	62 9900	692.89
10/09/08 *	91 000	40.2490	3,662.65	62 9900	5,732.09
Total Noncovered	102.000		4,654.84		6,424.98
Total	102 000		$4,654 84		$6,424.98
ESTEE LAUDER COMPANIES INC CL A			Security Identifier. EL		
Dividend Option· Cash			CUSIP 518439104		
01/13/11	126 000	41.9440	5,284.98	75 3200	9,490 32
MASTERCARD INC CL A COM			Security Identifier: MA		
Dividend Option Cash			CUSIP. 57636Q104		
01/09/09 *	16 000	149 3010	2,388 81	835 4600	13,367.36
METTLER-TOLEDO INTL INC COM			Security Identifier· MTD		
Dividend Option Cash			CUSIP 592688105		
04/27/11	24 000	182.1710	4,372.11	242.5900	5,822.16
MONSTER BEVERAGE CORP COM			Security Identifier. MNST		
Dividend Option Cash			CUSIP 611740101		
06/08/12	50 000	76 8240	3,841.21	67 7700	3,388 50
06/13/13	50 000	61 9170	3,095 86	67 7700	3,388 50
Total Covered	100.000		6,937 07		6,777.00
Total	100.000		$6,937.07		$6,777.00
NCR CORP COM			Security Identifier: NCR		
Dividend Option. Cash			CUSIP 62886E108		
09/05/13	180 000	36 8220	6,627 87	34.0600	6,130 80
NETAPP INC COM			Security Identifier: NTAP		
Dividend Option· Cash			CUSIP· 64110D104		
05/11/10 *	161 000	33 8100	5,443 44	41 1400	6,623.54
NETFLIX INC COM			Security Identifier. NFLX		
Dividend Option. Cash			CUSIP. 64110L106		
06/25/10 *	35.000	114 9430	4,023 00	368 1700	12,885 95
ORACLE CORP COM			Security Identifier: ORCL		
Dividend Option: Cash			CUSIP· 68389X105		
06/06/08 *	161 000	22 9000	3,686.90	38.2600	6,159.86

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
POLARIS INDUSTRIES INC COM Dividend Option Cash				Security Identifier PII CUSIP. 731068102	
11/27/12	64 000	85.1200	5,447 70	145 6400	9,320 96
PRECISION CASTPARTS CORP Dividend Option: Cash				Security Identifier: PCP CUSIP. 740189105	
06/06/08 *	42.000	105 0380	4,411 58	269 3000	11,310 60
10/21/08 *	8 000	61 6000	492.80	269 3000	2,154 40
Total Noncovered	50.000		4,904.38		13,465.00
Total	50.000		$4,904.38		$13,465.00
PRICELINE COM INC COM NEW Dividend Option Cash				Security Identifier: PCLN CUSIP. 741503403	
06/06/08 *	15 000	133 1800	1,997.70	1,162.4000	17,436.00
QUALCOMM INC Dividend Option· Cash				Security Identifier: QCOM CUSIP. 747525103	
01/10/12	80 000	55 8860	4,470 86	74 2500	5,940 00
RALPH LAUREN CORP CL A Dividend Option· Cash				Security Identifier RL CUSIP. 751212101	
09/24/08 *	59 000	68 7630	4,056 99	176.5700	10,417.63
SHERWIN WILLIAMS CO Dividend Option Cash				Security Identifier: SHW CUSIP 824348106	
01/09/09 *	46.000	60.5960	2,787.43	183 5000	8,441.00
STARBUCKS CORP COM Dividend Option· Cash				Security Identifier: SBUX CUSIP. 855244109	
07/31/09 *	162.000	17 7980	2,883 28	78 3900	12,699 18
STERICYCLE INC COM Dividend Option: Cash				Security Identifier. SRCL CUSIP: 858912108	
08/23/13	42.000	115 7350	4,860 85	116 1700	4,879.14
3D SYS CORP DEL COM NEW Dividend Option Cash				Security Identifier DDD CUSIP 88554D205	
07/30/13	99.000	48.2600	4,777 70	92 9300	9,200 07

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
TIFFANY & COMPANY			Security Identifier: TIF		
Dividend Option. Cash			CUSIP: 886547108		
06/06/08 *	63 000	46 1350	2,906 48	92 7800	5,845 14
TRIMBLE NAV LTD			Security Identifier: TRMB		
Dividend Option. Cash			CUSIP. 896239100		
03/14/12	135 000	26 2750	3,547 08	34.7000	4,684 50
WATERS CORP COM			Security Identifier: WAT		
Dividend Option Cash			CUSIP. 941848103		
06/06/08 *	63 000	61 7630	3,891.06	100 0000	6,300 00
WYNN RESORTS LTD COM			Security Identifier WYNN		
Dividend Option Cash			CUSIP: 983134107		
08/05/11	35 000	131 6530	4,607.87	194 2100	6,797 35
Total Common Stocks			$199,167.87		$378,425.34
Total Equities			$199,167.87		$378,425.34

	Cost Basis	Market Value
Total Portfolio Holdings	$200,654.44	$379,911.91

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* Noncovered under the cost basis rules as defined below

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " noncovered," under the new cost basis reporting rules, and marked or denoted as such All other securities in this section are securities which are "covered" under the new cost basis reporting rules Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows.

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury

[3] The cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information.

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities 97.00% of Portfolio					
Common Stocks					
AGRICULTURE BK CHINA LTD ADR ISIN#US00850M1027 Dividend Option Cash			Security Identifier: ACGBY CUSIP 00850M102		
11/19/13	347 000	13 0200	4,518 08	12 2840	4,262.55
ALLIANZ SE SPONS ADR REPSTG 1/10 SHS Dividend Option. Cash			Security Identifier AZSEY CUSIP 018805101		
06/17/11	341 000	13 3700	4,559 17	17.9620	6,125.04
ASAHI KASEI CORP ADR ISIN#US0434001006 Dividend Option Cash			Security Identifier· AHKSY CUSIP· 043400100		
06/17/11	174 000	12 9500	2,253 30	15 6800	2,728 32
07/13/12	177.000	10 6400	1,883 33	15 6800	2,775 36
Total Covered	351.000		4,136.63		5,503 68
Total	351.000		$4,136.63		$5,503.68
AVIVA PLC ADR ISIN#US05382A1043 Dividend Option Cash			Security Identifier: AV CUSIP· 05382A104		
11/02/12	432.000	10 9320	4,722.49	15 1500	6,544 80

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
AXA SA SPONS ADR			Security Identifier: AXAHY		
ISIN#US0545361075			CUSIP. 054536107		
Dividend Option: Cash					
06/03/13	127 000	20.4660	2,599.14	27 8480	3,536.70
10/09/13	100.000	23 8160	2,381 63	27 8480	2,784 80
Total Covered	227.000		4,980.77		6,321.50
Total	227.000		$4,980 77		$6,321.50
BASF SE SPONS ADR			Security Identifier: BASFY		
ISIN#US0552625057			CUSIP 055262505		
Dividend Option Cash					
06/17/11	49 000	90 8600	4,452.14	106.7770	5,232.08
07/18/12	16 000	69.2810	1,108.49	106 7770	1,708 43
Total Covered	65.000		5,560.63		6,940.51
Total	65.000		$5,560.63		$6,940.51
BG GROUP PLC ADR FINAL INSTALLMENT NEW			Security Identifier BRGYY		
			CUSIP 055434203		
Dividend Option. Cash					
09/25/12	73.000	20 6860	1,510 05	21.4900	1,568 77
09/26/12	102.000	20 3810	2,078 85	21 4900	2,191.98
07/05/13	91 000	16 9430	1,541 83	21 4900	1,955 59
11/01/13	78 000	20 1820	1,574 18	21.4900	1,676 22
Total Covered	344 000		6,704.91		7,392.56
Total	344.000		$6,704.91		$7,392.56
BP PLC SPONS ADR			Security Identifier BP		
Dividend Option: Cash			CUSIP. 055622104		
06/14/12	42 000	38.8980	1,633 73	48.6100	2,041.62
07/18/12	22 000	41 5800	914 76	48 6100	1,069 42
07/30/12	25 000	41 9900	1,049 75	48 6100	1,215.25
12/04/13	48.000	46.7080	2,241 99	48 6100	2,333 28
Total Covered	137.000		5,840.23		6,659.57
Total	137 000		$5,840.23		$6,659.57
BNP PARIBAS SPONSORED ADR REPSTG 25 SHS			Security Identifier: BNPQY		
			CUSIP. 05565A202		
Dividend Option: Cash					
06/17/11	93.000	37 0700	3,447.51	39 0300	3,629 79
02/21/12	59.000	24 7980	1,463 11	39 0300	2,302.77
Total Covered	152.000		4,910.62		5,932.56
Total	152.000		$4,910.62		$5,932.56

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
BARCLAYS PLC ADR			Security Identifier: BCS		
ISIN#US06738E2046			CUSIP 06738E204		
Dividend Option· Cash					
09/14/12	246 000	13 6930	3,368.60	18.1300	4,459 98
05/02/13	70 000	16 4610	1,152.26	18.1300	1,269 10
10/04/13 [3]	61 500	16.6470	1,023 79	18 1300	1,114 99
10/04/13 [3]	17 500	17 5860	307.75	18.1300	317 28
Total Covered	395.000		5,852.40		7,161.35
Total	395 000		$5,852 40		$7,161.35
BAYER AG SPONSORED ADR			Security Identifier· BAYRY		
Dividend Option· Cash			CUSIP· 072730302		
09/15/11	10 000	54 4700	544 70	140 4810	1,404 81
10/20/11	28 000	59 4120	1,663 54	140 4810	3,933 47
Total Covered	38.000		2,208 24		5,338.28
Total	38.000		$2,208.24		$5,338.28
BHP BILLITON LTD SPONSORED ADR			Security Identifier: BHP		
ISIN#US0886061086			CUSIP· 088606108		
Dividend Option Cash					
06/17/11	62.000	89 0700	5,522.34	68.2000	4,228 40
08/31/11	16 000	85 7010	1,371 22	68.2000	1,091 20
Total Covered	78.000		6,893.56		5,319.60
Total	78.000		$6,893.56		$5,319.60
CNOOC LTD SPONSORED ADR			Security Identifier: CEO		
ISIN#US1261321095			CUSIP: 126132109		
Dividend Option· Cash					
08/23/12	12.000	191.5690	2,298 83	187.6600	2,251 92
10/18/12	3 000	206 0000	618 00	187.6600	562.98
07/18/13	7.000	178 8870	1,252.21	187 6600	1,313 62
Total Covered	22.000		4,169.04		4,128.52
Total	22.000		$4,169.04		$4,128.52

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
CHINA RY CONTR CORP ADR ISIN#US16947L1052 Dividend Option. Cash			Security Identifier: CWYCY CUSIP: 16947L105		
11/19/13	131 000	11 3820	1,491 08	9 9570	1,304 37
11/20/13	123 000	11 4720	1,411 06	9 9570	1,224 71
Total Covered	254.000		2,902.14		2,529 08
Total	254.000		$2,902.14		$2,529.08
COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO SABESP SPONSORED ADR ISIN#US20441A1025 Dividend Option Cash			Security Identifier: SBS CUSIP 20441A102		
05/24/13	187 000	13 5380	2,531 69	11 3400	2,120 58
CREDIT SUISSE GROUP SPONSORED ADR Dividend Option. Cash			Security Identifier. CS CUSIP: 225401108		
09/14/11	19 268	23 0580	444.28	31 0400	598 09
12/22/11	53 268	23 0580	1,228 24	31.0400	1,653 45
07/20/12	61 463	16 6150	1,021 19	31 0400	1,907 82
Total Covered	134.000		2,693.71		4,159.36
Total	134.000		$2,693.71		$4,159.36
DBS GROUP HLDGS LTD SPONS ADR Dividend Option. Cash			Security Identifier DBSDY CUSIP. 23304Y100		
03/08/13	50 000	49 7740	2,488 68	54 1740	2,708 70
05/10/13	34 000	57 6340	1,959 55	54 1740	1,841 92
10/09/13	31 000	52 5880	1,630 24	54.1740	1,679 39
Total Covered	115 000		6,078 47		6,230.01
Total	115.000		$6,078.47		$6,230.01
DEUTSCHE LUFTHANSA AG SPONSORED ADR Dividend Option Cash			Security Identifier DLAKY CUSIP 251561304		
06/17/11	5.000	19 9700	99 85	21.2480	106 24
08/31/11	109 000	17 1040	1,864 35	21.2480	2,316 03
11/01/13	75.000	19 2880	1,446 57	21.2480	1,593 60
Total Covered	189.000		3,410 77		4,015.87
Total	189.000		$3,410.77		$4,015.87
ESTALISSEMENTS DELHAIZE FRERES ET CIE LE LION S A SPONSORED ADR Dividend Option. Cash			Security Identifier: DEG CUSIP. 29759W101		
03/13/13	47 000	54.2360	2,549 10	59 4200	2,792.74
05/24/13	23.000	64.6060	1,485.94	59 4200	1,366.66

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
ESTALISSEMENTS DELHAIZE FRERES ET *(continued)*					
Total Covered	70 000		4,035.04		4,159.40
Total	70.000		$4,035.04		$4,159.40
HSBC HLDGS PLC SPONS ADR NEW			Security Identifier: HSBC		
Dividend Option· Cash			CUSIP· 404280406		
01/26/12	111 000	42 2010	4,684 29	55 1300	6,119 43
10/18/13	21 000	55 0490	1,156 03	55 1300	1,157 73
Total Covered	132 000		5,840 32		7,277.16
Total	132.000		$5,840.32		$7,277.16
HANNOVER RUECK SE SPONS ADR			Security Identifier HVRRY		
ISIN#US4106931052			CUSIP· 410693105		
Dividend Option Cash					
06/17/11	95.000	25 6700	2,438.65	42 9780	4,082.91
HITACHI LTD ADR 10 COM NEW			Security Identifier HTHIY		
ISIN#US4335785071			CUSIP: 433578507		
Dividend Option Cash					
12/18/12	49 000	57 8500	2,834 65	75 7340	3,710 96
02/08/13	24 000	56 8580	1,364 60	75.7340	1,817 62
Total Covered	73 000		4,199.25		5,528.58
Total	73 000		$4,199.25		$5,528.58
HONDA MTR LTD ADR REPRESENTING 2 ORD SHS			Security Identifier. HMC		
			CUSIP 438128308		
Dividend Option Cash					
05/09/13	65 000	40 2630	2,617 08	41 3500	2,687 75
05/24/13	32 000	39 4030	1,260 91	41 3500	1,323.20
07/29/13	40 000	37 4700	1,498 80	41.3500	1,654 00
10/09/13	39 000	38.8390	1,514 72	41.3500	1,612.65
Total Covered	176.000		6,891.51		7,277.60
Total	176.000		$6,891.51		$7,277.60
ING GROEP N V ADR			Security Identifier: ING		
Dividend Option. Cash			CUSIP 456837103		
02/22/12	381 000	8 7700	3,341.52	14.0100	5,337.81

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
33-0622262
ACCT 34
December 31, 2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
ING GROEP N V ADR *(continued)*					
10/18/13	37 000	12 9090	477 63	14 0100	518.37
Total Covered	418.000		3,819.15		5,856.18
Total	418.000		$3,819.15		$5,856 18
KDDI CORP ADR			Security Identifier: KDDIY		
ISIN#US48667L1061			CUSIP. 48667L106		
Dividend Option: Cash					
06/11/13	86 000	11.7100	1,007 02	15.3890	1,323 46
07/30/13	118.000	12.8520	1,516 56	15.3890	1,815 90
Total Covered	204.000		2,523.58		3,139 36
Total	204.000		$2,523.58		$3,139.36
LONZA GROUP AG ADR			Security Identifier LZAGY		
ISIN#US54338V1017			CUSIP. 54338V101		
Dividend Option Cash					
10/15/12	124 000	4 9640	615 49	9 5130	1,179 61
10/16/12	143 000	4 9930	714 01	9.5130	1,360 36
10/31/12	240 000	5.0340	1,208 23	9 5130	2,283.12
Total Covered	507.000		2,537 73		4,823.09
Total	507.000		$2,537.73		$4,823.09
MS&AD INS GROUP HLDGS ADR			Security Identifier: MSADY		
ISIN#US5534911012			CUSIP. 553491101		
Dividend Option: Cash					
10/15/13	151 000	12 8160	1,935 19	13 4250	2,027 18
MARUBENI CORP ADR			Security Identifier MARUY		
Dividend Option. Cash			CUSIP. 573810207		
11/15/13	38 000	74.2430	2,821 23	71 9280	2,733 26
MEDA AB ADR			Security Identifier: MDABY		
ISIN#US58403D1028			CUSIP. 58403D102		
Dividend Option. Cash					
05/02/13	209 000	11 7600	2,457 82	12.7900	2,673.11
05/10/13	26.000	11.2620	292.82	12 7900	332.54
05/21/13	224 000	11 9410	2,674 87	12 7900	2,864 96
Total Covered	459.000		5,425.51		5,870.61
Total	459.000		$5,425.51		$5,870.61
MITSUBISHI CORP SPONSORED ADR			Security Identifier: MSBHY		
Dividend Option: Cash			CUSIP. 606769305		
06/17/11	108 000	48 4300	5,230 44	38.3810	4,145 15

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
33-0622262
ACCT 34
December 31, 2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
MITSUBISHI UFJ FINL GROUP INC SPON ADR			Security Identifier MTU		
Dividend Option: Cash			CUSIP· 606822104		
07/30/12	436.000	4 9510	2,158.64	6 6800	2,912.48
12/20/12	554 000	5.2120	2,887 45	6.6800	3,700 72
Total Covered	990.000		5,046.09		6,613.20
Total	990.000		$5,046.09		$6,613.20
NATIONAL AUSTRALIA BANK LTD ADRS			Security Identifier: NABZY		
ISIN#US6325254083			CUSIP 632525408		
Dividend Option. Cash					
06/17/11	94.000	26 0600	2,449 64	31.1610	2,929 14
06/11/13	112.000	26 6800	2,988 17	31.1610	3,490 03
Total Covered	206.000		5,437 81		6,419.17
Total	206.000		$5,437.81		$6,419.17
NOVARTIS AG SPONSORED ADR			Security Identifier· NVS		
Dividend Option Cash			CUSIP. 66987V109		
06/17/11	43 000	60 5500	2,603 65	80 3800	3,456 34
08/31/11	11 000	58.6320	644 95	80.3800	884 18
07/26/12	21 000	57 7320	1,212.38	80 3800	1,687 98
Total Covered	75.000		4,460.98		6,028.50
Total	75 000		$4,460.98		$6,028.50
POSCO SPON ADR			Security Identifier: PKX		
Dividend Option. Cash			CUSIP 693483109		
01/13/12	15.000	85.8000	1,287 00	78 0000	1,170.00
01/17/12	12.000	85.6790	1,028.15	78 0000	936 00
01/19/12	9.000	90 7700	816 93	78.0000	702.00
07/25/12	23 000	77 7150	1,787 45	78.0000	1,794 00
Total Covered	59.000		4,919.53		4,602.00
Total	59 000		$4,919.53		$4,602.00
PT BK RAKYAT ADR TO PUR SHS B			Security Identifier: BKRKY		
Dividend Option. Cash			CUSIP. 69366X100		
07/18/13	72.000	16 0880	1,158.37	11.9150	857 88
07/19/13	173.000	15 6560	2,708.56	11.9150	2,061.30

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
33-0622262
ACCT 34
December 31, 2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
PT BK RAKYAT ADR TO PUR SHS B *(continued)*					
10/09/13	61 000	13 6710	833 94	11 9150	726.81
Total Covered	306.000		4,700.87		3,645.99
Total	306 000		$4,700.87		$3,645.99
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR Dividend Option Cash			Security Identifier. PBR CUSIP: 71654V408		
06/17/11	89 000	32 5400	2,896.02	13 7800	1,226 42
07/18/12	28 000	19 5490	547 37	13.7800	385 84
07/26/12	49 000	19 6300	961 87	13 7800	675 22
07/18/13	35 000	14 1000	493 50	13 7800	482.30
Total Covered	201.000		4,898.76		2,769 78
Total	201.000		$4,898.76		$2,769.78
PREMIER OIL PLC SPONSORED ADR Dividend Option Cash			Security Identifier PMOIY CUSIP 740536107		
12/20/13	212 000	5 0060	1,061 36	5.1940	1,101 13
REED ELSEVIER NV SPON ADR NEW Dividend Option Cash			Security Identifier ENL CUSIP: 758204200		
06/17/11	153 000	25 5530	3,909 68	42 6700	6,528 51
RIO TINTO PLC SPONSORED ADR ISIN#US7672041008 Dividend Option Cash			Security Identifier RIO CUSIP. 767204100		
10/11/11	42 000	50 9300	2,139.06	56 4300	2,370.06
12/21/11	47 000	48 5570	2,282.17	56 4300	2,652 21
12/04/13	35 000	53 4150	1,869.54	56.4300	1,975 05
Total Covered	124.000		6,290.77		6,997.32
Total	124 000		$6,290.77		$6,997.32
ROCHE HLDGS LTD SPONSORED ADR ISIN#US7711951043 Dividend Option. Cash			Security Identifier: RHHBY CUSIP 771195104		
06/17/11	103 000	41.1700	4,240.51	70 0510	7,215 25
SSE PLC SPONSORED ADR ISIN#US78467K1079 Dividend Option Cash			Security Identifier. SSEZY CUSIP 78467K107		
11/13/13	177 000	22.4370	3,971.31	22.6910	4,016 31
SIEMENS A G SPONSORED ADR ISIN#US8261975010 Dividend Option: Cash			Security Identifier SI CUSIP 826197501		
06/17/11	22.000	130.9200	2,880 24	138.5100	3,047.22

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
33-0622262
ACCT 34
December 31, 2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
SIEMENS A G SPONSORED ADR *(continued)*					
10/18/12	8 000	103.2230	825.78	138.5100	1,108 08
02/28/13	29 000	104.1980	3,021 73	138 5100	4,016.79
Total Covered	59.000		6,727 75		8,172.09
Total	59.000		$6,727.75		$8,172.09
SMITH & NEPHEW P L C SPONSORED ADR NEW			Security Identifier· SNN		
Dividend Option Cash			CUSIP 83175M205		
06/17/11	59 000	52.8320	3,117 09	71.7400	4,232.66
07/25/12	30 000	50.8470	1,525 42	71 7400	2,152.20
Total Covered	89.000		4,642.51		6,384.86
Total	89.000		$4,642.51		$6,384.86
SOCIETE GENERALE FRANCE SPON ADR			Security Identifier. SCGLY		
Dividend Option. Cash			CUSIP: 83364L109		
12/04/12	300 000	7 5430	2,262.95	11 6350	3,490.50
03/26/13	136 000	6 6410	903 22	11.6350	1,582.36
03/26/13	45 000	6 6630	299 84	11.6350	523.58
Total Covered	481 000		3,466.01		5,596.44
Total	481 000		$3,466.01		$5,596 44
SUMITOMO MITSUI FINL GROUP INC SPONS ADR			Security Identifier SMFG		
ISIN#US86562M2098			CUSIP 86562M209		
Dividend Option Cash					
04/19/13	263.000	9.0980	2,392.88	10 4900	2,758 87
TAIWAN SEMICONDUCTOR MFG CO SPONSORED			Security Identifier. TSM		
ADR ISIN#US8740391003			CUSIP· 874039100		
Dividend Option. Cash					
08/26/13	162.000	16.3430	2,647 62	17 4400	2,825 28
08/27/13	68 000	16 1000	1,094 80	17 4400	1,185 92
08/29/13	86 000	16 6600	1,432.76	17.4400	1,499 84
Total Covered	316.000		5,175 18		5,511.04
Total	316.000		$5,175.18		$5,511.04
TELENOR ASA ADS ISIN#US87944W1053			Security Identifier: TELNY		
Dividend Option. Cash			CUSIP: 87944W105		

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
33-0622262
ACCT 34
December 31, 2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
TELENOR ASA ADS ISIN#US87944W1053 *(continued)*					
09/17/13	75 000	67 4210	5,056 59	71.5030	5,362.73
TENAGA NASIONAL BERHAD SP ADR			Security Identifier TNABY		
Dividend Option. Cash			CUSIP. 880277108		
01/30/13	116 000	9 1690	1,063 58	13 8970	1,612.05
01/31/13	161 000	9.0870	1,462.97	13 8970	2,237 42
03/01/13	267 000	8 9780	2,397 23	13 8970	3,710 50
Total Covered	544 000		4,923.78		7,559.97
Total	544.000		$4,923.78		$7,559.97
TOSHIBA CORP ADR			Security Identifier TOSYY		
ISIN#US8914933069			CUSIP. 891493306		
Dividend Option Cash					
09/19/13	66 000	25 6390	1,692.19	25.2320	1,665 31
09/20/13	99 000	25.9560	2,569 64	25.2320	2,497 97
09/26/13	43 000	26 2740	1,129 78	25.2320	1,084 98
Total Covered	208 000		5,391.61		5,248.26
Total	208.000		$5,391.61		$5,248.26
TOYOTA MTR CO SPON ADR			Security Identifier TM		
Dividend Option. Cash			CUSIP. 892331307		
10/15/13	48 000	130 3640	6,257 47	121 9200	5,852.16
UPM KYMMENE CORP SPONSORED ADR			Security Identifier. UPMKY		
Dividend Option Cash			CUSIP 915436109		
08/07/12	17 000	11 0150	187 25	16 9210	287 66
08/14/12	53 000	10 8520	575 15	16.9210	896 81
08/23/12	169 000	11 3830	1,923 68	16 9210	2,859 65
Total Covered	239 000		2,686 08		4,044 12
Total	239.000		$2,686.08		$4,044.12
VOLKSWAGEN A G ADR (SPONS)			Security Identifier: VLKAY		
Dividend Option Cash			CUSIP: 928662303		
06/17/11	58 000	34.1500	1,980 70	54.2630	3,147 25
03/15/12	40.000	34.2330	1,369 33	54.2630	2,170 52
Total Covered	98.000		3,350.03		5,317.77
Total	98.000		$3,350.03		$5,317.77
YARA INTL ASA SPONSORED ADR			Security Identifier: YARIY		
Dividend Option Cash			CUSIP. 984851204		
08/08/13	62 000	43 0600	2,669.75	43 0210	2,667.30
10/09/13	55 000	39 3770	2,165 74	43.0210	2,366 16
Total Covered	117.000		4,835 49		5,033.46
Total	117.000		$4,835.49		$5,033.46

Detail of Investment Book Value and Fair Market Value

THE SUSAN SCOTT FOUNDATION
33-0622262
ACCT 34
December 31, 2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities *(continued)*					
Common Stocks *(continued)*					
ZURICH INS GROUP LTD SPONSORED ADR ISIN#US9898251049 Dividend Option. Cash			Security Identifier· ZURVY CUSIP. 989825104		
06/17/11	125 000	25 4000	3,175.00	29 0660	3,633.25
11/15/13	43 000	28 3280	1,218.12	29.0660	1,249 84
Total Covered	168.000		4,393.12		4,883.09
Total	168 000		$4,393.12		$4,883 09
Total Common Stocks			$238,607.32		$281,267.92
Total Equities			$238,607.32		$281,267.92

	Cost Basis	Market Value
Total Portfolio Holdings	$247,545.38	$290,205.98

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed

Reporting requirements generally will be phased in over a three-year period, as follows

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury

[3] The cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions.

Name of exempt organization or other filer, see instructions: SUSAN SCOTT FOUNDATION

Employer identification number (EIN) or: 33-0622262

Number, street, and room or suite number If a P O. box, see instructions: 15 OLD RANCH ROAD

Social security number (SSN):

City, town or post office, state, and ZIP code. For a foreign address, see instructions: LAGUNA NIGUEL, CA 92677

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► GEORGE MCFARLIN

Telephone No. ► 949-452-0500 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____. If this is for the whole group, check this box ► ☐. If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 20 13 or

► ☐ tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3 a**	$ 5,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3 b**	$ 8,201.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3 c**	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . ► ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: SUSAN SCOTT FOUNDATION

Employer identification number (EIN) or: 33-0622262

Number, street, and room or suite number If a P.O box, see instructions.: 15 OLD RANCH ROAD

Social security number (SSN):

City, town or post office, state, and ZIP code For a foreign address, see instructions.: LAGUNA NIGUEL, CA 92677

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► GEORGE MCFARLIN
  Telephone No. ► 949-452-0500 Fax No ►
- If the organization does not have an office or place of business in the United States, check this box . . . . . . ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► ☐ . If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 14.

5 For calendar year 2013 , or other tax year beginning ______, 20 __, and ending ______, 20 __.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension . ______

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 3,244.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 8,201.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► CPA Date ► 8/12/14

EXPLANATION OF EXTENSION

TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN. THE FOUNDATION HAS A LARGE AMOUNT OF INVESTMENTS AND ACTIVITY RELATED TO SUCH INVESTMENTS AND REQUIRES ADDTIONAL TIME TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.