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

Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>JOEL D JOHN FOUNDATION</b>			<b>A Employer identification number</b>  36-3481398	
Number and street (or P O box number if mail is not delivered to street address) <b>C/O DOUGLAS JOHN 24 PEMBROKE HILL RD</b>		Room/suite	<b>B Telephone number (see instructions)</b>	
City or town <b>FARMINGTON</b>	State <b>CT</b>	ZIP code <b>06032-1461</b>		
Foreign country name	Foreign province/state/county	Foreign postal code		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,661,754</b>		<b>J</b> Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	27,845	27,845		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,261			
	b Gross sales price for all assets on line 6a	217,263			
	7 Capital gain net income (from Part IV, line 2)		18,661		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11		40,106		0	
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500			
	c Other professional fees (attach schedule)	13,484	9,905		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	473	247		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	15,457	10,152	0	0
	25 Contributions, gifts, grants paid	140,000			140,000
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	155,457	10,152	0	140,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-115,135				
b Net investment income (if negative, enter -0-)		29,954			
c <b>Adjusted net income</b> (if negative, enter -0-)			0		

**INTERNAL REVENUE SERVICE**  
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SCANNED JUL 10 2014

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 . . . . .	7,716		
	2	Savings and temporary cash investments . . . . .	445,546	359,564	359,564
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	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) . . . . .	841,264	785,685	1,303,820
	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) . . . . .	655,125	839,102	998,370	
14	Land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	1,949,651	1,984,351	2,661,754	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . . . . . <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	2,086,125	1,984,351	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here . . . . . <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,086,125	1,984,351		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,086,125	1,984,351		

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 2,086,125
2	Enter amount from Part I, line 27a . . . . .	2 -115,135
3	Other increases not included in line 2 (itemize) ▶ INCREASE IN VALUE OF SECURITIES	3 13,361
4	Add lines 1, 2, and 3 . . . . .	4 1,984,351
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 1,984,351

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				0
b				0
c				0
d				0
e				0
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	12,261	
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	-180	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	119,799	2,104,485	0.056926
2011	144,844	2,097,350	0.069060
2010	140,013	2,340,892	0.059812
2009	122,671	2,378,742	0.051570
2008	150,179	2,688,401	0.055862
2	Total of line 1, column (d)	2	0.293230
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	0.058646
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,499,196
5	Multiply line 4 by line 3	5	146,568
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	300
7	Add lines 5 and 6	7	146,868
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	140,000

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Values include 599, 0, and 599.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. Includes questions about political campaigns, Form 1120-POL, and substantial contributors.

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ CHOICE ACCOUNTING AND TAX SERVICES Telephone no. ▶ (773) 546-9112 Located at ▶ 2650 W MONTROSE SUITE 102 CHICAGO IL ZIP+4 ▶ 60618			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b N/A

6b

7b N/A

**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
Sara Harrington 550 NE 56th Street, Miami, FL 33137	President 1 hour	\$0.00		
David John 1801 Champlain Drive, Apt. 301, Little Rock, AR 72223	Secretary 1 hour	\$0.00		
Douglas John 24 Pembroke Hill, Farmington, CT 06032	Treasurer, 1 hour	\$0.00		

**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**



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,527,078
<b>b</b>	Average of monthly cash balances	<b>1b</b>	10,177
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,537,255
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,537,255
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	38,059
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,499,196
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	124,960

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	124,960
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	599
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	599
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	124,361
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	124,361
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	124,361

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	140,000
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	140,000
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	140,000

**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				124,361
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____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				4,392
c From 2010				23,542
d From 2011				40,288
e From 2012				14,977
f Total of lines 3a through e	83,199			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 140,000				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				124,361
e Remaining amount distributed out of corpus	15,639			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	98,838			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	98,838			
10 Analysis of line 9:				
a Excess from 2009				4,392
b Excess from 2010				23,542
c Excess from 2011				40,288
d Excess from 2012				14,977
e Excess from 2013				15,639

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

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

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0
<b>b</b> 85% of line 2a . . . . .					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

**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).)

**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.

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

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

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

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

**c** Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b>                      BIBLE RELATED MINISTRIES                      PO BOX 272                      HINSDALE, IL 60522                      LIBERTY UNIVERSITY                      1971 UNIVERSITY BOULEVARD                      LYNCHBURG, VA 24502                      MOODY BIBLE INSTITUTE                      820 N LASALLE BOULEVARD                      CHICAGO, IL 60610</p>			<p>TO SUPPORT AND ENCOURAGE                      EDUCATION AND RELIGIOUS                      SERVICE</p> <p>TO SUPPORT AND ENCOURAGE                      EDUCATION AND RELIGIOUS                      SERVICES</p> <p>TO SUPPORT AND ENCOURAGE                      EDUCATION AND RELIGIOUS                      SERVICE</p>	<p>20,000</p> <p>60,000</p> <p>60,000</p>
<p><b>Total</b></p>			<p>▶ <b>3a</b></p>	<p>140,000</p>
<p><b>b Approved for future payment</b></p>				
<p><b>Total</b></p>			<p>▶ <b>3b</b></p>	<p>0</p>





**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals:	
															Capital Gains/Losses	Other sales
														Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
														217,263	205,002	12,261
														0	0	0
1	X	15 6280 SH PACE GOVT SECU	69373W772		2/21/2013	P	7/23/2013	198	204					-6		
2	X	21 2900 SH PACE GOVT SECU	69373W772		3/21/2013	P	7/23/2013	270	277					-7		
3	X	16 0800 SH PACE GOVT SECU	69373W772		4/23/2013	P	7/23/2013	204	201					3		
4	X	18 2850 SH PACE GOVT SECU	69373W772		5/23/2013	P	7/23/2013	232	236					-4		
5	X	19 4760 SH PACE GOVT SECU	69373W772		6/20/2013	P	7/23/2013	247	247					0		
6	X	10000 SH ENERGY SOLUTION	292756202		3/15/2011	P	5/28/2013	41,500	63,487					-21,987		
7	X	21 958 SH PACE GOVT SECU	69373W772		1/24/2012	P	7/23/2013	278	292					-14		
8	X	19 9940 SH PACE GOVT SECU	69373W772		2/22/2012	P	7/23/2013	254	267					-13		
9	X	16 6130 SH PACE GOVT SECU	69373W772		3/22/2012	P	7/23/2013	211	222					-11		
10	X	17 2990 SH PACE GOVT SECU	69373W772		4/24/2012	P	7/23/2013	219	232					-13		
11	X	18 0100 SH PACE GOVT SECU	69373W772		5/22/2012	P	7/23/2013	228	241					-13		
12	X	19 8740 SH PACE GOVT SECU	69373W772		6/21/2012	P	7/23/2013	252	266					-14		
13	X	5021 1670 SH PACE GOVT SE	69373W772		12/23/2005	P	7/23/2013	63,668	64,773					-1,105		
14	X	320 8330 SH PACE GOVT SECU	69373W772		12/22/2006	P	7/23/2013	4,068	4,106					-38		
15	X	28 0110 SH PACE GOVT SECU	69373W772		1/27/2007	P	7/23/2013	355	361					-6		
16	X	27 9530 SH PACE GOVT SECU	69373W772		2/21/2007	P	7/23/2013	354	361					-7		
17	X	27 6680 SH PACE GOVT SECU	69373W772		3/23/2007	P	7/23/2013	351	359					-8		
18	X	27 9860 SH PACE GOVT SECU	69373W772		4/23/2007	P	7/23/2013	355	362					-7		
19	X	28 4940 SH PACE GOVT SECU	69373W772		5/23/2007	P	7/23/2013	361	365					-4		
20	X	28 7970 SH PACE GOVT SECU	69373W772		6/22/2007	P	7/23/2013	365	364					1		
21	X	29 0650 SH PACE GOVT SECU	69373W772		7/24/2007	P	7/23/2013	369	369					0		
22	X	28 7440 SH PACE GOVT SECU	69373W772		7/24/2007	P	7/23/2013	364	369					-5		
23	X	31 1950 SH PACE GOVT SECU	69373W772		9/21/2007	P	7/23/2013	396	402					-6		
24	X	27 4270 SH PACE GOVT SECU	69373W772		10/24/2007	P	7/23/2013	348	357					-9		
25	X	28 6400 SH PACE GOVT SECU	69373W772		11/21/2007	P	7/23/2013	363	372					-9		
26	X	28 9600 SH PACE GOVT SECU	69373W772		12/21/2007	P	7/23/2013	367	377					-10		
27	X	28 5650 SH PACE GOVT SECU	69373W772		1/24/2008	P	7/23/2013	362	378					-16		
28	X	29 0020 SH PACE GOVT SECU	69373W772		2/22/2008	P	7/23/2013	368	377					-9		
29	X	28 6940 SH PACE GOVT SECU	69373W772		3/24/2008	P	7/23/2013	364	382					-13		
30	X	29 0490 SH PACE GOVT SECU	69373W772		4/23/2008	P	7/23/2013	368	377					-14		
31	X	27 9770 SH PACE GOVT SECU	69373W772		5/22/2008	P	7/23/2013	355	368					-13		
32	X	28 8180 SH PACE GOVT SECU	69373W772		6/23/2008	P	7/23/2013	365	370					-5		
33	X	30 3520 SH PACE GOVT SECU	69373W772		7/24/2008	P	7/23/2013	385	391					-6		
34	X	32 6540 SH PACE GOVT SECU	69373W772		8/22/2008	P	7/23/2013	414	420					-6		
35	X	31 7790 SH PACE GOVT SECU	69373W772		9/23/2008	P	7/23/2013	403	415					-12		
36	X	35 1160 SH PACE GOVT SECU	69373W772		10/24/2008	P	7/23/2013	445	449					-4		
37	X	35 5900 SH PACE GOVT SECU	69373W772		11/21/2008	P	7/23/2013	451	446					5		
38	X	48 3560 SH PACE GOVT SECU	69373W772		12/23/2008	P	7/23/2013	613	618					-5		
39	X	31 0000 SH PACE GOVT SECU	69373W772		1/22/2009	P	7/23/2013	393	401					-8		
40	X	29 8190 SH PACE GOVT SECU	69373W772		2/19/2009	P	7/23/2013	378	387					-9		
41	X	26 3590 SH PACE GOVT SECU	69373W772		3/24/2009	P	7/23/2013	334	344					-10		

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
42	X	25.8770 SH PACE GOVT SECU	69373W772		4/23/2009	P	7/23/2013	328	341					-13
43	X	25.6770 SH PACE GOVT SECU	69373W772		5/21/2009	P	7/23/2013	326	341					-15
44	X	25.1870 SH PACE GOVT SECU	69373W772		6/23/2009	P	7/23/2013	319	332					-13
45	X	24.9010 SH PACE GOVT SECU	69373W772		7/23/2009	P	7/23/2013	316	330					-14
46	X	23.6420 SH PACE GOVT SECU	69373W772		8/20/2009	P	7/23/2013	300	318					-18
47	X	20.1230 SH PACE GOVT SECU	69373W772		9/22/2009	P	7/23/2013	255	272					-17
48	X	19.2530 SH PACE GOVT SECU	69373W772		10/22/2009	P	7/23/2013	244	262					-18
49	X	20.1070 SH PACE GOVT SECU	69373W772		11/19/2009	P	7/23/2013	255	276					-21
50	X	61.3020 SH PACE GOVT SECU	69373W772		12/22/2009	P	7/23/2013	777	805					-28
51	X	21.7380 SH PACE GOVT SECU	69373W772		12/22/2009	P	7/23/2013	276	285					-9
52	X	162.7980 SH PACE GOVT SEC	69373W772		12/22/2009	P	7/23/2013	2,064	2,138					-74
53	X	20.5900 SH PACE GOVT SECU	69373W772		1/21/2010	P	7/23/2013	261	273					-12
54	X	20.3320 SH PACE GOVT SECU	69373W772		2/18/2010	P	7/23/2013	258	269					-11
55	X	19.5010 SH PACE GOVT SECU	69373W772		3/23/2010	P	7/23/2013	247	261					-14
56	X	20.7500 SH PACE GOVT SECU	69373W772		4/22/2010	P	7/23/2013	263	277					-14
57	X	18.2800 SH PACE GOVT SECU	69373W772		5/20/2010	P	7/23/2013	232	247					-15
58	X	18.5310 SH PACE GOVT SECU	69373W772		6/20/2010	P	7/23/2013	235	251					-16
59	X	15.1100 SH PACE GOVT SECU	69373W772		7/22/2010	P	7/23/2013	192	207					-15
60	X	10.9730 SH PACE GOVT SECU	69373W772		8/23/2010	P	7/23/2013	139	150					-11
61	X	12.9140 SH PACE GOVT SECU	69373W772		9/22/2010	P	7/23/2013	164	176					-12
62	X	20.9180 SH PACE GOVT SECU	69373W772		10/21/2010	P	7/23/2013	265	288					-23
63	X	15.3760 SH PACE GOVT SECU	69373W772		11/19/2010	P	7/23/2013	195	211					-16
64	X	18.9880 SH PACE GOVT SECU	69373W772		12/21/2010	P	7/23/2013	241	248					-7
65	X	255.9680 SH PACE GOVT SEC	69373W772		12/21/2010	P	7/23/2013	3,246	3,341					-95
66	X	7.2240 SH PACE GOVT SECUR	69373W772		12/21/2010	P	7/23/2013	92	94					-2
67	X	21.0240 SH PACE GOVT SECU	69373W772		1/20/2011	P	7/23/2013	267	275					-8
68	X	18.6770 SH PACE GOVT SECU	69373W772		2/23/2011	P	7/23/2013	237	244					-7
69	X	19.8620 SH PACE GOVT SECU	69373W772		3/23/2011	P	7/23/2013	252	260					-8
70	X	19.5610 SH PACE GOVT SECU	69373W772		4/20/2011	P	7/23/2013	248	256					-8
71	X	19.1530 SH PACE GOVT SECU	69373W772		5/23/2011	P	7/23/2013	243	254					-11
72	X	18.9310 SH PACE GOVT SECU	69373W772		6/22/2011	P	7/23/2013	240	251					-11
73	X	19.5260 SH PACE GOVT SEC	69373W772		7/21/2011	P	7/23/2013	248	259					-11
74	X	1464.9590 SH PACE GOVT SE	69373W772		7/26/2011	P	7/23/2013	18,576	19,440					-864
75	X	23.7630 SH PACE GOVT SECU	69373W772		8/23/2011	P	7/23/2013	301	319					-18
76	X	19.7610 SH PACE GOVT SECU	69373W772		9/22/2011	P	7/23/2013	251	267					-16
77	X	23.9310 SH PACE GOVT SECU	69373W772		10/20/2011	P	7/23/2013	303	319					-16
78	X	23.9490 SH PACE GOVT SECU	69373W772		11/22/2011	P	7/23/2013	304	319					-15
79	X	12.2740 SH PACE GOVT SECU	69373W772		12/22/2011	P	7/23/2013	156	163					-7
80	X	21.9750 SH PACE GOVT SECU	69373W772		12/22/2011	P	7/23/2013	279	292					-13
81	X	31.50 SH PACE GOVT SECUR	69373W772		1/22/2011	P	7/23/2013	400	419					-18
82	X	500.000 SH URS CORP NEW	903236107		1/11/2010	P	7/23/2013	24,817	19,876					4,941
83	X	19.9180 SH PACE GOVT SECU	69373W772		7/24/2012	P	7/23/2013	253	268					-15
84	X	21.8750 SH PACE GOVT SECU	69373W772		8/22/2012	P	7/23/2013	277	294					-17
85	X	15.6520 SH PACE GOVT SECU	69373W772		9/20/2012	P	7/23/2013	198	211					-13
86	X	20.1580 SH PACE GOVT SECU	69373W772		10/23/2012	P	7/23/2013	256	271					-15
87	X	20.9010 SH PACE GOVT SECU	69373W772		11/20/2012	P	7/23/2013	265	279					-14
88	X	19.2970 SH PACE GOVT SECU	69373W772		12/20/2012	P	7/23/2013	245	253					-8

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
89	X 149.660 SH PACE GOVT SECU	69373W772			12/20/2012	P	7/23/2013	1,902	1,966					-64
90	X 20.8130 SH PACE GOVT SECU	69373W772			12/20/2012	P	7/23/2013	264	273					-9
91	X 29.8090 SH PACE GOVT SECU	69373W772			1/24/2013	P	7/23/2013	378	389					-11

**Part I, Line 11 (990-PF) - Other Income**

		216	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	US TREASURY TAX REFUND	216		

**Part I, Line 16b (990-PF) - Accounting Fees**

		1,500	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CHOICE ACCOUNTING	1,500			

**Part I, Line 16c (990-PF) - Other Professional Fees**

		13,484	9,905	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	USB FINANCIAL SERVICES	9,905	9,905		
2	PROFESSIONAL FEES	3,579			

**Part I, Line 18 (990-PF) - Taxes**

		473	247	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TAX ON INVESTMENT INCOME	247	247		
2	ILLINOIS CHARITY BUREAU	15			
3	ILLINOIS SECRETARY OF STATE	10			
4	US TREASURY	201			

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	EHOSTAR CORP CL A	5,000	102,279	102,279	104,700	248,600
2	EXTERRAN HOLDINGS INC	12,000	274,543	274,543	263,040	410,400
3	JP MORGAN CHASE & CO	7,000	269,991	269,991	307,783	409,360
4	REPUBLICAN AIRWAYS HOLDINGS INC	20,000	111,088	111,088	113,600	213,800
5	ENERGYSOLUTIONS INC DEP SHS	10,000	63,487	0	31,200	0
6	URS CORP NEW	500	19,876	0	19,630	0
7	SPROTT RESOURCE CORP CAD	10,000	0	27,784	0	21,660
8						
			841,264	785,685	839,953	1,303,820

**Part II, Line 13 (990-PF) - Investments - Other**

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	839,102	998,370
1	10955 860 SH PACE MONEY MARKET INVE	AT COST	10,956	0	0	0
2	2342 154 SH PACE INTERNATIONAL EMER	AT COST	31,816	0	0	0
3	7790.407 SH PACE INTERNATIONAL EQUIT	AT COST	112,552	0	0	0
4	6545.162 SH PACE LARGE CO GROWTH EQ	AT COST	102,345	0	0	0
5	7477.280 SH PACE LARGE CO VALUE EQU	AT COST	128,393	0	0	0
6	2855.529 SH PACE SMALL/MEDIUM CO GR	AT COST	38,536	0	0	0
7	2742.57 SH PACE SMALL/MEDIUM CO VAL	AT COST	39,466	0	0	0
8	8822 926 SH PACE GOVERNMENT SECURI	AT COST	66,345	0	0	0
9	9141.029 SH PACE STRATEGIC FIXED INC	AT COST	124,716	0	0	0
10	10957.010 SH PACE MONEY MARKET INVE	AT COST	0	10,957	10,957	10,957
11	2372.510 SH PACE INTERNATIONAL EMER	AT COST	0	32,216	32,216	30,487
12	8147.185 SH PACE INTERNATIONAL EQUIT	AT COST	0	117,377	117,377	122,045
13	7194.061 SH PACE LARGE CO GROWTH EQ	AT COST	0	118,100	118,100	181,003
14	7766.962 SH PACE LARGE CO VALUE EQU	AT COST	0	134,665	134,665	188,193
15	3293.204 SH PACE SMALL/MEDIUM CO GR	AT COST	0	47,753	47,753	72,483
16	3126.534 SH PACE SMALL/MEDIUM CO VAL	AT COST	0	47,785	47,785	69,815
17	3905.799 SH PACE HIGH YIELD INVESTME	AT COST	0	40,968	40,968	41,284
18	7138.871 SH PACE INTERNATIONAL FIXED	AT COST	0	80,222	80,222	75,030
19	4123.539 SH PACE INTERMEDIATE FIXED	AT COST	0	50,308	50,308	50,266
20	11521 456 SH PACE STRATEGIC FIXED INC	AT COST	0	158,751	158,751	156,807



Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
46 23 6420 SH PACE GOVT SECURITIES FJ 69373W772		P	8/20/2009	7/23/2013	300			318	-18	0	0	0	-18
47 20 1230 SH PACE GOVT SECURITIES FJ 69373W772		P	9/22/2009	7/23/2013	255			272	-17	0	0	0	-17
48 19 2530 SH PACE GOVT SECURITIES FJ 69373W772		P	10/22/2009	7/23/2013	244			262	-18	0	0	0	-18
49 20 1070 SH PACE GOVT SECURITIES FJ 69373W772		P	11/19/2009	7/23/2013	255			276	-21	0	0	0	-21
50 161 3020 SH PACE GOVT SECURITIES FJ 69373W772		P	12/22/2009	7/23/2013	777			805	-28	0	0	0	-28
51 21 7300 SH PACE GOVT SECURITIES FJ 69373W772		P	12/22/2009	7/23/2013	276			285	-9	0	0	0	-9
52 162 7960 SH PACE GOVT SECURITIES FJ 69373W772		P	12/22/2009	7/23/2013	2,064			2,138	-74	0	0	0	-74
53 20 5900 SH PACE GOVT SECURITIES FJ 69373W772		P	12/11/2010	7/23/2013	261			273	-12	0	0	0	-12
54 20 3320 SH PACE GOVT SECURITIES FJ 69373W772		P	2/18/2010	7/23/2013	258			269	-11	0	0	0	-11
55 19 5310 SH PACE GOVT SECURITIES FJ 69373W772		P	3/23/2010	7/23/2013	247			261	-14	0	0	0	-14
56 20 7500 SH PACE GOVT SECURITIES FJ 69373W772		P	4/22/2010	7/23/2013	263			277	-14	0	0	0	-14
57 18 2800 SH PACE GOVT SECURITIES FJ 69373W772		P	5/20/2010	7/23/2013	232			247	-15	0	0	0	-15
58 18 5310 SH PACE GOVT SECURITIES FJ 69373W772		P	6/20/2010	7/23/2013	235			251	-16	0	0	0	-16
59 16 1100 SH PACE GOVT SECURITIES FJ 69373W772		P	7/22/2010	7/23/2013	192			207	-15	0	0	0	-15
60 19 9730 SH PACE GOVT SECURITIES FJ 69373W772		P	8/23/2010	7/23/2013	139			150	-11	0	0	0	-11
61 12 9140 SH PACE GOVT SECURITIES FJ 69373W772		P	9/22/2010	7/23/2013	164			176	-12	0	0	0	-12
62 20 9180 SH PACE GOVT SECURITIES FJ 69373W772		P	10/21/2010	7/23/2013	265			288	-23	0	0	0	-23
63 15 3760 SH PACE GOVT SECURITIES FJ 69373W772		P	11/19/2010	7/23/2013	195			211	-16	0	0	0	-16
64 18 9680 SH PACE GOVT SECURITIES FJ 69373W772		P	12/11/2010	7/23/2013	241			248	-7	0	0	0	-7
65 255 9960 SH PACE GOVT SECURITIES FJ 69373W772		P	12/11/2010	7/23/2013	3,246			3,341	-95	0	0	0	-95
66 7 2240 SH PACE GOVT SECURITIES FJ 69373W772		P	12/11/2010	7/23/2013	92			94	-2	0	0	0	-2
67 21 0240 SH PACE GOVT SECURITIES FJ 69373W772		P	12/02/2011	7/23/2013	267			275	-8	0	0	0	-8
68 18 6770 SH PACE GOVT SECURITIES FJ 69373W772		P	2/23/2011	7/23/2013	237			244	-7	0	0	0	-7
69 19 8620 SH PACE GOVT SECURITIES FJ 69373W772		P	3/23/2011	7/23/2013	252			260	-8	0	0	0	-8
70 19 5510 SH PACE GOVT SECURITIES FJ 69373W772		P	4/20/2011	7/23/2013	248			256	-8	0	0	0	-8
71 19 1530 SH PACE GOVT SECURITIES FJ 69373W772		P	5/23/2011	7/23/2013	243			254	-11	0	0	0	-11
72 18 9310 SH PACE GOVT SECURITIES FJ 69373W772		P	6/22/2011	7/23/2013	240			251	-11	0	0	0	-11
73 19 5260 SH PACE GOVT SECURITIES FJ 69373W772		P	7/21/2011	7/23/2013	248			259	-11	0	0	0	-11
74 1464 9590 SH PACE GOVT SECURITIES FJ 69373W772		P	7/26/2011	7/23/2013	18,576			19,440	-864	0	0	0	-864
75 23 7630 SH PACE GOVT SECURITIES FJ 69373W772		P	8/23/2011	7/23/2013	301			319	-18	0	0	0	-18
76 19 7610 SH PACE GOVT SECURITIES FJ 69373W772		P	9/22/2011	7/23/2013	251			267	-16	0	0	0	-16
77 23 9310 SH PACE GOVT SECURITIES FJ 69373W772		P	10/20/2011	7/23/2013	303			319	-16	0	0	0	-16
78 23 9490 SH PACE GOVT SECURITIES FJ 69373W772		P	11/22/2011	7/23/2013	304			319	-15	0	0	0	-15
79 12 2740 SH PACE GOVT SECURITIES FJ 69373W772		P	12/22/2011	7/23/2013	156			163	-7	0	0	0	-7
80 21 9790 SH PACE GOVT SECURITIES FJ 69373W772		P	12/22/2011	7/23/2013	279			292	-13	0	0	0	-13
81 31 50 SH PACE GOVT SECURITIES FJ 69373W772		P	1/22/2012	7/23/2013	400			419	-19	0	0	0	-19
82 500 000 SH URS CORP NEW	902326107	P	1/11/2010	7/23/2013	24,817			19,876	4,941	0	0	0	4,941
83 19 9180 SH PACE GOVT SECURITIES FJ 69373W772		P	7/24/2012	7/23/2013	253			268	-15	0	0	0	-15
84 21 8750 SH PACE GOVT SECURITIES FJ 69373W772		P	8/22/2012	7/23/2013	277			294	-17	0	0	0	-17
85 15 6520 SH PACE GOVT SECURITIES FJ 69373W772		P	9/20/2012	7/23/2013	196			211	-13	0	0	0	-13
86 20 1580 SH PACE GOVT SECURITIES FJ 69373W772		P	10/23/2012	7/23/2013	256			271	-15	0	0	0	-15
87 20 9010 SH PACE GOVT SECURITIES FJ 69373W772		P	11/20/2012	7/23/2013	265			279	-14	0	0	0	-14
88 19 2970 SH PACE GOVT SECURITIES FJ 69373W772		P	12/20/2012	7/23/2013	245			253	-8	0	0	0	-8
89 148 660 SH PACE GOVT SECURITIES FJ 69373W772		P	12/20/2012	7/23/2013	1,902			1,966	-64	0	0	0	-64
90 20 8130 SH PACE GOVT SECURITIES FJ 69373W772		P	12/20/2012	7/23/2013	264			273	-9	0	0	0	-9
91 29 8090 SH PACE GOVT SECURITIES FJ 69373W772		P	1/24/2013	7/23/2013	378			389	-11	0	0	0	-11

**Part VIII, Line 1 (990-PF) – Compensation of Officers, Directors, Trustees and Foundation Managers**

	Name	Check "X" If Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Sara Harrington		550 NE 56 <sup>th</sup> Street	Miami	FL	33137		President & Director	1.0			
2	David John		1801 Champlin Drive Apt. 301	Little Rock	AR	72223		Secretary & Director	1.0			
3	Douglas John		24 Pembroke Hill	Farmington	CT	06032		Treasurer & Director	1.0			