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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation THE OFFIELD FAMILY FOUNDATION		A Employer identification number 36-6066240						
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1105	Room/suite	B Telephone number (see instructions) (312) 444-3645						
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60690		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☒ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☒ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☒ Address change	☐ Name change							
H Check type of organization: <table border="0"> <tr> <td>☒ Section 501(c)(3) exempt private foundation</td> <td>☐ Section 4947(a)(1) nonexempt charitable trust</td> <td>☐ Other taxable private foundation</td> </tr> </table>		☒ Section 501(c)(3) exempt private foundation	☐ Section 4947(a)(1) nonexempt charitable trust	☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐			
☒ 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, col (c), line 16) ▶ \$ 95,597,638.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method: <table border="0"> <tr> <td>☒ Cash</td> <td>☐ Accrual</td> </tr> <tr> <td colspan="2">☐ Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)		☒ Cash	☐ Accrual	☐ Other (specify) _____				
☒ Cash	☐ Accrual							
☐ Other (specify) _____								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,531,321.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,821.	8,821.		
	4 Dividends and interest from securities	2,080,978.	2,080,978.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,427,524.			
	b Gross sales price for all assets on line 6a 46,833,716.				
	7 Capital gain net income (from Part IV, line 2)		7,427,524.		
	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) ATCH 2	-154,743.	-154,743.			
12 Total. Add lines 1 through 11	10,893,901.	9,362,580.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,000.			18,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	51,656.			51,657.
	b Accounting fees (attach schedule) ATCH 4	96,154.			96,154.
	c Other professional fees (attach schedule) *	478,230.	478,230.		
	17 Interest . ATCH 6	19,533.	19,533.		
	18 Taxes (attach schedule) (see instructions) ATCH 7	166,530.	56,530.		
	19 Depreciation (attach schedule) and depletion	6,726.			
	20 Occupancy	9,659.			9,659.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	5,593.			5,593.
	24 Total operating and administrative expenses. Add lines 13 through 23	852,081.	554,293.		181,063.
	25 Contributions, gifts, grants paid	6,409,000.			6,409,000.
26 Total expenses and disbursements. Add lines 24 and 25	7,261,081.	554,293.	0	6,590,063.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,632,820.				
b Net investment income (if negative, enter -0-)		8,808,287.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	4,396,143.	3,804,509.	3,804,509.	
	3	Accounts receivable ▶ 46,159.				
		Less allowance for doubtful accounts ▶	75,822.	46,159.	46,159.	
	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)		214,723.	214,723.	
	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				
	10 a	Investments - U S and state government obligations (attach schedule) . .	2,523,797.	2,226,591.	2,179,510.	
	b	Investments - corporate stock (attach schedule)	43,121,278.	50,061,335.	65,063,458.	
	c	Investments - corporate bonds (attach schedule)	6,758,768.	3,831,494.	3,834,459.	
	Liabilities	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	18,090,130.	18,405,457.	20,229,967.	
14		Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ 262,310. 40,356.	228,680.	221,954.	221,954.	
15		Other assets (describe ▶ ATCH 10)	2,899.	2,899.	2,899.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	75,197,517.	78,815,121.	95,597,638.	
17		Accounts payable and accrued expenses	16,110.	894.		
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons . .				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	16,110.	894.		
		Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	75,181,407.	78,814,227.		
	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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds . .					
30	Total net assets or fund balances (see instructions)	75,181,407.	78,814,227.			
31	Total liabilities and net assets/fund balances (see instructions)	75,197,517.	78,815,121.			

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	75,181,407.
2	Enter amount from Part I, line 27a	2	3,632,820.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	78,814,227.
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	78,814,227.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
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	7,427,487.	
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 (col. (b) divided by col. (c))
2012	650,729.	82,244,497.	0.007912
2011	5,950,046.	81,930,494.	0.072623
2010	6,565,330.	86,108,558.	0.076245
2009	7,034,235.	78,180,453.	0.089974
2008	5,916,503.	78,002,982.	0.075850
2 Total of line 1, column (d)			2 0.322604
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 0.064521
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 88,564,828.
5 Multiply line 4 by line 3			5 5,714,291.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 88,083.
7 Add lines 5 and 6			7 5,802,374.
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 6,590,063.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	88,083.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	88,083.
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	88,083.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	111,810.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	136,810.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	48,727.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 48,727. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL, _____		
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.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		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 ☐ BDO USA, LLP Telephone no ☐ 616-774-7000				
Located at ☐ 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI ZIP+4 ☐ 49503				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐

5b

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 ☒ Nob 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

6b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		18,000.	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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		273,743.

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

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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	85,115,440.
b	Average of monthly cash balances	1b	4,798,091.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	89,913,531.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	89,913,531.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,348,703.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	88,564,828.
6	Minimum investment return. Enter 5% of line 5	6	4,428,241.

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	4,428,241.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	88,083.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	88,083.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,340,158.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,340,158.
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	4,340,158.

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	6,590,063.
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	6,590,063.
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	88,083.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,501,980.

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				4,340,158.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> ,20 <u>10</u> ,20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 2,037,814.				
b From 2009 3,222,742.				
c From 2010 2,386,032.				
d From 2011 1,927,705.				
e From 2012				
f Total of lines 3a through e	9,574,293.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>6,590,063.</u>				
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				4,340,158.
e Remaining amount distributed out of corpus	2,249,905.			
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	11,824,198.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	2,037,814.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,786,384.			
10 Analysis of line 9				
a Excess from 2009 3,222,742.				
b Excess from 2010 2,386,032.				
c Excess from 2011 1,927,705.				
d Excess from 2012				
e Excess from 2013 2,249,905.				

Form 990-PF (2013)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE SCHEDULE B INFORMATION

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

N/A

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

Check here ☒ 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**

5 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE				6,409,000.
Total ▶ 3a				6,409,000.
b Approved for future payment				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

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			14	8,821.
4 Dividends and interest from securities			14	2,080,978.
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	7,427,524.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . . .				
11 Other revenue a OTHER INCOME			14	-154,743.
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e)				9,362,580.
13 Total. Add line 12, columns (b), (d), and (e)				9,362,580.

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)
----------	--

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE OFFIELD FAMILY FOUNDATION

36-6066240

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number
36-6066240**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITR FBO JAMES OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 346,633.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CHARITABLE LEAD UNITR FBO PAXSON OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 347,431.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	OFFIELD CHARITABLE LEAD UNITRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 837,257.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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 extension 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

Employer identification number (EIN) or

THE OFFIELD FAMILY FOUNDATION

36-6066240

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

50 SOUTH LASALLE STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CHICAGO, IL 60603

Enter the Return code for the return that this application is for (file a separate application for each return) 0 9

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 (sec 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 ▶ BDO USA, LLP

Telephone No ▶ 616-774-7000

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.

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	THE OFFIELD FAMILY FOUNDATION		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		36-6066240	
	P.O. BOX 1105		Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	CHICAGO, IL 60690			

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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 (sec. 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 the care of **BDO USA, LLP**
Telephone No **616 774-7000** 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

- I request an additional 3-month extension of time until **11/17**, 20 **14**
- For calendar year **2013**, or other tax year beginning , 20 , and ending , 20
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE FROM THIRD PARTIES.**

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	\$	136,810.
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	\$	136,810.
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 **Matt L** Title Date **8/08/2014**

Form **8868** (Rev 1-2014)

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

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

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	46,833,716.	39,406,229.		7,427,487.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16

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

Schedule D (Form 1041) 2013

JSA
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PAGE 38

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

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

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

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 19, column (3) or **b** \$3,000 **20** ()

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2013

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

Social security number or taxpayer identification number

THE OFFIELD FAMILY FOUNDATION

36-6066240

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

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

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

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

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

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

☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	PUBLICLY TRADED SECURITIES			46833716.	39406229.			7,427,487.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				46,833,716.	39406229.			7,427,487.

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
46833716.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 39406229.				P	7,427,487.	
TOTAL GAIN(LOSS)							<u>7,427,487.</u>	

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION OTHER INCOME	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	-154,743.	-154,743.
TOTALS	-154,743.	-154,743.

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PERKINS COIE, LLP	34,400.			34,401.
K&L GATES, LLP	17,256.			17,256.
TOTALS	<u>51,656.</u>			<u>51,657.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BDO USA, LLP	51,154.			51,154.
FRIEDMAN & HUEY ASSOCIATES LLP	45,000.			45,000.
TOTALS	<u>96,154.</u>			<u>96,154.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THORNBURG INVESTMENT FEES	57,434.	57,434.
SAGE INVESTMENT FEES	20,698.	20,698.
WHV INVESTMENT FEES	32,830.	32,830.
ATLANTA CAP FEES	68.	68.
NORTHERN TRUST	243,783.	243,783.
EMERGING DBTFD	40,246.	40,246.
TOM STRINGER DESIGN PARTNERS	8,272.	8,272.
TRUSTEE FEES	30,170.	30,170.
NT EMERGING MARKET FUND	42,262.	42,262.
BAHL & GAYNOR	8.	8.
SCHAFFER CULLEN	2,341.	2,341.
VULCAN	118.	118.
TOTALS	<u>478,230.</u>	<u>478,230.</u>

ATTACHMENT 6FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	19,533.	19,533.
TOTALS	<u>19,533.</u>	<u>19,533.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAXES	110,000.	
FOREIGN TAXES WITHHELD	56,530.	56,530.
TOTALS	<u>166,530.</u>	<u>56,530.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
RETIREMENT BENEFITS-FORMER EMP	3,000.
TELEPHONE	923.
INSURANCE	622.
MISCELLANEOUS EXPENSE	22.
UTILITIES	851.
CHARITY BUREAU	130.
OTHER K-1 EXPENSES	45.

TOTALS

5,593.

CHARITABLE PURPOSES
3,000.
923.
622.
22.
851.
130.
45.

5,593.

ATTACHMENT 9FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: TRANSFER TO OFFIELD INVESTMENTS LLC

ORIGINAL AMOUNT: 214,723.

PURPOSE OF LOAN: INADVERTANT TRANSFER TO OFFIELD INVESTMENTS LLC

BEGINNING BALANCE DUE

ENDING BALANCE DUE 214,723.ENDING FAIR MARKET VALUE 214,723.TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC. TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC. 214,723.TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC. 214,723.

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST	2,899.	2,899.
TOTALS	<u>2,899.</u>	<u>2,899.</u>

THE OFFIELD FAMILY FOUNDATION

36-6066240

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PAXSON OFFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR & VICE PRESIDENT 1.00	0	0	0
JAMES S. OFFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	VICE PRESIDENT & TREASURER 1.00	0	0	0
GAIL HODGE 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	SECRETARY, VARIOUS 5.00	18,000.	0	0
CHASE OFFIELD P.O. BOX 1105 CHICAGO, IL 60690	DIRECTOR, VARIOUS 1.00	0	0	0
MEIGHAN OFFFIELD P.O. BOX 1105 CHICAGO, IL 60690	DIRECTOR, VARIOUS 1.00	0	0	0
KELSEY L. OFFFIELD P.O. BOX 1105 CHICAGO, IL 60690	DIRECTOR, VARIOUS 1.00	0	0	0

THE OFFIELD FAMILY FOUNDATION

36-6066240

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CALEN B. OFFIELD P.O. BOX 1105 CHICAGO, IL 60690	DIRECTOR, VARIOUS 1.00	0	0	0
TONI WHITELEY P.O. BOX 1105 CHICAGO, IL 60690	ASSISTANT SECRETARY 1.00	0	0	0
GRAND TOTALS		18,000.	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET CHICAGO, IL 60675	MONEY MANAGEMENT	273,743.
TOTAL COMPENSATION		<u>273,743.</u>

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2013
PART II, LINE 10A - INVESTMENTS, U.S. GOVERNMENT OBLIGATIONS

	<u>Book Value</u>	<u>Fair Market Value</u>
GOVERNMENT BONDS	1,453,053	1,408,366
GOVERNMENT AGENCIES	456,815	457,037
MUNICIPAL/PROVINCIAL BONDS	67,522	64,181
GOVERNMENT MORTGAGE BACKED SECURITIES	249,137	249,927
 TOTAL U.S. GOVERNMENT OBLIGATIONS	 <u>2,226,527</u>	 <u>2,179,510</u>



Northern Trust

Portfolio Value
As of 31 DEC 13

Offield Family Foundation

Consolidation Name

Page 1 of 1

Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Government Bonds		
UNITED STATES	100 039	
TREAS NTS 25%		
DUE 03-31-2014		
REG		
CUSIP 912828SL5	330,000 000 United States	
UNITED STATES	100.047	
TREAS NTS 25%		
DUE 05-31-2015		
CUSIP 912828VD9	40,000 000 United States	
UNITED STATES	99 383	
TREAS NTS 0 25%		
DUE 05-15-2016		
CUSIP 912828VC1	230,000,000 United States	
UNITED STATES	100 219	
TREAS NTS 1.0%		
DUE 03-31-2017		
REG		
CUSIP 912828SM3	205,000,000 United States	
UNITED STATES	104 242	
TREAS NTS DTD		
02/15/2011 3 125%		
DUE 05-15-2021		
CUSIP 912828QN3	30,000 000 United States	
UNITED STATES	96 438	
TREAS NTS DTD		
04/30/2013 625%		
DUE 04-30-2018		
CUSIP 912828UZ1	215,000 000 United States	
UNITED STATES	90 266	
TREAS NTS DTD		
11/15/2012 1 625%		
DUE 11-15-2022		
CUSIP 912828TY6	405,000 000 United States	
Total Government Bonds		

Market Value

Cost

330,129 03

330,142 91

40,018 76

40,014 20

228,580 44

228,895 69

205,448 54

206,137 80

31,272 66

34,306 76

207,340 62

207,925 52

365,575 68

405,629 64

1,408,365 73

1,453,052 52



Northern Trust

Portfolio Value
As of 31 DEC 13

Consolidation Name

Offield Family Foundation

Page 1 of 1

Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Government Agencies		
FEDERAL HOME LN	100 163	
MTG CORP 1 0%		
DUE 03-08-2017		
REG		
CUSIP 3137EADC0	240,000 000 United States	
FNMA 1 25% DUE	101 203	
01-30-2017 REG		
CUSIP 3135GGY3	170,000 000 United States	
PEMEX PROJ FDG	111,500	
MASTER TR GTD		
NT 5 75% DUE		
03-01-2018 REG		
CUSIP 706451BS9	40,000 000 Mexico	
Total Government Agencies		

Market Value	Cost
240,390 96	238,821 60
172,045 61	173,488 40
44,600 00	44,505 00
457,036 57	456,815 00



Northern Trust

Portfolio Value

As of 31 DEC 13

Consolidation Name

Offield Family Foundation

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Security Description	Market Price Local	Country of	
Asset ID	Shares/Par Risk Name	Market Value	Cost
Municipal/Provincial Bonds			
CALIFORNIA ST	116 693		
6 2% DUE			
10-01-2019 BEC			
TAXABLE			
CUSIP 13063A7G3	55,000 000 United States	64,181 15	67,521 80
Total Municipal/Provincial Bonds		64,181 15	67,521 80



Northern Trust

Portfolio Value
As of 31 DEC 13

Consolidation Name

Offield Family Foundation

Page 1 of 1

Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Government Mortgage Backed Securities			
FHLMC	100	727	
MULTICLASS SER			
2012-1 CL A-10			
2 08% DUE			
CUSIP 3134G3KS8	36,456	190 United States	
FHLMC	105	409	
MULTICLASS SER			
3778 CL D 3 5%			
DUE 03-15-2025			
CUSIP 3137A45Y9	114,716	950 United States	
FNMA POOL	105	657	
#850862 ADJ RT			
DUE 12-01-2035			
BEO			
CUSIP 31408GJF5	36,614	910 United States	
FNMA REMIC TR	103	115	
2012-28 CL-PT			
4 0% DUE			
03-25-2042 REG			
CUSIP 3136A33E9	51,977	420 United States	
Total Government Mortgage Backed Securities			

Market Value	Cost
36,721 37	36,752 40
120,922 33	119,875 79
38,686 21	38,274 03
53,596 62	54,235 19
249,926 53	249,137 41

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2013
PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

	<u>Book Value</u>	<u>Fair Market Value</u>
COMMON STOCK	50,030,780	64,961,941
PREFERRED STOCK	134,975	101,517
TOTAL CORPORATE STOCK	<u><u>50,165,755</u></u>	<u><u>65,063,458</u></u>



Northern Trust

Portfolio Value
As of 31 DEC 13

Consolidation Name

Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
#REORG/HARRIS	49 350	
TEETER		
SUPERMARKETS		
CASH MERGER EFF		
CUSIP 414585109	755 000 United States	
#REORG/INVESTO	25 580	
RS BANCORP INC		
PLAN OF REORG		
INVESTORS		
CUSIP 46146P102	3,382 000 United States	
#REORG/VODAFON	39 310	
E GROUP		
REVERSE STOCK		
SPLIT VODAFONE		
CUSIP 92857W209	2,708 000 United Kingdom	
AAON INC COM	31 950	
PAR \$0 004 COM		
PAR \$0 004		
CUSIP 000360206	1,705 000 United States	
AARON'S INC	29 400	
CLASS A		
CUSIP 002535300	2,229 000 United States	
ABBVIE INC COM	52 810	
USD0.01		
CUSIP 00287Y109	2,827 000 United States	
ACCENTURE PLC	82 220	
SHS CL A NEW		
CUSIP G1151C101	1,684 000 United States	
ACTAVIS PLC COM	168 000	
CUSIP G0083B108	1,897 000 United States	
ACTUANT CORP CL	36 640	
A NEW		
CUSIP 00508X203	1,427 000 United States	
ACUTY BRANDS	109 320	
INC COM		
CUSIP 00508Y102	846 000 United States	
ADIDAS AG	64 230	
CUSIP 00687A107	4,055 000 Germany	
ADR ABB LTD	26 560	
SPONSORED ADR		
CUSIP 000375204	2,838 000 Switzerland	

Market Value	Cost
37,259 25	17,010 77
86,511 56	33,175 39
106,451 48	76,305 72
54,474 75	20,695 05
65,532 60	48,518 38
154,574 87	113,024 25
138,458 48	109,989 78
318,696 00	273,186 97
52,285 28	38,520 68
92,484 72	35,633 36
260,452 65	150,550 56
75,377 28	53,853 96



Portfolio Value
As of 31 DEC 13

As of 31 DEC 13

Offield Family Foundation

Consolidation Name

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Security Description	Market Price	Local	Country of	Asset ID	Shares/Par Risk Name	Market Value	Cost
Common Stock							
ADR AIA GROUP	20	068					
LTD SPONSORED							
ADR							
CUSIP 001317205	13,367	000 Hong Kong				268,248.95	206,382.58
ADR AMADEUS IT	42	861					
HLDG S A ADS							
CUSIP 02263T104	2,903	000 Spain				124,425.48	95,447.62
ADR ANHEUSER	106	460					
BUSCH INBEV							
SA/IV							
SPONSOREDADR							
CUSIP 03524A108	1,571	000 Belgium				167,248.66	158,852.58
ADR ARM HLDS	54	740					
PLC SPONSORED							
ISIN US0420681068							
CUSIP 042068106	2,126	000 United Kingdom				116,377.24	13,415.28
ADR ASML	93	700					
HOLDING NV NY							
REG 2012 (POST							
REV SPLIT)							
CUSIP N07059210	1,756	000 Netherlands				164,537.20	127,954.13
ADR	59	370					
ASTRAZENECA							
PLC SPONSORED							
ADR							
CUSIP 046353108	630	000 United Kingdom				37,403.10	29,964.70
ADR AXA SA	27	890					
SPONSORED ADR							
CUSIP 054536107	1,600	000 France				44,624.00	34,891.97
ADR BAE SYS PLC	29	290					
SPONSORED ADR							
CUSIP 05523R107	2,804	000 United Kingdom				82,129.16	53,935.52
ADR BAIDU INC	177	880					
SPONSORED ADR							
CUSIP 056752108	928	000 China				165,072.64	108,268.88
ADR BANCO	12	390					
BILBAO VIZCAYA							
ARGENTARIA S A							
SPONSORED ADR							
CUSIP 05946K101	10,764	000 Spain				133,365.96	119,153.77



Security Description	Market Price Local	
Asset ID	Shares/Par	Country of Risk Name
Common Stock		
ADR BASF	107 790	
AKTIENGESSELLSC		
HAFT - LEVEL I		
CUSIP 055262505	1,425 000	Germany
ADR BAYER A G	142 000	
SPONSORED ADR		
CUSIP 072730302	542 000	Germany
ADR BHP BILLITON	68 200	
LTD SPONSORED		
ADR		
CUSIP 088606108	806 000	Australia
ADR BHP BILLITON	68 200	
LTD SPONSORED		
ADR		
CUSIP 088606108	3,525 000	Australia
ADR BOC HONG	64 520	
KONG HLDGS LTD		
SPONSORED ADR		
CUSIP 096813209	990 000	Hong Kong
ADR BRITISH	107 420	
AMERN TOB PLC		
SPONSORED COM		
STK		
CUSIP 110448107	863 000	United Kingdom
ADR BRITISH	107 420	
AMERN TOB PLC		
SPONSORED COM		
STK		
CUSIP 110448107	1,300,000	United Kingdom
ADR BURBERRY	50 550	
GROUP PLC		
SPONSORED		
CUSIP 12082W204	3,160 000	United Kingdom
ADR CHINA MOBILE	52 290	
LTD		
CUSIP 16941M109	3,062 000	China
ADR COMPASS	16 033	
GROUP PLC		
SPONSORED ADR		
NEW		
CUSIP 20449X203	11,799 000	United Kingdom



Northern Trust

Portfolio Value

As of 31 DEC 13

Consolidation Name

Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
ADR DASSAULT	124 300	
SYS S A		
SPONSORED ADR		
CUSIP 237545108	964 000 France	
ADR DEUTSCHE	17 260	
TELEKOM AG		
SPONSORED ADR		
CUSIP 251566105	7,346 000 Germany	
ADR EMBRAER S A	32 180	
SPONSORED ADR		
REPSTG 4 COM		
SHS		
CUSIP 29082A107	4,240 000 Brazil	
ADR GDF SUEZ S A	23 556	
SPONSORED ADR		
ADR		
CUSIP 36160B105	4,373 000 France	
ADR	53 390	
GLAXOSMITHKLIN		
E PLC SPONSORED		
ADR		
CUSIP 37733W105	1,749 000 United Kingdom	
ADR	53 390	
GLAXOSMITHKLIN		
E PLC SPONSORED		
ADR		
CUSIP 37733W105	1,786 000 United Kingdom	
ADR HENNES &	9 160	
MAURITZ AB ADR		
CUSIP 425883105	18,786 000 Sweden	
ADR HONG KONG	16.676	
EXCHANGES &		
CLEARING LTD		
ADR		
CUSIP 43858F109	7,539 000 Hong Kong	
ADR HSBC HLDGS	55 130	
PLC SPONSORED		
ADR NEW		
CUSIP 404280406	1,698 000 United Kingdom	
ADR HSBC HLDGS	55 130	
PLC SPONSORED		
ADR NEW		
CUSIP 404280406	2,956 000 United Kingdom	

Market Value	Cost
119,825 20	51,844 44
126,791 96	100,989 08
136,443 20	82,050 29
103,010 38	103,555 23
93,379 11	79,744 65
95,354 54	81,867 86
172,079 76	98,209 05
125,720 36	122,357 97
93,610 74	73,098 40
162,964 28	135,229 22



Northern Trust

Portfolio Value
As of 31 Dec 13

Offield Family Foundation

Consolidation Name

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Security Description	Market Price Local	Country of Shares/Par Risk Name
Common Stock		
ADR IMPERIAL TOB GROUP PLC	77 780	
SPONSORED ADR CUSIP 453142101	895 000 United Kingdom	
ADR IND & COMM BK OF UNSPON	13 580	
ADR ADR IND & COMM BK		
CUSIP 455807107	7,791 000 China	
ADR ING GROEP N V SPONSORED	14 010	
ADR CUSIP 456837103	17,211 000 Netherlands	
ADR INTERCONTINENTA L HOTELS GROUP PLC NEW	33 430	
CUSIP 45857P400	19,546 000 United Kingdom	
ADR INTESA SANPAOLO S P A	14 950	
SPONSORED ADR REPSTG ORD SHS CUSIP 46115H107	9,067 000 Italy	
ADR JULIUS BAER GROUP LTD-UN	9 650	
ADR CUSIP 48137C108	11,155 000 Switzerland	
ADR KINGFISHER PLC SPONSORED	12 840	
ADR PAR 15 5/7 PENCE		
CUSIP 495724403	22,686 000 United Kingdom	
ADR KIRIN HOLDINGS COMPANY LTD	14 400	
SPONSORED ADR CUSIP 497350306	5,236 000 Japan	
ADR KOMATSU LTD SPONSORED	20 580	
ISIN US5004584018 CUSIP 500458401	5,272 000 Japan	

Market Value	Cost
69,613 10	64,349 96
105,801 78	115,913 12
241,126 11	183,156 51
653,422 78	567,799 57
135,551 65	126,244 60
107,645 75	105,699 43
291,288 24	155,870 66
75,398 40	87,556 88
108,497 76	108,148 12



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Security Description	Market Price Local	Country of	Market Value	Cost
Asset ID	Shares/Par Risk Name			
Common Stock				
ADR KONE OYJ	22 598			
ADR				
CUSIP 50048H101	4,910 000 Finland		108,696 38	104,351 54
ADR KUBOTA	83 600			
CORP.				
CUSIP 501173207	1,970 000 Japan		164,692 00	147,949 34
ADR LVMH MOET	36 600			
HENNESSY LOUIS				
VUITTON ADR				
CUSIP 502441306	8,277,000 France		302,937 37	170,113 56
ADR LVMH MOET	36 600			
HENNESSY LOUIS				
VUITTON ADR				
CUSIP 502441306	3,564 000 France		130,442 04	140,462 25
ADR MICHELIN	21 289			
COMPAGNIE				
GENERALE DES				
ETABLISSEMENTS				
CUSIP 59410T106	8,753 000 France		186,342 61	136,081 79
ADR MITSUBISHI	6 680			
UFJ FINL GROUP				
INC SPONSORED				
ADR				
CUSIP 606822104	32,648 000 Japan		218,088 64	187,307 35
ADR MTN GROUP	21 000			
LTD SPONSORED				
ADR				
CUSIP 62474M108	4,189 000 South Africa		87,969 00	79,378 50
ADR MUNICH RE	22 238			
GROUP ADR				
CUSIP 626188106	4,118 000 Germany		91,576 08	59,895 24
ADR NESTLE S A	73 590			
SPONSORED ADR				
REPSTG REG SH				
CUSIP 641069406	1,545 000 Switzerland		113,696 55	95,647 05
ADR NESTLE S A	73,590			
SPONSORED ADR				
REPSTG REG SH				
CUSIP 641069406	3,260 000 Switzerland		239,903 40	126,316 01



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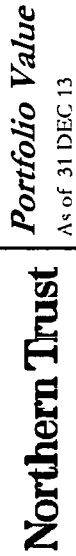
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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
ADR NESTLE S A	73 590	
SPONSORED ADR		
REPSTG REG SH		
CUSIP 641069406	3,525 000 Switzerland	
ADR NIPPON	27 040	
TELEG & TEL		
CORP SPONSORED		
ADR		
CUSIP 654624105	3,949 000 Japan	
ADR NOKIA CORP	8 110	
SPONSORED ADR		
CUSIP 654902204	6,742 000 Finland	
ADR NOVARTIS AG	80 380	
CUSIP 66987V109	1,600 000 Switzerland	
ADR NOVARTIS AG	80 380	
CUSIP 66987V109	1,592 000 Switzerland	
ADR NOVARTIS AG	80 380	
CUSIP 66987V109	1,510 000 Switzerland	
ADR NOVARTIS AG	80 380	
CUSIP 66987V109	2,787 000 Switzerland	
ADR	184 760	
NOVO-NORDISK A		
S ADR		
CUSIP 670100205	1,677 000 Denmark	
ADR OIL CO	63 120	
LUKOIL		
SPONSORED ADR		
CUSIP 677862104	1,916 000 Russian	
ADR PEARSON PLC	22 400	
SPONSORED ADR		
CUSIP 705015105	6,533 000 United Kingdom	
ADR PERUSAHAAN	35 850	
PERSEROAN		
PERSERO P T		
TELEKOMUNIKASI		
CUSIP 715684106	846 000 Indonesia	
ADR PUBLICIS S A	22 912	
NEW SPONSORED		
ADR		
CUSIP 74463M106	15,256 000 France	

Market Value	Cost
259,404 75	171,926 51
106,760 96	105,174 20
54,677 62	54,665 48
128,608 00	80,203 55
127,964 96	92,686 94
121,373 80	87,433 10
224,019 06	130,415 83
309,842 52	73,909 97
120,937 92	122,276 39
146,339 20	123,000 03
30,329 10	32,198 76
349,545 47	206,755 41



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Security Description	Market Price Local	Country of	Market Value	Cost
Asset ID	Shares/Par Risk Name			
Common Stock				
ADR RECKITT	15 877			
BENCKISER PLC				
SPONSORED ADR				
CUSIP 756255204	5,483 000 United Kingdom		87,053 59	66,333 51
ADR RECKITT	15 877			
BENCKISER PLC				
SPONSORED ADR				
CUSIP 756255204	14,556 000 United Kingdom		231,105 61	141,948 43
ADR RIO TINTO	56 430			
PLC SPONSORED				
ADR				
CUSIP 767204100	4,975 000 United Kingdom		280,739 25	251,193 28
ADR ROCHE HLDG	70 200			
LTD SPONSORED				
ADR ISIN				
#US771195104				
CUSIP 771195104	3,212 000 Switzerland		225,482 40	196,698 98
ADR ROCHE HLDG	70 200			
LTD SPONSORED				
ADR ISIN				
#US771195104				
CUSIP 771195104	1,250 000 Switzerland		87,750 00	55,616 41
ADR ROYAL DUTCH	75 110			
SHELL PLC				
SPONSORED ADR				
REPSTG B SHS				
CUSIP 780259107	944 000 United Kingdom		70,903 84	66,247 07
ADR SABMILLER	51 280			
PLC SPONSORED				
ADR				
CUSIP 78572M105	3,392 000 United Kingdom		173,941 76	97,636 42
ADR SAP AG	87 140			
SPONSORED ADR				
CUSIP 803054204	1,481 000 Germany		129,054 34	73,501 22
ADR SIEMENS AG	138 510			
COM DM50 (NEW)				
CUSIP 826197501	864 000 Germany		119,672 64	92,796 88
ADR SINGAPORE	29 100			
TELECOMMUNICAT				
IONS LTD				
SPONSORED ADR				
CUSIP 82929R304	2,795 000 Singapore		81,334 50	75,387 10



Security Description	Market Price Local	
Asset ID	Shares/Par Risk Name	Country of
Common Stock		
ADR SMITHS	24 513	
GROUP PLC		
SPONSORED ADR		
CUSIP 83238P203	3,300 000 United Kingdom	
ADR SUMITOMO	5 290	
MITSUI TR HLDGS		
INC SPONSORED		
ADR		
CUSIP 86562X106	34,531 000 Japan	
ADR SWATCH	33 200	
GROUP AG ADR		
CUSIP 870123106	4,569 000 Switzerland	
ADR SYNGENTA	79 940	
AG SPONSORED		
ADR		
CUSIP 87160A100	2,047 000 Switzerland	
ADR TATA MTRS	30 800	
LTD SPONSORED		
ADR		
CUSIP 876568502	3,525 000 India	
ADR TENARIS S A	43 690	
SPONSORED ADR		
CUSIP 88031M109	4,650 000 Italy	
ADR TENCENT	64,420	
HLDS LTD ADR		
CUSIP 88032Q109	2,699 000 China	
ADR TESCO PLC	16 840	
SPONSORED ADR		
CUSIP 881575302	1,844 000 United Kingdom	
ADR TESCO PLC	16 840	
SPONSORED ADR		
CUSIP 881575302	33,348 000 United Kingdom	
ADR TOTAL SA	61 270	
CUSIP 89151E109	1,952 000 France	
ADR TOYOTA MTR	121 920	
CORP SPONSORED		
ADR		
CUSIP 892331307	2,187 000 Japan	
ADR UNILEVER N V	40 230	
NEW YORK SHS		
NEW		
CUSIP 904784709	2,900 000 Netherlands	



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	Market Value	Cost
	410,346 00	389,020 83
	101,701 44	86,672 35
	73,144 23	67,413 91
	97,981 25	167,517 66
	8,586 00	7,404 50
	91,768 82	66,082 07
	32,726 38	4,132 92
	54,888 00	39,467 09
	133,577 73	94,711 55
	140,489 09	121,825 96
	44,190 00	22,031 81
	62,982 36	60,775 02



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
ALLIED WORLD ASSURANCE COMPANY-HOLDING S AG COMMON CUSIP H01531104	112 810	United States
ALSTOM ADR CUSIP 021244207	986 000 3 600	United States
ALTRIA GROUP INC COM CUSIP 02209S103	21,768 000 38 390	France
AMAZON COM INC COM CUSIP 023135106	3,039 000 398 790	United States
AMERCO COM CUSIP 023586100	930 000 237 840	United States
AMERICAN CAP LTD COM STK CUSIP 02503Y103	438 000 15 640	United States
AMERICAN EXPRESS CO , COMMON STOCK, \$ 60PAR CUSIP 025816109	8,868 000 90 730	United States
ANALOG DEVICES, INC , COMMON STOCK, \$ 16 2/3 PAR CUSIP 032654105	1,826 000 50 930	United States
APPLE INC COM STK CUSIP 037833100	1,553 000 561 110	United States
APPLE INC COM STK CUSIP 037833100	181 000 561 110	United States
APPLE INC COM STK CUSIP 037833100	1,597 000 561 110	United States
APTARGROUP INC COMMON STOCK \$0 01 PAR CUSIP 038336103	1,452 000 67 810	United States

Market Value	Cost
111,230 66	86,602 96
78,364 80	77,214 14
116,667 21	98,002 18
370,874 70	282,647 26
104,173 92	34,193 47
138,695 52	122,229 12
165,672 98	150,906 47
79,094 29	62,602 68
101,560 91	75,471 31
952,203 67	771,943 80
814,731 72	452,253 74
92,289 41	40,825 45



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
ARTISAN	65 190	
PARTNERS ASSET		
MGMT INC CL A CL		
A		
CUSIP 04316A108	1,412 000 United States	
AT&T INC COM	35 160	
CUSIP 00206R102	2,023 000 United States	
AUTOMATIC DATA	80 810	
PROCESSING INC		
COM		
CUSIP 053015103	1,318 000 United States	
BALCHEM CORP	58 700	
COM		
CUSIP 057665200	931 000 United States	
BANK NEW YORK	34 940	
MELLON CORP		
COM STK		
CUSIP 064058100	20,589 000 United States	
BAXTER INTL INC	69 550	
COMMON STOCK		
CUSIP 071813109	1,201 000 United States	
BCE INC COM NEW	43 290	
CUSIP 05534B760	1,565 000 Canada	
BCE INC COM NEW	43 290	
CUSIP 05534B760	2,088 000 Canada	
BEACON ROOFING	40 280	
SUPPLY INC COM		
CUSIP 073685109	1,155 000 United States	
BIO RAD LABS INC	123 610	
CL A		
CUSIP 090572207	832 000 United States	
BIOMERIEUX INC	279 750	
COM STK		
CUSIP 09062X103	2,086 000 United States	
BLACKBAUD INC	37 650	
COM		
CUSIP 09227Q100	2,348 000 United States	
BLACKROCK INC	316 470	
COM STK		
CUSIP 09247X101	234 000 United States	
BOEING CO COM	136 490	
CUSIP 097023105	2,233 000 United States	

Market Value	Cost
92,048 28	55,527 48
71,128 68	70,269 75
106,507 58	81,507 13
54,649 70	14,542 13
719,379 66	587,105 50
83,529 55	71,496 25
67,748 85	65,464 68
90,389 52	89,896 65
46,523 40	32,991 42
102,843 52	58,509 25
583,558 50	318,639 86
88,402 20	26,337 19
74,053 98	40,811 84
304,782 17	242,268 15



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
BOSTON	12 020	
SCIENTIFIC CORP		
COM		
CUSIP 101137107	12,351 000 United States	
BRISTOL MYERS	53 150	
SQUIBB CO		
COMMON STOCK		
CUSIP 110122108	2,995 000 United States	
BRISTOL MYERS	53 150	
SQUIBB CO		
COMMON STOCK		
CUSIP 110122108	1,684 000 United States	
BROOKFIELD	38 830	
ASSET MGMT INC		
VOTING SHS CL A		
VOTING SHS CL A		
CUSIP 112585104	1,700 000 Canada	
CANADIAN NAT	33 840	
RES LTD COM		
CANADIAN		
NATURAL		
CUSIP 136385101	1,800 000 Canada	
CANADIAN NATL	57 020	
RY CO COM		
CUSIP 136375102	4,092 000 Canada	
CANADIAN NATL	57 020	
RY CO COM		
CUSIP 136375102	3,400 000 Canada	
CANADIAN PAC RY	151 320	
LTD COM		
CANADIAN		
PACIFICRAILWAY		
CUSIP 13645T100	2,750 000 Canada	
CANADIAN PAC RY	151 320	
LTD COM		
CANADIAN		
PACIFICRAILWAY		
CUSIP 13645T100	1,690 000 Canada	
CARLISLE	79 400	
COMPANIES INC		
COMMON STOCK		
\$1 00 PAR		
CUSIP 142339100	880 000 United States	



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
CARNIVAL CORP	40 170	
COM PAIRED		
CUSIP 143658300	4,245 000 United States	
CASEYS GEN	70 250	
STORES INC COM		
CUSIP 147528103	768 000 United States	
CASEYS GEN	70 250	
STORES INC COM		
CUSIP 147528103	822 000 United States	
CASS	67 350	
INFORMATION SYS		
INC COM		
CUSIP 14808P109	206 000 United States	
CHECK POINT	64 520	
SOFTWARE		
TECHNOLOGIES		
ORD ILS 01		
CUSIP M22465104	4,362 000 Israel	
CHEVRON CORP	124 910	
COM		
CUSIP 166764100	1,283 000 United States	
CHOICE HOTELS	49 110	
INTL INC COM		
CUSIP 169905106	1,669 000 United States	
CHUBB CORP,	96 630	
COMMON STOCK,		
\$1 PAR		
CUSIP 171232101	4,308 000 United States	
CISCO SYSTEMS	22 450	
INC COMMON		
STOCK		
CUSIP 17275R102	6,196 000 United States	
CISCO SYSTEMS	22,450	
INC COMMON		
STOCK		
CUSIP 17275R102	25,061 000 United States	
CIT GROUP INC	52 130	
NEW COM NEW		
COM NEW		
CUSIP 125581801	3,297 000 United States	

Market Value	Cost
170,521 65	127,137 70
53,952 00	28,318 54
57,745 50	29,207 61
13,874 10	9,466 34
281,436 24	256,112 22
160,259 53	142,389 82
81,964 59	45,694 53
416,282 04	387,585 16
139,100 20	125,024 31
562,619 45	593,081 93
171,872 61	131,944 18



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Security Description	Market Price Local	Country of
Asset ID	Shares/Per Risk Name	
Common Stock		
CITY NATIONAL	79 220	
CORP., COMMON		
STOCK, \$5 PAR		
CUSIP 178566105	1,025 000 United States	
CLARCOR INC COM	64 350	
CUSIP 179895107	1,353 000 United States	
CME GROUP INC	78 460	
COM STK		
CUSIP 12572Q105	1,939 000 United States	
CNO FINL GROUP	17 690	
INC COM		
CUSIP 12621E103	5,123 000 United States	
COCA COLA CO	41 310	
COM		
CUSIP 191216100	2,687 000 United States	
COCA COLA CO	41 310	
COM		
CUSIP 191216100	11,649 000 United States	
COLUMBIA	78 750	
SPORTSWEAR CO		
COM		
CUSIP 198516106	884 000 United States	
COMCAST CORP	51 965	
NEW-CL A		
CUSIP 20030N101	6,116 000 United States	
COMERICA, INC.,	47 540	
COMMON STOCK,		
\$5 PAR		
CUSIP 200340107	3,002 000 United States	
CORE	190 950	
LABORATORIES NV		
NLGO 03		
CUSIP N22717107	1,000 000 United States	
CREE INC COM	62 570	
CUSIP 225447101	2,454 000 United States	
CROWN CASTLE	73 430	
INTL CORP COM		
STK		
CUSIP 228227104	2,811 000 United States	
CST BRANDS INC	36 720	
COM USD0 01		
CUSIP 12646R105	2,508 000 United States	

Market Value	Cost
81,200 50	43,159 46
87,065 55	56,027 94
152,133 94	150,549 47
90,625 87	65,258 36
110,999 97	102,895 66
481,220 19	438,364 68
69,615 00	38,115 02
317,817 94	210,856 32
142,715 08	89,412 40
190,950 00	75,392 49
153,546 78	142,387 62
206,411 73	201,680 25
92,093 76	84,100 19



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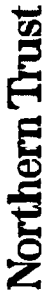
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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
CULLEN / FROST	74 430	
BANKERS INC COM		
CUSIP 228899109	1,933 000 United States	
DELTA AIR LINES	27 470	
INC DEL COM NEW		
COM NEW		
CUSIP 247361702	10,802 000 United States	
DEUTSCHE BK AG	48 240	
COM STK ISIN		
DE0005140008 SDL		
505964X		
CUSIP D18180898	3,147 000 Germany	
DEUTSCHE POST	36 700	
AG SPONSORED		
ADR		
CUSIP 25157Y202	2,676 000 Germany	
DIAGEO PLC	132 420	
SPONSORED ADR		
NEW		
CUSIP 25243Q205	393 000 United Kingdom	
DIAGEO PLC	132 420	
SPONSORED ADR		
NEW		
CUSIP 25243Q205	1,400 000 United Kingdom	
DISCOVER FINL	55 950	
SVCS COM STK		
CUSIP 254709108	1,303 000 United States	
DISCOVER FINL	55 950	
SVCS COM STK		
CUSIP 254709108	6,480 000 United States	
DISCOVERY	83 860	
COMMUNICATIONS		
INC NEW COM		
SERC COM SER C		
CUSIP 25470F302	6,005 000 United States	
DORMAN PRODS	56 070	
INC COM		
CUSIP 258278100	1,769 000 United States	
DOVER CORP.	96 540	
COMMON STOCK		
\$1 PAR		
CUSIP 260003108	4,285 000 United States	



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Security Description	Market Price Local	Country of	Asset ID	Shares/Par Risk Name	Market Value	Cost
Common Stock						
DRIL-QUIP INC COM	109 930			109 930		
CUSIP 262037104	1,012 000 United States				111,249 16	38,552 11
EATON CORP PLC	76 120					
COM USD0 50						
CUSIP G29183103	2,319 000 United States				176,522 28	122,715 41
EBAY INC COM	54 890					
USD0 001						
CUSIP 278642103	12,045 000 United States				661,150 05	623,354 19
EMERGING	109 159					
MARKETS DEBT						
FUND -						
MULTI-MANAGER						
CUSIP 247998453	26,018 300 United States				2,840,130 02	3,134,915 94
EMERSON	70 180					
ELECTRIC CO COM						
CUSIP 291011104	2,050 000 United States				143,869 00	102,362 66
ENCORE WIRE	54 200					
CORP COM						
CUSIP 292582105	2,522 000 United States				136,692 40	67,131 98
ENSCO PLC SHS	57 180					
CLASS A COM						
CUSIP G31575106	2,125 000 United States				121,507 50	123,809 88
ESTEE LAUDER	75 320					
COMPANIES INC CL						
A USD0 01						
CUSIP 518439104	3,335 000 United States				251,192 20	126,832 37
EVEREST RE	155 870					
GROUP COM						
CUSIP G3223R108	3,930 000 United States				612,569 10	579,563 78
EXPERIAN PLC	18 430					
CUSIP 30215C101	6,049 000 United Kingdom				111,483 07	110,601 63
EXPONENT INC	77 440					
COM STK						
CUSIP 30214U102	1,308 000 United States				101,291 52	26,539 72
EXPRESS SCRIPTS	70 240					
HLDG CO COM						
CUSIP 30219G108	6,186 000 United States				434,504 64	348,646 04
FACEBOOK INC CL	54 660					
A CL A						
CUSIP 30303M102	3,785 000 United States				205,784 90	163,767 46



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Security Description	Market Price Local	Country of Shares/Par Risk Name
Common Stock		
FAIR ISAAC CORPORATION COM	62 840	
CUSIP 303250104	1,607 000 United States	
FANUC CORPORATION	30 525	
CUSIP 307305102	7,170 000 Japan	
FINNING INTL INC NEW	25 540	
COM NEW COM		
CUSIP 318071404	350 000 Canada	
FLEETCOR TECHNOLOGIES INC COM	117 170	
CUSIP 339041105	1,634 000 United States	
FOOT LOCKER INC COM	41 440	
CUSIP 344849104	2,103 000 United States	
FOREST CITY ENTERPRISES INC CL A	19 100	
CUSIP 345550107	2,679 000 United States	
FORWARD AIR CORP COM	43 910	
CUSIP 349853101	1,835 000 United States	
FRANKLIN RES INC COMMON STOCK, CUSIP 354613101	57 730	
12,237 000 United States		
FRESENIUS MEDICAL CARE AG AND CO KGAA	35 580	
CUSIP 358029106	5,708 000 Germany	
GALLAGHER ARTHUR J & CO COM	46 930	
CUSIP 363576109	1,889 000 United States	
GDR ASSA ABLOY AB ADR	26 450	
CUSIP 045387107	7,068 000 Sweden	
GENERAL ELECTRIC CO CUSIP 389604103	28 030	
6,644 000 United States		
Market Value	Cost	
100,983 88	24,891 92	
218,864 25	113,193 08	
8,939 00	9,631 47	
191,455 78	174,494 90	
87,148 32	25,026 55	
51,168 90	22,557 82	
80,574 85	38,345 06	
706,442 01	624,268 11	
203,090 64	127,662 49	
88,650 77	67,587 31	
186,948 60	94,662 71	
186,231 32	143,664 68	



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Security Description	Market Price Local	
Asset ID	Shares/Par Risk Name	Country of
Common Stock		
GENERAL MTRS	40 870	
CO COM		
CUSIP 37045V100	7,710 000 United States	
GENUINE PARTS	83 190	
CO COM		
CUSIP 372460105	934 000 United States	
GILEAD SCIENCES	75 150	
INC		
CUSIP 375558103	7,768 000 United States	
GOOGLE INC CL A	1,120 710	
CL A		
CUSIP 38259P508	441 000 United States	
GRACO INC COM	78 120	
CUSIP 384109104	987 000 United States	
GULFPORT	63 150	
ENERGY CORP		
COM NEW COM		
NEW		
CUSIP 402635304	3,077 000 United States	
HALLIBURTON CO	50 750	
COM		
CUSIP 406216101	5,885 000 United States	
HCC INS HLDGS	46 140	
INC COM		
CUSIP 404132102	1,360 000 United States	
HCP INC COM REIT	36 320	
CUSIP 40414L109	2,655 000 United States	
HEALTH CARE	53 570	
REIT INC COM		
CUSIP 42217K106	1,903 000 United States	
HEICO CORP NEW	42 120	
CL A CL A		
CUSIP 422806208	1,671 000 United States	
HERTZ GLOBAL	28 620	
HLDS INC COM		
CUSIP 42805T105	7,722 000 United States	
HIBBETT SPORTS	67 210	
INC COM STK		
CUSIP 428567101	1,108 000 United States	



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Security Description	Market Price Local	
Asset ID	Shares/Par Risk Name	Country of
Common Stock		
HITTITE	61 730	
MICROWAVE CORP		
COM STK		
CUSIP 43365Y104	605 000 United States	
HOME DEPOT INC ,	82 340	
COMMON STOCK,		
\$ 05 PAR		
CUSIP 437076102	3,829 000 United States	
HYATT HOTELS	49 460	
CORP COM CL A		
COM CL A		
CUSIP 448579102	2,395 000 United States	
IBERIABANK CORP	62 850	
COM		
CUSIP 450828108	1,087 000 United States	
INGERSOLL-RAND	61 600	
PLC COM STK		
CUSIP G47781101	3,000 000 United States	
INTEL CORP COM	25 960	
CUSIP 458140100	6,744 000 United States	
INTREPID POTASH	15 840	
INC COM		
CUSIP 46121Y102	5,781 000 United States	
J & J SNACK	88 590	
FOODS CORP COM		
STK NPV		
CUSIP 466032109	777 000 United States	
JACK HENRY &	59 210	
ASSOC INC COM		
CUSIP 426281101	2,507 000 United States	
JOHNSON &	91 590	
JOHNSON COM		
USD1		
CUSIP 478160104	2,075 000 United States	
JOHNSON	51,300	
CONTROLS INC		
COMMON STOCK		
\$2 50 PAR		
CUSIP 478366107	4,558 000 United States	
KEYCORP NEW	13,420	
COMMON STOCK		
CUSIP 493267108	7,885 000 United States	



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Security Description	Market Price	Local	Country of
Asset ID	Shares/Per	Risk Name	
Common Stock			
KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR CUSIP 494368103	104 460	1,749 000 United States	
KIRBY CORP COM CUSIP 497266106	99 250	1,476 000 United States	
KNIGHT TRANSN INC COM CUSIP 499064103	18 340	3,013 000 United States	
KRAFT FOODS GROUP INC COM CUSIP 50076Q106	53 920	2,771 000 United States	
LAM RESH CORP COM CUSIP 512807108	54 450	2,065 000 United States	
LAS VEGAS SANDS CORP COM STK CUSIP 517834107	78 870	2,742 000 United States	
LAS VEGAS SANDS CORP COM STK CUSIP 517834107	78 870	5,047 000 United States	
LEUCADIA NATIONAL CORP. COMMON STOCK \$1 PAR CUSIP 527288104	28 340	2,068 000 United States	
LINKEDIN CORP CL A CUSIP 53578A108	216 830	1,062 000 United States	
LOCKHEED MARTIN CORP COM CUSIP 539830109	148 660	1,016 000 United States	
LSB INDS INC COM CUSIP 502160104	41,020	2,725 000 United States	
LULULEMON ATHLETICA INC COM CUSIP 550021109	59 030	2,757 000 United States	

Market Value	Cost
182,700 54	139,930 64
146,493 00	49,392 30
55,258 42	60,363 26
149,412 32	129,864 43
112,439 25	110,199 48
216,261 54	123,279 60
398,056 89	209,859 64
58,607 12	43,463 18
230,273 46	123,698 58
151,038 56	125,156 89
111,779 50	91,436 45
162,745 71	185,841.16



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
LYONDELLBASELL INDUSTRIES N V COM USD0 01 CLASS 'A' CUSIP N53745100	80 280 1,962 000 United States	
M D C HLDGS INC COM CUSIP 552676108	32 240 2,551 000 United States	
MANHATTAN ASSOCS INC COM CUSIP 562750109	117 480 1,294 000 United States	
MANULIFE FINL CORP COM CUSIP 56501R106	19 730 1,800 000 Canada	
MANULIFE FINL CORP COM CUSIP 56501R106	19 730 6,519 000 Canada	
MARRIOTT INTL INC NEW COM STK CL A CUSIP 571903202	49 360 12,293 000 United States	
MASCO CORP COMMON STOCK, \$1 PAR CUSIP 574599106	22 770 10,006 000 United States	
MASTERCARD INC CL A CUSIP 57636Q104	835 460 885 000 United States	
MASTERCARD INC CL A CUSIP 57636Q104	835 460 742 000 United States	
MATTEL INC COM STOCK \$1.00 PAR CUSIP 577081102	47 580 2,783 000 United States	
MC DONALDS CORP COMMON STOCK, NO PAR CUSIP 580135101	97 030 2,016 000 United States	
MCKESSON CORP CUSIP 58155Q103	161 400 1,043 000 United States	



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Security Description	Market Price Local	Country of
Asset ID	Shares/Per Risk Name	
Common Stock		
MERCADOLIBRE	107 790	
INC COM STK		
CUSIP 58733R102	1,017 000 United States	
MERCK & CO INC	50 050	
NEW COM		
CUSIP 58933Y105	2,515 000 United States	
MERIDIAN	26 530	
BIOSCIENCE INC		
COM		
CUSIP 589584101	2,343 000 United States	
MICHAEL KORS	81 190	
HOLDINGS LTD		
COM NPV		
CUSIP G60754101	3,087 000 United States	
MICROSOFT CORP	37 430	
COM		
CUSIP 594918104	3,684 000 United States	
MIDDLEBY CORP	239,970	
COM		
CUSIP 596278101	252 000 United States	
MONRO MUFFLER	56 360	
BRAKE INC COM		
CUSIP 610236101	1,903 000 United States	
MOOG INC CL A	67 940	
CUSIP 615394202	1,337 000 United States	
MORGAN STANLEY	31 360	
COM STK USD0 01		
CUSIP 617446448	4,980 000 United States	
MORNINGSTAR INC	78 090	
COM STK		
CUSIP 617700109	1,785 000 United States	
MW VETERINARY	170 590	
SUPPLY INC COM		
STK		
CUSIP 55402X105	320 000 United States	
NABORS	16 990	
INDUSTRIES COM		
USD0 10		
CUSIP G6359F103	7,175 000 United States	
NASDAQ OMX	39 800	
GROUP		
CUSIP 631103108	10,270 000 United States	

Market Value	Cost
109,622 43	71,398 48
125,875 75	113,337 22
62,159 79	55,535 78
250,633 53	163,598 95
137,892 12	100,206 86
60,472 44	25,554 58
107,253 08	60,663 58
90,835 78	54,106 82
156,172 80	155,765 94
139,390 65	52,909 50
54,588 80	41,416 25
121,903 25	166,125 02
408,746 00	341,899 60



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
NATIONAL INSTRS	32 020	
CORP COM		
CUSIP 636518102	1,671 000 United States	
NEWS CORP NEW	18 020	
CL A CL A		
CUSIP 65249B109	4,644 000 United States	
NEXTERA ENERGY	85 620	
INC COM		
CUSIP 65339F101	628 000 United States	
NIKE INC CL B CL B	78 640	
CUSIP 654106103	5,896 000 United States	
NOBLE CORP PLC	37 470	
COMMON STOCK		
CUSIP G65431101	6,225 000 United States	
NOBLE ENERGY	68 110	
INC COM		
CUSIP 655044105	4,279 000 United States	
NORTEL	0,008	
NETWORKS CORP		
NEW COM		
CUSIP 656568508	143 000 Canada	
OCCIDENTAL	95 100	
PETROLEUM CORP		
CUSIP 674599105	2,190 000 United States	
OCWEN FINL CORP	55 450	
COM NEW COM		
NEW		
CUSIP 675746309	1,667 000 United States	
ONEOK INC COM	62 180	
STK		
CUSIP 682680103	2,911 000 United States	
ORACLE	38 260	
CORPORATION		
COM		
CUSIP 68389X105	27,303 000 United States	
OSHKOSH	50 380	
CORPORATION		
CUSIP 688239201	3,454 000 United States	
OWENS CORNING	40 720	
NEW COM STK		
CUSIP 690742101	3,665 000 United States	

Market Value	Cost
53,505 42	27,789 22
83,684 88	72,267 51
53,769 36	41,084 47
463,661 44	330,699 17
233,250 75	244,175 14
291,442 69	199,053 57
1 15	7 87
208,269 00	198,813 24
92,435 15	95,983 23
181,005 98	120,769 47
1,044,612.78	906,976 81
174,012 52	135,883 89
149,238 80	134,954 72



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
PACIFIC RUBIALES ENERGY CORP	17 260	
COM NEW COMSTK		
CUSIP 69480U206	8,503 000 Canada	
PARKER-HANNIFIN	128 640	
CORP , COMMON STOCK, NO PAR		
CUSIP 701094104	2,402 000 United States	
PARTNERRE HOLDING LTD COM	105 430	
STK		
CUSIP G6852T105	500 000 United States	
PAYCHEX INC ,	45 530	
COMMON STOCK		
CUSIP 704326107	1,689 000 United States	
PFIZER INC COM	30 630	
CUSIP 717081103	10,002 000 United States	
PHARMACYCLICS INC COM	105,780	
CUSIP 716933106	1,213 000 United States	
PHILIP MORRIS INTL COM STK NPV	87 130	
CUSIP 718172109	1,471 000 United States	
PIONEER NATURAL RESOURCES CO	184 070	
COMMON STK		
CUSIP 723787107	2,052 000 United States	
PIONEER NATURAL RESOURCES CO	184 070	
COMMON STK		
CUSIP 723787107	704 000 United States	
PLUM CREEK TIMBER CO INC	46 510	
COM		
CUSIP 729251108	2,031 000 United States	
POTASH CORP	32 960	
SASK INC COM		
CUSIP 73755L107	4,925 000 Canada	
POWER	55 820	
INTEGRATIONS INC		
COM		
CUSIP 739276103	793 000 United States	



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Common Stock		
PPG INDUSTRIES INC. COMMON STOCK, \$1 66 2/3 PAR	189.660	
CUSIP 693506107	1,666 000	United States
PROCTER & GAMBLE COM NPV CUSIP 742718109	81 410	
PROCTER & GAMBLE COM NPV CUSIP 742718109	3,463 000	United States
PROCTER & GAMBLE COM NPV CUSIP 742718109	81 410	
PROCTER & GAMBLE COM NPV CUSIP 742718109	1,585 000	United States
PROSPERITY BANCSHARES INC COM CUSIP 743606105	63 390	
PT BANK MANDIRI TBK UNSPON ADR CUSIP 69367U105	1,240 000	United States
PT BANK MANDIRI TBK UNSPON ADR CUSIP 69367U105	6 460	
PT BANK MANDIRI TBK UNSPON ADR CUSIP 69367U105	5,967 000	Indonesia
QUALCOMM INC COM CUSIP 747525103	74 250	
QUALCOMM INC COM CUSIP 747525103	1,783 000	United States
QUALCOMM INC COM CUSIP 747525103	74 250	
QUALCOMM INC COM CUSIP 747525103	8,577 000	United States
QUALCOMM INC COM CUSIP 747525103	74 250	
QUALCOMM INC COM CUSIP 747525103	3,261 000	United States
RANGE RES CORP COM CUSIP 75281A109	84 310	
RANGE RES CORP COM CUSIP 75281A109	485 000	United States
RAVEN INDS INC COM STOCK CUSIP 754212108	41 140	
RAVEN INDS INC COM STOCK CUSIP 754212108	1,987 000	United States
RAYMOND JAMES FINANCIAL INC COMMON STK CUSIP 754730109	52 190	
RAYMOND JAMES FINANCIAL INC COMMON STK CUSIP 754730109	1,695 000	United States
REALTY INCOME CORP COM CUSIP 756109104	37 330	
REALTY INCOME CORP COM CUSIP 756109104	1,018 000	United States

	Market Value	Cost
	315,973 56	250,163 16
	281,922 83	243,648 40
	129,034 85	103,252 27
	78,603 60	55,968 15
	38,546 82	52,698 40
	132,387 75	113,744 16
	636,842 25	580,671 48
	242,129 25	184,782 15
	40,890 35	23,423 26
	81,745 18	30,414 31
	88,462 05	38,938 73
	38,001 94	38,910 04



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
REGENERON	275 240	
PHARMACEUTICAL		
S INC COM		
CUSIP 75886F107	646 000 United States	
RLT CORP COM	97 380	
CUSIP 749607107	888 000 United States	
RYMAN	41 780	
HOSPITALITY		
PPTY'S INC COM		
CUSIP 78377T107	2,201 000 United States	
SAFEWAY INC	32 570	
COMMON STOCK		
NEW		
CUSIP 786514208	4,331 000 United States	
SALLY BEAUTY	30 230	
HLDGS INC COM		
STK		
CUSIP 79546E104	3,895 000 United States	
SANOFI	53 630	
SPONSORED ADR		
CUSIP 80105N105	1,651 000 France	
SCANSOURCE INC	42 430	
COM		
CUSIP 806037107	1,328 000 United States	
SCHLUMBERGER	90 110	
LTD COM COM		
CUSIP 806857108	2,755 000 United States	
SCHLUMBERGER	90 110	
LTD COM COM		
CUSIP 806857108	3,250 000 United States	
SCHNITZER STEEL	32 670	
INDS INC CL A		
CUSIP 806882106	2,364 000 United States	
SEACOR HLDGS	91 200	
INC COM		
CUSIP 811904101	1,109 000 United States	
SERVICENOW INC	56 010	
COM USD0 001		
CUSIP 81762P102	1,826 000 United States	

Market Value	Cost
177,805 04	139,999 91
86,473 44	48,604 28
91,957 78	75,443 53
141,060 67	149,104 02
117,745 85	64,737 66
88,543 13	66,281 61
56,347 04	27,833 62
248,253 05	142,158 46
292,857 50	230,545 80
77,231 88	98,240 89
101,140 80	89,176 70
102,274 26	86,243 33



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
SINA CORPORATION	84 250	
COM STK		
USD0 133		
CUSIP G81477104	870 000 United States	
SINCLAIR	35 730	
BROADCAST		
GROUP INC CL A		
CUSIP 829226109	3,418 000 United States	
SIRIUS XM HLDGS	3 490	
INC COM		
CUSIP 829668103	32,476 000 United States	
SLM CORP COM	26 280	
CUSIP 78442P106	8,400 000 United States	
SOUTHERN	28 710	
COPPER CORP DEL		
COM		
CUSIP 84265V105	2,645 000 Peru	
SPECTRA ENERGY	35 620	
CORP COM STK		
CUSIP 847560109	3,919 000 United States	
SPLUNK INC	68 670	
COMSTK COM		
USD0 001		
CUSIP 848637104	1,219 000 United States	
ST JUDE MED INC	61 950	
COM		
CUSIP 790849103	2,608 000 United States	
STARBUCKS CORP	78 390	
COM		
CUSIP 855244109	5,167 000 United States	
STARWOOD	79 450	
HOTELS &		
RESORTS		
WORLDWIDE INC		
CUSIP 85590A401	9,416 000 United States	
STATE BK FINL	18.190	
CORP COM		
CUSIP 856190103	3,841 000 United States	
STATOIL ASA	24 130	
CUSIP 85771P102	1,767 000 Norway	

Market Value	Cost
73,297 50	51,757 61
122,125 14	90,341 56
113,341 24	99,184 96
220,752 00	178,162 31
75,937 95	86,092 40
139,594 78	131,937 28
83,708 73	61,713 70
161,565 60	147,410 09
405,041 13	150,768 45
748,101 20	632,646.92
69,867 79	63,383 99
42,637 71	44,597 50



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Security Description	Market Price Local	Country of
Asset ID	Shares/Per Risk Name	
Common Stock		
STEPAN CO COM	65 630	
CUSIP 858586100	686 000 United States	
SUNCOR ENERGY	35 050	
INC NEW COM STK	5,550 000 Canada	
CUSIP 867224107		
SUSSER HLDGS	65 490	
CORP COM STK	2,632 000 United States	
CUSIP 869233106	17 440	
TAIWAN		
SEMICONDUCTOR		
MFG CO LTD		
SPONSORED ADR	1,712 000 Taiwan	
CUSIP 874039100	17 440	
TAIWAN		
SEMICONDUCTOR		
MFG CO LTD		
SPONSORED ADR	9,152 000 Taiwan	
CUSIP 874039100	11 650	
TALISMAN		
ENERGY INC COM	2,200 000 Canada	
CUSIP 87425E103	51 600	
TECH DATA CORP.,		
COMMON STOCK	962 000 United States	
CUSIP 878237106	94 670	
TECHNE CORP		
COM		
CUSIP 878377100	672 000 United States	
TECK RESOURCES	26 010	
LIMITED		
CUSIP 878742204	1,175 000 Canada	
THE PRICELINE	1,162 400	
GROUP INC		
CUSIP 741503403	68 000 United States	
TIME WARNER INC	69 720	
USD0 01		
CUSIP 887317303	3,813 000 United States	
TRIBUNE CO CL A	77 400	
CL A		
CUSIP 896047503	2,320 000 United States	

Market Value	Cost
45,022 18	41,107 53
194,527 50	210,800 82
172,369 68	118,501 71
29,857 28	24,405 59
159,610 88	166,765 35
25,630 00	42,511 55
49,639 20	37,037 26
63,618 24	41,838 26
30,561 75	41,563 74
79,043 20	74,663.04
265,842 36	257,849 55
179,568 00	126,089 99



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
TUPPERWARE BRANDS CORPORATION	94 530	
CUSIP 899896104	612 000 United States	
UBS AG SHS COM	19 250	
CUSIP H89231338	4,050 000 Switzerland	
UMPOUA HLDGS	19 140	
CORP COM		
CUSIP 904214103	3,652 000 United States	
UNIFIRST CORP	107 000	
MASS COM		
CUSIP 904708104	110 000 United States	
UNITED	113 800	
TECHNOLOGIES		
CORP COM		
CUSIP 913017109	2,426 000 United States	
UNIVERSAL	7 300	
AMERICAN CORP		
COM STK		
CUSIP 91338E101	2,778 000 United States	
UNIVERSAL	40 060	
HEALTH RLTY		
INCOME TR SH		
BEN INT SH BEN		
CUSIP 91359E105	797 000 United States	
US BANCORP	40 400	
CUSIP 902973304	3,782 000 United States	
VAIL RESORTS INC	75 230	
COM		
CUSIP 91878Q109	821 000 United States	
VALEANT	117 400	
PHARMACEUTICAL S INTERNATIONAL INC COMMON		
CUSIP 91911K102	2,813 000 Canada	
VENTAS INC REIT	57 280	
CUSIP 92276F100	707 000 United States	
VISA INC COM CL A	222 680	
STK		
CUSIP 92826C839	1,962 000 United States	

Market Value	Cost
57,852 36	47,924 02
77,962 50	73,233 08
69,899 28	46,311 92
11,770 00	11,398 64
276,078 80	146,236 16
20,279 40	30,993 84
31,927 82	24,841 38
152,792 80	132,302 84
61,763 83	31,458 70
330,246 20	151,797 43
40,496 96	57,529 43
436,898 16	375,091 04



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Security Description	Market Price Local	Country of	Market Value	Cost
Asset ID	Shares/Par Risk Name			
Common Stock				
VISTEON CORP COM NEW/COM NEW	81,890			
CUSIP 92839U206	2,037 000 United States		166,809 93	88,120 71
VORNADO RLTY TR COMMON STOCK	88 790			
CUSIP 928042109	12 000 United States		1,065 48	398 75
WALT DISNEY CO	76 400			
CUSIP 254687106	4,850 000 United States		370,540 00	321,294 07
WEATHERFORD INTL LTD	15 490			
CUSIP H27013103	8,850 000 United States		137,086 50	183,697 79
WEST PHARMACEUTICAL SVCS INC COM	49 060			
CUSIP 955306105	1,146 000 United States		56,222 76	51,624 34
WESTAMERICA BANCORPORATION COM	56 460			
CUSIP 957090103	1,070 000 United States		60,412 20	46,752 30
WEX INC	99 030			
CUSIP 96208T104	560 000 United States		55,456 80	26,258 06
WHIRLPOOL CORP, COMMON STOCK, \$1 PAR	156 860			
CUSIP 963320106	1,018 000 United States		159,683 48	111,269 21
WHITE MOUNTAINS INSURANCE GROUP COM	603 080			
STOCK				
CUSIP G9618E107	218 000 United States		131,471 44	52,122 49
WILLIAMS COMPANY INC COMMON STOCK \$1 PAR	38 570			
CUSIP 969457100	4,180 000 United States		161,222 60	130,609 56
WISCONSIN ENERGY COMMON STOCK	41 340			
CUSIP 976657106	2,492,000 United States		103,019 28	105,369 29



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
WOLVERINE	33,960	
WORLD WIDE INC		
COM		
CUSIP 978097103	2,292 000 United States	
WORKDAY INC CL A	83 160	
COM USD0 001		
CUSIP 98138H101	1,350 000 United States	
YANDEX N V COM	43 150	
USD0 01 CL A		
CUSIP N97284108	4,468 000 Russian	
YELP INC CL A	68 950	
CUSIP 985817105	1,690 000 United States	
YUM BRANDS INC	75 610	
COM		
CUSIP 988498101	2,768 000 United States	
Total Common Stock		

Market Value	Cost
77,836 32	31,200 77
112,266 00	98,502 33
192,794 20	119,081 41
116,525 50	115,580 89
209,288 48	186,371 99
64,961,940.62	50,030,780 11



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Security Description	Market Price Local		Country of
Asset ID	Shares/Par	Risk Name	
Preferred Stock			
ADR ITAU	13.570		
UNIBANCO HLDG			
SA SPONSORED			
ADR REPSTG 500			
CUSIP 465562106	7,481 000	Brazil	
Total Preferred Stock			

Market Value	Cost
101,517 17	134,974 76
101,517 17	134,974 76

Market Value		Cost
	101,517 17	134,974 76
	101,517 17	134,974 76

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2013
PART II, LINE 10C - INVESTMENTS, CORPORATE BONDS

	<u>Book Value</u>	<u>Fair Market Value</u>
CORPORATE BONDS	2,574,696	2,563,158
COMMERCIAL MORTGAGE-BACKED	485,928	500,529
ASSET BACKED SECURITIES	770,870	770,771
 TOTAL CORPORATE BONDS	 <u>3,831,494</u>	 <u>3,834,459</u>



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
5 0% DUE	105 051	
03-01-2021 REG		
CUSIP 25459HBA2	30,000 000 United States	
AFLAC INC 4 0%	100 647	
DUE 02-15-2022		
REG		
CUSIP 001055AJ1	40,000 000 United States	
AMERICAN HONDA	99 588	
FIN CORP MED		
TERM NTS BOOK		
ENTRY 2 125% DUE		
CUSIP 02665WAC5	35,000 000 United States	
APACHE CORP	98 525	
3 25% DUE		
04-15-2022 REG		
CUSIP 037411AZ8	26,000 000 United States	
APPLE INC 2 4%	89 921	
DUE 05-03-2023		
REG		
CUSIP 037833AK6	35,000 000 United States	
AUTOZONE INC	102 882	
4 0% DUE		
11-15-2020/11-15-2		
010 REG		
CUSIP 053332AL6	50,000 000 United States	
BANK AMER CORP	110 281	
5 75% DUE		
08-15-2016 BEO		
CUSIP 060505CL6	30,000 000 United States	
BANK NOVA	98 134	
SCOTIA B C 1 375%		
DUE 12-18-2017		
REG		
CUSIP 064159BE5	35,000 000 Canada	
BANK OF AMER	109 277	
CORP 5 00% DUE		
05-13-2021 RE		
CUSIP 06051GEH8	50,000 000 United States	
BB&T CORP SR	101 105	
MEDIUM TERM		
NTS BOOK ENTRY		
2 15 DUE		
CUSIP 05531FAK9	60,000 000 United States	

Market Value	Cost
31,515 27	33,354 65
40,258 68	42,815 20
34,855 90	34,887 50
25,616 60	27,177.02
31,472 38	35,102 20
51,341 05	54,109 80
33,084 30	32,897 10
34,346 97	34,961 15
54,638 65	53,835 50
60,662 70	61,858 20



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
BHP BILLITON FIN	100 548	
USA LTD 1 0% DUE		
02-24-2015 REG		
CUSIP 055451AN8	70,000 000 Australia	
BNP PARIBAS US	100 064	
MEDIUM TERM NT		
PROGRAM LLC		
MEDIUM TERM SR		
CUSIP 05574LTX6	50,000 000 France	
BOARDWALK	110 669	
PIPELINES LP		
BOARDWALK		
PIPELINES LP		
CUSIP 096630AA6	30,000 000 United States	
BOEING CO SR NT	103 298	
3 5% DUE		
02-15-2015 REG		
CUSIP 097023AY1	35,000 000 United States	
BUNGE LTD FIN	105 594	
CORP 4 1% DUE		
03-15-2016 REG		
CUSIP 120568AU4	35,000 000 United States	
CAPITAL ONE FINL	101 658	
CORP 2 15% DUE		
03-23-2015 REG		
CUSIP 14040HAZ8	35,000 000 United States	
CATERPILLAR FINL	100 390	
SVCS CORP		
MEDIUM TERM		
NTS-BOOK ENTRY		
CUSIP 14912L4V0	35,000 000 United States	
CATERPILLAR FINL	100 101	
SVCS CORP		
MEDIUM TERM		
NTS-BOOK ENTRY		
CUSIP 14912L5U1	35,000 000 United States	
CONOCOPHILLIPS	97 579	
CO 1 05% DUE		
12-15-2017		
CUSIP 20826FAB2	35,000 000 United States	

Market Value	Cost
70,383 74	70,270 10
50,031 80	49,883 00
33,200 70	34,108 20
36,154 16	37,824 15
36,957 93	35,164 15
35,580 33	35,805 00
35,136 43	35,323 05
35,035 38	35,000 00
34,152 58	34,373 50



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
CORN PRODS INTL	103 542	
INC NT 3 2% DUE		
11-01-2015/09-17-2		
010 REG		
CUSIP 219023AE8	60,000 000 United States	
DEERE JOHN CAP	100 392	
CORP MEDIUM		
TERM		
NTS-BOOKENTRY		
CUSIP 24422ERV3	35,000 000 United States	
ENERGY	105 279	
TRANSFER		
PARTNERS 5.2%		
2-1-2022		
CUSIP 29273RAQ2	30,000 000 United States	
ENSCO PLC	105 774	
FORMERLY ENSCO		
INTL PLC TO		
03/31/2010 4 7%		
CUSIP 29358QAA7	30,000 000 United Kingdom	
EQUITY	108 645	
RESIDENTIAL		
PPTY 5 125 3 15 16		
5 125% DUE		
CUSIP 29476LAC1	25,000 000 United States	
FIRST HORIZON	107 491	
NATL CORP 5 375%		
DUE 12-15-2015		
REG		
CUSIP 320517AA3	30,000 000 United States	
GENERAL ELEC	108 379	
CAP CORP MEDIUM		
TERM NTS BOOK		
ENTRY MTN		
CUSIP 36962G4R2	60,000 000 United States	
GENERAL ELEC	113 760	
CAP CORP MEDIUM		
TERM NTS BOOK		
ENTRY TRANCHE #		
CUSIP 36962G3H5	65,000 000 United States	

Market Value	Cost
62,124 96	62,834 10
35,137 27	34,976 20
31,583 82	32,129 70
31,732 23	33,527 40
27,161 12	27,239 25
32,247 30	31,599 00
65,027 34	61,624 10
73,943 80	76,297 65



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
GEORGIA PWR CO 3 0% DUE	104 238	
04-15-2016 REG CUSIP 373334JV4	35,000 000 United States	
GOLDMAN SACHS GROUP INC 5 95% DUE 01-18-2018	113 694	
CUSIP 38141GFG4	45,000 000 United States	
GOLDMAN SACHS GROUP INC SR NT 2 375% 01-22-2018 BEO	100 380	
CUSIP 38141IGRC0	35,000 000 United States	
HCP INC 5 375% DUE	108 858	
02-01-2021/01-24-2 011REG		
CUSIP 40414LAD1	30,000 000 United States	
HEALTH CARE REIT INC 2 25% DUE 03-15-2018 REG	98 865	
CUSIP 42217KAZ9	35,000 000 United States	
HSBC FIN CORP 5 0% DUE	105 672	
06-30-2015 BEO CUSIP 40429CCS9	50,000 000 United States	
HSBC FIN CORP 6 676% DUE	114 904	
01-15-2021 REG CUSIP 40429CGD8	35,000 000 United States	
INTERCONTINENTA LEXCHANGE GROUP INC 4 0% DUE 10-15-2023	100 593	
CUSIP 45866FAA2	35,000 000 United States	
JEFFERIES GROUP INC NEW 5 125% DUE 04-13-2018 REG	108 125	
CUSIP 472319AK8	30,000 000 United States	

Market Value	Cost
36,483 40	37,125 20
51,162 21	50,910 75
35,133 03	35,147 35
32,657 34	30,036.30
34,602 82	34,470 80
52,835 90	52,193 00
40,216 29	41,094 05
35,207 44	34,728 75
32,437 50	29,895 60



Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
JPMORGAN CHASE & CO 1 625% DUE 05-15-2018 REG CUSIP 46625HJL5	97 920	United States
JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO TO CUSIP 46625HG10	50,000 000	United States
METLIFE INC 7 717% DUE 02-15-2019/02-15-2 011 REG CUSIP 59156RAT5	115 148	United States
NOMURA HLDGS INC NT 2 0% DUE 09-13-2016 CUSIP 65535HAD1	55,000 000	United States
NORDSTROM INC 4 75% DUE 05-01-2020/04-23-2 010 REG CUSIP 65566A4N0	123 951	United States
ONEOK PARTNERS L P 3 375% DUE 10-01-2022/09-13-2 012 REG CUSIP 68268NAJ2	40,000 000	United States
PEPSICO INC SR NT 0 75% 3-5-2015 CUSIP 713448BX5	100 827	United States
PROLOGIS L P 2 75% DUE 02-15-2019/08-15-2 013 REG CUSIP 74340XAV3	40,000 000	United States
PRUDENTIAL FINANCIAL INC TRANCHE # TR 00033 4 75% DUE CUSIP 74432QBJ3	98,308	United States
	30,000 000	United States



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
PVTPL HYUNDAI	100 380	
CAP AMER 2 875%		
DUE 08-09-2018		
CUSIP 44923QAG9	30,000 000 United States	
ROYAL BK CDA	104 231	
GLOBAL MEDIUM		
TERM SR BK NTS		
BOOK ENTRY		
CUSIP 78008KSV1	60,000 000 Canada	
RYDER SYS INC	97 921	
MEDIUM TERM		
NTS BOOK		
ENTRYTRANCHE #		
CUSIP 78355HJUA	35,000 000 United States	
SAFEWAY INC	111 884	
6 35% DUE		
08-15-2017 BEO		
CUSIP 786514BP3	30,000 000 United States	
SANTANDER	102 566	
HLDGS USA INC		
3 45% DUE		
08-27-2018/07-27-2		
CUSIP 80282KACO	30,000 000 United States	
SHELL INTL FIN B V	98 622	
1.125% DUE		
08-21-2017REG		
CUSIP 822582AR3	35,000 000 Netherlands	
STARBUCKS CORP	116 520	
6 25% DUE		
08-15-2017/08-14-2		
017 BEO		
CUSIP 855244AC3	30,000 000 United States	
SYMANTEC CORP	101 420	
4 2% DUE		
08-15-2020/09-16-2		
010 REG		
CUSIP 871503AH1	30,000 000 United States	
TOYOTA MTR CR	103 994	
CORP MEDIUM		
TERM NTS BOOK		
ENTRY TRANCHE #		
CUSIP 89233P4B9	30,000 000 United States	

Market Value	Cost
30,113 91	30,469 20
62,538 78	63,330 60
34,272 17	35,229 25
33,565 29	34,993 20
30,769 89	29,945 40
34,517 70	35,029 05
34,955 94	34,792 80
30,426 09	30,277 50
31,198 29	31,368 00



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
U S BANCORP	103 045	
MEDIUM TERM		
NTS- BOOK ENTRY		
3 15% DUE		
CUSIP 91159HGJ8	35,000 000 United States	
UNITEDHEALTH	109 105	
GROUP INC 4 7%		
DUE		
02-15-2021/02-17-2		
CUSIP 91324PBP6	30,000 000 United States	
VALERO ENERGY	128 879	
CORP NEW 9 375%		
DUE 03-15-2019		
REG		
CUSIP 91913YAN0	25,000 000 United States	
VERIZON	112 976	
COMMUNICATIONS		
INC 5 5% DUE		
02-15-2018/02-12-2		
CUSIP 92343VAL8	55,000 000 United States	
VORNADO RLTY L	103 123	
P 4 25% DUE		
04-01-2015/03-26-2		
010 REG		
CUSIP 929043AF4	30,000 000 United States	
WACHOVIA CORP	114 070	
NEW WACHOVIA		
CORP 5.75% DUE		
06-15-2017		
CUSIP 929903DT6	40,000 000 United States	
WASTE	92 638	
MANAGEMENT INC		
2.9% DUE		
09-15-2022REG		
CUSIP 94106LAY5	35,000 000 United States	
WELLS FARGO &	114 620	
CO NEW 5 625%		
DUE 12-11-2017		
BEO		
CUSIP 949746NX5	60,000 000 United States	

Market Value	Cost
36,065 89	34,993 35
32,731 56	30,045 00
32,219 62	29,707 75
62,136 74	63,515 90
30,936 99	29,289 60
45,627 80	41,286 40
32,423 40	34,777 05
68,771 70	67,724 40



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Corporate Bonds		
WELLS FARGO & CO NEW MEDIUM TERM SR NTS 4.125% DUE CUSIP 94974BFN5	98 585	United States
WHIRLPOOL CORP 4 85% DUE 06-15-2021 CUSIP 96332HCD9	20,000 000 105 061 30,000 000	United States
Total Corporate Bonds		

Market Value

Cost

19,716 98

19,931 80

31,518 24

32,284 50

2,563,158 43

2,574,695 91



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Security Description	Market Price	Local	Asset ID	Shares/Par	Risk Name	Country of
Commercial Mortgage-Backed						
CITIGROUP COML MTG TR			99 435			
2013-GCJ11 MTG PASS THRU CTF CL						
CUSIP 17320DAC2			50,000 000		United States	
CMO BANC AMER			104 035			
COML MTG INC VAR RT DUE						
07-10-2043 BEO CUSIP 05947UM21			60,000 000		United States	
CMO BEAR			103 590			
STEARNS COML MTG SECS INC						
SER 2005-T18 CL CUSIP 07383F5K0			52,133 970		United States	
CMO COMM			102 931			
2013-CCRE10 MTG TR MTG PASS						
THRU CTF CL A-4 CUSIP 12626BAD6			30,000 000		United States	
CMO LB-UBS COML MTG TR 2006-C7			109 796			
COML MTG PASS THRU CTF CL						
CUSIP 50180CAD2			45,000 000		United States	
CMO WACHOVIA BK COML MTG TR			109 289			
COML MTG PASS-TH MTG						
CUSIP 92978PAE9			45,000 000		United States	
CMO WFRBS COML MTG TR 2013-C15			102 290			
MTG PASS THRU CTF CL A-4 4 153%						
CUSIP 92938CAD9			45,000 000		United States	
COMM 2012-CCRE4 MTG TR MTG			93.787			
PASS THRU CTFCL A-3 2 853% DUE						
CUSIP 12624QAR4			34,999 990		United States	
	Market Value	Cost				
	49,717 50	51,499 43				
	62,420 70	65,709 38				
	54,005 52	57,125 39				
	30,879 18	0 00				
	49,408 15	48,868 94				
	49,180 23	47,453 91				
	46,030 32	46,170 70				
	32,825 40	35,874 63				



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Commercial Mortgage-Backed		
COMM 2012-LC4	98 340	
MTG TR CTF CL		
A-4 3 288%		
12-10-2044		
CUSIP 126192AD5	30,000 000 United States	
COMM 2013-CR9	103 600	
MTG TR COMIL CL		
A-4 VAR RT DUE		
07-10-2045 REG		
CUSIP 12625UBF9	30,000 000 United States	
GOLDMAN SACHS	93 071	
MTG SER		
2012-GCJ9 CL A3		
2 773 DUE		
CUSIP 36192PAJ5	35,000 000 United States	
J P MORGAN	94 016	
CHASE SER		
2012-C8 CL A3		
2 8291%		
CUSIP 46638UAC0	35,000 000 United States	
Total Commercial Mortgage-Backed		

Market Value	Cost
29,501 97	30,363 28
31,080 06	31,113 28
32,574 95	35,874 25
32,905 42	35,874 86
500,529 40	485,928 05



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Asset Backed Securities		
2007-11 NT CL A	98 891	
FLTG 12-15-2019		
BEO		
CUSIP 05522RBG2	20,000 000 United States	
ALLY AUTO	100 009	
RECEIVABLES TR		
2012-3 ASSET		
BACKED NT CL A-2		
CUSIP 0200SEAB6	2,437 390 United States	
ALLY AUTO	100 018	
RECEIVABLES TR		
2012-4 ASSET		
BACKED NT CL A-2		
CUSIP 02008EAB5	19,445 820 United States	
AMERICREDIT	99 970	
AUTOMOBILE		
RECEIVABLES TR		
20ASST BKD NTS		
CUSIP 03063XAC9	22,308 800 United States	
CARMAX AUTO	100 365	
OWNER TR 2012-2		
ASSET BACKEDNT		
CL A-3 84% DUE		
CUSIP 14313JAC5	55,000 000 United States	
CARMAX AUTO	99 937	
OWNER TR 2012-3		
ASSET BACKEDNT		
CL A-3		
CUSIP 14313KAC2	65,000,000 United States	
CITIBANK CR CARD	105 385	
ISSUANCE TR		
2003-A7 NT		
4 15000009537%		
CUSIP- 17305EBU8	39,999 990 United States	
FORD CR AUTO	100 026	
LEASE TR 2013-B		
NT CL A-2B FLTG		
.4211% DUE		
CUSIP 34530FAC8	15,000 000 United States	

Market Value	Cost
19,778 24	19,723 44
2,437 60	2,437 28
19,449 24	19,444 78
22,302 06	22,308 03
55,200 80	54,988 68
64,958 79	64,985 12
42,153 86	43,364 06
15,003 91	14,999 41



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Security Description	Market Price	Local	Country of	Asset ID	Shares/Par Risk Name	Market Value	Cost
Asset Backed Securities							
FORD CR	100	245					
FLOORPLAN							
MASTER OWNER							
TR A 2013-5 CL A-2							
CUSIP 34528QCW2	35,000,000	United States				35,085.85	34,967.19
GE CAP CR CARD	100	374					
MASTER NT TR							
2012-5							
ASSETBACKED NT							
CUSIP 36159JDE8	110,000,000	United States				110,411.18	109,970.61
HONDA AUTO	100	000					
RECEIVABLES							
2010-3 OWNER TR							
ASSET BACKED NT							
CUSIP 43813BAD4	38,899,450	United States				38,899.45	38,829.55
HYUNDAI AUTO	100	055					
RECEIVABLES SER							
2012-C CL A3 53%							
04-17-2017 REG							
CUSIP 44890KAC0	65,000,000	United States				65,035.62	64,991.80
MERCEDES-BENZ	100	021					
AUTO							
RECEIVABLES TR							
2012-1ASSET							
CUSIP 587680AC3	65,000,000	United States				65,013.32	65,010.16
NISSAN AUTO	100	029					
RECEIVABLES							
2012-B OWNER TR							
NT CL A-3							
CUSIP 65476GAC6	75,000,000	United States				75,021.97	74,859.38
TOYOTA AUTO	100	019					
RECEIVABLES							
2012-B OWNER TR							
NT CL A-3							
CUSIP 89231NAC7	50,000,000	United States				50,009.40	49,995.25
WORLD FINL	99	824					
NETWORK CR							
CARD MA 1 76%							
2012-B A 5-17-2021							
CUSIP 981464DB3	45,000,000	United States				44,920.71	44,998.86



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	Risk Name
Asset Backed Securities		
WORLD OMNI	100 198	
AUTO		
RECEIVABLES TR		
SER 2012-A CL A3		
CUSIP 98157HAB3	45,000,000 United States	
Total Asset Backed Securities		

Market Value	Cost
45,089 05	44,996 64
770,771 05	770,870 24

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2013
PART II, LINE 13 - INVESTMENTS, OTHER

	Book Value	Fair Market Value
FUNDS - COMMON STOCK	5,137,892	5,661,031
FUNDS - CORPORATE BONDS	3,700,000	4,535,625
FUNDS - OTHER FIXED INCOME	2,098,058	2,160,659
PARTNERSHIPS	419,677	393,568
FUNDS - COMMODITY LINKED	1,953,951	1,301,356
HEDGE FUND OF FUNDS	4,900,000	6,021,527
ALTERNATIVE INVESTMENTS	195,879	156,200
TOTAL INVESTMENTS, OTHER	18,405,457	20,229,966



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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par	Risk Name	Income/Expense			- Market	- Translation	- Total
Funds - Common Stock								
MFB NORTHERN	12 070							
MULTI MANAGER								
GLOBAL								
LISTEDINFRASTRU								
CUSIP 665162384	102,556 110	United States	0 00	1,237,852 24	1,037,892 19	199,960 05	0 00	199,960 05
MFO DFA	27 610							
EMERGING								
MARKETS VALUE								
CUSIP 233203587	160,202 060	Emerging Markets	0 00	4,423,178 87	4,100,000 00	323,178 87	0 00	323,178 87
Total Funds - Common Stock			0 00	5,661,031 11	5,137,892 19	523,138 92	0 00	523,138 92

^ Complete cost information not available

*Generated by Northern Trust on 22 May 14



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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss		
Asset ID								- Market	- Translation	- Total
Funds - Corporate Bond										
MFO PIMCO FDS		9 610								
PAC INVT MGMT										
SER HIGH YIELD FD										
INSTL CL										
CUSIP 693390841		471,969 330	United States		22,109 91	4,535,625 26	3,700,000 00	835,625 26	0 00	835,625 26
Total Funds - Corporate Bond					22,109 91	4,535,625 26	3,700,000 00	835,625 26	0 00	835,625 26

* Complete cost information not available

*Generated by Northern Trust on 22 May 14



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Security Description		Market Price Local									
Asset ID		Shares/Par	Risk Name	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Funds - Other Fixed Income											
MFO PIMCO FDS		12	080								
PAC INVT MGMT											
SER ALL ASSET FD											
INSTL CL											
CUSIP 722005626		178,862	500	United States	0 00	2,160,659 00	2,098,057 76	62,601 24	0 00	62,601 24	
Total Funds - Other Fixed Income					0 00	2,160,659 00	2,098,057 76	62,601 24	0 00	62,601 24	

^ Complete cost information not available

*Generated by Northern Trust on 22 May 14



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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Asset ID											
<i>Partnerships</i>											
FLAG VENTURE		393,568 000									
PARTNERS VIII (OFFSHORE)											
CUSIP 991KV2991		419,677 000		United States	0 00	393,568 00	419,677 00	-26,109 00	0 00	-26,109 00	
Total Partnerships					0 00	393,568 00	419,677 00	-26,109 00	0 00	-26,109 00	

^ Complete cost information not available.

*Generated by Northern Trust on 22 May 14



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Security Description		Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss		Unrealized Gain/Loss	
Asset ID								- Market	- Translation	- Total	- Total
Funds - Commodity Linked											
MFO PIMCO FDS		5 490									
PAC INVT MGMT											
SER COMMODITY											
REALRETURN											
CUSIP 722005667		237,041 160	United States		0 00	1,301,355 96	1,953,951 32	-652,595 36	0 00	-652,595 36	-652,595 36
Total Funds - Commodity Linked					0 00	1,301,355 96	1,953,951 32	-652,595 36	0 00	-652,595 36	-652,595 36

^ Complete cost information not available.

*Generated by Northern Trust on 22 May 14



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Security Description		Market Price Local		Country of		Accrued		Unrealized Gain/Loss		Unrealized Gain/Loss	
Asset ID	Shares/Par Risk Name	260 870	Market Value	Cost	Income/Expense	Market Value	Cost	- Market	- Translation	- Total	- Total
Hedge Fund of Funds											
CF PINE GROVE											
OFFSHORE LTD CL											
C FD											
CUSIP 4632511JK	23,082 480 United States		6,021,526 55	4,900,000 00	0 00	6,021,526 55	4,900,000 00	1,121,526 55	0 00	1,121,526 55	1,121,526 55
Total Hedge Fund of Funds			6,021,526 55	4,900,000 00	0 00	6,021,526 55	4,900,000 00	1,121,526 55	0 00	1,121,526 55	1,121,526 55

^ Complete cost information not available.

*Generated by Northern Trust on 22 May 14

OFFFIELD FAM FDN-YIELD ORIENTED

Account Number: 88Q-74C89

- December 31, 2013

ALTERNATIVE INVESTMENTS (NOT HELD IN THE NAME OF MLPF&S^(*))

Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value
COAST ACCESS II LTD (.8540 FRACTIONAL SHARE)	11/01/07	137,342	1.4262	195,877.38	1.1373	156,199.06
CLASS I EST MKT PRICE AS OF 10/31/13	11/01/07		1.4168	1.21	1.1373	.97
Subtotal		137,342.8540		195,878.59		156,200.03
TOTAL				195,878.59 ✓		156,200.03

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2013
PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

2013 Tax Information Statement

Page 7 of 17
Ref: NMK

Account Number: 26-50368
Recipient's Tax ID Number: 36-6066240
Corrected ☐ 2nd TIN notice ☐

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales											
026874784	AMERICAN INTERNATIONAL GROUP INC COM NEW	AIG	5971.0000	10/14/2013	03/08/2013	286,501.55	235,938.08	0.00	60,563.47	0.00	0.00
458140100	INTEL CORP COM	INTC	4293.0000	10/14/2013	09/30/2013	99,726.80	99,051.54	0.00	675.26	0.00	0.00
46625H100	J P MORGAN CHASE & CO	JPM	2578.0000	10/14/2013	09/30/2013	133,446.56	133,899.25	0.00	-452.69	0.00	0.00
674599105	OCCIDENTAL PETROLEUM CORP	OXY	1372.0000	10/14/2013	12/21/2012	130,400.98	107,138.65	0.00	23,262.33	0.00	0.00
G0083B108	ACTAVIS PLC COM	ACT	2023.0000	10/14/2013	Various	283,233.88	248,478.03	0.00	34,755.85	0.00	0.00
254687106	WALT DISNEY CO	DIS	1769.0000	10/15/2013	10/14/2013	117,117.44	117,189.53	0.00	-72.09	0.00	0.00
701094104	PARKER HANNIFIN CORP	PH	724.0000	10/15/2013	10/14/2013	76,841.12	77,298.37	0.00	-457.25	0.00	0.00
M22465104	CHECK POINT SOFTWARE TECH ORD	CHKP	1005.0000	10/15/2013	10/14/2013	58,493.70	59,007.97	0.00	-514.27	0.00	0.00
701094104	PARKER HANNIFIN CORP	PH	159.0000	10/16/2013	10/14/2013	16,854.74	16,975.75	0.00	-121.01	0.00	0.00

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2013 Tax Information Statement

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Account Number: 26-50368
Recipient's Tax ID Number: 36-6066240

THE NORTHERN TRUST COMPANY
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☐ Corrected ☐ 2nd TIN notice

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Cusip	Description	Stock or Other Symbol						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
M22465104	CHECK POINT SOFTWARE TECH ORD		CHKP					
1214.0000	10/16/2013	10/14/2013	69,949.95	71,279.28	0.00	-1,329.33	0.00	0.00
701094104	PARKER HANNIFIN CORP		PH					
221.0000	10/17/2013	10/14/2013	23,430.78	23,595.22	0.00	-164.44	0.00	0.00
502441306	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR		LVMUY					
3006.0000	11/20/2013	10/14/2013	113,828.02	118,470.69	0.00	-4,642.67	0.00	0.00
12572Q105	CME GROUP INC		CME					
1529.0000	12/05/2013	10/14/2013	120,645.93	114,118.90	0.00	6,527.03	0.00	0.00
38259P508	GOOGLE INC CL A		GOOG					
297.0000	12/05/2013	10/14/2013	313,269.55	257,804.91	0.00	55,464.64	0.00	0.00
631103108	NASDAQ STOCK MARKET INC COM		NDAQ					
1020.0000	12/05/2013	10/14/2013	39,860.39	33,956.92	0.00	5,903.47	0.00	0.00
12572Q105	CME GROUP INC		CME					
1068.0000	12/06/2013	10/14/2013	84,393.60	79,711.57	0.00	4,682.03	0.00	0.00
631103108	NASDAQ STOCK MARKET INC COM		NDAQ					
2247.0000	12/06/2013	10/14/2013	86,985.47	74,805.10	0.00	12,180.37	0.00	0.00
631103108	NASDAQ STOCK MARKET INC COM		NDAQ					
747.0000	12/09/2013	10/14/2013	29,110.60	24,868.45	0.00	4,242.15	0.00	0.00

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Account Number: 26-50368
Recipient's Tax ID Number: 36-6066240

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Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol		Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
		Date of Sale or Exchange	Date of Acquisition						
631103108	NASDAQ STOCK MARKET INC COM			NDAQ					
628.0000	12/10/2013 10/14/2013			24,468.65	20,906.81	0.00	3,561.84	0.00	0.00
631103108	NASDAQ STOCK MARKET INC COM			NDAQ					
268.0000	12/12/2013 10/14/2013			10,443.77	8,922.02	0.00	1,521.75	0.00	0.00
Total Short Term Sales				2,129,003.48	1,923,417.04	0.00	205,586.44	0.00	0.00
Long Term Sales									
00206R102	AT&T INC			T					
7415.0000	10/14/2013 Various			251,760.81	204,508.50	0.00	47,252.31	0.00	0.00
00846U101	AGILENT TECHNOLOGIES INC			A					
4301.0000	10/14/2013 09/28/2012			217,644.87	165,042.26	0.00	52,602.61	0.00	0.00
020002101	ALLSTATE CORP			ALL					
4746.0000	10/14/2013 Various			248,748.23	136,940.69	0.00	111,807.54	0.00	0.00
025816109	AMERICAN EXPRESS CO			AXP					
4552.0000	10/14/2013 03/16/2011			342,257.10	193,700.36	0.00	148,556.74	0.00	0.00
03073E105	AMERISOURCE BERGEN CORP			ABC					
7268.0000	10/14/2013 07/17/2009			454,043.67	136,740.87	0.00	317,302.80	0.00	0.00
037411105	APACHE CORP			APA					
2981.0000	10/14/2013 07/17/2009			262,339.23	226,020.92	0.00	36,318.31	0.00	0.00

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Page 10 of 17
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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks, Bonds, etc.						
071813109		BAXTER INTL INC			BAX						
4785.0000		10/14/2013 Various			314,985.32		233,025.91	0.00	81,959.41	0.00	0.00
099724106		BORG WARNER AUTOMOTIVE INC			BWA						
2456.0000		10/14/2013 12/15/2011			249,863.44		154,972.63	0.00	94,890.81	0.00	0.00
124857202		CBS CORP			CBS						
4611.0000		10/14/2013 06/29/2012			258,253.92		149,459.59	0.00	108,794.33	0.00	0.00
166764100		CHEVRONTEXACO CORP COM			CVX						
3959.0000		10/14/2013 Various			464,540.57		296,091.85	0.00	168,448.72	0.00	0.00
20825C104		CONOCOPHILLIPS			COP						
3811.0000		10/14/2013 Various			272,386.86		111,938.55	0.00	160,448.31	0.00	0.00
244199105		DEERE & CO			DE						
2857.0000		10/14/2013 09/04/2012			236,363.49		212,703.65	0.00	23,659.84	0.00	0.00
268648102		EMC CORP MASS			EMC						
8289.0000		10/14/2013 08/25/2011			208,524.39		176,533.32	0.00	31,991.07	0.00	0.00
278642103		EBAY INC			EBAY						
5229.0000		10/14/2013 02/22/2010			283,925.04		121,981.07	0.00	161,943.97	0.00	0.00
35671D857		FREEMPORT MCMORAN C & G CL B COM STK			FCX						
4209.0000		10/14/2013 Various			141,692.25		118,417.51	0.00	23,274.74	0.00	0.00

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Cusip		Description	Stock or Other Symbol		Date of Sale or Exchange		Quantity Sold	Date of Acquisition		Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
35671D857		FREEMPORT MCMORAN C & G CL B COM STK	FCX		10/14/2013	09/28/2011	4180.0000	10/14/2013	09/28/2011	140,716.00	137,172.56	0.00	3,543.44	0.00	0.00
369604103		GENERAL ELECTRIC CO	GE		10/14/2013	Various	22014.0000	10/14/2013	Various	531,807.14	407,473.81	0.00	124,333.33	0.00	0.00
38141G104		GOLDMAN SACHS GROUP INC	GS		10/14/2013	07/11/2011	1547.0000	10/14/2013	07/11/2011	244,054.65	203,984.47	0.00	40,070.18	0.00	0.00
406216101		HALLIBURTON CO	HAL		10/14/2013	Various	5636.0000	10/14/2013	Various	284,682.36	208,158.14	0.00	76,524.22	0.00	0.00
42809H107		HESS CORP COM STK	HES		10/14/2013	Various	4844.0000	10/14/2013	Various	391,200.44	255,207.98	0.00	135,992.46	0.00	0.00
438516106		HONEYWELL INTL INC	HON		10/14/2013	07/17/2009	3825.0000	10/14/2013	07/17/2009	326,878.05	123,957.91	0.00	202,920.14	0.00	0.00
458140100		INTEL CORP COM	INTC		10/14/2013	Various	8624.0000	10/14/2013	Various	200,336.33	121,274.33	0.00	79,062.00	0.00	0.00
46625H100		J P MORGAN CHASE & CO	JPM		10/14/2013	Various	7217.0000	10/14/2013	Various	373,577.88	258,467.70	0.00	115,110.18	0.00	0.00
500255104		KOHL'S CORP	KSS		10/14/2013	05/16/2011	2873.0000	10/14/2013	05/16/2011	148,362.58	158,729.21	0.00	-10,366.63	0.00	0.00

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☐ Corrected

☐ 2nd TIN notice

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks, etc.	Bonds, etc.					
50540R409		LABORATORY CORP AMER HLDGS NEW			LH						
1908.0000		10/14/2013	07/17/2009		190,824.34		127,783.91	0.00	63,040.43	0.00	0.00
594918104		MICROSOFT CORP COM			MSFT						
7000.0000		10/14/2013	Various		239,232.72		162,295.68	0.00	76,937.04	0.00	0.00
65339F101		NEXTERA ENERGY INC COM			NEE						
3676.0000		10/14/2013	Various		295,756.99		183,543.01	0.00	112,213.98	0.00	0.00
674599105		OCCIDENTAL PETROLEUM CORP			OXY						
2130.0000		10/14/2013	08/24/2012		202,444.66		186,557.95	0.00	15,886.71	0.00	0.00
718172109		PHILIP MORRIS INTERNATIONAL			PM						
2347.0000		10/14/2013	02/24/2009		200,943.12		82,051.81	0.00	118,891.31	0.00	0.00
742718109		PROCTER & GAMBLE CO			PG						
2976.0000		10/14/2013	Various		233,404.21		152,807.69	0.00	80,596.52	0.00	0.00
744573106		PUBLIC SVC ENTERPRISE GROUP INC			PEG						
6911.0000		10/14/2013	Various		230,588.41		215,463.30	0.00	15,125.11	0.00	0.00
80004C101		SANDISK CORP			SNDK						
2636.0000		10/14/2013	02/08/2011		164,418.42		130,808.34	0.00	33,610.08	0.00	0.00
88732J207		TIME WARNER CABLE INC COM			TWC						
2506.0000		10/14/2013	03/30/2010		288,242.87		133,950.72	0.00	154,292.15	0.00	0.00

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Cusip	Description	Stock or Other Symbol		Date of Sale or Exchange	Date of Acquisition	Quantity Sold	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
902973304	US BANCORP DEL NEW	USB		10/14/2013	07/17/2009	5656.0000	208,715.77	102,480.50	0.00	106,235.27	0.00	0.00
931142103	WAL MART STORES INC	WMT		10/14/2013	Various	4974.0000	367,291.17	257,638.03	0.00	109,653.14	0.00	0.00
949746101	WELLS FARGO & CO NEW	WFC		10/14/2013	05/02/2011	12366.0000	509,512.36	360,085.55	0.00	149,426.81	0.00	0.00
260003108	DOVER CORP	DOV		10/15/2013	07/17/2009	722.0000	64,783.79	24,265.91	0.00	40,517.88	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX		10/15/2013	Various	1224.0000	130,190.57	62,792.93	0.00	67,397.64	0.00	0.00
260003108	DOVER CORP	DOV		10/18/2013	07/17/2009	750.0000	66,739.68	25,206.98	0.00	41,532.70	0.00	0.00
Total Long Term Sales							10,242,033.70	6,720,236.10	0.00	3,521,797.60	0.00	0.00

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2013 Tax Information Statement

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Ref: NMK

Account Number: 26-74560
Recipient's Tax ID Number: 36-6066240
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Short Term Sales											
002824100	ABBOTT LABORATORIES	ABT	1321.0000	01/16/2013	08/07/2012	43,207.22	41,974.67	0.00	1,232.55	0.00	0.00
22576C101	CRESCENT POINT EN COM NPV	CPG	336.0000	01/16/2013	08/07/2012	12,966.69	13,685.28	0.00	-718.59	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	5.0000	01/16/2013	06/25/2012	427.67	369.87	0.00	57.80	0.00	0.00
923725105	VERMILION ENERGY I COM NPV	VET	170.0000	01/16/2013	08/07/2012	8,781.37	8,086.90	0.00	694.47	0.00	0.00
22576C101	CRESCENT POINT EN COM NPV	CPG	445.0000	01/17/2013	08/07/2012	17,247.76	18,124.85	0.00	-877.09	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	302.0000	01/17/2013	Various	25,909.68	23,305.09	0.00	2,604.59	0.00	0.00
923725105	VERMILION ENERGY I COM NPV	VET	507.0000	01/17/2013	08/07/2012	26,045.37	24,117.99	0.00	1,927.38	0.00	0.00
423074103	H J HEINZ CO	HNZ	595.0000	02/19/2013	08/07/2012	42,920.97	33,058.61	0.00	9,862.36	0.00	0.00
749685103	RPM INC OHIO	RPM	304.0000	02/19/2013	08/07/2012	9,476.98	8,152.00	0.00	1,324.98	0.00	0.00

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Account Number: 26-74560
Recipient's Tax ID Number: 36-6066240

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
749685103	RPM INC OHIO	RPM	6,941.17	6,033.56	0.00	907.61	0.00	0.00
225.0000	02/20/2013 08/07/2012							
749685103	RPM INC OHIO	RPM	10,678.49	9,760.95	0.00	917.54	0.00	0.00
364.0000	02/21/2013 08/07/2012							
749685103	RPM INC OHIO	RPM	8,128.60	7,320.72	0.00	807.88	0.00	0.00
273.0000	02/22/2013 08/07/2012							
749685103	RPM INC OHIO	RPM	16,525.03	14,748.69	0.00	1,776.34	0.00	0.00
550.0000	02/25/2013 08/07/2012							
749685103	RPM INC OHIO	RPM	14,216.05	12,737.51	0.00	1,478.54	0.00	0.00
475.0000	02/26/2013 08/07/2012							
032554105	ANALOG DEVICES INC	ADI	1,182.39	1,039.70	0.00	142.69	0.00	0.00
26.0000	02/28/2013 03/19/2012							
064149107	BANK N S HALIFAX COM STK	BNS	948.37	844.95	0.00	103.42	0.00	0.00
16.0000	02/28/2013 08/07/2012							
071813109	BAXTER INTL INC	BAX	950.78	833.43	0.00	117.35	0.00	0.00
14.0000	02/28/2013 08/15/2012							
363576109	ARTHUR J GALLAGER & CO	AJG	965.00	887.16	0.00	77.84	0.00	0.00
25.0000	02/28/2013 08/15/2012							

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM	2,644.61	2,442.61	0.00	202.00	0.00	0.00
33.0000	03/14/2013 08/07/2012							
423074103	H J HEINZ CO	HNZ	57,176.83	43,837.39	0.00	13,339.44	0.00	0.00
789.0000	03/14/2013 08/07/2012							
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM	27,240.34	25,018.28	0.00	2,222.06	0.00	0.00
338.0000	03/15/2013 08/07/2012							
423074103	H J HEINZ CO	HNZ	38,180.72	29,641.95	0.00	8,538.77	0.00	0.00
527.0000	03/15/2013 Various							
74005P104	PRAXAIR INC	PX	36,555.20	34,299.94	0.00	2,255.26	0.00	0.00
321.0000	05/06/2013 08/07/2012							
74005P104	PRAXAIR INC	PX	28,002.54	26,285.94	0.00	1,716.60	0.00	0.00
246.0000	05/07/2013 08/07/2012							
253868103	DIGITAL RLTY TR INC COM	DLR	6,594.76	7,847.56	0.00	-1,252.80	0.00	0.00
103.0000	05/15/2013 08/07/2012							
253868103	DIGITAL RLTY TR INC COM	DLR	8,289.48	9,904.69	0.00	-1,615.21	0.00	0.00
130.0000	05/16/2013 08/07/2012							
064149107	BANK N S HALIFAX COM STK	BNS	36,261.62	36,121.49	0.00	140.13	0.00	0.00
684.0000	07/02/2013 08/07/2012							

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Ref: NMK

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number:
26-74560
36-6066240

Recipient's Tax ID Number:

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Date of Sale or Exchange	Description	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks, Bonds, etc.	Cost or Other Basis				
G1151C101			ACCENTURE PLC SHS CL A NEW	ACN					
806.0000		07/02/2013	Various	57,948.07	60,515.79	0.00	-2,567.72	0.00	0.00
064149107			BANK N S HALIFAX COM STK	BNS					
137.0000		07/03/2013	08/07/2012	7,225.69	7,234.86	0.00	-9.17	0.00	0.00
064149107			BANK N S HALIFAX COM STK	BNS					
324.0000		07/05/2013	08/07/2012	16,963.14	17,110.18	0.00	-147.04	0.00	0.00
064149107			BANK N S HALIFAX COM STK	BNS					
203.0000		07/08/2013	08/07/2012	10,696.24	10,720.27	0.00	-24.03	0.00	0.00
071813109			BAXTER INTL INC	BAX					
5.0000		08/01/2013	08/15/2012	364.33	297.65	0.00	66.68	0.00	0.00
17275R102			CISCO SYS INC	CSCO					
42.0000		08/01/2013	12/12/2012	1,080.25	833.20	0.00	247.05	0.00	0.00
229899109			CULLEN FROST BANKERS INC COM	CFR					
2.0000		08/01/2013	07/02/2013	147.36	137.92	0.00	9.44	0.00	0.00
253868103			DIGITAL RLTY TR INC COM	DLR					
473.0000		08/01/2013	08/07/2012	25,872.57	36,037.82	0.00	-10,165.25	0.00	0.00
363576109			ARTHUR J GALLAGER & CO	AJG					
5.0000		08/01/2013	08/15/2012	225.67	177.43	0.00	48.24	0.00	0.00

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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-74560
Recipient's Tax ID Number: 36-6066240

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol		Date of Sale or Exchange	Date of Acquisition	Quantity Sold	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
50076Q106	KRAFT FOODS GROUP INC COM						KRFT					
19.0000	08/01/2013 12/12/2012		1,087.67	865.73	0.00			221.94	0.00	0.00	0.00	0.00
594918104	MICROSOFT CORP COM						MSFT					
27.0000	08/01/2013 01/16/2013		861.81	733.25	0.00			128.56	0.00	0.00	0.00	0.00
899896104	TUPPERWARE CORP						TUP					
4.0000	08/01/2013 02/19/2013		348.66	313.37	0.00			35.29	0.00	0.00	0.00	0.00
902973304	US BANCORP DEL NEW						USB					
17.0000	08/01/2013 02/19/2013		642.41	579.53	0.00			62.88	0.00	0.00	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP						UTX					
6.0000	08/01/2013 08/07/2012		643.64	470.03	0.00			173.61	0.00	0.00	0.00	0.00
09247X101	BLACKROCK INC CL A						BLK					
90.0000	08/02/2013 08/07/2012		25,673.18	15,696.86	0.00			9,976.32	0.00	0.00	0.00	0.00
253868103	DIGITAL RLTY TR INC COM						DLR					
312.0000	08/02/2013 08/07/2012		17,095.53	23,771.25	0.00			-6,675.72	0.00	0.00	0.00	0.00
Total Short Term Sales							655,341.91	615,976.92	0.00	39,364.99	0.00	0.00
Long Term Sales												
002824100	ABBOTT LABORATORIES						ABT					
660.0000	01/16/2013 08/25/2011		21,587.26	15,802.36	0.00			5,784.90	0.00	0.00	0.00	0.00

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Cusip	Quantity Sold	Date of Sale or Exchange	Description	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	Cost or Other Basis				
22576C101			CRESCENT POINT EN COM NPV	CPG	16,812.58	0.00	-1,800.55	0.00	0.00
389.0000		01/16/2013	08/25/2011	15,012.03					
913017109			UNITED TECHNOLOGIES CORP	UTX	30,132.59	0.00	6,304.67	0.00	0.00
426.0000		01/16/2013	08/25/2011	36,437.26					
923725105			VERMILION ENERGY I COM NPV	VET	14,435.98	0.00	3,023.44	0.00	0.00
338.0000		01/16/2013	08/25/2011	17,459.42					
423074103			H J HEINZ CO	HNZ	37,829.10	0.00	15,623.74	0.00	0.00
741.0000		02/19/2013	Various	53,452.84					
749685103			RPM INC OHIO	RPM	4,292.58	0.00	2,690.45	0.00	0.00
224.0000		02/19/2013	08/25/2011	6,983.03					
00206R102			AT&T INC	T	755.17	0.00	184.18	0.00	0.00
26.0000		02/28/2013	08/25/2011	939.35					
00287Y109			ABBVIE INC COM USD0.01	ABBV	1,557.85	0.00	659.73	0.00	0.00
60.0000		02/28/2013	08/25/2011	2,217.58					
02209S103			ALTRIA GROUP INC	MO	754.74	0.00	222.53	0.00	0.00
29.0000		02/28/2013	08/25/2011	977.27					
053015103			AUTOMATIC DATA PROCESSING INC	ADP	769.07	0.00	215.81	0.00	0.00
16.0000		02/28/2013	08/25/2011	984.88					

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.						
055348760	BCE INC COM NEW	02/28/2013	08/25/2011	BCE	947.71	824.77	0.00	122.94	0.00	0.00
09247X101	BLACKROCK INC CL A	02/28/2013	09/16/2011	BLK	962.33	640.11	0.00	322.22	0.00	0.00
110122108	BRISTOL MYERS SQUIBB CO	02/28/2013	08/25/2011	BMJ	1,259.66	969.18	0.00	290.48	0.00	0.00
191216100	COCA COLA CO	02/28/2013	08/25/2011	KO	1,010.42	883.33	0.00	127.09	0.00	0.00
253688103	DIGITAL RLTY TR INC COM	02/28/2013	08/25/2011	DLR	937.03	790.74	0.00	146.29	0.00	0.00
291011104	EMERSON ELECTRIC CO	02/28/2013	08/25/2011	EMR	1,140.99	890.38	0.00	250.61	0.00	0.00
372460105	GENUINE PARTS CO	02/28/2013	08/25/2011	GPC	996.24	723.71	0.00	272.53	0.00	0.00
37733W105	GLAXO PLC	02/28/2013	08/25/2011	GSK	972.31	921.22	0.00	51.09	0.00	0.00
40414L109	HCP, INC	02/28/2013	08/25/2011	HCP	982.09	687.20	0.00	294.89	0.00	0.00

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Account Number: 26-74560
Recipient's Tax ID Number: 36-6066240
2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
42217K106	HEALTH CARE REIT INC COM COM	HCN	1,030.12	737.17	0.00	292.95	0.00	0.00
458140100	INTEL CORP COM	INTC	985.09	917.60	0.00	67.49	0.00	0.00
494368103	KIMBERLY CLARK CORP	KMB	1,328.00	942.15	0.00	385.85	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM	KMI	1,384.44	1,024.95	0.00	359.49	0.00	0.00
577081102	MATTEL INC	MAT	1,145.16	692.83	0.00	452.33	0.00	0.00
580135101	MCDONALDS CORP	MCD	1,822.09	1,686.63	0.00	135.46	0.00	0.00
637417106	NATIONAL RETAIL PPTYS INC COM STK	NNN	968.75	702.53	0.00	266.22	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS	1,018.80	841.27	0.00	177.53	0.00	0.00
682680103	ONEOK INC NEW	OKE	1,265.36	945.01	0.00	320.35	0.00	0.00

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OFFIELD FAMILY FOUNDATION
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P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-74560
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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	Cost or Other Basis				
718172109	PHILIP MORRIS INTERNATIONAL			PM					
15.0000	02/28/2013	08/25/2011		1,378.90	1,032.26	0.00	346.64	0.00	0.00
74005P104	PRAXAIR INC			PX					
8.0000	02/28/2013	08/25/2011		905.48	740.16	0.00	165.32	0.00	0.00
742718109	PROCTER & GAMBLE CO			PG					
15.0000	02/28/2013	08/25/2011		1,146.53	936.88	0.00	209.65	0.00	0.00
756109104	RLTY INC CORP COM			O					
21.0000	02/28/2013	08/25/2011		959.54	684.71	0.00	274.83	0.00	0.00
842587107	SOUTHERN CO			SO					
23.0000	02/28/2013	08/25/2011		1,038.65	939.64	0.00	99.01	0.00	0.00
969457100	WILLIAMS COS INC			WMB					
40.0000	02/28/2013	02/03/2012		1,391.16	1,185.11	0.00	206.05	0.00	0.00
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM			CM					
186.0000	03/14/2013	08/25/2011		14,906.01	13,546.38	0.00	1,359.63	0.00	0.00
74005P104	PRAXAIR INC			PX					
274.0000	05/06/2013	08/25/2011		31,202.89	25,350.48	0.00	5,852.41	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC			ADP					
217.0000	05/15/2013	08/25/2011		15,478.29	10,430.45	0.00	5,047.84	0.00	0.00

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2013 Tax Information Statement

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Account Number: 26-74560
Recipient's Tax ID Number: 36-6066240
Corrected ☐ 2nd TIN notice ☐

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P.O. BOX 1522
AVALON, CA 90704-1522

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
253868103	DIGITAL RLTY TR INC COM	DLR	31,693.29	27,958.34	0.00	3,734.95	0.00	0.00
495.0000	05/15/2013 08/25/2011							
110122108	BRISTOL MYERS SQUIBB CO	BMJ	43,317.63	26,224.79	0.00	17,092.84	0.00	0.00
920.0000	06/07/2013 08/25/2011							
00206R102	AT&T INC	T	177.24	145.23	0.00	32.01	0.00	0.00
5.0000	08/01/2013 08/25/2011							
00287Y109	ABBVIE INC COM USD0.01	ABBV	498.91	285.61	0.00	213.30	0.00	0.00
11.0000	08/01/2013 08/25/2011							
02209S103	ALTRIA GROUP INC	MO	598.91	442.43	0.00	156.48	0.00	0.00
17.0000	08/01/2013 08/25/2011							
032654105	ANALOG DEVICES INC	ADI	743.41	599.82	0.00	143.59	0.00	0.00
15.0000	08/01/2013 03/19/2012							
053015103	AUTOMATIC DATA PROCESSING INC	ADP	500.29	336.47	0.00	163.82	0.00	0.00
7.0000	08/01/2013 08/25/2011							
055348760	BCE INC COM NEW	BCE	454.23	432.02	0.00	22.21	0.00	0.00
11.0000	08/01/2013 08/25/2011							
09247X101	BLACKROCK INC CL A	BLK	42,509.22	24,481.11	0.00	18,028.11	0.00	0.00
149.0000	08/01/2013 Various							

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P.O. BOX 1522
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Cusip	Quantity Sold	Description	Date of		Stocks or Other Symbol	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
			Sale or Exchange	Acquisition					
110122108		BRISTOL MYERS SQUIBB CO							
10.0000		08/01/2013	08/25/2011		437.42	0.00	152.37	0.00	0.00
166764100		CHEVRONTEXACO CORP COM							
9.0000		08/01/2013	05/09/2012		1,135.73	0.00	219.35	0.00	0.00
191216100		COCA COLA CO							
15.0000		08/01/2013	08/25/2011		609.58	0.00	99.97	0.00	0.00
291011104		EMERSON ELECTRIC CO							
13.0000		08/01/2013	08/25/2011		811.70	0.00	232.95	0.00	0.00
369604103		GENERAL ELECTRIC CO							
48.0000		08/01/2013	07/26/2012		1,183.65	0.00	198.57	0.00	0.00
372460105		GENUINE PARTS CO							
6.0000		08/01/2013	08/25/2011		499.38	0.00	189.22	0.00	0.00
37733W105		GLAXO PLC							
5.0000		08/01/2013	08/25/2011		257.69	0.00	48.32	0.00	0.00
40414L109		HCP, INC							
18.0000		08/01/2013	08/25/2011		769.32	0.00	152.06	0.00	0.00
478160104		JOHNSON & JOHNSON							
15.0000		08/01/2013	06/25/2012		1,407.54	0.00	411.07	0.00	0.00

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Cusip	Quantity Sold	Date of Sale or Exchange	Description	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.						
494368103			KIMBERLY CLARK CORP	KMB						
8.0000		08/01/2013	08/25/2011	789.98		538.37	0.00	251.61	0.00	0.00
494568101			KINDER MORGAN INC DEL COM	KMI						
23.0000		08/01/2013	11/14/2011	872.40		637.13	0.00	235.27	0.00	0.00
577081102			MATTEL INC	MAT						
17.0000		08/01/2013	08/25/2011	724.64		414.53	0.00	310.11	0.00	0.00
580135101			MCDONALDS CORP	MCD						
11.0000		08/01/2013	08/25/2011	1,088.70		976.47	0.00	112.23	0.00	0.00
58933Y105			MERCK & CO INC	MRK						
17.0000		08/01/2013	12/14/2011	819.07		601.06	0.00	218.01	0.00	0.00
637417106			NATIONAL RETAIL PPTYS INC COM STK	NNN						
3.0000		08/01/2013	08/25/2011	103.55		74.79	0.00	28.76	0.00	0.00
65339F101			NEXTERA ENERGY INC COM	NEE						
10.0000		08/01/2013	08/25/2011	881.37		552.24	0.00	329.13	0.00	0.00
66987V109			ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS						
10.0000		08/01/2013	08/25/2011	718.08		560.85	0.00	157.23	0.00	0.00
682680103			ONEOK INC NEW	OKE						
16.0000		08/01/2013	08/25/2011	846.47		540.01	0.00	306.46	0.00	0.00

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718172109	PHILIP MORRIS INTERNATIONAL	PM	9.0000	08/01/2013	08/25/2011	805.66	619.36	0.00	186.30	0.00	0.00
742718109	PROCTER & GAMBLE CO	PG	9.0000	08/01/2013	08/25/2011	734.11	562.13	0.00	171.98	0.00	0.00
842587107	SOUTHERN CO	SO	14.0000	08/01/2013	08/25/2011	618.08	571.96	0.00	46.12	0.00	0.00
969457100	WILLIAMS COS INC	WMB	24.0000	08/01/2013	02/03/2012	863.49	711.07	0.00	152.42	0.00	0.00
09247X101	BLACKROCK INC CL A	BLK	8.0000	08/02/2013	07/09/2012	2,282.06	1,366.59	0.00	915.47	0.00	0.00
032654105	ANALOG DEVICES INC	ADI	565.0000	08/20/2013	Various	27,067.50	22,488.58	0.00	4,578.92	0.00	0.00
637417106	NATIONAL RETAIL PTYS INC COM STK	NNN	1020.0000	08/20/2013	Various	31,895.55	26,976.36	0.00	4,919.19	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	394.0000	08/20/2013	08/07/2012	40,281.85	30,865.00	0.00	9,416.85	0.00	0.00
032654105	ANALOG DEVICES INC	ADI	324.0000	08/21/2013	Various	15,165.59	11,957.08	0.00	3,208.51	0.00	0.00

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Account Number: 26-74560
Recipient's Tax ID Number: 36-6066240
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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
637417106	NATIONAL RETAIL PPTYS INC COM STK	NNN	16,157.79	15,152.00	0.00	1,005.79	0.00	0.00
518.0000	08/21/2013 08/07/2012	UTX	16,433.53	12,612.35	0.00	3,821.18	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	ADI	6,279.59	5,361.34	0.00	918.25	0.00	0.00
161.0000	08/21/2013 08/07/2012	NNN	4,754.10	4,504.65	0.00	249.45	0.00	0.00
032654105	ANALOG DEVICES INC	UTX	10,672.21	8,147.11	0.00	2,525.10	0.00	0.00
133.0000	08/22/2013 08/07/2012	ADI	5,185.99	4,434.19	0.00	751.80	0.00	0.00
637417106	NATIONAL RETAIL PPTYS INC COM STK	NNN	11,297.51	10,559.60	0.00	737.91	0.00	0.00
154.0000	08/22/2013 08/07/2012	UTX	13,711.97	10,418.90	0.00	3,293.07	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	GPC	22,498.28	14,577.54	0.00	7,920.74	0.00	0.00
104.0000	08/22/2013 08/07/2012	NNN						
032654105	ANALOG DEVICES INC							
110.0000	08/23/2013 08/07/2012	NNN						
637417106	NATIONAL RETAIL PPTYS INC COM STK							
361.0000	08/23/2013 08/07/2012	UTX						
913017109	UNITED TECHNOLOGIES CORP							
133.0000	08/23/2013 08/07/2012	NNN						
372460105	GENUINE PARTS CO							
282.0000	09/13/2013 08/25/2011							

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P.O. BOX 803878
CHICAGO, IL 60680

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks Bonds, etc.	Cost or Other Basis				
494568101		KINDER MORGAN INC DEL COM			KMI					
1203.0000		09/13/2013 Various			42,348.46	33,537.82	0.00	8,810.64	0.00	0.00
372460105		GENUINE PARTS CO			GPC					
69.0000		09/16/2013 08/25/2011			5,525.84	3,566.85	0.00	1,958.99	0.00	0.00
494568101		KINDER MORGAN INC DEL COM			KMI					
1169.0000		09/16/2013 Various			41,056.66	42,090.59	0.00	-1,033.93	0.00	0.00
494568101		KINDER MORGAN INC DEL COM			KMI					
191.0000		09/17/2013 08/07/2012			6,615.74	6,981.70	0.00	-365.96	0.00	0.00
110122108		BRISTOL MYERS SQUIBB CO			BMV					
1003.0000		11/15/2013 Various			52,558.69	31,690.08	0.00	20,868.61	0.00	0.00
842587107		SOUTHERN CO			SO					
765.0000		11/15/2013 08/25/2011			32,207.84	31,253.30	0.00	954.54	0.00	0.00
842587107		SOUTHERN CO			SO					
727.0000		11/18/2013 Various			30,734.25	34,227.06	0.00	-3,492.81	0.00	0.00
842587107		SOUTHERN CO			SO					
536.0000		11/19/2013 08/07/2012			22,579.18	25,348.72	0.00	-2,769.54	0.00	0.00
842587107		SOUTHERN CO			SO					
417.0000		11/20/2013 08/07/2012			17,350.40	19,720.93	0.00	-2,370.53	0.00	0.00

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AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Date of Sale or Exchange	Description	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks	Bonds, etc.					
053015103			AUTOMATIC DATA PROCESSING INC	ADP						
287.0000		12/06/2013	Various	22,843.25		14,181.76	0.00	8,661.49	0.00	0.00
494568101			KINDER MORGAN INC DEL COM	KMI						
879.0000		12/06/2013	08/07/2012	29,473.59		32,130.43	0.00	-2,656.84	0.00	0.00
053015103			AUTOMATIC DATA PROCESSING INC	ADP						
434.0000		12/09/2013	08/07/2012	34,177.35		24,856.31	0.00	9,321.04	0.00	0.00
494568101			KINDER MORGAN INC DEL COM	KMI						
520.0000		12/09/2013	08/07/2012	17,400.37		19,007.77	0.00	-1,607.40	0.00	0.00
055348760			BCE INC COM NEW	BCE						
132.0000		12/23/2013	08/25/2011	5,678.23		5,184.26	0.00	493.97	0.00	0.00
291011104			EMERSON ELECTRIC CO	EMR						
101.0000		12/23/2013	08/25/2011	6,998.20		4,496.42	0.00	2,501.78	0.00	0.00
577081102			MATTEL INC	MAT						
185.0000		12/23/2013	08/25/2011	8,483.61		4,377.84	0.00	4,105.77	0.00	0.00
718172109			PHILIP MORRIS INTERNATIONAL	PM						
91.0000		12/23/2013	08/25/2011	7,758.36		6,262.38	0.00	1,495.98	0.00	0.00
Total Long Term Sales				989,559.24		805,818.30	0.00	183,740.94	0.00	0.00

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2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales											
25243Q205	ADR DIAGEO PLC SPONSORED ADR NEW	DEO	38.0000	03/11/2013	08/07/2012	4,527.52	4,087.89	0.00	439.63	0.00	0.00
89465J109	TREASURY WINE ESTATES LTD SPONSORED ADR	TSRY	7009.0000	03/12/2013	08/07/2012	41,504.25	32,521.76	0.00	8,982.49	0.00	0.00
89465J109	TREASURY WINE ESTATES LTD SPONSORED ADR	TSRY	313.0000	03/12/2013	08/07/2012	1,859.14	1,452.32	0.00	406.82	0.00	0.00
89465J109	TREASURY WINE ESTATES LTD SPONSORED ADR	TSRY	3860.0000	03/13/2013	08/07/2012	22,884.26	17,910.40	0.00	4,973.86	0.00	0.00
756255204	ADR RECKITT BENCKISER PLC SPONSORED ADR	RBGLY	1613.0000	04/04/2013	05/25/2012	22,746.81	17,318.14	0.00	5,428.67	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	1353.0000	04/04/2013	08/07/2012	22,577.00	19,287.82	0.00	3,289.18	0.00	0.00
71646E100	PETROCHINA CO LTD SPND ADR	PTR	54.0000	04/30/2013	08/07/2012	6,828.10	6,802.41	0.00	25.69	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	152.0000	04/30/2013	08/07/2012	2,862.55	2,166.85	0.00	695.70	0.00	0.00
064149107	BANK N S HALIFAX COM STK	BNS	418.0000	07/10/2013	08/07/2012	22,099.45	22,074.25	0.00	25.20	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
204409601	ADR COMPANHIA ENERGETICA DE MINAS GERAISSPONSORED ADR PAR \$0.01 REP NON VTG PFD	CIG	16,122.71	30,706.66	0.00	-14,583.95	0.00	0.00
1792.2600	07/10/2013 08/07/2012							
465036200	ADR ISRAEL CHEMICALS LTD ADR	ISCHY						
1425.0000	07/23/2013 10/16/2012		14,292.52	17,998.32	0.00	-3,705.80	0.00	0.00
71646E100	PETROCHINA CO LTD SPND ADR	PTR						
120.0000	07/23/2013 08/07/2012		14,502.08	15,116.46	0.00	-614.38	0.00	0.00
CST99NPT7	ADR SIEMENS A G SIEMENS A G CONIM DM50 (NEW)							
526.0000	07/25/2013 07/08/2013		1,607.46	1,551.70	0.00	55.76	0.00	0.00
465036200	ADR ISRAEL CHEMICALS LTD ADR	ISCHY						
330.0000	08/08/2013 10/16/2012		2,663.04	4,168.03	0.00	-1,504.99	0.00	0.00
37733W105	GLAXO PLC	GSK						
207.0000	08/29/2013 01/10/2013		10,738.77	9,211.09	0.00	1,527.68	0.00	0.00
Total Short Term Sales			207,815.66	202,374.10	0.00	5,441.56	0.00	0.00
Long Term Sales								
072730302	BAYER A G 00	BAYRY						
399.0000	01/10/2013 08/25/2011		38,183.06	25,069.17	0.00	13,113.89	0.00	0.00
771195104	ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104	RHHBY						
158.0000	01/10/2013 08/25/2011		8,272.17	6,726.06	0.00	1,546.11	0.00	0.00

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83238P203	ADR SMITHS GROUP PLC SPONSORED ADR	SMGZY	519.0000	01/10/2013	09/13/2011	10,090.17	7,653.43	0.00	2,436.74	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	2693.0000	01/10/2013	08/25/2011	47,843.85	30,661.42	0.00	17,182.43	0.00	0.00
25243Q205	ADR DIAGEO PLC SPONSORED ADR NEW	DEO	382.0000	03/11/2013	Various	45,513.44	29,202.14	0.00	16,311.30	0.00	0.00
89465J109	TREASURY WINE ESTATES LTD SPONSORED ADR	TSRY	10135.0000	03/12/2013	Various	60,015.07	39,767.85	0.00	20,247.22	0.00	0.00
088606108	BHP LTD SPONSORED ADR	BHP	115.0000	04/04/2013	08/25/2011	7,703.90	9,141.35	0.00	-1,437.45	0.00	0.00
71646E100	PETROCHINA CO LTD SPND ADR	PTR	210.0000	04/04/2013	08/25/2011	27,270.13	25,333.62	0.00	1,936.51	0.00	0.00
85771P102	STATOIL ASA SPONSORED ADR	STO	704.0000	04/04/2013	01/20/2012	16,952.93	17,557.20	0.00	-604.27	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	217.0000	04/04/2013	Various	3,621.00	2,662.71	0.00	958.29	0.00	0.00
71646E100	PETROCHINA CO LTD SPND ADR	PTR	13.0000	04/05/2013	08/25/2011	1,631.33	1,568.27	0.00	63.06	0.00	0.00

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CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol		Date of Sale or Exchange	Date of Acquisition	Quantity Sold	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
072730302	BAYER A G 00	BAYRY										
22.0000	04/30/2013 08/25/2011		2,283.20	1,382.26					0.00	900.94	0.00	0.00
088606108	BHP LTD SPONSORED ADR	BHP										
109.0000	04/30/2013 08/25/2011		7,180.56	8,664.41					0.00	-1,483.85	0.00	0.00
110448107	BRITISH AMERN TOB PLC SPONSORED ADR	BTI										
114.0000	04/30/2013 08/25/2011		12,614.93	9,945.75					0.00	2,669.18	0.00	0.00
715684106	ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR	TLK										
153.0000	04/30/2013 04/16/2012		7,275.01	5,016.84					0.00	2,258.17	0.00	0.00
71646E100	PETROCHINA CO LTD SPND ADR	PTR										
55.0000	04/30/2013 Various		6,954.54	6,886.15					0.00	68.39	0.00	0.00
83238P203	ADR SMITHS GROUP PLC SPONSORED ADR	SMGZY										
510.0000	04/30/2013 09/13/2011		9,919.48	7,520.71					0.00	2,398.77	0.00	0.00
204409601	ADR COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR PAR \$0.01 REP NON VTG PFD	CIG										
.8600	05/02/2013 08/25/2011		9.45	10.63					0.00	-1.18	0.00	0.00
064149107	BANK N S HALIFAX COM STK	BNS										
380.0000	07/10/2013 Various		20,090.40	19,993.71					0.00	96.69	0.00	0.00
204409601	ADR COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR PAR \$0.01 REP NON VTG PFD	CIG										
785.7400	07/10/2013 Various		7,068.32	9,808.19					0.00	-2,739.87	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
046353108	ADR ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM 08/08/2013 08/25/2011	AZN	11,214.79	10,211.17	0.00	1,003.62	0.00	0.00
055348760	BCE INC COM NEW	BCE						
399.0000	08/08/2013 08/25/2011		16,176.15	15,670.60	0.00	505.55	0.00	0.00
715684106	ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR 08/08/2013 Various	TLK						
798.0000			35,879.77	26,498.06	0.00	9,381.71	0.00	0.00
771195104	ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 08/08/2013 08/25/2011	RHHBY						
474.0000			30,061.49	20,178.18	0.00	9,883.31	0.00	0.00
780259107	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS 08/08/2013 08/25/2011	RDS/B						
110.0000			7,398.62	6,986.99	0.00	411.63	0.00	0.00
881575302	TESCO PLC SPONSORED ADR	TSCDY						
482.0000	08/08/2013 08/25/2011		8,326.93	8,729.02	0.00	-402.09	0.00	0.00
71646E100	PETROCHINA CO LTD SPND ADR	PTR						
133.0000	08/15/2013 08/07/2012		15,725.24	16,754.07	0.00	-1,028.83	0.00	0.00
05523R107	BAE SYS PLC SPONSORED ADR	BAESY						
716.0000	08/29/2013 08/25/2011		19,568.24	12,136.20	0.00	7,432.04	0.00	0.00
072730302	BAYER A G 00	BAYRY						
73.0000	08/29/2013 Various		8,232.91	4,891.04	0.00	3,341.87	0.00	0.00

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				Stocks	Bonds, etc.				Income	Tax	
096813209			ADR BOC HONG KONG HLDGS LTD SPONSORED ADR	BHKLY							
158.0000		08/29/2013	08/25/2011	10,070.00		8,378.74	0.00	1,691.26	0.00	0.00	0.00
626188106			ADR MUNICH RE GROUP ADR	MURGY							
1575.0000		08/29/2013	08/25/2011	29,068.16		19,923.75	0.00	9,144.41	0.00	0.00	0.00
92857W209			VODAFONE GROUP PLC SPONSORED ADR	VOD							
1734.0000		09/03/2013	Various	54,588.49		46,381.55	0.00	8,206.94	0.00	0.00	0.00
204409601			ADR COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR PAR \$0.01 REP NON VTG PFD	CIG							
1.0000		09/05/2013	08/07/2012	8.12		17.13	0.00	-9.01	0.00	0.00	0.00
096813209			ADR BOC HONG KONG HLDGS LTD SPONSORED ADR	BHKLY							
113.0000		09/13/2013	08/25/2011	7,234.18		5,992.39	0.00	1,241.79	0.00	0.00	0.00
62474M108			ADR MTN GROUP LTD SPONSORED ADR	MTNOY							
240.0000		09/13/2013	08/25/2011	4,530.52		4,528.80	0.00	1.72	0.00	0.00	0.00
756255204			ADR RECKITT BENCKISER PLC SPONSORED ADR	RBGLY							
995.0000		09/13/2013	Various	14,306.66		10,874.48	0.00	3,432.18	0.00	0.00	0.00
80105N105			SANOFLAVENTIS SPONSORED ADR	SNY							
525.0000		09/13/2013	10/24/2011	25,261.32		18,856.68	0.00	6,404.64	0.00	0.00	0.00
82929R304			ADR SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR NEW 2006	SGAPY							
174.0000		09/13/2013	08/25/2011	4,933.67		4,369.14	0.00	564.53	0.00	0.00	0.00

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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
911271302	ADR UNITED OVERSEAS BK LTD SPONSORED ADRISIN #US9112713022	UOVEY	8,570.91	7,644.69	0.00	926.22	0.00	0.00
261.0000	09/13/2013 08/25/2011							
989825104	ADR ZURICH INS GROUP LTD SPONSORED	ZURVY						
299.0000	09/13/2013 08/25/2011		7,544.89	5,937.52	0.00	1,607.37	0.00	0.00
62474M108	ADR MTN GROUP LTD SPONSORED ADR	MTNOY						
103.0000	09/16/2013 08/25/2011		1,978.60	1,943.61	0.00	34.99	0.00	0.00
82929R304	ADR SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR NEW 2006	SGAPY						
284.0000	09/16/2013 08/25/2011		8,203.40	7,131.24	0.00	1,072.16	0.00	0.00
715684106	ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR	TLK						
211.0000	09/24/2013 Various		8,040.76	8,020.60	0.00	20.16	0.00	0.00
881575302	TESCO PLC SPONSORED ADR	TSCDY						
730.0000	10/02/2013 Various		12,728.28	12,163.79	0.00	564.49	0.00	0.00
881575302	TESCO PLC SPONSORED ADR	TSCDY						
182.0000	10/03/2013 08/07/2012		3,169.19	2,799.16	0.00	370.03	0.00	0.00
465036200	ADR ISRAEL CHEMICALS LTD ADR	ISCHY						
900.0000	11/06/2013 10/16/2012		7,623.94	11,367.36	0.00	-3,743.42	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS						
91.0000	11/06/2013 08/25/2011		7,098.78	5,103.73	0.00	1,995.05	0.00	0.00

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Account Number: 26-74561
Recipient's Tax ID Number: 36-6066240

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THE NORTHERN TRUST COMPANY
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Cusip	Description	Stock or Other Symbol		Date of Sale or Exchange	Date of Acquisition	Quantity Sold	Stocks Bonds, etc.	Cost or Other Basis		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld	
85771P102	STATOIL ASA SPONSORED ADR						STO								
493.0000	11/06/2013 Various						11,729.02	11,671.75	0.00	0.00	57.27	0.00	0.00	0.00	0.00
92857W209	VODAFONE GROUP PLC SPONSORED ADR						VOD								
120.0000	11/06/2013 08/07/2012						4,459.19	3,579.60	0.00	0.00	879.59	0.00	0.00	0.00	0.00
465036200	ADR ISRAEL CHEMICALS LTD ADR						ISCHY								
2026.0000	11/07/2013 Various						17,186.46	25,589.19	0.00	0.00	-8,402.73	0.00	0.00	0.00	0.00
Total Long Term Sales							741,411.62	608,902.10	0.00	0.00	132,509.52	0.00	0.00	0.00	0.00

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2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
00206R102	AT&T INC	T	54,949.21	55,817.49	0.00	-868.28	0.00	0.00
1596.0000	01/10/2013 Various							
00206R102	AT&T INC	T	53,001.16	56,629.33	0.00	-3,628.17	0.00	0.00
1595.0000	01/18/2013 Various							
988498101	YUM BRANDS INC	YUM	102,393.27	113,087.69	0.00	-10,694.42	0.00	0.00
1573.0000	01/18/2013 Various							
00206R102	AT&T INC	T	121,630.20	128,271.69	0.00	-6,641.49	0.00	0.00
3636.0000	01/22/2013 Various							
88076W103	TERADATA CORP DEL COM STK	TDC	19,989.12	21,339.16	0.00	-1,350.04	0.00	0.00
320.0000	02/08/2013 03/01/2012							
14040H105	CAPITAL ONE FINL CORP	COF	48,646.93	46,077.07	0.00	2,569.86	0.00	0.00
916.0000	02/19/2013 Various							
14040H105	CAPITAL ONE FINL CORP	COF	115,135.14	122,622.36	0.00	-7,487.22	0.00	0.00
2218.0000	02/21/2013 Various							
399473107	GROUPON INC	GRPN	15,574.27	14,369.86	0.00	1,204.41	0.00	0.00
3064.0000	03/01/2013 02/28/2013							
191216100	COCA COLA CO	KO	33,330.56	33,111.07	0.00	219.49	0.00	0.00
865.0000	03/04/2013 04/30/2012							

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
191216100	COCA COLA CO	KO	61,890.15	59,813.45	0.00	2,076.70	0.00	0.00
1589.0000	03/06/2013 Various							
015351109	ALEXION PHARMACEUTICALS INC	ALXN	27,228.61	28,338.95	0.00	-1,110.34	0.00	0.00
296.0000	03/07/2013 Various							
015351109	ALEXION PHARMACEUTICALS INC	ALXN	30,370.85	36,348.42	0.00	-5,977.57	0.00	0.00
332.0000	03/11/2013 Various							
90384S303	ULTA SALON COSMETICS & FRAGRANCE INC	ULTA	38,043.58	49,599.41	0.00	-11,555.83	0.00	0.00
508.0000	03/19/2013 Various							
268648102	EMC CORP MASS	EMC	24,704.45	29,070.15	0.00	-4,365.70	0.00	0.00
1084.0000	04/16/2013 08/17/2012							
149123101	CATERPILLAR INC	CAT	18,144.19	21,028.42	0.00	-2,884.23	0.00	0.00
218.0000	05/02/2013 01/22/2013							
Y0486S104	AVAGO TECHNOLOGIES LTD	AVGO	1,990.53	2,076.22	0.00	-85.69	0.00	0.00
62.0000	05/06/2013 10/11/2012							
369604103	GENERAL ELECTRIC CO	GE	44,130.18	44,332.37	0.00	-202.19	0.00	0.00
1927.0000	05/15/2013 10/01/2012							
00184X105	AOL INC COM STK	AOL	39,081.66	44,817.28	0.00	-5,735.62	0.00	0.00
1144.0000	05/30/2013 Various							

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks, etc.	Cost or Other Basis				
30303M102		FACEBOOK INC CL A CL A			FB					
4098.0000		05/30/2013 Various			99,639.06	99,966.44	0.00	-327.38	0.00	0.00
00184X105		AOL INC COM STK			AOL					
1154.0000		05/31/2013 Various			39,484.35	46,697.49	0.00	-7,213.14	0.00	0.00
30303M102		FACEBOOK INC CL A CL A			FB					
2807.0000		05/31/2013 Various			69,178.72	79,247.42	0.00	-10,068.70	0.00	0.00
G1151C101		ACCENTURE PLC SHS CL A NEW			ACN					
389.0000		07/01/2013 10/01/2012			28,243.98	27,276.68	0.00	967.30	0.00	0.00
369604103		GENERAL ELECTRIC CO			GE					
2961.0000		07/05/2013 10/01/2012			68,218.77	68,120.46	0.00	98.31	0.00	0.00
369604103		GENERAL ELECTRIC CO			GE					
2827.0000		07/11/2013 Various			67,391.96	62,845.21	0.00	4,546.75	0.00	0.00
369604103		GENERAL ELECTRIC CO			GE					
2897.0000		07/12/2013 Various			68,536.33	65,240.57	0.00	3,295.76	0.00	0.00
80004C101		SANDISK CORP			SNDK					
1173.0000		07/18/2013 02/01/2013			70,271.10	58,978.44	0.00	11,292.66	0.00	0.00
80004C101		SANDISK CORP			SNDK					
2279.0000		07/19/2013 Various			141,774.87	121,045.23	0.00	20,729.64	0.00	0.00

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824348106	SHERWIN WILLIAMS CO	SHW	44,459.03	37,525.98	0.00	6,933.05	0.00	0.00
261.0000	07/19/2013 Various							
428051105	HERTZ GLOBAL HLDGS INC COM	HTZ	47,961.71	27,817.79	0.00	20,143.92	0.00	0.00
1891.0000	07/30/2013 Various							
189754104	COACH INC	COH	57,876.14	64,500.08	0.00	-6,623.94	0.00	0.00
1097.0000	07/31/2013 05/02/2013							
231021106	CUMMINS ENGINE INC	CMI	39,534.47	37,707.60	0.00	1,826.87	0.00	0.00
330.0000	07/31/2013 Various							
30219G108	EXPRESS SCRIPTS HLDG CO COM	ESRX	54,875.94	53,049.14	0.00	1,826.80	0.00	0.00
832.0000	07/31/2013 09/27/2012							
30219G108	EXPRESS SCRIPTS HLDG CO COM	ESRX	95,487.64	87,965.32	0.00	7,522.32	0.00	0.00
1455.0000	08/01/2013 Various							
30219G108	EXPRESS SCRIPTS HLDG CO COM	ESRX	67,635.93	58,234.17	0.00	9,401.76	0.00	0.00
1040.0000	08/02/2013 Various							
98978V103	ZOETIS INC COM USD0.01 CL 'A'	ZTS	37,364.10	39,251.20	0.00	-1,887.10	0.00	0.00
1210.3900	08/07/2013 Various							
98978V103	ZOETIS INC COM USD0.01 CL 'A'	ZTS	45,254.56	47,614.98	0.00	-2,360.42	0.00	0.00
1509.0000	08/15/2013 Various							

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
98978V103	ZOETIS INC COM USD0.01 CL 'A'	ZTS	34,754.54	36,413.73	0.00	-1,659.19	0.00	0.00
1159.0000	08/16/2013 Various							
61166W101	MONSANTO CO COM	MON	50,687.86	50,971.45	0.00	-283.59	0.00	0.00
509.0000	09/04/2013 Various							
247361702	DELTA AIR LINES INC DEL COM NEW COM NEW	DAL	37,461.17	19,855.51	0.00	17,605.66	0.00	0.00
1673.0000	09/11/2013 12/21/2012							
917047102	URBAN OUTFITTERS INC	URBN	88,716.05	92,495.78	0.00	-3,779.73	0.00	0.00
2314.0000	09/11/2013 Various							
00507K103	#REORG/ACTAVIS INC STK MERGER ACTAVIS PLC	ACT	67,396.68	56,127.51	0.00	11,269.17	0.00	0.00
468.0000	2R1PAW1 EFF 10-01-2013 10/01/2013 Various							
17275R102	CISCO SYS INC	CSCO	47,503.04	50,073.12	0.00	-2,570.08	0.00	0.00
2089.0000	10/10/2013 05/17/2013							
886547108	TIFFANY & CO NEW	TIF	56,983.51	59,646.12	0.00	-2,662.61	0.00	0.00
755.0000	10/10/2013 Various							
886547108	TIFFANY & CO NEW	TIF	70,601.91	74,622.11	0.00	-4,020.20	0.00	0.00
939.0000	10/11/2013 Various							
963320106	WHIRLPOOL CORP	WHR	66,711.91	51,686.23	0.00	15,025.68	0.00	0.00
508.0000	10/15/2013 Various							

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172967424	CITIGROUP INC COM NEW	C	59,491.67	48,363.63	0.00	11,128.04	0.00	0.00
1172.0000	10/17/2013 01/17/2013							
38141G104	GOLDMAN SACHS GROUP INC	GS	257,585.31	244,342.63	0.00	13,242.68	0.00	0.00
1628.0000	10/18/2013 Various							
17275R102	CISCO SYS INC	CSCO	56,106.54	60,164.44	0.00	-4,057.90	0.00	0.00
2510.0000	10/23/2013 05/17/2013							
172967424	CITIGROUP INC COM NEW	C	143,678.77	130,378.29	0.00	13,300.48	0.00	0.00
2862.0000	10/23/2013 Various							
260543103	DOW CHEMICAL CO	DOW	72,974.88	72,532.46	0.00	442.42	0.00	0.00
1861.0000	10/28/2013 08/26/2013							
260543103	DOW CHEMICAL CO	DOW	72,724.37	72,025.78	0.00	698.59	0.00	0.00
1848.0000	10/29/2013 08/26/2013							
054303102	AVON PRODS INC	AVP	116,329.65	146,949.14	0.00	-30,619.49	0.00	0.00
6694.0000	11/01/2013 Various							
17275R102	CISCO SYS INC	CSCO	59,540.31	67,090.43	0.00	-7,550.12	0.00	0.00
2777.0000	11/15/2013 Various							
42805T105	HERTZ GLOBAL HLDGS INC COM	HTZ	7,654.29	4,975.36	0.00	2,678.93	0.00	0.00
323.0000	11/18/2013 11/28/2012							

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17275R102	CISCO SYS INC	CSCO	147,213.78	175,822.59	0.00	-28,608.81	0.00	0.00
6962.0000	12/03/2013 Various							
399473107	GROUPON INC	GRPN	53,962.00	75,316.39	0.00	-21,354.39	0.00	0.00
5959.0000	12/03/2013 09/20/2013							
Total Short Term Sales								
			3,561,500.96	3,579,687.29	0.00	-18,186.33	0.00	0.00
Long Term Sales								
437076102	HOME DEPOT INC	HD	30,204.92	11,764.94	0.00	18,439.98	0.00	0.00
480.0000	01/02/2013 07/17/2009							
14040H105	CAPITAL ONE FINL CORP	COF	62,385.36	59,410.55	0.00	2,974.81	0.00	0.00
1107.0000	01/22/2013 Various							
57636Q104	MASTERCARD INC CL A	MA	76,765.87	26,876.18	0.00	49,889.69	0.00	0.00
149.0000	01/28/2013 07/17/2009							
57636Q104	MASTERCARD INC CL A	MA	23,270.43	8,116.97	0.00	15,153.46	0.00	0.00
45.0000	02/07/2013 07/17/2009							
966837106	WHOLE FOODS MKT INC	WFM	23,607.25	7,367.17	0.00	16,240.08	0.00	0.00
254.0000	02/07/2013 01/22/2010							
88076W103	TERADATA CORP DEL COM STK	TDC	109,815.22	90,079.44	0.00	19,735.78	0.00	0.00
1758.0000	02/08/2013 Various							

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191216100	COCA COLA CO	KO										
2315.0000	02/14/2013 Various	85,361.38		64,454.30					0.00	20,907.08	0.00	0.00
14040H105	CAPITAL ONE FINL CORP	COF										
1517.0000	02/15/2013 Various	83,162.80		75,266.30					0.00	7,896.50	0.00	0.00
532716107	LIMITED INC	LTD										
2620.0000	02/15/2013 Various	116,074.39		101,743.61					0.00	14,330.77	0.00	0.00
966837106	WHOLE FOODS MKT INC	WFM										
1824.0000	02/15/2013 Various	160,254.86		56,758.71					0.00	103,496.15	0.00	0.00
14040H105	CAPITAL ONE FINL CORP	COF										
250.0000	02/19/2013 02/09/2012	13,277.00		12,111.04					0.00	1,165.96	0.00	0.00
191216100	COCA COLA CO	KO										
1328.0000	02/19/2013 Various	50,032.19		38,915.69					0.00	11,116.50	0.00	0.00
550021109	LULULEMON ATHLETICA INC COM	LULU										
903.0000	02/19/2013 Various	61,935.37		58,161.57					0.00	3,773.80	0.00	0.00
191216100	COCA COLA CO	KO										
919.0000	02/28/2013 10/08/2010	35,633.26		27,277.30					0.00	8,355.96	0.00	0.00
191216100	COCA COLA CO	KO										
224.0000	02/28/2013 03/10/2011	8,685.37		7,310.56					0.00	1,374.81	0.00	0.00

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Cusp	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
191216100	COCA COLA CO	KO	28,739.03	24,253.05	0.00	4,485.98	0.00	0.00
743.0000	03/01/2013 Various							
037833100	APPLE COMPUTER INC	AAPL	42,207.82	13,867.02	0.00	28,340.80	0.00	0.00
99.0000	03/04/2013 Various							
191216100	COCA COLA CO	KO	27,473.63	23,698.57	0.00	3,775.06	0.00	0.00
713.0000	03/04/2013 08/08/2011							
015351109	ALEXION PHARMACEUTICALS INC	ALXN	68,877.99	54,017.45	0.00	14,860.54	0.00	0.00
738.0000	03/06/2013 Various							
015351109	ALEXION PHARMACEUTICALS INC	ALXN	4,323.46	3,667.11	0.00	656.35	0.00	0.00
47.0000	03/07/2013 02/01/2012							
037833100	APPLE COMPUTER INC	AAPL	38,643.06	13,662.47	0.00	24,980.59	0.00	0.00
91.0000	03/07/2013 07/17/2009							
90384S303	ULTA SALON COSMETICS & FRAGRANCE INC	ULTA	59,237.14	57,189.62	0.00	2,047.52	0.00	0.00
791.0000	03/19/2013 Various							
268648102	EMC CORP MASS	EMC	54,008.97	62,974.91	0.00	-8,965.94	0.00	0.00
2382.0000	04/12/2013 Various							
268648102	EMC CORP MASS	EMC	37,330.15	45,283.50	0.00	-7,953.35	0.00	0.00
1638.0000	04/16/2013 Various							

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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-78471
Recipient's Tax ID Number: 36-6066240

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Y0486S104	AVAGO TECHNOLOGIES LTD	AVGO	59,746.83	63,460.37	0.00	-3,713.54	0.00	0.00
1890.0000	05/01/2013 Various							
149123101	CATERPILLAR INC	CAT	99,293.67	87,745.29	0.00	11,548.38	0.00	0.00
1193.0000	05/02/2013 Various							
149123101	CATERPILLAR INC	CAT	19,142.95	20,406.37	0.00	-1,263.42	0.00	0.00
230.0000	05/02/2013 09/01/2011							
57636Q104	MASTERCARD INC CL A	MA	3,751.70	1,262.64	0.00	2,489.06	0.00	0.00
7.0000	05/02/2013 07/17/2009							
Y0486S104	AVAGO TECHNOLOGIES LTD	AVGO	30,170.47	32,781.40	0.00	-2,610.93	0.00	0.00
961.0000	05/02/2013 Various							
717081103	PFIZER INC	PFE	32,152.95	21,270.85	0.00	10,882.10	0.00	0.00
1118.0000	05/06/2013 02/02/2011							
Y0486S104	AVAGO TECHNOLOGIES LTD	AVGO	30,660.56	33,051.97	0.00	-2,391.41	0.00	0.00
955.0000	05/06/2013 Various							
244199105	DEERE & CO	DE	111,324.89	78,427.42	0.00	32,897.47	0.00	0.00
1237.0000	05/16/2013 Various							
244199105	DEERE & CO	DE	23,848.91	25,097.98	0.00	-1,249.07	0.00	0.00
265.0000	05/16/2013 03/28/2011							

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Cusip	Quantity Sold	Description	Date of Sale or Exchange		Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
						Stocks Bonds, etc.	Cost or Other Basis				
31428X106		FEDEX CORP				FDX					
373.0000		05/16/2013	Various			37,272.79	30,970.44	0.00	6,302.35	0.00	0.00
31428X106		FEDEX CORP				FDX					
656.0000		05/29/2013	Various			63,470.37	59,222.45	0.00	4,247.92	0.00	0.00
31428X106		FEDEX CORP				FDX					
681.0000		05/29/2013	Various			65,889.22	63,933.51	0.00	1,955.71	0.00	0.00
717081103		PFIZER INC				PFE					
1644.0000		05/30/2013	02/02/2011			46,432.99	31,278.41	0.00	15,154.58	0.00	0.00
79466L302		SALESFORCE COM INC COM STK				CRM					
1615.0000		05/30/2013	Various			68,112.10	53,424.19	0.00	14,687.91	0.00	0.00
57636Q104		MASTERCARD INC CL A				MA					
39.0000		06/04/2013	07/17/2009			22,103.14	7,034.70	0.00	15,068.44	0.00	0.00
254709108		DISCOVER FINL SVCS COM STK				DFS					
730.0000		06/10/2013	Various			35,830.32	17,649.56	0.00	18,180.76	0.00	0.00
747525103		QUALCOMM INC				QCOM					
1432.0000		06/10/2013	Various			88,697.83	66,450.13	0.00	22,247.70	0.00	0.00
254709108		DISCOVER FINL SVCS COM STK				DFS					
400.0000		06/20/2013	04/18/2011			18,982.25	9,539.93	0.00	9,442.32	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Quant- ity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
G1151C101	ACCENTURE PLC SHS CL A NEW	ACN									
3099.0000	07/01/2013 Various	225,007.97				174,627.98	0.00		50,379.99	0.00	0.00
717081103	PFIZER INC	PFE									
1215.0000	07/02/2013 Various	33,582.24				23,450.39	0.00		10,131.85	0.00	0.00
98978V103	ZOETIS INC COM USD0.01 CL 'A'	ZTS									
.1900	07/03/2013 02/02/2011	5.90				3.65	0.00		2.25	0.00	0.00
53578A108	LINKEDIN CORP CL A	LNKD									
158.0000	07/11/2013 05/07/2012	31,055.90				18,076.69	0.00		12,979.21	0.00	0.00
747525103	QUALCOMM INC	QCOM									
302.0000	07/18/2013 11/05/2010	18,537.97				14,578.78	0.00		3,959.19	0.00	0.00
747525103	QUALCOMM INC	QCOM									
562.0000	07/18/2013 01/06/2011	34,497.82				29,731.21	0.00		4,766.61	0.00	0.00
278642103	EBAY INC	EBAY									
354.0000	07/19/2013 09/16/2011	18,680.66				11,650.39	0.00		7,030.27	0.00	0.00
79466L302	SALESFORCE COM INC COM STK	CRM									
1626.0000	07/19/2013 Various	69,042.58				57,336.56	0.00		11,706.02	0.00	0.00
824348106	SHERWIN WILLIAMS CO	SHW									
542.0000	07/19/2013 01/11/2012	92,324.89				51,193.29	0.00		41,131.60	0.00	0.00

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231021106	CUMMINS ENGINE INC	CMI	29,286.66	23,413.01	0.00	5,873.65	0.00	0.00
252.0000	07/25/2013 Various							
79466L302	SALESFORCE COM INC COM STK	CRM	68,179.07	51,628.54	0.00	16,550.53	0.00	0.00
1591.0000	07/25/2013 Various							
655044105	NOBLE ENERGY INC COM	NBL	76,733.71	62,335.02	0.00	14,398.69	0.00	0.00
1237.0000	07/29/2013 01/24/2012							
231021106	CUMMINS ENGINE INC	CMI	113,212.34	103,896.63	0.00	9,315.71	0.00	0.00
945.0000	07/31/2013 Various							
57636Q104	MASTERCARD INC CL A	MA	374,928.72	108,570.33	0.00	266,358.39	0.00	0.00
584.0000	08/01/2013 Various							
61166W101	MONSANTO CO COM	MON	48,794.54	30,585.37	0.00	18,209.17	0.00	0.00
494.0000	08/01/2013 11/05/2010							
98978V103	ZOETIS INC COM USD0.01 CL 'A'	ZTS	17,089.64	11,559.17	0.00	5,530.47	0.00	0.00
553.6100	08/07/2013 Various							
61166W101	MONSANTO CO COM	MON	41,365.02	26,837.99	0.00	14,527.03	0.00	0.00
431.0000	08/19/2013 Various							
278642103	EBAY INC	EBAY	56,812.22	35,790.36	0.00	21,021.86	0.00	0.00
1107.0000	08/23/2013 Various							

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
278642103	EBAY INC	EBAY	32,428.15	19,456.40	0.00	12,971.75	0.00	0.00
628.0000	08/26/2013 Various							
61166W101	MONSANTO CO COM	MON	53,560.91	35,862.84	0.00	17,698.07	0.00	0.00
542.0000	08/26/2013 Various							
61166W101	MONSANTO CO COM	MON	79,847.26	58,166.26	0.00	21,681.00	0.00	0.00
808.0000	08/26/2013 Various							
278642103	EBAY INC	EBAY	34,064.77	21,533.22	0.00	12,531.55	0.00	0.00
665.0000	08/27/2013 Various							
61166W101	MONSANTO CO COM	MON	48,019.05	39,362.40	0.00	8,656.65	0.00	0.00
492.0000	08/27/2013 Various							
61166W101	MONSANTO CO COM	MON	21,051.41	18,979.10	0.00	2,072.31	0.00	0.00
217.0000	08/28/2013 Various							
61166W101	MONSANTO CO COM	MON	20,016.22	17,793.12	0.00	2,223.10	0.00	0.00
201.0000	09/04/2013 08/10/2012							
278642103	EBAY INC	EBAY	139,093.97	112,560.39	0.00	26,533.58	0.00	0.00
2678.0000	09/05/2013 Various							
917047102	URBAN OUTFITTERS INC	URBN	47,616.83	46,619.65	0.00	997.18	0.00	0.00
1242.0000	09/11/2013 Various							

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38259P508	GOOGLE INC CL A											
93.0000	09/20/2013 Various						83,726.89	56,048.34	0.00	27,678.55	0.00	0.00
00507K103	#REORG/ACTAVIS INC STK MERGER ACTAVIS PLC											
1429.0000	2R1PAW1 EFF 10-01-2013						205,790.29	118,164.78	0.00	87,625.51	0.00	0.00
38259P508	GOOGLE INC CL A											
101.0000	10/10/2013 Various						87,107.67	63,474.57	0.00	23,633.10	0.00	0.00
57636Q104	MASTERCARD INC CL A											
27.0000	10/23/2013 02/19/2010						19,249.65	5,997.99	0.00	13,251.66	0.00	0.00
723787107	PIONEER NAT RES CO											
86.0000	10/23/2013 09/14/2012						17,237.47	9,911.64	0.00	7,325.83	0.00	0.00
907818108	UNION PAC CORP COM											
390.0000	10/28/2013 01/19/2012						59,407.56	44,069.07	0.00	15,338.49	0.00	0.00
907818108	UNION PAC CORP COM											
476.0000	10/30/2013 Various						71,279.10	53,386.05	0.00	17,893.05	0.00	0.00
N53745100	LYONDELLBASELL IND N V COM USD0.01 CL											
794.0000	10/30/2013 01/19/2012						59,958.96	31,303.31	0.00	28,655.65	0.00	0.00
907818108	UNION PAC CORP COM											
975.0000	10/31/2013 Various						147,690.82	113,223.35	0.00	34,467.47	0.00	0.00

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576360104	MASTERCARD INC CL A	MA	16,142.10	4,887.25	0.00	11,254.85	0.00	0.00
22.0000	11/06/2013 02/19/2010	PXD	11,503.72	6,454.09	0.00	5,049.63	0.00	0.00
723787107	PIONEER NAT RES CO	KORS	43,842.76	21,880.71	0.00	21,962.05	0.00	0.00
56.0000	11/06/2013 09/14/2012	COG	27,289.40	11,622.97	0.00	15,666.43	0.00	0.00
G60754101	MICHAEL KORS HOLDINGS LTD COM NPV	HTZ	30,472.87	19,722.55	0.00	10,750.32	0.00	0.00
555.0000	11/06/2013 Various	COG	150,726.82	77,627.46	0.00	73,099.36	0.00	0.00
127097103	CABOT OIL & GAS CORP CL A	HTZ	19,171.26	11,600.65	0.00	7,570.61	0.00	0.00
826.0000	11/08/2013 Various	VRX	53,080.93	23,649.93	0.00	29,431.00	0.00	0.00
42805T105	HERTZ GLOBAL HLDGS INC COM	DFS	27,762.82	12,616.56	0.00	15,146.26	0.00	0.00
1341.0000	11/12/2013 Various							
127097103	CABOT OIL & GAS CORP CL A							
4546.0000	11/15/2013 Various							
42805T105	HERTZ GLOBAL HLDGS INC COM							
809.0000	11/18/2013 10/25/2012							
91911K102	VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK							
493.0000	12/06/2013 05/03/2011							
254709108	DISCOVER FINL SVCS COM STK							
529.0000	12/12/2013 04/18/2011							

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037833100	APPLE COMPUTER INC	AAPL	14,033.64	3,753.43	0.00	10,280.21	0.00	0.00
25.0000	12/16/2013 07/17/2009							
254709108	DISCOVER FINL SVCS COM STK	DFS	29,147.92	13,186.98	0.00	15,960.94	0.00	0.00
546.0000	12/16/2013 Various							
57636Q104	MASTERCARD INC CL A	MA	26,314.14	7,330.87	0.00	18,983.27	0.00	0.00
33.0000	12/16/2013 02/19/2010							
82968B103	SIRIUS XM HLDGS INC COM	SIRI	37,591.19	30,472.85	0.00	7,118.34	0.00	0.00
11024.0000	12/19/2013 10/11/2012							
82968B103	SIRIUS XM HLDGS INC COM	SIRI	36,355.37	28,377.57	0.00	7,977.80	0.00	0.00
10266.0000	12/23/2013 10/11/2012							
254709108	DISCOVER FINL SVCS COM STK	DFS	37,542.00	17,177.02	0.00	20,364.98	0.00	0.00
689.0000	12/26/2013 Various							
G60754101	MICHAEL KORS HOLDINGS LTD COM NPV	KORS	43,940.96	22,994.77	0.00	20,946.19	0.00	0.00
542.0000	12/26/2013 Various							
Total Long Term Sales			5,339,393.59	3,661,769.14	0.00	1,677,624.44	0.00	0.00

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2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
124857202	CBS CORP	CBS	5,014.95	3,533.09	0.00	1,481.86	0.00	0.00
109.0000	03/27/2013 06/29/2012							
244199105	DEERE & CO	DE	4,978.69	4,243.65	0.00	735.04	0.00	0.00
57.0000	03/27/2013 09/04/2012							
00846U101	AGILENT TECHNOLOGIES INC	A	1,229.60	1,112.82	0.00	116.78	0.00	0.00
29.0000	06/25/2013 09/28/2012							
026874784	AMERICAN INTERNATIONAL GROUP INC COM NEW	AIG	6,268.79	5,690.02	0.00	578.77	0.00	0.00
144.0000	06/25/2013 03/08/2013							
124857202	CBS CORP	CBS	1,434.05	972.41	0.00	461.64	0.00	0.00
30.0000	06/25/2013 06/29/2012							
244199105	DEERE & CO	DE	3,867.79	3,499.15	0.00	368.64	0.00	0.00
47.0000	06/25/2013 09/04/2012							
61945C103	MOSAIC CO/THE	MOS	4,465.26	4,549.06	0.00	-83.80	0.00	0.00
80.0000	06/25/2013 09/04/2012							
674559105	OCCIDENTAL PETROLEUM CORP	OXY	530.50	525.52	0.00	4.98	0.00	0.00
6.0000	06/25/2013 08/24/2012							
G0083B108	ACTAVIS PLC COM	ACT	56.44	44.50	0.00	11.94	0.00	0.00
.3600	10/01/2013 05/20/2013							

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Total Short Term Sales										
					27,846.07	24,170.22	0.00	3,675.85	0.00	0.00
Long Term Sales										
74834L100	QUEST DIAGNOSTICS INC			DGX						
1981.0000	02/04/2013	07/17/2009			114,422.77	110,484.33	0.00	3,938.44	0.00	0.00
00206R102	AT&T INC			T						
262.0000	03/27/2013	02/06/2008			9,568.09	9,686.06	0.00	-117.97	0.00	0.00
00507K103	#REORG/ACTAVIS INC STK MERGER ACTAVIS PLC			ACT						
41.0000	281PAW1 EFF 10-01-2013	03/27/2013	07/17/2009		3,729.34	1,360.59	0.00	2,368.75	0.00	0.00
020002101	ALLSTATE CORP			ALL						
73.0000	03/27/2013	09/19/2006			3,544.60	4,384.38	0.00	-839.78	0.00	0.00
03073E105	AMERISOURCE BERGEN CORP			ABC						
172.0000	03/27/2013	07/17/2009			8,709.68	3,236.03	0.00	5,473.65	0.00	0.00
064058100	BANK NEW YORK MELLON CORP COM STK			BK						
186.0000	03/27/2013	04/09/2008			5,176.25	8,096.54	0.00	-2,920.29	0.00	0.00
071813109	BAXTER INTL INC			BAX						
78.0000	03/27/2013	07/17/2009			5,606.06	4,236.48	0.00	1,369.58	0.00	0.00
073730103	BEAM INC			BEAM						
61.0000	03/27/2013	07/17/2009			3,808.20	1,679.10	0.00	2,129.10	0.00	0.00

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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-78472
Recipient's Tax ID Number: 36-6066240

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Date of Sale or Exchange	Description	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Bonds, etc.	Cost or Other Basis				
099724106			BORG WARNER AUTOMOTIVE INC	BWA					
73.0000		03/27/2013	12/15/2011	5,649.89	4,606.27	0.00	1,043.62	0.00	0.00
166764100			CHEVRONTXACO CORP COM	CVX					
30.0000		03/27/2013	09/19/2006	3,609.05	1,856.70	0.00	1,752.35	0.00	0.00
260003108			DOVER CORP	DOV					
126.0000		03/27/2013	07/17/2009	9,090.88	4,234.77	0.00	4,856.11	0.00	0.00
268648102			EMC CORP MASS	EMC					
150.0000		03/27/2013	08/25/2011	3,579.18	3,194.60	0.00	384.58	0.00	0.00
278642103			EBAY INC	EBAY					
73.0000		03/27/2013	02/22/2010	3,797.36	1,702.93	0.00	2,094.43	0.00	0.00
35671D857			FREEMPORT MCMORAN C & G CL B COM STK	FCX					
108.0000		03/27/2013	07/17/2009	3,600.63	2,984.37	0.00	616.26	0.00	0.00
369604103			GENERAL ELECTRIC CO	GE					
422.0000		03/27/2013	10/12/2004	9,735.33	14,267.21	0.00	-4,531.88	0.00	0.00
406216101			HALLIBURTON CO	HAL					
128.0000		03/27/2013	09/27/2011	5,204.97	4,542.16	0.00	662.81	0.00	0.00
438516106			HONEYWELL INTL INC	HON					
82.0000		03/27/2013	07/17/2009	6,150.31	2,657.40	0.00	3,492.91	0.00	0.00

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458140100	INTEL CORP COM	03/27/2013	02/04/2008	INTC	3,566.35	3,488.57	0.00	77.78	0.00	0.00
500255104	KOHL'S CORP	03/27/2013	05/16/2011	KSS	3,583.49	4,254.14	0.00	-670.65	0.00	0.00
50540R409	LABORATORY CORP AMER HLDGS NEW	03/27/2013	07/17/2009	LH	3,575.53	2,678.91	0.00	896.62	0.00	0.00
594918104	MICROSOFT CORP COM	03/27/2013	02/24/2009	MSFT	3,568.23	2,095.38	0.00	1,472.85	0.00	0.00
65339F101	NEXTERA ENERGY INC COM	03/27/2013	02/20/2009	NEE	3,539.62	2,248.88	0.00	1,290.74	0.00	0.00
80004C101	SANDISK CORP	03/27/2013	02/08/2011	SNDK	6,441.67	5,805.98	0.00	635.69	0.00	0.00
902973304	US BANCORP DEL NEW	03/27/2013	07/17/2009	USB	3,612.23	1,938.72	0.00	1,673.51	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	03/27/2013	10/25/2007	UTX	5,838.85	4,774.55	0.00	1,064.30	0.00	0.00
931142103	WAL MART STORES INC	03/27/2013	10/09/2009	WMT	7,394.16	4,919.37	0.00	2,474.79	0.00	0.00

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949746101	WELLS FARGO & CO NEW		WFC	03/27/2013	05/02/2011	150.0000	5,537.87	4,367.85	0.00	1,170.02	0.00	0.00
00507K103	#REORG/ACTAVIS INC STK MERGER ACTAVIS PLC		ACT	2R1PAW1 EFF 10-01-2013		1062.0000	127,130.98	35,242.58	0.00	91,888.40	0.00	0.00
00507K103	#REORG/ACTAVIS INC STK MERGER ACTAVIS PLC		ACT	2R1PAW1 EFF 10-01-2013		1558.0000	199,102.94	51,702.38	0.00	147,400.56	0.00	0.00
00206R102	AT&T INC		T	06/25/2013	02/06/2008	98.0000	3,441.44	3,623.03	0.00	-181.59	0.00	0.00
020002101	ALLSTATE CORP		ALL	06/25/2013	09/19/2006	54.0000	2,533.09	3,243.24	0.00	-710.15	0.00	0.00
025816109	AMERICAN EXPRESS CO		AXP	06/25/2013	03/16/2011	157.0000	11,483.88	6,680.79	0.00	4,803.09	0.00	0.00
03073E105	AMERISOURCE BERGEN CORP		ABC	06/25/2013	07/17/2009	17.0000	909.26	319.84	0.00	589.42	0.00	0.00
037411105	APACHE CORP		APA	06/25/2013	07/17/2009	29.0000	2,394.12	2,198.79	0.00	195.33	0.00	0.00
064058100	BANK NEW YORK MELLON CORP COM STK		BK	06/25/2013	04/09/2008	53.0000	1,495.13	2,307.08	0.00	-811.95	0.00	0.00

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099724106	BORG WARNER AUTOMOTIVE INC	BWA	1,573.82	1,198.89	0.00	374.93	0.00	0.00
19 0000	06/25/2013 12/15/2011							
166764100	CHEVRONTXACO CORP COM	CVX	4,918.05	2,599.38	0.00	2,318.67	0.00	0.00
42 0000	06/25/2013 09/19/2006							
20825C104	CONOCOPHILLIPS	COP	4,535.91	2,226.82	0.00	2,309.09	0.00	0.00
76 0000	06/25/2013 02/24/2009							
260003108	DOVER CORP	DOV	4,297.03	1,882.12	0.00	2,414.91	0.00	0.00
56 0000	06/25/2013 07/17/2009							
278642103	EBAY INC	EBAY	8,001.32	3,615.81	0.00	4,385.51	0.00	0.00
155 0000	06/25/2013 02/22/2010							
30219G108	EXPRESS SCRIPTS HLDG CO COM	ESRX	1,715.27	1,471.81	0.00	243.46	0.00	0.00
28 0000	06/25/2013 01/25/2012							
35671D857	FREEMPORT MCMORAN C & G CL B COM STK	FCX	1,444.74	1,464.55	0.00	-19.81	0.00	0.00
53 0000	06/25/2013 07/17/2009							
369604103	GENERAL ELECTRIC CO	GE	5,276.19	7,708.35	0.00	-2,432.16	0.00	0.00
228 0000	06/25/2013 10/12/2004							
38141G104	GOLDMAN SACHS GROUP INC	GS	4,749.27	4,087.60	0.00	661.67	0.00	0.00
31 0000	06/25/2013 07/11/2011							

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406216101	HALLIBURTON CO	HAL	1.0000	06/25/2013	09/27/2011	41.20	35.49	0.00	5.71	0.00	0.00
42809H107	HESS CORP COM STK	HES	135.0000	06/25/2013	07/15/2011	8,603.70	9,791.67	0.00	-1,187.97	0.00	0.00
438516106	HONEYWELL INTL INC	HON	27.0000	06/25/2013	07/17/2009	2,095.51	875.00	0.00	1,220.51	0.00	0.00
458140100	INTEL CORP COM	INTC	95.0000	06/25/2013	02/04/2008	2,248.60	2,033.22	0.00	215.38	0.00	0.00
46625H100	J P MORGAN CHASE & CO	JPM	207.0000	06/25/2013	12/03/2008	10,802.83	5,753.18	0.00	5,049.65	0.00	0.00
500255104	KOHL'S CORP	KSS	63.0000	06/25/2013	05/16/2011	3,190.35	3,480.66	0.00	-290.31	0.00	0.00
50540R409	LABORATORY CORP AMER HLDGS NEW	LH	12.0000	06/25/2013	07/17/2009	1,191.78	803.67	0.00	388.11	0.00	0.00
65339F101	NEXTERA ENERGY INC COM	NEE	35.0000	06/25/2013	02/20/2009	2,761.79	1,711.11	0.00	1,050.68	0.00	0.00
68389X105	ORACLE CORPORATION	ORCL	47.0000	06/25/2013	07/14/2011	1,407.15	1,508.46	0.00	-101.31	0.00	0.00

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718172109	PHILIP MORRIS INTERNATIONAL	PM	18.0000	06/25/2013	02/24/2009	1,559.12	629.29	0.00	929.83	0.00	0.00
742718109	PROCTER & GAMBLE CO	PG	63.0000	06/25/2013	08/03/2004	4,836.18	3,357.27	0.00	1,478.91	0.00	0.00
744573106	PUBLIC SVC ENTERPRISE GROUP INC	PEG	214.0000	06/25/2013	02/20/2009	6,917.72	6,120.06	0.00	797.66	0.00	0.00
80004C101	SANDISK CORP	SNDK	38.0000	06/25/2013	02/08/2011	2,204.40	1,885.70	0.00	318.70	0.00	0.00
902973304	US BANCORP DEL NEW	USB	111.0000	06/25/2013	07/17/2009	3,980.37	2,011.20	0.00	1,969.17	0.00	0.00
931142103	WAL MART STORES INC	WMT	65.0000	06/25/2013	10/09/2009	4,839.88	3,229.89	0.00	1,609.99	0.00	0.00
949746101	WELLS FARGO & CO NEW	WFC	155.0000	06/25/2013	05/02/2011	6,243.90	4,513.44	0.00	1,730.46	0.00	0.00
00206R102	AT&T INC	T	3285.0000	07/08/2013	Various	116,864.12	115,023.15	0.00	1,840.97	0.00	0.00
80004C101	SANDISK CORP	SNDK	1534.0000	07/08/2013	02/08/2011	92,273.55	76,122.91	0.00	16,150.64	0.00	0.00

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks Bonds, etc.	Cost or Other Basis				
073730103		BEAM INC			BEAM					
2851.0000		09/30/2013	07/17/2009		183,963.30	78,477.42	0.00	105,485.88	0.00	0.00
61945C103		MOSAIC CO/THE			MOS					
2789.0000		09/30/2013	09/04/2012		119,999.66	158,591.46	0.00	-38,591.80	0.00	0.00
Total Long Term Sales					1,212,668.14	827,309.58	0.00	385,358.56	0.00	0.00

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THE NORTHERN TRUST COMPANY
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2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
729132100	PLEXUS CORP	PLXS	21,825.07	25,347.46	0.00	-3,522.39	0.00	0.00
858.0000	02/04/2013 06/19/2012	ERA	14,401.04	14,654.29	0.00	-253.25	0.00	0.00
26885G109	ERA GROUP INC COM USD0.01	PLXS	16,051.09	19,079.31	0.00	-3,028.22	0.00	0.00
687.0000	02/08/2013 Various	AAWW	8,899.82	9,492.92	0.00	-593.10	0.00	0.00
729132100	PLEXUS CORP	CBT	15,271.55	15,946.76	0.00	-675.21	0.00	0.00
658.0000	02/28/2013 Various	PLXS	16,726.08	19,770.73	0.00	-3,044.65	0.00	0.00
049164205	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK	CWGL	1,817.73	1,281.90	0.00	535.83	0.00	0.00
194.0000	03/06/2013 04/17/2012	NCT	34,295.13	39,055.22	0.00	-4,760.09	0.00	0.00
127055101	CABOT CORP	AVY	23,374.75	18,193.88	0.00	5,180.87	0.00	0.00
443.0000	03/21/2013 10/01/2012	PLXS						
729132100	PLEXUS CORP							
686.0000	03/21/2013 07/05/2012							
22662X100	CRIMSON WINE GROUP LTD COM							
206.8000	05/07/2013 Various							
65105M108	NEWCASTLE INVT CORP NEW COM							
6506.0000	05/23/2013 Various							
053611109	AVERY DENNISON CORP							
534.0000	05/29/2013 Various							

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053611109	VERY DENNISON CORP	AVY	18,552.05	14,414.13	0.00	4,137.92	0.00	0.00
415.0000	07/23/2013 Various							
64828T102	NEW RESIDENTIAL INVT CORP COM	NRZ	23,549.50	24,893.57	0.00	-1,344.07	0.00	0.00
3613.0000	07/23/2013 05/16/2013							
64828T102	NEW RESIDENTIAL INVT CORP COM	NRZ	19,041.69	19,932.77	0.00	-891.08	0.00	0.00
2893.0000	08/01/2013 05/16/2013							
053611109	VERY DENNISON CORP	AVY	18,749.62	14,625.74	0.00	4,123.88	0.00	0.00
421.0000	08/06/2013 12/27/2012							
Total Short Term Sales			232,555.12	236,688.68	0.00	-4,133.56	0.00	0.00
Long Term Sales								
483007704	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	KALU	17,549.65	9,907.48	0.00	7,642.17	0.00	0.00
282.0000	01/07/2013 07/17/2009							
848574109	SPIRIT AEROSYSTEMS HLDGS INC CL A	SPR	17,823.53	19,488.67	0.00	-1,665.14	0.00	0.00
1043.0000	01/07/2013 11/10/2010							
848574109	SPIRIT AEROSYSTEMS HLDGS INC CL A	SPR	17,943.16	16,565.75	0.00	1,377.41	0.00	0.00
1050.0000	01/07/2013 08/17/2011							
084423102	BERKLEY W R CORP COM	WRB	20,720.09	13,209.34	0.00	7,510.75	0.00	0.00
502.0000	01/23/2013 Various							

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				Bonds, etc.	WRB					
084423102	396.0000	01/29/2013	BERKLEY W R CORP COM	16,359.45	WRB	10,915.07	0.00	5,444.38	0.00	0.00
483007704	222.0000	01/29/2013	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	13,813.68	KALU	7,799.50	0.00	6,014.18	0.00	0.00
587118100	1385.0000	02/04/2013	MENS WEARHOUSE INC	40,762.55	MW	27,489.48	0.00	13,273.07	0.00	0.00
78440X101	369.0000	02/04/2013	SL GREEN RLTY CORP COM STK	29,814.97	SLG	7,953.21	0.00	21,861.76	0.00	0.00
049164205	286.0000	02/06/2013	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK	12,613.37	AAWW	12,802.54	0.00	-189.17	0.00	0.00
084423102	837.0000	02/06/2013	BERKLEY W R CORP COM	34,590.68	WRB	23,070.48	0.00	11,520.20	0.00	0.00
75281A109	288.0000	02/06/2013	RANGE RES CORP	20,424.72	RRC	14,623.20	0.00	5,801.52	0.00	0.00
78440X101	427.0000	02/06/2013	SL GREEN RLTY CORP COM STK	34,448.86	SLG	9,203.30	0.00	25,245.56	0.00	0.00
049164205	423.0000	02/14/2013	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK	19,767.62	AAWW	18,585.93	0.00	1,181.69	0.00	0.00

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Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks or Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
344849104	FOOT LOCKER INC		FL					
518.0000	02/14/2013	08/27/2009	17,246.41	5,542.96	0.00	11,703.45	0.00	0.00
049164205	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK		AAWW					
380.0000	02/21/2013	11/17/2011	17,319.14	15,017.11	0.00	2,302.03	0.00	0.00
587118100	MENS WEARHOUSE INC		MW					
525.0000	02/21/2013	Various	14,904.42	10,550.35	0.00	4,354.07	0.00	0.00
22662X100	CRIMSON WINE GROUP LTD COM		CWGL					
8000	02/26/2013	07/17/2009	6.42	4.64	0.00	1.78	0.00	0.00
587118100	MENS WEARHOUSE INC		MW					
605.0000	02/28/2013	06/15/2010	17,132.62	13,439.65	0.00	3,692.97	0.00	0.00
049164205	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK		AAWW					
71.0000	03/05/2013	11/17/2011	3,303.80	2,805.83	0.00	497.97	0.00	0.00
049164205	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK		AAWW					
108.0000	03/06/2013	11/17/2011	4,954.54	4,268.02	0.00	686.52	0.00	0.00
896522109	TRINITY INDS INC		TRN					
586.0000	03/13/2013	07/17/2009	26,045.30	8,563.45	0.00	17,481.85	0.00	0.00
91879Q109	VAIL RESORTS INC		MTN					
343.0000	03/13/2013	07/17/2009	20,918.06	9,912.56	0.00	11,005.50	0.00	0.00

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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-78473
Recipient's Tax ID Number: 36-6066240

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol		Date of Sale or Exchange	Date of Acquisition	Quantity Sold	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
127055101	CABOT CORP											
733.0000	03/15/2013 Various						25,963.24	23,246.21	0.00	2,717.03	0.00	0.00
127055101	CABOT CORP											
1072.0000	03/21/2013 Various						36,955.08	34,535.17	0.00	2,419.91	0.00	0.00
483007704	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01											
252.0000	04/04/2013 Various						15,654.26	9,848.76	0.00	5,805.50	0.00	0.00
91879Q109	VAIL RESORTS INC											
191.0000	04/04/2013 07/17/2009						11,762.40	5,519.83	0.00	6,242.57	0.00	0.00
023586100	AMERCO COM											
136.0000	04/11/2013 07/17/2009						22,767.87	5,540.61	0.00	17,227.26	0.00	0.00
053807103	AVNET, INC.											
821.0000	04/11/2013 07/17/2009						28,105.40	19,397.19	0.00	8,708.21	0.00	0.00
147528103	CASEYS GEN STORES INC											
177.0000	04/11/2013 07/17/2009						9,971.76	4,848.97	0.00	5,122.79	0.00	0.00
729251108	PLUM CREEK TIMBER CO INC COM											
746.0000	04/11/2013 07/17/2009						38,743.09	22,213.86	0.00	16,529.23	0.00	0.00
91879Q109	VAIL RESORTS INC											
252.0000	04/11/2013 07/17/2009						15,523.03	7,282.70	0.00	8,240.33	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Quant- ity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
254709108	DISCOVER FINL SVCS COM STK	DFS	221.0000	04/16/2013	05/19/2010	9,482.64	2,991.52	0.00	6,491.12	0.00	0.00
729251108	PLUM CREEK TIMBER CO INC COM	PCL	383.0000	04/16/2013	07/17/2009	19,649.76	11,404.71	0.00	8,245.05	0.00	0.00
254709108	DISCOVER FINL SVCS COM STK	DFS	411.0000	04/30/2013	05/19/2010	18,021.28	5,563.42	0.00	12,457.86	0.00	0.00
254709108	DISCOVER FINL SVCS COM STK	DFS	417.0000	05/01/2013	05/19/2010	18,326.28	5,644.64	0.00	12,681.64	0.00	0.00
22662X100	CRIMSON WINE GROUP LTD COM	CWGL	285.2000	05/07/2013	Various	2,506.85	1,690.02	0.00	816.83	0.00	0.00
023586100	AMERCO COM	UHAL	47.0000	05/14/2013	07/17/2009	7,880.79	1,914.77	0.00	5,966.02	0.00	0.00
053807103	AVNET, INC.	AVT	1528.0000	05/14/2013	07/17/2009	50,086.87	36,100.99	0.00	13,985.88	0.00	0.00
483007704	KAISER ALUM CORP COM PAR \$0.01	KALU	272.0000	05/14/2013	Various	17,514.21	11,118.80	0.00	6,395.41	0.00	0.00
053807103	AVNET, INC.	AVT	361.0000	05/23/2013	Various	12,210.32	9,227.39	0.00	2,982.93	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053807103	AVNET, INC.	AVT									
195.0000	05/23/2013 09/28/2011	6,595.60				5,284.50		0.00	1,311.10	0.00	0.00
483007704	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	KALU									
197.0000	05/29/2013 10/29/2010	12,480.56				8,647.32		0.00	3,833.24	0.00	0.00
483007704	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	KALU									
79.0000	05/29/2013 03/25/2011	5,004.90				3,908.82		0.00	1,096.08	0.00	0.00
896522109	TRINITY INDS INC	TRN									
120.0000	06/05/2013 07/17/2009	4,716.55				1,753.61		0.00	2,962.94	0.00	0.00
527288104	LEUCADIA NATIONAL CORP	LUK									
1216.0000	06/10/2013 07/17/2009	35,654.20				23,891.73		0.00	11,762.47	0.00	0.00
344849104	FOOT LOCKER INC	FL									
533.0000	06/27/2013 08/27/2009	18,243.52				5,703.48		0.00	12,540.04	0.00	0.00
483007704	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	KALU									
289.0000	06/27/2013 03/25/2011	18,075.43				14,299.35		0.00	3,776.08	0.00	0.00
723787107	PIONEER NAT RES CO	PXD									
46.0000	06/27/2013 01/13/2012	6,825.24				4,483.52		0.00	2,341.72	0.00	0.00
91879Q109	VAIL RESORTS INC	MTN									
568.0000	06/27/2013 Various	35,079.69				17,556.03		0.00	17,523.66	0.00	0.00

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Account Number: 26-78473
Recipient's Tax ID Number: 36-6066240

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
527288104	LEUCADIA NATIONAL CORP	LUK	43,465.12	0.00	9,899.15	0.00	0.00
1644.0000	07/01/2013 Various						
254709108	DISCOVER FINL SVCS COM STK	DFS	3,979.67	0.00	10,786.19	0.00	0.00
294.0000	07/08/2013 05/19/2010						
023586100	AMERCO COM	UHAL	2,516.40	0.00	6,115.07	0.00	0.00
50.0000	07/11/2013 Various						
483007704	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	KALU	14,126.91	0.00	4,515.37	0.00	0.00
287.0000	07/11/2013 Various						
292562105	ENCORE WIRE CORP COM	WIRE	8,648.13	0.00	7,969.25	0.00	0.00
397.0000	08/01/2013 07/17/2009						
896522109	TRINITY INDS INC	TRN	14,708.88	0.00	9,360.38	0.00	0.00
366.0000	08/06/2013 07/17/2009						
147528103	CASEYS GEN STORES INC	CASY	2,438.18	0.00	3,506.73	0.00	0.00
89.0000	08/13/2013 07/17/2009						
46146P102	INVESTORS BANCORP INC COM STK	ISBC	2,236.54	0.00	2,726.93	0.00	0.00
228.0000	08/13/2013 07/17/2009						
723787107	PIONEER NAT RES CO	PXD	2,144.29	0.00	1,668.75	0.00	0.00
22.0000	08/13/2013 01/13/2012						

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
91879Q109	VAIL RESORTS INC	MTN	4,161.26	1,932.42	0.00	2,228.84	0.00	0.00
60.0000	08/13/2013 08/27/2009							
147528103	CASEYS GEN STORES INC	CASY	24,956.56	9,423.98	0.00	15,532.58	0.00	0.00
344.0000	10/02/2013 07/17/2009							
896522109	TRINITY INDS INC	TRN	8,090.98	2,571.96	0.00	5,519.02	0.00	0.00
176.0000	10/02/2013 07/17/2009							
608554200	MOLEX INC CLASS A	MOLXA	98,083.89	42,765.30	0.00	55,318.59	0.00	0.00
2565.0000	10/08/2013 Various							
608554200	MOLEX INC CLASS A	MOLXA	35,944.98	18,946.36	0.00	16,998.62	0.00	0.00
940.0000	10/08/2013 01/11/2011							
896522109	TRINITY INDS INC	TRN	20,400.33	5,626.16	0.00	14,774.17	0.00	0.00
385.0000	11/05/2013 07/17/2009							
896522109	TRINITY INDS INC	TRN	9,113.63	2,571.96	0.00	6,541.67	0.00	0.00
176.0000	11/07/2013 07/17/2009							
896522109	TRINITY INDS INC	TRN	59,570.26	17,039.22	0.00	42,531.04	0.00	0.00
1166.0000	11/25/2013 07/17/2009							
91338E101	UNIVERSAL AMERICAN CORP COM STK	UAM	11,288.08	14,497.05	0.00	-3,208.97	0.00	0.00
1497.0000	11/26/2013 Various							
Total Long Term Sales			1,325,426.24	755,715.44	0.00	569,710.80	0.00	0.00

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P.O. BOX 1522
AVALON, CA 90704-1522

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales											
501897102	ADR LI & FUNG LTD ADR				LFUGY						
6139.0000	01/15/2013	07/25/2012				17,694.66	21,703.21	0.00	-4,008.55	0.00	0.00
M22465104	CHECK POINT SOFTWARE TECH ORD				CHKP						
151.0000	04/29/2013	05/24/2012				6,872.46	7,954.60	0.00	-1,082.14	0.00	0.00
M22465104	CHECK POINT SOFTWARE TECH ORD				CHKP						
264.0000	04/30/2013	05/24/2012				12,136.57	13,907.39	0.00	-1,770.82	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR				TSM						
826.0000	06/06/2013	07/26/2012				15,346.81	11,000.75	0.00	4,346.06	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR				TSM						
1891.0000	06/07/2013	Various				35,342.17	25,622.96	0.00	9,719.21	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR				TSM						
1193.0000	06/12/2013	Various				21,845.24	16,410.84	0.00	5,434.40	0.00	0.00
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR				TSM						
2298.0000	06/13/2013	Various				41,742.67	34,349.19	0.00	7,393.48	0.00	0.00
780097689	ADR ROYAL BK SCOTLAND GROUP PLC SPONSORED				RBS						
2099.0000	06/28/2013	12/14/2012				17,512.28	20,498.20	0.00	-2,985.92	0.00	0.00
780097689	ADR ROYAL BK SCOTLAND GROUP PLC SPONSORED				RBS						
4147.0000	07/01/2013	Various				35,122.41	40,972.59	0.00	-5,850.18	0.00	0.00

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CHICAGO, IL 60680

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780097689	ADR ROYAL BK SCOTLAND GROUP PLC SPONSORED	RBS	2077.0000	07/02/2013	Various	17,296.95	21,427.62	0.00	-4,130.67	0.00	0.00
780097689	ADR ROYAL BK SCOTLAND GROUP PLC SPONSORED	RBS	827.0000	07/03/2013	04/05/2013	6,768.88	6,907.76	0.00	-138.88	0.00	0.00
780097689	ADR ROYAL BK SCOTLAND GROUP PLC SPONSORED	RBS	2530.0000	07/03/2013	Various	20,743.11	22,929.43	0.00	-2,186.32	0.00	0.00
826197501	SIEMENS A G SPONSORED ADR	SI	98.0000	07/09/2013	07/26/2012	10,188.51	8,029.17	0.00	2,159.34	0.00	0.00
28617Y101	ADR ELEKTA AB ADR	EKTAY	1490.0000	07/24/2013	12/07/2012	25,900.37	22,729.80	0.00	3,170.57	0.00	0.00
28617Y101	ADR ELEKTA AB ADR	EKTAY	757.0000	07/25/2013	12/07/2012	12,952.27	11,547.96	0.00	1,404.31	0.00	0.00
28617Y101	ADR ELEKTA AB ADR	EKTAY	264.0000	07/26/2013	Various	4,474.85	4,022.22	0.00	452.63	0.00	0.00
28617Y101	ADR ELEKTA AB ADR	EKTAY	489.0000	07/29/2013	12/10/2012	8,343.61	7,449.28	0.00	894.33	0.00	0.00
12082W204	ADR BURBERRY GROUP PLC SPONSORED	BURBY	425.0000	09/13/2013	10/22/2012	21,656.22	16,113.20	0.00	5,543.02	0.00	0.00

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				Stocks, Bonds, etc.	Cost or Other Basis				
N07059210			ADR ASML HLDG NV NY REG 2012 (POST REV SPLIT)	ASML					
57.0000		10/22/2013	12/14/2012	5,368.46	3,620.14	0.00	1,748.32	0.00	0.00
899415202			ADR TULLOW OIL PLC ADR ADR	TUWOY					
989.0000		10/23/2013	12/14/2012	7,751.35	9,618.62	0.00	-1,867.27	0.00	0.00
899415202			ADR TULLOW OIL PLC ADR ADR	TUWOY					
41.0000		11/01/2013	12/14/2012	304.20	398.75	0.00	-94.55	0.00	0.00
899415202			ADR TULLOW OIL PLC ADR ADR	TUWOY					
12094.0000		11/04/2013	Various	90,588.53	112,077.74	0.00	-21,489.21	0.00	0.00
28617Y101			ADR ELEKTA AB ADR	EKTAY					
6075.0000		11/06/2013	Various	87,769.47	93,205.75	0.00	-5,436.28	0.00	0.00
28617Y101			ADR ELEKTA AB ADR	EKTAY					
1214.0000		11/07/2013	Various	17,654.42	17,890.65	0.00	-236.23	0.00	0.00
876568502			ADR TATA MTRS LTD SPONSORED ADR LOCO SPONSORED ADR	TTM					
383.0000		12/16/2013	Various	11,446.78	9,401.20	0.00	2,045.58	0.00	0.00
Total Short Term Sales				552,823.25	559,789.02	0.00	-6,965.77	0.00	0.00
Long Term Sales									
042068106			ARM HLDGS PLC SPONSORED ADR	ARMH					
669.0000		01/02/2013	07/17/2009	25,966.24	4,221.46	0.00	21,744.78	0.00	0.00

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		Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
055434203	BG PLC ADR FIN INST N	2021.0000	01/02/2013	07/17/2009	BRGYY	33,580.78	34,732.91	0.00	-1,152.13	0.00	0.00
343793105	ADR FLSMIDTH & CO A/S ADR ADR	498.0000	01/02/2013	08/25/2009	FLIDY	2,938.75	2,604.69	0.00	334.06	0.00	0.00
055434203	BG PLC ADR FIN INST N	4838.0000	01/03/2013	Various	FLIDY	79,611.37	83,603.13	0.00	-3,991.76	0.00	0.00
343793105	ADR FLSMIDTH & CO A/S ADR ADR	3291.0000	01/03/2013	Various	LFUGY	19,101.29	17,759.58	0.00	1,341.71	0.00	0.00
501897102	ADR LI & FUNG LTD ADR	10467.0000	01/03/2013	Various	FLIDY	38,474.79	39,140.00	0.00	-665.21	0.00	0.00
343793105	ADR FLSMIDTH & CO A/S ADR ADR	5630.0000	01/04/2013	Various	FLIDY	32,534.64	30,829.94	0.00	1,704.70	0.00	0.00
343793105	ADR FLSMIDTH & CO A/S ADR ADR	3929.0000	01/07/2013	09/10/2009	FLIDY	22,873.34	22,765.02	0.00	108.32	0.00	0.00
343793105	ADR FLSMIDTH & CO A/S ADR ADR	1649.0000	01/07/2013	05/10/2011	FLIDY	9,599.93	14,237.96	0.00	-4,638.03	0.00	0.00
343793105	ADR FLSMIDTH & CO A/S ADR ADR	1337.0000	01/08/2013	05/10/2011	FLIDY	7,824.61	11,544.06	0.00	-3,719.45	0.00	0.00

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Account Number: 26-78474
Recipient's Tax ID Number: 36-6066240
Corrected ☐ 2nd TIN notice ☐

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
501897102	ADR LI & FUNG LTD ADR	LFUGY	19721.0000	01/15/2013	Various	56,842.54	72,324.23	0.00	-15,481.69	0.00	0.00
48667L106	ADR KDDI CORP ADR	KDDIY	6444.0000	01/23/2013	05/10/2011	110,889.08	110,430.34	0.00	458.74	0.00	0.00
870123106	ADR SWATCH GROUP AG ADR	SWGAY	995.0000	01/29/2013	10/11/2011	26,921.01	18,815.25	0.00	8,105.76	0.00	0.00
517834107	LAS VEGAS SANDS CORP	LVS	693.0000	01/31/2013	12/20/2011	38,012.62	29,171.91	0.00	8,840.71	0.00	0.00
92857W209	VODAFONE GROUP PLC SPONSORED ADR	VOD	3502.0000	02/01/2013	Various	95,622.76	94,024.88	0.00	1,597.88	0.00	0.00
881624209	TEVA PHARMACEUTICALS INDS LTD ADR	TEVA	654.0000	02/06/2013	07/17/2009	24,860.14	32,370.71	0.00	-7,510.57	0.00	0.00
143558300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP [QDI]	CCL	641.0000	02/13/2013	07/17/2009	23,969.91	17,006.43	0.00	6,963.48	0.00	0.00
29082A107	ADR EMBAER S A SPONSORED ADR REPSTG 4 COM SHS	ERJ	179.0000	02/26/2013	07/17/2009	5,863.92	3,056.53	0.00	2,807.39	0.00	0.00
29082A107	ADR EMBAER S A SPONSORED ADR REPSTG 4 COM SHS	ERJ	467.0000	02/27/2013	07/17/2009	15,757.62	7,974.30	0.00	7,783.32	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.							
870123106	ADR SWATCH GROUP AG ADR		SWGAY							
900.0000	03/07/2013	10/11/2011	25,401.84	17,018.82	0.00	0.00	8,383.02	0.00	0.00	0.00
80585Y308	ADR SBERBANK RUSSIA SPONSORED ADR		SBRBY							
7788.0000	03/27/2013	09/12/2011	96,584.61	82,770.86	0.00	0.00	13,813.75	0.00	0.00	0.00
892331307	TOYOTA MOTOR CORP SP ADR REP2COM		TM							
214.0000	03/27/2013	07/17/2009	21,983.61	16,079.62	0.00	0.00	5,903.99	0.00	0.00	0.00
900148701	ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR		TKGBY							
10319.0000	REPSTG 2000 SHS 04/02/2013 Various		53,743.24	43,440.02	0.00	0.00	10,303.22	0.00	0.00	0.00
900148701	ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR		TKGBY							
9207.0000	REPSTG 2000 SHS 04/03/2013 Various		47,662.65	47,891.74	0.00	0.00	-229.09	0.00	0.00	0.00
500458401	KOMATSU LTD SPON ADR NEW		KMTUY							
2216.0000	04/04/2013	07/17/2009	47,815.77	33,450.52	0.00	0.00	14,365.25	0.00	0.00	0.00
29082A107	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS		ERJ							
339.0000	04/12/2013	07/17/2009	12,060.66	5,788.63	0.00	0.00	6,272.03	0.00	0.00	0.00
29082A107	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS		ERJ							
165.0000	04/15/2013	07/17/2009	5,597.66	2,817.47	0.00	0.00	2,780.19	0.00	0.00	0.00
29082A107	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS		ERJ							
217.0000	04/16/2013	07/17/2009	7,333.80	3,705.41	0.00	0.00	3,628.39	0.00	0.00	0.00

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892331307	TOYOTA MOTOR CORP SP ADR REP2COM	TM	22,558.26	15,177.96	0.00	7,380.30	0.00	0.00
202.0000								
M22465104	CHECK POINT SOFTWARE TECH ORD	CHKP	26,131.82	33,164.85	0.00	-7,033.03	0.00	0.00
579.0000								
M22465104	CHECK POINT SOFTWARE TECH ORD	CHKP	40,098.08	48,379.76	0.00	-8,281.68	0.00	0.00
889.0000								
M22465104	CHECK POINT SOFTWARE TECH ORD	CHKP	29,401.38	36,442.18	0.00	-7,040.80	0.00	0.00
646.0000								
042068106	ARM HLDGS PLC SPONSORED ADR	ARMH	19,516.09	2,587.14	0.00	16,928.95	0.00	0.00
410.0000								
58733R102	MERCADOLIBRE INC COM STK	MELI	14,747.42	10,279.84	0.00	4,467.58	0.00	0.00
150.0000								
58733R102	MERCADOLIBRE INC COM STK	MELI	3,536.28	2,045.43	0.00	1,490.85	0.00	0.00
30.0000								
58733R102	MERCADOLIBRE INC COM STK	MELI	13,286.92	7,499.90	0.00	5,787.02	0.00	0.00
110.0000								
58733R102	MERCADOLIBRE INC COM STK	MELI	16,094.36	9,136.24	0.00	6,958.12	0.00	0.00
134.0000								

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806857108	SCHLUMBERGER LTD ISIN #AN8068571086	SLB	40,054.27	24,614.69	0.00	15,439.58	0.00	0.00
519.0000	05/20/2013 Various							
126132109	CNOOC LTD SPND ADR 00	CEO	37,841.37	27,479.11	0.00	10,362.26	0.00	0.00
204.0000	05/21/2013 10/05/2009							
465562106	ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD ADR		3.00	2.97	0.00	0.03	0.00	0.00
.2000	05/21/2013 07/17/2009							
73755L107	POTASH CORP. OF SASKATCHEWAN INC	POT	10,120.97	7,654.66	0.00	2,466.31	0.00	0.00
251.0000	06/12/2013 07/17/2009							
881624209	TEVA PHARMACEUTICALS INDS LTD ADR	TEVA	45,287.48	57,366.44	0.00	-12,078.96	0.00	0.00
1159.0000	06/12/2013 07/17/2009							
73755L107	POTASH CORP. OF SASKATCHEWAN INC	POT	10,227.59	7,746.16	0.00	2,481.43	0.00	0.00
254.0000	06/13/2013 07/17/2009							
73755L107	POTASH CORP. OF SASKATCHEWAN INC	POT	22,582.91	17,689.84	0.00	4,893.07	0.00	0.00
590.0000	06/24/2013 Various							
826197501	SIEMENS A G SPONSORED ADR	SI	20,610.17	26,012.90	0.00	-5,402.73	0.00	0.00
206.0000	06/24/2013 Various							
826197501	SIEMENS A G SPONSORED ADR	SI	20,508.25	26,148.04	0.00	-5,639.79	0.00	0.00
205.0000	06/25/2013 Various							

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G1151C101	ACCENTURE PLC SHS CL A NEW	ACN	24,836.82	19,143.94	0.00	5,692.88	0.00	0.00
346.0000	06/28/2013 06/01/2012							
803054204	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	SAP	25,347.23	16,695.82	0.00	8,651.41	0.00	0.00
357.0000	07/03/2013 10/29/2009							
465562106	ADR ITAU UNIBANCO HLDG SA SPONSORED ADR							
2088.0000	REPSTG 500 PFD ADR		24,032.04	33,181.20	0.00	-9,149.16	0.00	0.00
	07/05/2013 Various							
826197501	SIEMENS A G SPONSORED ADR	SI						
248.0000	07/05/2013 Various		24,833.35	33,055.26	0.00	-8,221.91	0.00	0.00
465562106	ADR ITAU UNIBANCO HLDG SA SPONSORED ADR							
2350.0000	REPSTG 500 PFD ADR		27,991.54	41,213.09	0.00	-13,221.55	0.00	0.00
	07/08/2013 Various							
826197501	SIEMENS A G SPONSORED ADR	SI						
407.0000	07/08/2013 Various		42,134.41	43,622.46	0.00	-1,488.05	0.00	0.00
803054204	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	SAP	24,825.52	16,280.59	0.00	8,544.93	0.00	0.00
345.0000	07/09/2013 Various							
826197501	SIEMENS A G SPONSORED ADR	SI						
199.0000	07/09/2013 09/15/2011		20,688.91	19,315.61	0.00	1,373.30	0.00	0.00
126132109	CNOOC LTD SPND ADR 00	CEO						
147.0000	07/15/2013 Various		25,762.62	23,351.57	0.00	2,411.05	0.00	0.00

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					Stocks	Bonds, etc.						
756255204		ADR RECKITT BENCKISER PLC SPONSORED ADR			RBGLY							
2015.0000		07/17/2013 Various			28,470.04		18,966.73	0.00	9,503.31	0.00	0.00	0.00
045387107		GDR ASSA ABLOY AB ADR			ASAZY							
635.0000		07/19/2013 Various			14,132.44		8,803.59	0.00	5,328.85	0.00	0.00	0.00
88032Q109		ADR TENCENT HLDGS LTD ADR			TCEHY							
505.0000		07/19/2013 04/23/2010			21,495.75		10,474.96	0.00	11,020.79	0.00	0.00	0.00
045387107		GDR ASSA ABLOY AB ADR			ASAZY							
453.0000		07/22/2013 12/21/2010			10,083.87		6,526.64	0.00	3,557.23	0.00	0.00	0.00
N97284108		YANDEX N.V. COM USD0.01 CL 'A			YNDX							
810.0000		07/24/2013 Various			24,694.85		27,837.99	0.00	-3,143.14	0.00	0.00	0.00
606822104		ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR			MTU							
4196.0000		07/29/2013 07/17/2009			25,773.06		24,190.78	0.00	1,582.28	0.00	0.00	0.00
73755L107		POTASH CORP. OF SASKATCHEWAN INC			POT							
451.0000		07/29/2013 10/07/2009			16,849.20		13,455.43	0.00	3,393.77	0.00	0.00	0.00
88032Q109		ADR TENCENT HLDGS LTD ADR			TCEHY							
1051.0000		07/29/2013 Various			47,454.66		22,023.63	0.00	25,431.03	0.00	0.00	0.00
126132109		CNOOC LTD SPND ADR 00			CEO							
125.0000		07/30/2013 Various			22,557.56		20,011.83	0.00	2,545.73	0.00	0.00	0.00

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36-6066240

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73755L107	POTASH CORP. OF SASKATCHEWAN INC	POT	24,051.96	23,987.07	0.00	64.89	0.00	0.00
804.0000	07/31/2013 10/07/2009	POT	38,022.44	65,169.45	0.00	-27,147.01	0.00	0.00
73755L107	POTASH CORP. OF SASKATCHEWAN INC	POT	27,451.46	12,640.32	0.00	14,811.14	0.00	0.00
1271.0000	07/31/2013 Various	TCEHY	10,037.20	5,435.99	0.00	4,601.21	0.00	0.00
88032Q109	ADR TENCENT HLDGS LTD ADR	MELI	16,410.48	12,553.27	0.00	3,857.21	0.00	0.00
596.0000	08/01/2013 04/26/2010	CEO	15,302.51	11,634.73	0.00	3,667.78	0.00	0.00
58733R102	MERCADOLIBRE INC COM STK	CEO	4,832.37	4,439.25	0.00	393.12	0.00	0.00
78.0000	08/02/2013 Various	CEO	13,260.59	12,207.93	0.00	1,052.66	0.00	0.00
126132109	CNOOC LTD SPND ADR 00	CEO	7,648.61	7,213.78	0.00	434.83	0.00	0.00
126132109	CNOOC LTD SPND ADR 00	CEO						
24.0000	08/23/2013 08/09/2011	CEO						
126132109	CNOOC LTD SPND ADR 00	CEO						
66.0000	08/26/2013 08/09/2011	CEO						
126132109	CNOOC LTD SPND ADR 00	CEO						
39.0000	08/27/2013 08/09/2011	CEO						

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition						
455807107	ADR IND & COMM BK OF-UNSPON ADR ADR IND		IDCBY					
4654.0000	09/06/2013 07/17/2009		63,119.71	62,208.86	0.00	910.85	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR		HLPPY					
181.0000	09/09/2013 07/17/2009		3,030.38	3,006.41	0.00	23.97	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR		HLPPY					
326.0000	09/10/2013 07/17/2009		5,474.35	5,414.86	0.00	59.49	0.00	0.00
495724403	ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7		KGPHY					
1254.0000	09/13/2013 07/17/2009		15,967.65	8,376.72	0.00	7,590.93	0.00	0.00
495724403	ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7		KGPHY					
564.0000	09/16/2013 07/17/2009		7,232.44	3,767.52	0.00	3,464.92	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR		HLPPY					
536.0000	09/17/2013 07/17/2009		8,976.23	8,902.96	0.00	73.27	0.00	0.00
465562106	ADR ITAU UNIBANCO HLDG SA SPONSORED ADR							
456.8000	REPSTG 500 PED PED ADR							
465562106	REPSTG 500 PED PED ADR							
298.2000	09/17/2013 02/03/2011		4,136.11	5,812.84	0.00	-1,676.73	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR		HLPPY					
164.0000	09/18/2013 07/17/2009		2,743.95	2,724.04	0.00	19.91	0.00	0.00

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41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR	HLPY	525.0000	09/19/2013	07/17/2009	8,911.66	8,720.25	0.00	191.41	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR	HLPY	345.0000	09/23/2013	07/17/2009	5,962.29	5,730.45	0.00	231.84	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR	HLPY	175.0000	09/24/2013	07/17/2009	2,968.63	2,906.75	0.00	61.88	0.00	0.00
G1151C101	ACCENTURE PLC SHS CL A NEW	ACN	362.0000	09/24/2013	06/01/2012	27,213.81	20,029.20	0.00	7,184.61	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR	ASAZY	453.0000	09/25/2013	12/21/2010	10,552.04	6,526.64	0.00	4,025.40	0.00	0.00
143658300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP [QDI]	CCL	805.0000	09/25/2013	07/17/2009	26,346.14	21,357.54	0.00	4,988.60	0.00	0.00
58733R102	MERCADOLIBRE INC COM STK	MELI	152.0000	09/25/2013	Various	19,702.95	10,544.02	0.00	9,158.93	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR	ASAZY	937.0000	09/26/2013	Various	21,640.38	13,494.07	0.00	8,146.31	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR	HLPY	76.0000	09/26/2013	07/17/2009	1,283.82	1,262.36	0.00	21.46	0.00	0.00

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
045387107	GDR ASSA ABLOY AB ADR	647.0000	09/27/2013	12/22/2010	ASAZY	14,797.34	9,269.12	0.00	5,528.22	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR	193.0000	09/27/2013	12/22/2010	ASAZY	4,409.70	2,764.98	0.00	1,644.72	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR	319.0000	09/27/2013	07/17/2009	HLPY	5,407.44	5,298.59	0.00	108.85	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR	66.0000	09/30/2013	07/17/2009	HLPY	1,120.74	1,096.26	0.00	24.48	0.00	0.00
41043M104	ADR HANG LUNG PPTYS LTD SPONSORED ADR	975.0000	10/08/2013	07/17/2009	HLPY	16,325.12	16,194.75	0.00	130.37	0.00	0.00
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	289.0000	10/08/2013	02/24/2009	SLB	25,513.86	10,686.44	0.00	14,827.42	0.00	0.00
88032Q109	ADR TENCENT HLDGS LTD ADR	509.0000	10/10/2013	Various	TCEHY	26,853.30	10,540.68	0.00	16,312.62	0.00	0.00
881624209	TEVA PHARMACEUTICALS INDS LTD ADR	1263.0000	10/10/2013	07/17/2009	TEVA	50,758.20	62,514.08	0.00	-11,755.88	0.00	0.00
425883105	ADR HENNES & MAURITZ AB ADR	2455.0000	10/14/2013	07/17/2009	HNINMY	20,437.02	12,557.32	0.00	7,879.70	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
237545108	ADR DASSAULT SYS S A SPONSORED ADR	DASTY	9,089.89	3,502.44	0.00	5,587.45	0.00	0.00
81.0000	10/15/2013 07/17/2009							
425883105	ADR HENNES & MAURITZ AB ADR	HNNMY	41,552.62	25,411.32	0.00	16,141.30	0.00	0.00
4968.0000	10/15/2013 07/17/2009							
803054204	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	SAP	27,365.23	18,452.49	0.00	8,912.74	0.00	0.00
377.0000	10/15/2013 11/18/2009							
881624209	TEVA PHARMACEUTICALS INDS LTD ADR	TEVA	26,524.53	33,100.95	0.00	-6,576.42	0.00	0.00
667.0000	10/15/2013 Various							
N07059210	ADR ASML HLDG NV NY REG 2012 (POST REV SPLIT)	ASML	32,016.81	18,256.25	0.00	13,760.56	0.00	0.00
331.0000	10/15/2013 10/12/2012							
N07059210	ADR ASML HLDG NV NY REG 2012 (POST REV SPLIT)	ASML	22,691.70	12,851.08	0.00	9,840.62	0.00	0.00
233.0000	10/15/2013 10/12/2012							
237545108	ADR DASSAULT SYS S A SPONSORED ADR	DASTY	26,462.31	10,247.88	0.00	16,214.43	0.00	0.00
237.0000	10/16/2013 07/17/2009							
41043M104	ADR HANG LUNG PPTY'S LTD SPONSORED ADR	HLPY	15,831.56	16,144.92	0.00	-313.36	0.00	0.00
972.0000	10/16/2013 07/17/2009							
803054204	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	SAP	15,244.47	10,101.09	0.00	5,143.38	0.00	0.00
210.0000	10/16/2013 Various							

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881624209	TEVA PHARMACEUTICALS INDS LTD ADR	TEVA	3,103.60	3,935.11	0.00	-831.51	0.00	0.00
78.0000	10/16/2013 12/23/2010							
881624209	TEVA PHARMACEUTICALS INDS LTD ADR	TEVA	22,879.07	27,339.41	0.00	-4,460.34	0.00	0.00
575.0000	10/16/2013 03/16/2011							
41043M104	ADR HANG LUNG PPTY'S LTD SPONSORED ADR	HLPY	18,561.50	18,819.13	0.00	-257.63	0.00	0.00
1133.0000	10/17/2013 07/17/2009							
41043M104	ADR HANG LUNG PPTY'S LTD SPONSORED ADR	HLPY	14,351.17	15,194.40	0.00	-843.23	0.00	0.00
876.0000	10/17/2013 10/05/2012							
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR	SAP	14,319.03	9,142.81	0.00	5,176.22	0.00	0.00
197.0000	10/17/2013 01/25/2010							
N07059210	ADR ASML HLDG NV NY REG 2012 (POST REV SPLIT)	ASML	41,629.13	23,883.75	0.00	17,745.38	0.00	0.00
442.0000	10/22/2013 Various							
056752108	BAIDU COM INC SPONSORED ADR SHS	BIDU	24,930.94	20,804.69	0.00	4,126.25	0.00	0.00
156.0000	11/01/2013 04/25/2012							
29082A107	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS	ERJ	18,251.01	10,484.42	0.00	7,766.59	0.00	0.00
614.0000	11/01/2013 07/17/2009							
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS	35,399.74	19,461.51	0.00	15,938.23	0.00	0.00
459.0000	11/01/2013 07/17/2009							

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88032Q109	ADR TENCENT HLDGS LTD ADR	TCEHY	27,507.75	8,119.40	0.00	19,388.35	0.00	0.00
507.0000	11/01/2013 06/17/2010							
29082A107	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS	ERJ	6,000.19	3,432.20	0.00	2,567.99	0.00	0.00
201.0000	11/04/2013 07/17/2009							
93114W107	WAL MART DE MEXICO SA DE CV SPON ADR REP V	WMMVY	85,939.90	54,747.83	0.00	31,192.07	0.00	0.00
3553.0000	11/07/2013 07/17/2009							
87160A100	ADR SYNGENTA AG SPONSORED ADR	SYT	44,976.39	38,237.37	0.00	6,739.02	0.00	0.00
569.0000	11/15/2013 03/23/2012							
988498101	YUM BRANDS INC	YUM	26,798.60	22,664.78	0.00	4,133.82	0.00	0.00
342.0000	11/22/2013 03/07/2012							
404280406	ADR HSBC HLDGS PLC SPONSORED ADR NEW	HSBC	36,713.81	30,254.80	0.00	6,459.01	0.00	0.00
678.0000	12/04/2013 02/29/2012							
500458401	KOMATSU LTD SPON ADR NEW	KMTUY	5,627.19	4,196.41	0.00	1,430.78	0.00	0.00
278.0000	12/06/2013 07/17/2009							
500458401	KOMATSU LTD SPON ADR NEW	KMTUY	39,616.26	29,661.67	0.00	9,954.59	0.00	0.00
1965.0000	12/09/2013 07/17/2009							
88032Q109	ADR TENCENT HLDGS LTD ADR	TCEHY	12,575.69	3,379.08	0.00	9,196.61	0.00	0.00
211.0000	12/13/2013 06/17/2010							

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Cusip	Quantity Sold	Description	Date of Sale or Exchange		Date of Acquisition	Stock or Other Symbol			Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
						Stocks	Cost or Other Basis	Bonds, etc.				
88032Q109		ADR TENCENT HLDGS LTD ADR				TCEHY						
104.0000		12/13/2013	01/10/2011			6,198.44	2,392.34		0.00	3,806.10	0.00	0.00
425883105		ADR HENNES & MAURITZ AB ADR				HNNMY						
3874.0000		12/16/2013	07/17/2009			33,011.32	19,815.51		0.00	13,195.81	0.00	0.00
143658300		CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP [QDI]				CCL						
739.0000		12/20/2013	07/17/2009			28,577.90	19,606.48		0.00	8,971.42	0.00	0.00
Total Long Term Sales						3,161,986.23	2,675,093.89		0.00	486,892.34	0.00	0.00

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2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
01F032617	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES JANUARY	FNMA	531,210.94	532,187.50	0.00	-976.56	0.00	0.00
500000.0000								
912828TP5	UNITED STATES TREAS NTS DTD 09/15/2015 .25% DUE 09-15-2015 REG		239,483.57	239,382.05	0.00	101.52	0.00	0.00
240000.0000								
02005EAB6	ALLY AUTO .7% DUE 01-15-2015	SPCL1						
5658.0100			5,658.01	5,657.75	0.00	0.26	0.00	0.00
34529VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2 .63 DUE 04-15-2014	SPCL1						
9123 0100			9,123.01	9,122.07	0.00	0.94	0.00	0.00
912828SM3	UNITED STATES TREAS NTS 1 DUE 03-31-2017 REG							
70000.0000			71,071.64	71,337.34	0.00	-265.70	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG	CMO1						
193.7000			193.70	204.46	0.00	-10.76	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2011 REG							
40000.0000			44,670.15	45,653.29	0.00	-983.14	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2011 REG							
50000.0000			55,587.69	57,187.31	0.00	-1,599.62	0.00	0.00
912828SM3	UNITED STATES TREAS NTS 1 DUE 03-31-2017 REG							
95000.0000			96,250.27	96,814.97	0.00	-564.70	0.00	0.00

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Cusip	Description		Stock or Other Symbol					Federal Income Tax Withheld	State Tax Withheld
	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss			
3137EACT4	FHLMC PREASSIGN 00066 2.5 05-27-2016								
240000.0000	02/05/2013 01/10/2013		255,440.16	256,022.40	0.00	-582.24	0.00	0.00	
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE								
500000.0000	05-15-2021 REG 02/06/2013 Various		55,831.83	57,177.15	0.00	-1,345.32	0.00	0.00	
01F032625	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS		FNMA						
500000.0000	SETTLES FEBRUARY 02/07/2013 01/09/2013		528,066.41	530,234.38	0.00	-2,167.97	0.00	0.00	
01F040628	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS		FNMA						
950000.0000	SETTLES FEBRUARY 02/07/2013 01/31/2013		101,000.59	100,978.32	0.00	22.27	0.00	0.00	
20030NAU5	COMCAST CORP NEW 6.3% DUE 11-15-2017 BEO								
800000.0000	02/11/2013 06/29/2012		96,756.00	96,449.60	0.00	306.40	0.00	0.00	
501044CP4	KROGER CO 2.2% DUE 01-15-2017								
650000.0000	02/11/2013 02/14/2012		66,873.30	66,441.05	0.00	432.25	0.00	0.00	
02005ACCO	ALLY MASTER OWNER TR 2012-1 ASSET BACKEDNT CL		SPCL1						
1000000.0000	A-2 7 DUE 02-15-2017 REG 02/12/2013 02/15/2012		101,328.13	99,992.27	0.00	1,335.86	0.00	0.00	
053332AL6	AUTOZONE INC 4% DUE 11-15-2020								
250000.0000	02/12/2013 09/25/2012		26,581.25	27,197.00	0.00	-615.75	0.00	0.00	
949748FJ4	WELLS FARGO & CO TRANCHE # SR 00129 3.45DUE								
200000.0000	02-13-2023 02/13/2013 02/06/2013		20,003.20	19,988.20	0.00	15.00	0.00	0.00	

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02005EAB6	ALLY AUTO .7% DUE 01-15-2015	SPCL1	9963 5800	02/15/2013	05/22/2012	9,963.58	9,963.13	0.00	0.45	0.00	0.00
34529VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2 .63 DUE 04-15-2014	SPCL1	12023.6700	02/15/2013	02/28/2012	12,023.67	12,022.44	0.00	1.23	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG	CMO1	194 6800	02/15/2013	05/08/2012	194.68	205.49	0.00	-10.81	0.00	0.00
871503AJ7	SYMANTEC CORP 2.75% DUE 06-15-2017		65000.0000	02/19/2013	06/19/2012	66,741.35	65,092.30	0.00	1,649.05	0.00	0.00
912828TP5	UNITED STATES TREAS NTS DTD 09/15/2015 .25% DUE 09-15-2015 REG		65000.0000	02/19/2013	09/12/2012	64,811.89	64,832.64	0.00	-20.75	0.00	0.00
46625HJG6	JPMORGAN CHASE & 1.8% DUE 01-25-2018		70000.0000	03/04/2013	01/17/2013	70,392.00	69,953.10	0.00	438.90	0.00	0.00
912828TP5	UNITED STATES TREAS NTS DTD 09/15/2015 .25% DUE 09-15-2015 REG		65000.0000	03/06/2013	09/12/2012	64,882.99	64,832.64	0.00	50.35	0.00	0.00
01F032633	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES MARCH	FNMA	49999.9900	03/07/2013	02/07/2013	526,464.84	526,874.99	0.00	-410.15	0.00	0.00
01F040636	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS SETTLES MARCH	FNMA	94999.9900	03/07/2013	02/07/2013	101,030.27	100,922.65	0.00	107.62	0.00	0.00

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03063XAC9	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD	SPCL1	10.63	10.63	0.00	0.00	0.00	0.00
10.6300	NTS 2012-4 CL A-2 49 04-08-2016							
03/08/2013	09/05/2012							
02005EAB6	ALLY AUTO .7% DUE 01-15-2015	SPCL1						
9087.7600	03/15/2013 05/22/2012		9,087.76	9,087.35	0.00	0.41	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4	CMO1						
252.8100	4.748 DUE 12-15-2014 REG		252.81	266.85	0.00	-14.04	0.00	0.00
03/15/2013	05/08/2012							
22545MAD9	CMO CREDIT SUISSE COML MTG TR SER 2006-C4 5.467%	CMO1						
716.9900	DUE 09-15-2039 BEO		716.99	817.70	0.00	-100.71	0.00	0.00
03/18/2013	10/09/2012							
912828TL4	UNITED STATES TREAS NTS DTD 00419 .25% DUE							
105000.0000	08-31-2014 REG		105,065.27	105,016.76	0.00	48.51	0.00	0.00
03/18/2013	09/12/2012							
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE							
50000.0000	05-15-2021 REG		56,011.52	56,437.70	0.00	-426.18	0.00	0.00
03/20/2013	08/16/2012							
912828TL4	UNITED STATES TREAS NTS DTD 00419 .25% DUE							
60000.0000	08-31-2014 REG		60,041.99	60,009.57	0.00	32.42	0.00	0.00
04/03/2013	09/12/2012							
01F032641	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	FNMA						
499999.9900	SETTLES APRIL		531,757.81	525,468.74	0.00	6,289.07	0.00	0.00
04/08/2013	03/07/2013							
01F040644	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS	FNMA						
94999.9900	SETTLES APRIL		101,646.29	100,952.34	0.00	693.95	0.00	0.00
04/08/2013	03/07/2013							

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03063XAC9	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD	SPCL1	4,809.88	4,809.71	0.00	0.17	0.00	0.00
4809.8800	NTS 2012-4 CLA-2.49 04-08-2016							
02005EAB6	ALLY AUTO .7% DUE 01-15-2015	SPCL1						
9445.6100	04/15/2013 05/22/2012		9,445.61	9,445.18	0.00	0.43	0.00	0.00
02006EAB5	ALLY AUTO .48% DUE 05-15-2015	SPCL1						
5288.5600	04/15/2013 08/07/2012		5,288.56	5,288.28	0.00	0.28	0.00	0.00
3137A45Y9	FHLMC MULTICLASS SER 3778 CL D 3.5 DUE 03-15-2025	GOLD1						
5030.5400	04/15/2013 03/18/2013		5,030.54	5,262.61	0.00	-232.07	0.00	0.00
912828SM3	UNITED STATES TREAS NTS 1 DUE 03-31-2017 REG							
60000.0000	04/16/2013 08/14/2012		61,159.96	60,820.51	0.00	339.45	0.00	0.00
912828TL4	UNITED STATES TREAS NTS DTD 00419 .25% DUE							
735000.0000	08-31-2014 REG							
22545MAD9	CMO CREDIT SUISSE COML MTG TR SER 2006-C4 5.467%	CMO1						
562.9500	DUE 09-15-2039 BEO		735,543.05	735,005.21	0.00	537.84	0.00	0.00
22545MAD9	CMO CREDIT SUISSE COML MTG TR SER 2006-C4 5.467%	CMO1						
48720.0500	DUE 09-15-2039 BEO		562.95	642.03	0.00	-79.08	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4	CMO1						
2343.2300	4.748 DUE 12-15-2014 REG		54,749.17	55,563.70	0.00	-814.53	0.00	0.00
	04/17/2013 05/08/2012		2,343.23	2,473.39	0.00	-130.16	0.00	0.00

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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-78476
Recipient's Tax ID Number: 36-6066240

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.				
22545MAD9	CMO CREDIT SUISSE COM1 MTG TR SER 2006-C4 5.467% DUE 09-15-2039 BEO	04/23/2013	0.01	0.00	0.00	0.00	0.00
0100							
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG	05/01/2013	51,389.47	0.00	595.54	0.00	0.00
45000.0000							
01F040651	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS SETTLES MAY	04/08/2013	101,531.25	0.00	59.38	0.00	0.00
95000.0000							
037411AZ8	APACHE CORP 3.25 DUE 04-15-2022 REG	05/02/2013	10,452.70	0.00	99.50	0.00	0.00
10000.0000							
037833AK6	APPLE INC 2.4% DUE 05-03-2023	05/02/2013	15,043.80	0.00	-2.70	0.00	0.00
15000.0000							
055451AN8	BHP BILLITON FIN 1 DUE 02-24-2015	05/02/2013	35,349.30	0.00	275.45	0.00	0.00
35000.0000							
060505CL6	BANK AMER CORP 5.75% DUE 08-15-2016 5.75% DUE 08-15-2016 BEO	05/02/2013	16,448.55	0.00	239.85	0.00	0.00
15000.0000							
06051GEM7	BANK AMER CORP 5.7% DUE 01-24-2022	05/02/2013	30,009.25	0.00	772.25	0.00	0.00
25000.0000							
064159BE5	BANK NOVA SCOTIA B C 1.375% DUE 12-18-2017 REG	05/02/2013	14,983.35	0.00	113.55	0.00	0.00
15000.0000							

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14040HAZ8	CAP 1 FINL CORP 2.15% DUE 03-23-2015										
150000.0000	05/02/2013 11/29/2012	15,313.20				15,345.00	0.00	0.00	-31.80	0.00	0.00
20030NAU5	COMCAST CORP NEW 6.3% DUE 11-15-2017 BEO										
200000.0000	05/02/2013 03/28/2013	24,526.20				24,418.20	0.00	0.00	108.00	0.00	0.00
24422ERV3	DEERE JOHN CAP .7% DUE 09-04-2015										
300000.0000	05/02/2013 09/04/2012	30,107.40				29,979.60	0.00	0.00	127.80	0.00	0.00
293580AA7	ENSCO PLC FORMERLY 4.7% DUE 03-15-2021										
200000.0000	05/02/2013 07/18/2012	22,794.00				22,351.60	0.00	0.00	442.40	0.00	0.00
38141GRCO	GOLDMAN SACHS GROUP INC SR NT 2.375 01-22-2018										
200000.0000	05/02/2013 01/23/2013	20,428.40				20,084.20	0.00	0.00	344.20	0.00	0.00
65535HAD1	NOMURA HLDGS INC NT 2% DUE 09-13-2016	MTN1									
250000.0000	05/02/2013 03/06/2013	25,139.75				24,916.00	0.00	0.00	223.75	0.00	0.00
68268NAJ2	ONEOK PARTNERS L P 3.375% DUE 10-01-2022 10-01-2022										
150000.0000	05/02/2013 09/18/2012	15,360.15				14,990.85	0.00	0.00	369.30	0.00	0.00
713448BX5	PEPSICO INC SR NT 0.75 3-5-2015										
100000.0000	05/02/2013 09/28/2012	10,054.20				10,055.80	0.00	0.00	-1.60	0.00	0.00
74432QBJ3	PRUDENTIAL FINANCIAL INC TRANCHE # TR 00033 4.75% DUE 09-17-2015	MTN1									
300000.0000	05/02/2013 04/03/2013	32,672.70				32,752.50	0.00	0.00	-79.80	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.				
78355HJU4	RYDER SYS INC MEDIUM TERM NTS BOOK ENTRYTRANCHE # TR 00211 2.35 2-26-2019	05/02/2013 04/18/2013	MTN1				
15000.0000			15,150.75	0.00	52.50	0.00	0.00
822582AR3	SHELL INTL FIN B V 1.125% DUE 08-21-2017						
15000.0000	05/02/2013 02/22/2013		15,012.45	0.00	188.25	0.00	0.00
89233P4B9	TOYOTA MTR CR CORP MEDIUM TERM NTS 3.2 DUE 06-17-2015		MTN1				
70000.0000	05/02/2013 05/03/2012		73,813.60	0.00	-958.30	0.00	0.00
94106LAY5	WASTE MANAGEMENT INC 2.9 DUE 09-15-2022 REG						
15000.0000	05/02/2013 09/06/2012		15,096.90	0.00	192.45	0.00	0.00
96332HCD9	WHIRLPOOL CORP 4.85 DUE 06-15-2021		MTN1				
20000.0000	05/02/2013 01/30/2013		22,401.20	0.00	878.20	0.00	0.00
3135G0GY3	FNMA 1.25 01-30-2017		FNMA				
70000.0000	05/03/2013 02/05/2013		71,800.75	0.00	364.35	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG						
50000.0000	05/03/2013 08/16/2012		56,730.27	0.00	292.57	0.00	0.00
912828SM3	UNITED STATES TREAS NTS 1 DUE 03-31-2017 REG						
5000.0000	05/03/2013 08/14/2012		5,097.05	0.00	28.67	0.00	0.00
912828TY6	UNITED STATES TREAS NTS DTD 11/15/2012 1.625% DUE 11-15-2022 REG						
50000.0000	05/03/2013 03/25/2013		49,730.27	0.00	788.66	0.00	0.00

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912828UE8	UNITED STATES TREAS NTS DTD 12/31/2012 .75% DUE 12-31-2017 REG		170,869.35	169,203.69	0.00	1,665.66	0.00	0.00
170000.0000	05/03/2013 02/12/2013							
912828UG3	UNITED STATES TREAS NTS .375 DUE 01-15-2016		220,454.72	220,286.49	0.00	168.23	0.00	0.00
220000.0000	05/03/2013 Various							
912828UK4	UTD STATES TREAS .25% DUE 01-31-2015		350,367.97	350,233.60	0.00	134.37	0.00	0.00
350000.0000	05/03/2013 04/16/2013							
01F022469	FNMA SINGLE FAMILY MORTGAGE 2.5% 15 YEARS SETTLES JUNE	FNMA	31,209.38	31,303.13	0.00	-93.75	0.00	0.00
30000.0000	05/06/2013 05/02/2013							
01F032658	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES MAY	FNMA	180,412.50	180,385.94	0.00	26.56	0.00	0.00
170000.0000	05/06/2013 04/08/2013							
01F032658	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES MAY	FNMA	350,083.59	350,160.94	0.00	-77.35	0.00	0.00
330000.0000	05/07/2013 04/08/2013							
912828UK4	UTD STATES TREAS .25% DUE 01-31-2015		105,085.78	105,070.08	0.00	15.70	0.00	0.00
105000.0000	05/07/2013 04/16/2013							
912828UE8	UNITED STATES TREAS NTS DTD 12/31/2012 .75% DUE 12-31-2017 REG		50,169.76	49,732.40	0.00	437.36	0.00	0.00
50000.0000	05/08/2013 Various							
03063XAC9	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD NTS 2012-4 CL A-2 49 04-08-2016	SPCL1	4,446.53	4,446.38	0.00	0.15	0.00	0.00
4446.5300	05/10/2013 09/05/2012							

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02005EAB6	ALLY AUTO .7% DUE 01-15-2015	SPCL1	9703.0900	05/15/2013	05/22/2012	9,703.09	9,702.65	0.00	0.44	0.00	0.00
02006EAB5	ALLY AUTO .48% DUE 05-15-2015	SPCL1	6084.3500	05/15/2013	08/07/2012	6,084.35	6,084.03	0.00	0.32	0.00	0.00
3137A45Y9	FHLMC MULTICLASS SER 3778 CL D 3.5 DUE 03-15-2025	GOLD1	8929.2200	05/15/2013	03/18/2013	8,929.22	9,341.15	0.00	-411.93	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG		250000.0000	05/30/2013	Various	276,278.30	283,239.67	0.00	-6,961.37	0.00	0.00
912828UK4	UTD STATES TREAS .25% DUE 01-31-2015		195000.0000	05/30/2013	04/16/2013	195,022.20	195,130.14	0.00	-107.94	0.00	0.00
053332AL6	AUTOZONE INC 4% DUE 11-15-2020		25000.0000	05/31/2013	09/25/2012	26,426.50	27,197.00	0.00	-770.50	0.00	0.00
060505CL6	BANK AMER CORP 5.75% DUE 08-15-2016 5.75% DUE 08-15-2016 REG		25000.0000	05/31/2013	11/15/2012	27,609.00	27,414.25	0.00	194.75	0.00	0.00
06051GEM7	BANK AMER CORP 5.7% DUE 01-24-2022		20000.0000	05/31/2013	03/27/2013	22,945.60	23,389.60	0.00	-444.00	0.00	0.00
17305EBU8	CITIBANK CR CARD 4.150000009537% DUE 07-07-2017	SPCL1	25000.0000	05/31/2013	02/19/2013	26,802.73	27,102.54	0.00	-299.81	0.00	0.00

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	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss		
20030NAU5	COMCAST CORP NEW 6.3% DUE 11-15-2017 BEO								
15000.0000		05/31/2013	03/28/2013	18,077.85	18,313.65	0.00	-235.80	0.00	0.00
36192PAJ5		GS MTG SECS TR 2012-GCJ9 CL A3 2.773	11-10-2022	SPCL1					
10000.0000		05/31/2013	11/16/2012	9,717.19	10,249.78	0.00	-532.59	0.00	0.00
40429CGD8		HSBC FIN CORP 6.676% DUE 01-15-2021							
30000.0000		05/31/2013	03/20/2013	35,589.30	35,807.40	0.00	-218.10	0.00	0.00
44890KAC0		HYUNDAI AUTO RECEIVABLES SER 2012-C CL A3.53		SPCL1					
30000.0000		05/31/2013	10/10/2012	29,983.59	29,996.22	0.00	-12.63	0.00	0.00
12624QAR4		COMM 2012-CCRE4 2.853% DUE 10-15-2045		SPCL1					
15000.0000		06/03/2013	11/02/2012	14,722.27	15,374.85	0.00	-652.58	0.00	0.00
46638UAC0		J P MORGAN CHASE SER 2012-C8 CL A3 2.8291	10-15-2045	SPCL1					
15000.0000		06/03/2013	09/27/2012	14,751.56	15,374.94	0.00	-623.38	0.00	0.00
14313KAC2		CARMAX AUTO OWNER .5199998093% DUE 07-17-2017		SPCL1					
30000.0000		06/04/2013	10/03/2012	29,956.64	29,993.13	0.00	-36.49	0.00	0.00
14313JAC5		CARMAX AUTO OWNER .84% DUE 03-15-2017		SPCL1					
55000.0000		06/05/2013	06/06/2012	55,128.91	54,988.69	0.00	140.22	0.00	0.00
587680AC3		MERCEDES-BENZ AUTO .47% DUE 10-17-2016		SPCL1					
35000.0000		06/05/2013	04/25/2013	34,917.97	35,005.47	0.00	-87.50	0.00	0.00

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981464DB3	WORLD FINL NETWORK CR CARD MA 1.76 2012-B A	SPCL1	45000.0000	06/05/2013	07/13/2012	45,393.75	44,998.87	0.00	394.88	0.00	0.00
98157HAB3	WORLD OMNI AUTO RECEIVABLES TR SER 2012-A CL A3	SPCL1	35000.0000	06/05/2013	07/11/2012	34,989.06	34,997.38	0.00	-8.32	0.00	0.00
01F022469	FNMA SINGLE FAMILY MORTGAGE 2.5% 15 YEARS SETTLES JUNE	FNMA	64999.9900	06/10/2013	05/02/2013	66,068.95	67,823.43	0.00	-1,754.48	0.00	0.00
01F032666	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES JUNE	FNMA	330000.0000	06/10/2013	05/07/2013	340,325.39	349,284.38	0.00	-8,958.99	0.00	0.00
03063XAC9	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD NTS 2012-4 CL A-2 .49 04-08-2016	SPCL1	3220.5600	06/10/2013	09/05/2012	3,220.56	3,220.45	0.00	0.11	0.00	0.00
912828UE8	UNITED STATES TREAS NTS DTD 12/31/2012 .75% DUE 12-31-2017 REG		35000.0000	06/10/2013	Various	34,563.75	34,910.27	0.00	-346.52	0.00	0.00
02006EAB5	ALLY AUTO .48% DUE 05-15-2015	SPCL1	6122.3000	06/17/2013	08/07/2012	6,122.30	6,121.97	0.00	0.33	0.00	0.00
3137A45Y9	FHLMC MULTICLASS SER 3778 CL D 3.5 DUE 03-15-2025 REG	GOLD1	5433.6400	06/17/2013	03/18/2013	5,433.64	5,684.31	0.00	-250.67	0.00	0.00
912828UE8	UNITED STATES TREAS NTS DTD 12/31/2012 .75% DUE 12-31-2017 REG		20000.0000	06/18/2013	03/04/2013	19,800.71	20,025.07	0.00	-224.36	0.00	0.00

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			Exchange	Symbol		Bonds, etc.	Stocks					
912828U21		UNITED STATES TREAS NTS DTD 04/30/2013 .625% DUE 04-30-2018 REG	07/01/2013	06/05/2013		33,821.37		34,388.99	0.00	-567.62	0.00	0.00
35000.0000												
03063XAC9		AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD NTS 2012-4 CL A-2 49 04-08-2016	07/08/2013	09/05/2012		3,259.74		3,259.63	0.00	0.11	0.00	0.00
3259.7400												
01F022477		FNMA SINGLE FAMILY MORTGAGE 2.5% 15 YEARS SETTLES JULY	07/09/2013	06/10/2013		64,629.30		65,924.22	0.00	-1,294.92	0.00	0.00
65000.0000												
01F032674		FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES JULY	07/09/2013	06/10/2013		330,837.89		339,435.94	0.00	-8,598.05	0.00	0.00
330000.0000												
02006EAB5		ALLY AUTO .48% DUE 05-15-2015										
5314.0300			07/15/2013	08/07/2012		5,314.03		5,313.75	0.00	0.28	0.00	0.00
3137A45Y9		FHLMC MULTICLASS SER 3778 CLD 3.5 DUE 03-15-2025 REG	07/15/2013	03/18/2013		5,079.37		5,313.70	0.00	-234.33	0.00	0.00
5079.3700												
38141EA58		GOLDMAN SACHS GROUP INC MEDIUM TERM NTS BOOK ENTRY NT 5.375% DUE 03-15-2020	07/26/2013	11/16/2012		11,009.90		11,372.00	0.00	-362.10	0.00	0.00
10000.0000												
912828TP5		UNITED STATES TREAS NTS DTD 09/15/2015 .25% DUE 09-15-2015 REG	08/06/2013	09/12/2012		59,873.24		59,845.51	0.00	27.73	0.00	0.00
60000.0000												
01F022485		FNMA SINGLE FAMILY MORTGAGE 2.5% 15 YEARS SETTLES AUGUST	08/07/2013	07/09/2013		64,852.73		64,502.34	0.00	350.39	0.00	0.00
65000.0000												

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AVALON, CA 90704-1522

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Recipient's Tax ID Number: 36-6066240

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
01F032682	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES AUGUST	FNMA	332,462.11	330,000.00	0.00	2,462.11	0.00	0.00
330000 0000	08/07/2013 07/09/2013							
03063XAC9	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD	SPCL1	3,696.62	3,696.49	0.00	0.13	0.00	0.00
3696.6200	NTS 2012-4 CL A-2 49 04-08-2016							
08/08/2013 09/05/2012								
912828UE8	UNITED STATES TREAS NTS DTD 12/31/2012 .75% DUE							
12-31-2017 REG								
350000.0000	08/08/2013 03/04/2013		34,360.04	35,043.87	0.00	-683.83	0.00	0.00
94974BFJ4	WELLS FARGO & CO TRANCHE # SR 00129 3.45DUE							
02-13-2023								
300000.0000	08/08/2013 02/06/2013		28,553.40	29,982.30	0.00	-1,428.90	0.00	0.00
912828TP5	UNITED STATES TREAS NTS DTD 09/15/2015 .25% DUE							
09-15-2015 REG								
1350000.0000	08/09/2013 Various		134,720.06	134,611.79	0.00	108.27	0.00	0.00
912828UK4	UTD STATES TREAS .25% DUE 01-31-2015							
2700000.0000	08/09/2013 Various		270,146.75	270,061.06	0.00	85.69	0.00	0.00
3134G3KS8	FHLMC MULTICLASS SER 2012-1 CL A-10 2.06DUE	CMO1						
01-15-2022								
3164.4800	08/15/2013 08/06/2013		3,164.48	3,190.19	0.00	-25.71	0.00	0.00
3137A45Y9	FHLMC MULTICLASS SER 3778 CL D 3.5 DUE 03-15-2025	GOLD1						
REG								
4598.9200	08/15/2013 03/18/2013		4,598.92	4,811.08	0.00	-212.16	0.00	0.00
912828TY6	UNITED STATES TREAS NTS DTD 11/15/2012 1.625% DUE							
11-15-2022 REG								
100000.0000	08/15/2013 05/29/2013		9,119.49	9,605.12	0.00	-485.63	0.00	0.00

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OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

THE NORTHERN TRUST COMPANY
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912828UG3	UNITED STATES TREAS NTS .375 DUE 01-15-2016		29,899.12	30,044.63	0.00	-145.51	0.00	0.00
30000.0000	08/19/2013 04/19/2013							
912828UZ1	UNITED STATES TREAS NTS DTD 04/30/2013 .625% DUE		28,662.79	29,476.27	0.00	-813.48	0.00	0.00
30000.0000	04-30-2018 REG 08/22/2013 06/05/2013							
3136A33E9	FNMA REMIC TR 2012-28 CL-PT 4 03-25-2042	FNMA	1,534.16	1,600.80	0.00	-66.64	0.00	0.00
1534.1600	08/26/2013 07/11/2013							
912828UK4	UTD STATES TREAS .25% DUE 01-31-2015		30,001.07	30,003.61	0.00	-2.54	0.00	0.00
30000.0000	08/26/2013 06/04/2013							
01F032690	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	FNMA	118,875.00	120,562.50	0.00	-1,687.50	0.00	0.00
120000.0000	SETTLES SEPTEMBER 09/03/2013 08/07/2013							
912828UZ1	UNITED STATES TREAS NTS DTD 04/30/2013 .625% DUE		33,255.35	34,341.14	0.00	-1,085.79	0.00	0.00
35000.0000	04-30-2018 REG 09/05/2013 06/05/2013							
01F022493	FNMA SINGLE FAMILY MTG 2.5 15 YEARS SETTLES SEP	FNMA	63,979.30	64,705.47	0.00	-726.17	0.00	0.00
65000.0000	09/09/2013 08/07/2013							
01F032690	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	FNMA	208,203.52	210,984.38	0.00	-2,780.86	0.00	0.00
210000.0000	SETTLES SEPTEMBER 09/09/2013 08/07/2013							
3134G3KS8	FHLMC MULTICLASS SER 2012-1 CL A-10 2.06DUE	CMO1	2,783.81	2,806.43	0.00	-22.62	0.00	0.00
2783.8100	01-15-2022 09/16/2013 08/06/2013							

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3137A45Y9	FHLMC MULTICLASS SER 3778 CL D 3.5 DUE 03-15-2025 REG	GOLD1	2,886.25	3,019.40	0.00	-133.15	0.00	0.00
2886.2500	09/16/2013 03/18/2013							
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG		53,031.05	56,707.23	0.00	-3,676.18	0.00	0.00
50000.0000	09/19/2013 09/20/2012							
912828TP5	UNITED STATES TREAS NTS DTD 09/15/2015 .25% DUE 09-15-2015 REG		14,971.83	14,956.69	0.00	15.14	0.00	0.00
15000.0000	09/24/2013 12/26/2012							
3136A33E9	FNMA REMIC TR 2012-28 CL-PT 4 03-25-2042	FNMA	1,851.16	1,931.57	0.00	-80.41	0.00	0.00
1851.1600	09/25/2013 07/11/2013							
06051GEM7	BANK AMER CORP 5.7% DUE 01-24-2022		33,712.80	35,084.40	0.00	-1,371.60	0.00	0.00
30000.0000	09/30/2013 03/27/2013							
912828TY6	UNITED STATES TREAS NTS DTD 11/15/2012 1.625% DUE 11-15-2022 REG		18,524.92	19,210.24	0.00	-685.32	0.00	0.00
20000.0000	09/30/2013 05/29/2013							
912828TY6	UNITED STATES TREAS NTS DTD 11/15/2012 1.625% DUE 11-15-2022 REG		32,351.62	33,612.44	0.00	-1,260.82	0.00	0.00
35000.0000	10/01/2013 Various							
01F0326A7	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES OCTOBER	FNMA	214,101.56	207,604.69	0.00	6,496.87	0.00	0.00
210000.0000	10/03/2013 09/09/2013							
073902PR3	BEAR STEARNS COS INC BEAR STEARNS CO 6.410 2 17 6.4% DUE 10-02-2017	MTN1	29,199.75	30,112.00	0.00	-912.25	0.00	0.00
25000.0000	10/03/2013 11/16/2012							

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					Stocks, etc.	Cost or Other Basis				
912828UG3		UNITED STATES TREAS NTS .375 DUE 01-15-2016								
235000.0000		10/03/2013 Various			234,916.60	234,973.44	0.00	-56.84	0.00	0.00
912828UZ1		UNITED STATES TREAS NTS DTD 04/30/2013 .625% DUE 04-30-2018 REG								
250000.0000		10/03/2013 Various			24,328.04	24,374.51	0.00	-46.47	0.00	0.00
01F0224A0		FNMA SINGLE FAMILY MORTGAGE 2.5 15 YEARS SETTLES OCTOBER								
650000.0000		10/07/2013 09/09/2013			65,413.87	63,859.18	0.00	1,554.69	0.00	0.00
3134G3KS8		FHLMC MULTICLASS SER 2012-1 CL A-10 2.06DUE 01-15-2022								
2132.6300		10/15/2013 08/06/2013			2,132.63	2,149.96	0.00	-17.33	0.00	0.00
3137A45Y9		FHLMC MULTICLASS SER 3778 CL D 3.5 DUE 03-15-2025 REG								
1912.4600		10/15/2013 03/18/2013			1,912.46	2,000.69	0.00	-88.23	0.00	0.00
20030NAU5		COMCAST CORP NEW 6.3% DUE 11-15-2017 BEO								
10000.0000		10/24/2013 03/28/2013			11,821.40	12,209.10	0.00	-387.70	0.00	0.00
3136A33E9		FNMA REMIC TR 2012-28 CL-PT 4 03-25-2042								
2827.7400		10/25/2013 07/11/2013			2,827.74	2,950.57	0.00	-122.83	0.00	0.00
20030NAU5		COMCAST CORP NEW 6.3% DUE 11-15-2017 BEO								
30000.0000		11/01/2013 Various			35,433.90	36,320.55	0.00	-886.65	0.00	0.00
01F0224B8		FNMA SINGLE FAMILY MORTGAGE 2.5% 15 YEARS SETTLES NOVEMBER								
650000.0000		11/04/2013 10/07/2013			65,533.20	65,274.22	0.00	258.98	0.00	0.00

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			Exchange	Acquisition					
912828TY6		UNITED STATES TREAS NTS DTD 11/15/2012 1.625% DUE							
30000.0000		11-15-2022 REG							
		11/13/2013 05/31/2013			27,619.80	0.00	-1,161.57	0.00	0.00
3134G3KS8		FHLMC MULTICLASS SER 2012-1 CL A-10 2.06DUE			CMO1				
1960.1600		01-15-2022			1,960.16	0.00	-15.93	0.00	0.00
		11/15/2013 08/06/2013			1,976.09				
3137A45Y9		FHLMC MULTICLASS SER 3778 CL D 3.5 DUE 03-15-2025			GOLD1				
2615.5800		11/15/2013 03/18/2013			2,615.58	0.00	-120.66	0.00	0.00
3136A33E9		FNMA REMIC TR 2012-28 CL-PT 4 03-25-2042			FNMA				
1978.4100		11/25/2013 07/11/2013			1,978.41	0.00	-85.94	0.00	0.00
912828RS1		US TREAS NTS 00377 25 DUE 11-30-2013 REG							
330000.0000		12/02/2013 08/09/2013			330,000.00	0.00	-194.46	0.00	0.00
912828UZ1		UNITED STATES TREAS NTS DTD 04/30/2013 .625% DUE							
50000.0000		04-30-2018 REG							
		12/05/2013 08/09/2013			48,596.13	0.00	63.86	0.00	0.00
3134G3KS8		FHLMC MULTICLASS SER 2012-1 CL A-10 2.06DUE			CMO1				
1664.2900		01-15-2022			1,664.29	0.00	-13.52	0.00	0.00
		12/16/2013 08/06/2013			1,677.81				
3137A45Y9		FHLMC MULTICLASS SER 3778 CL D 3.5 DUE 03-15-2025			GOLD1				
1548.1200		12/16/2013 03/18/2013			1,548.12	0.00	-71.42	0.00	0.00
92857WAF7		VODAFONE GROUP PLC 5% DUE 12-16-2013							
45000.0000		12/16/2013 08/09/2013			45,000.00	0.00	-691.20	0.00	0.00

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912828VC1	UNITED STATES TREAS NTS 0.25 DUE 05-15-2016							
25000.0000	12/18/2013 11/04/2013	24,884.68		24,879.97	0.00	4.71	0.00	0.00
3136A33E9	FNMA REMIC TR 2012-28 CL-PT 4 03-25-2042	FNMA						
1566.3800	12/26/2013 07/11/2013	1,566.38		1,634.42	0.00	-68.04	0.00	0.00
912828TY6	UNITED STATES TREAS NTS DTD 11/15/2012 1.625% DUE 11-15-2022 REG							
30000.0000	12/31/2013 05/31/2013	27,103.01		28,781.37	0.00	-1,678.36	0.00	0.00
Total Short Term Sales		11,900,202.61		11,937,218.06	0.00	-37,015.45	0.00	0.00
Long Term Sales								
74432QBE4	PRUDENTIAL FINL INC MED TRM NTS BOOKTRANCHE #	MTN1						
85000.0000	TR 00029 5.15 01-15-2013							
	01/15/2013 10/30/2009	85,000.00		89,250.85	0.00	-4,250.85	0.00	0.00
89236QAB7	TOYOTA AUTO 5.2999997139% DUE 04-15-2014	SPCL1						
8552.9200	01/15/2013 09/21/2011	8,552.92		8,552.79	0.00	0.13	0.00	0.00
22541QDJ8	CMO CR SUISSE 1ST BSTN MTG SECS CORP	CMO1						
10632.6800	SER2003-C3 CL A5 3.936 5-15-38							
	01/17/2013 07/27/2011	10,632.68		10,983.64	0.00	-350.96	0.00	0.00
38141GER1	GOLDMAN SACHS GROUP INC FOR FUTURE EQUITGS							
70000.0000	5.75 10/01/16 5.75 10-1-16 BEO							
	01/23/2013 03/04/2010	79,809.10		74,292.40	0.00	5,516.70	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA						
1349.7000	01/25/2013 11/16/2009	1,349.70		1,410.86	0.00	-61.16	0.00	0.00

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199575AR2	COLBS SOUTHN PWR 5.5% DUE 03-01-2013 DUE							
83000.0000	03-01-2013/02-28-2013 REG							
	02/11/2013 11/18/2009	83,184.26	88,697.95	0.00	0.00	-5,513.69	0.00	0.00
205887BE1	CONAGRA FOODS INC SR NT 5.875 DUE 04-15-2014							
70000.0000	02/11/2013 Various	74,032.00	75,974.90	0.00	0.00	-1,942.90	0.00	0.00
260543BW2	DOW CHEM CO 7.6% DUE 05-15-2014							
23000.0000	02/11/2013 03/21/2011	24,944.65	26,731.06	0.00	0.00	-1,786.41	0.00	0.00
816851AN9	SEMPRA ENERGY 6.5% DUE 06-01-2016							
70000.0000	02/11/2013 07/27/2009	81,818.10	75,273.80	0.00	0.00	6,544.30	0.00	0.00
120568AU4	BUNGE LTD FIN CORP 4.1% DUE 03-15-2016							
10000.0000	02/12/2013 03/30/2011	10,691.70	10,046.90	0.00	0.00	644.80	0.00	0.00
25459HBA2	DIRECTV HLDG/FIN 5 DUE 03-01-2021							
35000.0000	02/12/2013 Various	38,387.65	36,832.75	0.00	0.00	1,554.90	0.00	0.00
29379VAC7	ENTERPRISE PRODS 6.5% DUE 01-31-2019 DUE							
20000.0000	01-31-2019/04-03-2008 REG							
	02/12/2013 02/23/2010	24,756.20	22,036.80	0.00	0.00	2,719.40	0.00	0.00
786514BP3	SAFEWAY INC 6.35% DUE 08-15-2017							
25000.0000	02/12/2013 07/27/2010	28,436.75	29,161.00	0.00	0.00	-724.25	0.00	0.00
91913YANO	VALERO ENERGY CORP 9.375% DUE							
30000.0000	03-15-201903-15-2019 REG							
	02/12/2013 11/03/2009	41,028.00	35,649.30	0.00	0.00	5,378.70	0.00	0.00

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07383F5K0	CMO BEAR STEARNS COML MTG SECS INC SER 2005-T18 CL A-4 4.933 DUE 02-13-2042 BEO 02/13/2013 02/03/2012	CMO1	153.3900			153.39	168.08	0.00	-14.69	0.00	0.00
22541QDJ8	CMO CR SUISSSE 1ST BSTN MTG SECS CORP SER2003-C3 CL A5 3.936 5-15-38 02/15/2013 07/27/2011	CMO1	18513.4600			18,513.46	19,124.55	0.00	-611.09	0.00	0.00
89236QAB7	TOYOTA AUTO .52999997139% DUE 04-15-2014	SPCL1									
8510.4300	02/15/2013 09/21/2011	8,510.43							0.13	0.00	0.00
822582AF9	SHELL INTL FIN B V 4% DUE 03-21-2014 03-21-2014/03-23-2009 REG 02/22/2013 04/11/2011		60000.0000			62,288.40	64,006.80	0.00	-1,718.40	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA									
929.4400	02/25/2013 11/16/2009	929.44					971.56	0.00	-42.12	0.00	0.00
07383F5K0	CMO BEAR STEARNS COML MTG SECS INC SER 2005-T18 CL A-4 4.933 DUE 02-13-2042 BEO 03/13/2013 02/03/2012	CMO1	124.1100			124.11	135.99	0.00	-11.88	0.00	0.00
22541QDJ8	CMO CR SUISSSE 1ST BSTN MTG SECS CORP SER2003-C3 CL A5 3.936 5-15-38 03/15/2013 07/27/2011	CMO1	2550.6900			2,550.69	2,634.88	0.00	-84.19	0.00	0.00
25746UAM1	DOMINION RES INC 5% DUE 03-15-2013 03-15-2013/03-14-2013 BEO 03/15/2013 09/02/2009		70000.0000			70,000.00	74,396.70	0.00	-4,396.70	0.00	0.00
34523VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2.63 DUE 04-15-2014 03/15/2013 02/28/2012	SPCL1	13419.3600			13,419.36	13,417.99	0.00	1.37	0.00	0.00

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			Exchange	Acquisition					
89236QAB7		TOYOTA AUTO .52999997139% DUE 04-15-2014			SPCL1				
7658.3900		03/15/2013 09/21/2011			7,658.39	0.00	0.12	0.00	0.00
912828PT1		UNITED STATES TREAS NTS DTD 00330 2.625%DUE							
40000.0000		01-31-2018 REG 03/18/2013 12/08/2011			43,395.47	0.00	141.90	0.00	0.00
31408GJF5		FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO			FNMA				
137.1200		03/25/2013 11/16/2009			137.12	0.00	-6.21	0.00	0.00
06051GDZ9		BANK AMER CORP 7.625% DUE 06-01-2019							
115000.0000		03/27/2013 Various			146,244.35	0.00	15,122.80	0.00	0.00
91324PAE2		UNITEDHEALTH GROUP 4.875% DUE 04-01-2013GROUP							
70000.0000		INC 4.875% DUE 04-01-2013 BEO 04/01/2013 09/16/2010			70,000.00	0.00	-5,422.20	0.00	0.00
07383F5K0		CMO BEAR STEARNS COM L MTG SECS INC SER			CMO1				
123.7500		2005-T18 CL A-4 4.933 DUE 02-13-2042 BEO 04/15/2013 02/03/2012			123.75	0.00	-11.85	0.00	0.00
34529VAC6		FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL			SPCL1				
14827.2700		A-2.63 DUE 04-15-2014 04/15/2013 02/28/2012			14,827.27	0.00	1.52	0.00	0.00
89236QAB7		TOYOTA AUTO .52999997139% DUE 04-15-2014			SPCL1				
8202.6300		04/15/2013 09/21/2011			8,202.63	0.00	0.13	0.00	0.00
912828PT1		UNITED STATES TREAS NTS DTD 00330 2.625%DUE							
45000.0000		01-31-2018 REG 04/18/2013 12/08/2011			49,188.72	0.00	368.81	0.00	0.00

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2013 Tax Information Statement

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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number:
26-78476
36-6066240

Recipient's Tax ID Number:

☐ 2nd TIN notice

☐ Corrected

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Cost or Other Basis	Wash Sale Loss Disallowed	
92978PAE9	CMO WACHOVIA BK PASS-TH MTG PASSTHRU CTFCL A-4	CMO1	105,453.12	0.00	0.00
100000.0000	5,315 DUE 11-15-2048 04/19/2013 02/09/2011	113,031.25	7,578.13	0.00	0.00
50180CAD2	CMO LB-UBS COMIL MTG TR 2006-C7 COMIL MTG PASSTHRU CTFCL A-3 5 347 11-15-2038 REG	CMO1	16,289.65	0.00	0.00
150000.0000	04/22/2013 06/16/2011	17,015.63	725.98	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA	1,411.80	0.00	0.00
1350.6000	04/25/2013 11/16/2009	1,350.60	-61.20	0.00	0.00
05531FAF0	BB&T CORP SR 3.95% DUE 04-29-2016		54,932.90	0.00	0.00
550000.0000	05/02/2013 04/26/2010	59,909.30	4,976.40	0.00	0.00
067901AF5	BARRICK GOLD CORP 2.9% DUE 05-30-2016		30,563.70	0.00	0.00
300000.0000	05/02/2013 11/30/2011	31,254.90	691.20	0.00	0.00
073902PR3	BEAR STEARNS COS INC BEAR STEARNS CO 6.410 2 17	MTN1	28,474.00	0.00	0.00
250000.0000	6.4% DUE 10-02-2017 05/02/2013 03/02/2011	30,017.75	1,543.75	0.00	0.00
097023AY1	BOEING CO SR NT 3.5 DUE 02-15-2015		27,017.25	0.00	0.00
250000.0000	05/02/2013 08/22/2011	26,410.50	-606.75	0.00	0.00
120568AU4	BUNGE LTD FIN CORP 4.1% DUE 03-15-2016		20,093.80	0.00	0.00
200000.0000	05/02/2013 03/30/2011	21,402.60	1,308.80	0.00	0.00
14912L4V0	CATERPILLAR FINL SVCS CORP MEDIUM TERM N1.375 DUE 05-20-2014	MTN1	30,276.90	0.00	0.00
300000.0000	05/02/2013 09/12/2011	30,301.20	24.30	0.00	0.00

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P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-78476
Recipient's Tax ID Number: 36-6066240

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
					Bonds, etc.	MTN1				Tax	Withheld	
36962G2G8		GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK										
85000.0000		ENTRY MTN 5.4% DUE 02-15-2017	05/02/2013	12/07/2009	97,749.15		87,816.05	0.00	9,933.10	0.00	0.00	0.00
36962G4R2		GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK										
30000.0000		ENTRY MTN 4.375% DUE 09-16-2020	05/02/2013	03/24/2011	34,110.60		29,397.37	0.00	4,713.23	0.00	0.00	0.00
373334JV4		GEORGIA PWR CO 3% DUE 04-15-2016										
25000.0000		05/02/2013 01/23/2012			26,699.75		26,518.00	0.00	181.75	0.00	0.00	0.00
38141EA58		GOLDMAN SACHS GROUP INC MEDIUM TERM NTS BOOK										
20000.0000		ENTRY NT 5.375% DUE 03-15-2020	05/02/2013	Various	23,389.80		20,953.25	0.00	2,436.55	0.00	0.00	0.00
40429CCS9		HSBC FIN CORP 5% DUE 06-30-2015										
60000.0000		05/02/2013 03/24/2010			64,846.20		62,631.60	0.00	2,214.60	0.00	0.00	0.00
472319AK8		JEFFERIES GROUP 5.125% DUE 04-13-2018										
35000.0000		05/02/2013 04/08/2011			38,825.15		34,878.20	0.00	3,946.95	0.00	0.00	0.00
59156RAR9		METLIFE INC 6.817% DUE 08-15-2018 08-15-2018 REG										
100000.0000		05/02/2013 11/02/2009			126,452.00		111,853.00	0.00	14,599.00	0.00	0.00	0.00
655664AN0		NORDSTROM INC 4.75% DUE 05-01-2020										
30000.0000		05/02/2013 08/12/2011			35,279.40		32,389.59	0.00	2,889.81	0.00	0.00	0.00
717081DA8		PFIZER INC NT 5.35 DUE 03-15-2015										
60000.0000		05/02/2013 02/24/2012			65,228.40		68,346.60	0.00	-3,118.20	0.00	0.00	0.00

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AVALON, CA 90704-1522

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
786514BP3	SAFEWAY INC 6.35% DUE 08-15-2017							
30000.0000	05/02/2013 07/27/2010		35,257.80	34,993.20	0.00	264.60	0.00	0.00
855244AC3	STARBUCKS CORP 6.25% DUE 08-15-2017							
35000.0000	05/02/2013 08/12/2010		42,008.40	40,591.60	0.00	1,416.80	0.00	0.00
91324PBP6	UNITEDHEALTH GROUP 4.7% DUE 02-15-2021							
45000.0000	05/02/2013 02/15/2011		52,461.45	45,067.50	0.00	7,393.95	0.00	0.00
91913YAN0	VALERO ENERGY CORP 9.375% DUE 03-15-201903-15-2019 REG							
10000.0000	05/02/2013 11/03/2009		13,788.50	11,883.10	0.00	1,905.40	0.00	0.00
92343VAL8	VERIZON 5.5% DUE 02-15-2018 02-15-2018/02-12-2008 BEO							
25000.0000	05/02/2013 06/04/2010		29,514.75	27,185.75	0.00	2,329.00	0.00	0.00
92857WAF7	VODAFONE GROUP PLC 5% DUE 12-16-2013							
140000.0000	05/02/2013 12/01/2009		143,840.20	151,968.60	0.00	-8,128.40	0.00	0.00
929903DT6	WACHOVIA CORP NEW WACHOVIA CORP 5.75% DUE 06-15-2017	MTN1						
30000.0000	05/02/2013 08/11/2009		35,258.10	30,964.80	0.00	4,293.30	0.00	0.00
096630AA6	BOARDWALK PIPELINES LP BOARDWALK PIPELINES LP BONDS 5.875 DUE 11/15/16							
40000.0000	05/03/2013 09/22/2010		45,250.80	45,477.60	0.00	-226.80	0.00	0.00
285661AD6	ELECTR DATA SYS STEP CPN 6% DUE 08-01-2013							
90000.0000	05/03/2013 08/12/2009		91,089.00	99,463.50	0.00	-8,374.50	0.00	0.00

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3137EADC0	FEDERAL HOME LN MTG CORP 1 DUE 03-08-2017							
850000.0000	05/03/2013 03/05/2012	86,327.87		84,582.65	0.00	1,745.22	0.00	0.00
91159HGU8	U S BANCORP MEDIUM 3.15% DUE 03-04-2015 BD 3.15% DUE 03-04-2015	MTN1						
500000.0000	05/03/2013 03/19/2010	52,340.50		49,990.50	0.00	2,350.00	0.00	0.00
949746NX5	WELLS FARGO & CO 5.625% DUE 12-11-2017 5.625% DUE 12-11-2017 BEQ							
500000.0000	05/03/2013 08/19/2010	59,257.00		56,437.00	0.00	2,820.00	0.00	0.00
07383F5K0	CMO BEAR STEARNS COMML MTG SECS INC SER 2005-T18 CL A-4 4.933 DUE 02-13-2042 BEQ	CMO1						
360 4200	05/13/2013 02/03/2012	360.42		394.93	0.00	-34.51	0.00	0.00
34529VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2.63 DUE 04-15-2014	SPCL1						
15958.8300	05/15/2013 02/28/2012	15,958.83		15,957.19	0.00	1.64	0.00	0.00
89236QAB7	TOYOTA AUTO .52999997139% DUE 04-15-2014	SPCL1						
8024.8900	05/15/2013 09/21/2011	8,024.89		8,024.77	0.00	0.12	0.00	0.00
05531FAF0	BB&T CORP SR 3.95% DUE 04-29-2016							
550000.0000	05/17/2013 04/26/2010	59,767.95		54,932.90	0.00	4,835.05	0.00	0.00
929766NQ2	CMO WACHOVIA BK COMML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG	CMO1						
210.1700	05/17/2013 05/08/2012	210.17		221.84	0.00	-11.67	0.00	0.00
43813BAD4	HONDA AUTO .94% DUE 09-22-2014	SPCL1						
1421.5300	05/21/2013 06/28/2011	1,421.53		1,418.98	0.00	2.55	0.00	0.00

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P.O. BOX 1522
AVALON, CA 90704-1522

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA	1,322.73	1,382.67	0.00	-59.94	0.00	0.00
1322.7300	05/28/2013 11/16/2009							
92936JBB9	WFRBS COM1 MTG TR 3.66700005531% DUE 11-15-2044	SPCL1	63,564.84	63,112.50	0.00	452.34	0.00	0.00
60000.0000	05/29/2013 01/27/2012							
25459HBA2	DIRECTV HLDG/FIN 5 DUE 03-01-2021		22,213.60	21,790.60	0.00	423.00	0.00	0.00
20000.0000	05/31/2013 09/07/2011							
29379VAC7	ENTERPRISE PRODS 6.5% DUE 01-31-2019 DUE		18,304.05	16,527.60	0.00	1,776.45	0.00	0.00
15000.0000	01-31-2019/04-03-2008 REG 05/31/2013 02/23/2010							
320517AA3	1ST HORIZON NATL 5.375% DUE 12-15-2015		32,716.50	31,599.00	0.00	1,117.50	0.00	0.00
30000.0000	05/31/2013 03/23/2011							
36192BAY3	GS MTG SECS TR 3.482 DUE 01-10-2045	SPCL1	77,786.13	76,122.11	0.00	1,664.02	0.00	0.00
75000.0000	05/31/2013 01/24/2012							
929043AF4	VORNADO RLTY L P 4.25% DUE 04-01-2015		46,966.50	44,567.69	0.00	2,398.81	0.00	0.00
45000.0000	05/31/2013 06/02/2010							
126192AD5	COMM 2012-LC4 MTG TR CTF CL A-4 3.288 12-10-2044	SPCL1	20,556.25	20,242.19	0.00	314.06	0.00	0.00
20000.0000	06/03/2013 03/13/2012							
40414LAD1	HCP INC 5.375% DUE 02-01-2021		51,384.60	45,054.45	0.00	6,330.15	0.00	0.00
45000.0000	06/04/2013 01/20/2011							

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

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Cusip	Quantity Sold	Description	Date of		Stocks or Other Symbol	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
			Exchange	Acquisition					
92343VAL8		VERIZON 5.5% DUE 02-15-2018 02-15-2018/02-12-2008 BEO							
30000.0000		06/04/2013 06/04/2010			34,885.20	0.00	2,262.30	0.00	0.00
07383F5K0		CMO BEAR STEARNS COMML MTG SECS INC SER							
443.8200		2005-T18 CL A-4.933 DUE 02-13-2042 BEO			443.82	0.00	-42.49	0.00	0.00
		06/13/2013 02/03/2012							
02005EAB6		ALLY AUTO .7% DUE 01-15-2015							
9077.0900		06/17/2013 05/22/2012			9,076.68	0.00	0.41	0.00	0.00
34529VAC6		FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL							
16723.1500		A-2.63 DUE 04-15-2014			16,721.44	0.00	1.71	0.00	0.00
		06/17/2013 02/28/2012							
89236QAB7		TOYOTA AUTO .52999997139% DUE 04-15-2014							
6229.6300		06/17/2013 09/21/2011			6,229.53	0.00	0.10	0.00	0.00
929766NQ2		CMO WACHOVIA BK COMML MTG TR 2004-C10 CTF CL A-4							
1310.2200		4.748 DUE 12-15-2014 REG			1,383.00	0.00	-72.78	0.00	0.00
		06/17/2013 05/08/2012							
43813BAD4		HONDA AUTO .94% DUE 09-22-2014							
8579.0000		06/21/2013 06/28/2011			8,563.58	0.00	15.42	0.00	0.00
31408GJF5		FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO							
1301.3000		06/25/2013 11/16/2009			1,360.27	0.00	-58.97	0.00	0.00
02005EAB6		ALLY AUTO .7% DUE 01-15-2015							
8301.8800		07/15/2013 05/22/2012			8,301.51	0.00	0.37	0.00	0.00

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
07383F5K0	CMO BEAR STEARNS COM1 MTG SECS INC SER 2005-T18 CL A-4 933 DUE 02-13-2042 BEO	CMO1	111.6500	07/15/2013	02/03/2012	111.65	122.34	0.00	-10.69	0.00	0.00
34529VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2 .63 DUE 04-15-2014	SPCL1	14702.0700	07/15/2013	02/28/2012	14,702.07	14,700.56	0.00	1.51	0.00	0.00
929766NQ2	CMO WACHOVIA BK COM1 MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG	CMO1	209.2800	07/17/2013	05/08/2012	209.28	220.90	0.00	-11.62	0.00	0.00
43813BAD4	HONDA AUTO .94% DUE 09-22-2014	SPCL1	7628.5900	07/22/2013	06/28/2011	7,628.59	7,614.88	0.00	13.71	0.00	0.00
29379VAC7	ENTERPRISE PRODS 6.5% DUE 01-31-2019 DUE 01-31-2019/04-03-2008 REG		25000.0000	07/25/2013	02/23/2010	29,779.00	27,546.00	0.00	2,233.00	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA	653.0700	07/25/2013	11/16/2009	653.07	682.66	0.00	-29.59	0.00	0.00
38141EA58	GOLDMAN SACHS GROUP INC MEDIUM TERM NTS BOOK ENTRY NT 5.375% DUE 03-15-2020	MTN1	40000.0000	07/26/2013	02/08/2011	44,039.60	40,627.60	0.00	3,412.00	0.00	0.00
912828PT1	UNITED STATES TREAS NTS DTD 00330 2.625%DUE 01-31-2018 REG		10000.0000	08/08/2013	12/08/2011	10,628.09	10,848.87	0.00	-220.78	0.00	0.00
07383F5K0	CMO BEAR STEARNS COM1 MTG SECS INC SER 2005-T18 CL A-4 933 DUE 02-13-2042 BEO	CMO1	600.3600	08/13/2013	02/03/2012	600.36	657.84	0.00	-57.48	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition						
02005EAB6	ALLY AUTO .7% DUE 01-15-2015		SPCL1					
9224.6900	08/15/2013 05/22/2012		9,224.69	9,224.27	0.00	0.42	0.00	0.00
02006EAB5	ALLY AUTO .48% DUE 05-15-2015		SPCL1					
6184.0600	08/15/2013 08/07/2012		6,184.06	6,183.73	0.00	0.33	0.00	0.00
34529VAC6	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL		SPCL1					
15249.2800	A-2.63 DUE 04-15-2014 08/15/2013 02/28/2012		15,249.28	15,247.72	0.00	1.56	0.00	0.00
00163MAB0	AMB PPTY L P 7.5 NT DUE 06-30-2018 BEO							
70000.0000	08/16/2013 04/15/2010		85,535.10	77,618.10	0.00	7,917.00	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4		CMO1					
194.0500	4.748 DUE 12-15-2014 REG 08/16/2013 05/08/2012		194.05	204.83	0.00	-10.78	0.00	0.00
43813BAD4	HONDA AUTO .94% DUE 09-22-2014		SPCL1					
7745.1200	08/21/2013 06/28/2011		7,745.12	7,731.20	0.00	13.92	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO		FNMA					
131.8900	08/26/2013 11/16/2009		131.89	137.87	0.00	-5.98	0.00	0.00
03063XAC9	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD		SPCL1					
3575.4300	NTS 2012-4 CL A-2.49 04-08-2016 09/09/2013 09/05/2012		3,575.43	3,575.31	0.00	0.12	0.00	0.00
07383F5K0	CMO BEAR STEARNS COML MTG SECS INC SER		CMO1					
188.5300	2005-T18 CL A-4 4.933 DUE 02-13-2042 BEO 09/13/2013 02/03/2012		188.53	206.58	0.00	-18.05	0.00	0.00

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Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-78476
Recipient's Tax ID Number: 36-6066240

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Description	Date of		Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
			Exchange	Acquisition						
02005EAB6	8665.0700	ALLY AUTO .7% DUE 01-15-2015	ALLY AUTO	09/16/2013	SPCL1	8,665.07	0.00	0.39	0.00	0.00
02006EAB5	5737.1300	ALLY AUTO .48% DUE 05-15-2015	ALLY AUTO	09/16/2013	SPCL1	5,737.13	0.00	0.30	0.00	0.00
34529VAC6	3498.2200	FORD CR AUTO LEASE TR 2012-A ASSET BACKED NT CL A-2 .63 DUE 04-15-2014	FORD CR AUTO	09/16/2013	SPCL1	3,498.22	0.00	0.36	0.00	0.00
929766NQ2	18051.8200	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4.748 DUE 12-15-2014 REG	CMO1	09/17/2013	SPCL1	19,054.54	0.00	-1,002.72	0.00	0.00
43813BAD4	7291.9300	HONDA AUTO .94% DUE 09-22-2014	HONDA AUTO	09/23/2013	SPCL1	7,291.93	0.00	13.10	0.00	0.00
31408GJF5	1755.9100	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA	09/25/2013	FNMA	1,835.47	0.00	-79.56	0.00	0.00
073902PR3	35000.0000	BEAR STEARNS COS INC BEAR STEARNS CO 6.410 2 17 6.4% DUE 10-02-2017	MTN1	10/03/2013	MTN1	40,879.65	0.00	1,016.05	0.00	0.00
912828PT1	10000.0000	UNITED STATES TREAS NTS DTD 00330 2.625%DUE 01-31-2018 REG	UNITED STATES	10/04/2013	SPCL1	10,848.87	0.00	-244.22	0.00	0.00
03063XAC9	3186.3600	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD NTS 2012-4 CL A-2 .49 04-08-2016	AMERICREDIT	10/08/2013	SPCL1	3,186.36	0.00	0.11	0.00	0.00

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Account Number: 26-78476
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Corrected ☐ 2nd TIN notice ☐

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OFFIELD FAMILY FOUNDATION
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AVALON, CA 90704-1522

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
02005EAB6	ALLY AUTO .7% DUE 01-15-2015	SPCL1	8072.9000	10/15/2013	05/22/2012	8,072.90	8,072.54	0.00	0.36	0.00	0.00
02006EAB5	ALLY AUTO .48% DUE 05-15-2015	SPCL1	5424.6700	10/15/2013	08/07/2012	5,424.67	5,424.38	0.00	0.29	0.00	0.00
07383F5K0	CMO BEAR STEARNS COML MTG SECS INC SER 2005-T18 CL A-4 933 DUE 02-13-2042 BEO	CMO1	112.0700	10/15/2013	02/03/2012	112.07	122.80	0.00	-10.73	0.00	0.00
912828QN3	UNITED STATES TREAS NTS DTD 02/15/2011 3.125% DUE 05-15-2021 REG		35000.0000	10/16/2013	Various	37,080.72	39,883.34	0.00	-2,802.62	0.00	0.00
929766NQ2	CMO WACHOVIA BK COML MTG TR 2004-C10 CTF CL A-4 4,748 DUE 12-15-2014 REG	CMO1	8153.3800	10/18/2013	05/08/2012	8,153.38	8,606.28	0.00	-452.90	0.00	0.00
43813BAD4	HONDA AUTO .94% DUE 09-22-2014	SPCL1	6357.3500	10/21/2013	06/28/2011	6,357.35	6,345.93	0.00	11.42	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA	119.3000	10/25/2013	11/16/2009	119.30	124.71	0.00	-5.41	0.00	0.00
067901AF5	BARRICK GOLD CORP 2.9% DUE 05-30-2016		35000.0000	11/01/2013	11/30/2011	36,676.15	35,657.65	0.00	1,018.50	0.00	0.00
29476LAC1	EQT RESDNTL PPTY 5.125 3 15 16 5.125 DUE 03-15-2016 BEO		50000.0000	11/01/2013	01/12/2012	54,690.00	54,484.50	0.00	205.50	0.00	0.00

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Account Number: 26-78476
Recipient's Tax ID Number: 36-6066240
Corrected ☐ 2nd TIN notice ☐

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
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AVALON, CA 90704-1522

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
03063XAC9	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD	SPCL1	3,493.45	3,493.33	0.00	0.12	0.00	0.00
3493.4500	NTS 2012-4 CL A-2 49 04-08-2016							
07383F5K0	CMO BEAR STEARNS COMML MTG SECS INC SER	CMO1	116.56	127.72	0.00	-11.16	0.00	0.00
116.5600	2005-T18 CL A-4 4.933 DUE 02-13-2042 BEO							
912828PT1	UNITED STATES TREAS NTS DTD 00330 2.625%DUE							
15000.0000	01-31-2018 REG							
02005EAB6	ALLY AUTO .7% DUE 01-15-2015	SPCL1	15,921.04	16,273.30	0.00	-352.26	0.00	0.00
8266.4200	11/15/2013 05/22/2012							
02006EAB5	ALLY AUTO .48% DUE 05-15-2015	SPCL1	8,266.42	8,266.05	0.00	0.37	0.00	0.00
5456.9900	11/15/2013 08/07/2012							
929766NQ2	CMO WACHOVIA BK COMML MTG TR 2004-C10 CTF CL A-4	CMO1	5,456.99	5,456.70	0.00	0.29	0.00	0.00
20998.6700	4.748 DUE 12-15-2014 REG							
438138AD4	11/18/2013 05/08/2012							
6357.9000	HONDA AUTO .94% DUE 09-22-2014	SPCL1	20,998.67	22,165.08	0.00	-1,166.41	0.00	0.00
31408GJF5	11/21/2013 06/28/2011							
869.9600	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA	6,357.90	6,346.48	0.00	11.42	0.00	0.00
03063XAC9	11/25/2013 11/16/2009							
2992.0000	AMERICREDIT AUTOMOBILE RECEIVABLES TR 20BKD	SPCL1	869.96	909.38	0.00	-39.42	0.00	0.00
	NTS 2012-4 CL A-2 49 04-08-2016							
	12/09/2013 09/05/2012							
			2,992.00	2,991.90	0.00	0.10	0.00	0.00

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P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-78476
Recipient's Tax ID Number: 36-6066240

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
07383F5K0	CMO BEAR STEARNS COM1 MTG SECS INC SER	CMO1	531.37	582.24	0.00	-50.87	0.00	0.00
531.3700	2005-T18 CL A-4 4.933 DUE 02-13-2042 BEO							
02005EAB6	ALLY AUTO .7% DUE 01-15-2015	SPCL1						
7096.5100	12/16/2013 05/22/2012		7,096.51	7,096.19	0.00	0.32	0.00	0.00
02006EAB5	ALLY AUTO .48% DUE 05-15-2015	SPCL1						
4942.0900	12/16/2013 08/07/2012		4,942.09	4,941.83	0.00	0.26	0.00	0.00
929766NQ2	CMO WACHOVIA BK COM1 MTG TR 2004-C10 CTF CL A-4	CMO1						
41070.8400	4.748 DUE 12-15-2014 REG		41,070.84	43,352.20	0.00	-2,281.36	0.00	0.00
037411AZ8	APACHE CORP 3.25 DUE 04-15-2022 REG							
9000.0000	12/20/2013 06/20/2012		8,926.74	9,407.43	0.00	-480.69	0.00	0.00
43813BAD4	HONDA AUTO .94% DUE 09-22-2014	SPCL1						
5719.1300	12/23/2013 06/28/2011		5,719.13	5,708.85	0.00	10.28	0.00	0.00
31408GJF5	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	FNMA						
1280.9700	12/26/2013 11/16/2009		1,280.97	1,339.01	0.00	-58.04	0.00	0.00
Total Long Term Sales			3,772,889.20	3,672,281.66	0.00	100,607.54	0.00	0.00

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Account Number: 26-78480
Recipient's Tax ID Number: 36-6066240
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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address:
OFFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Long Term Sales								
G6359F103	NABORS INDUSTRIES LTD	NBR	25,445.32	31,919.37	0.00	-6,474.05	0.00	0.00
1700.0000	07/10/2013 08/21/2009							
G6359F103	NABORS INDUSTRIES LTD	NBR	5,225.89	6,571.63	0.00	-1,345.74	0.00	0.00
350.0000	07/10/2013 08/21/2009							
H8817H100	TRANSOCEAN LTD	RIG	9,138.50	15,510.90	0.00	-6,372.40	0.00	0.00
200.0000	09/19/2013 08/21/2009							
H8817H100	TRANSOCEAN LTD	RIG	9,141.08	15,510.90	0.00	-6,369.82	0.00	0.00
200.0000	09/19/2013 08/21/2009							
H8817H100	TRANSOCEAN LTD	RIG	7,999.76	13,572.04	0.00	-5,572.28	0.00	0.00
175.0000	09/19/2013 08/21/2009							
H8817H100	TRANSOCEAN LTD	RIG	49,822.43	79,493.36	0.00	-29,670.93	0.00	0.00
1025.0000	10/28/2013 08/21/2009							
H8817H100	TRANSOCEAN LTD	RIG	70,480.52	115,206.73	0.00	-44,726.21	0.00	0.00
1450.0000	10/28/2013 Various							
Total Long Term Sales			177,253.50	277,784.93	0.00	-100,531.43	0.00	0.00
Unknown Term (or Cost) Sales								
G16249107	BROOKFIELD PPTY PARTNERS L P	BPY	12.09	0.00	0.00	12.09	0.00	0.00
.5800	04/15/2013 04/15/2013							

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks, etc.	Cost or Other Basis				
G16249107	BROOKFIELD PPTY PARTNERS L P				BPY					
97.0000	04/16/2013	04/15/2013			2,127.10	0.00	0.00	2,127.10	0.00	0.00
Total Unknown Term (or Cost) Sales					2,139.19	0.00	0.00	2,139.19	0.00	0.00

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Account Number: 26-97692
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Corrected ☐ 2nd TIN notice ☐

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Long Term Sales								
987520103	#REORG/YOUNG INNOVATIONS CASH MERGER 2/1/2013	YDNT	29,467.00	17,281.91	0.00	12,185.09	0.00	0.00
746.0000	02/01/2013 Various							
497266106	KIRBY EXPLORATION, INC.	KEX	22,312.75	6,679.46	0.00	15,633.29	0.00	0.00
301.0000	02/21/2013 02/23/2009							
008252108	AFFILIATED MANAGERS GROUP	AMG	16,932.01	7,973.53	0.00	8,958.48	0.00	0.00
110.0000	04/10/2013 05/27/2010							
090572207	BIO RAD LABS INC CL A	BIO	10,814.37	5,086.95	0.00	5,727.42	0.00	0.00
87.0000	04/10/2013 02/23/2009							
303250104	FAIR ISAAC & CO INC	FICO	1,794.31	428.98	0.00	1,365.33	0.00	0.00
39.0000	04/30/2013 02/23/2009							
501889208	LKQ CORP COM LKQ CORP	LKQ	5,177.05	1,581.00	0.00	3,596.05	0.00	0.00
208.0000	05/06/2013 05/21/2009							
501889208	LKQ CORP COM LKQ CORP	LKQ	7,326.81	2,204.28	0.00	5,122.53	0.00	0.00
290.0000	05/16/2013 05/21/2009							
008252108	AFFILIATED MANAGERS GROUP	AMG	9,830.24	4,421.68	0.00	5,408.56	0.00	0.00
61.0000	05/24/2013 05/27/2010							
501889208	LKQ CORP COM LKQ CORP	LKQ	25,977.75	8,254.63	0.00	17,723.12	0.00	0.00
1086.0000	06/06/2013 05/21/2009							

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
000360206	AAON INC COM PAR \$0.004 COM PAR \$0.004	AAON	3,944.99	1,771.43	0.00	2,173.56	0.00	0.00
166.0000	07/19/2013 05/14/2010							
000360206	AAON INC COM PAR \$0.004 COM PAR \$0.004	AAON	4,622.62	2,095.24	0.00	2,527.38	0.00	0.00
197.0000	07/22/2013 Various							
51476K103	LANDAUER INC	LDR						
23.0000	07/22/2013 02/23/2009		1,103.36	1,186.57	0.00	-83.21	0.00	0.00
000360206	AAON INC COM PAR \$0.004 COM PAR \$0.004	AAON	4,384.29	1,986.97	0.00	2,397.32	0.00	0.00
189.0000	07/23/2013 09/21/2010							
51476K103	LANDAUER INC	LDR						
37.0000	07/23/2013 02/23/2009		1,783.93	1,908.83	0.00	-124.90	0.00	0.00
000360206	AAON INC COM PAR \$0.004 COM PAR \$0.004	AAON	3,963.73	1,818.76	0.00	2,144.97	0.00	0.00
173.0000	07/24/2013 09/21/2010							
51476K103	LANDAUER INC	LDR						
77.0000	07/24/2013 02/23/2009		3,695.46	3,972.42	0.00	-276.96	0.00	0.00
000360206	AAON INC COM PAR \$0.004 COM PAR \$0.004	AAON	5,082.64	2,333.90	0.00	2,748.74	0.00	0.00
222.0000	07/25/2013 09/21/2010							
51476K103	LANDAUER INC	LDR						
209.0000	07/25/2013 02/23/2009		9,990.08	10,782.28	0.00	-792.20	0.00	0.00

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Cusip	Description	Stock or Other Symbol		Date of Sale or Exchange	Date of Acquisition	Quantity Sold	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
											Tax	Withheld	
51476K103	LANDAUER INC	LDR		07/26/2013	02/23/2009	165.0000	7,879.42	8,512.33	0.00	-632.91	0.00	0.00	0.00
51476K103	LANDAUER INC	LDR		07/26/2013	11/10/2011	27.0000	1,289.36	1,357.99	0.00	-68.63	0.00	0.00	0.00
51476K103	LANDAUER INC	LDR		07/29/2013	11/10/2011	58.0000	2,773.00	2,917.17	0.00	-144.17	0.00	0.00	0.00
739276103	POWER INTEGRATIONS INC	POWI		08/20/2013	02/23/2009	246.0000	12,713.52	4,649.42	0.00	8,064.10	0.00	0.00	0.00
739276103	POWER INTEGRATIONS INC	POWI		08/21/2013	02/23/2009	96.0000	4,927.56	1,814.41	0.00	3,113.15	0.00	0.00	0.00
008252108	AFFILIATED MANAGERS GROUP	AMG		09/09/2013	05/27/2010	21.0000	3,776.38	1,522.22	0.00	2,254.16	0.00	0.00	0.00
008252108	AFFILIATED MANAGERS GROUP	AMG		09/09/2013	08/03/2011	100.0000	17,982.75	9,821.77	0.00	8,160.98	0.00	0.00	0.00
501889208	LKQ CORP COM LKQ CORP	LKQ		09/09/2013	05/21/2009	902.0000	27,152.35	6,856.05	0.00	20,296.30	0.00	0.00	0.00
262037104	DRIL-QUIP INC	DRQ		09/20/2013	02/23/2009	248.0000	28,341.61	5,060.46	0.00	23,281.15	0.00	0.00	0.00

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				Bonds, etc.	BLKB					
09227Q100	507.0000	10/16/2013	02/23/2009	19,902.81	5,493.09	0.00	0.00	14,409.72	0.00	0.00
562750109	106.0000	10/16/2013	02/23/2009	10,056.77	1,557.16	0.00	0.00	8,499.61	0.00	0.00
562750109	6.0000	10/17/2013	02/23/2009	562.88	88.14	0.00	0.00	474.74	0.00	0.00
008252108	115.0000	11/06/2013	Various	22,578.83	10,880.22	0.00	0.00	11,698.61	0.00	0.00
501889208	682.0000	11/08/2013	05/21/2009	21,218.76	5,183.85	0.00	0.00	16,034.91	0.00	0.00
00508Y102	162.0000	11/14/2013	05/17/2010	17,019.61	7,015.01	0.00	0.00	10,004.60	0.00	0.00
384109104	156.0000	11/14/2013	Various	12,233.26	4,383.94	0.00	0.00	7,849.32	0.00	0.00
562750109	49.0000	11/14/2013	02/23/2009	5,527.95	719.82	0.00	0.00	4,808.13	0.00	0.00
596278101	65.0000	11/14/2013	05/18/2012	14,395.12	6,525.32	0.00	0.00	7,869.80	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Page 9 of 15
Ref: NMK

Account Number: 26-97692
Recipient's Tax ID Number: 36-6066240
Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
615394202	MOOG INC CL A	MOG/A	1,752.48	1,021.67	0.00	730.81	0.00	0.00
26.0000	12/10/2013 12/13/2010							
902104108	II VI INC	IIVI	12,157.36	16,012.79	0.00	-3,855.43	0.00	0.00
757.0000	12/10/2013 Various							
450828108	IBERIABANK CORP COM	IBKC	11,371.64	11,012.86	0.00	358.78	0.00	0.00
185.0000	12/11/2013 05/11/2011							
615394202	MOOG INC CL A	MOG/A	6,095.92	3,575.85	0.00	2,520.07	0.00	0.00
91.0000	12/11/2013 12/13/2010							
902104108	II VI INC	IIVI	7,110.69	10,486.21	0.00	-3,375.52	0.00	0.00
443.0000	12/11/2013 Various							
902104108	II VI INC	IIVI	15,120.25	21,763.06	0.00	-6,642.81	0.00	0.00
942.0000	12/11/2013 Various							
536358107	LIQUIDITY SVCS INC COM STK	LQDT	19,839.02	21,873.55	0.00	-2,034.53	0.00	0.00
942.0000	12/12/2013 Various							
615394202	MOOG INC CL A	MOG/A	8,036.70	4,833.30	0.00	3,203.40	0.00	0.00
123.0000	12/12/2013 12/13/2010							
497266106	KIRBY EXPLORATION, INC.	KEX	7,451.57	1,819.65	0.00	5,631.92	0.00	0.00
82.0000	12/13/2013 02/23/2009							

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2013 Tax Information Statement

Page 10 of 15
Ref: NNMK

Recipient's Name and Address:
OFFIELD FAMILY FOUNDATION
C/O MR. PAXSON H. OFFIELD
P.O. BOX 1522
AVALON, CA 90704-1522

Account Number: 26-97692
Recipient's Tax ID Number: 36-6066240

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc. MOG/A	Cost or Other Basis				
615394202	MOOG INC CL A	12/13/2013	12/13/2010	11,436.29	6,837.35	0.00	4,598.94	0.00	0.00
174.0000				498,907.25	265,363.48	0.00	233,543.77	0.00	0.00
Total Long Term Sales									

This is important tax information and is being furnished to you.

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2013
PART XV - GRANTS AND CONTRIBUTIONS PAID

PART XV, LINE 3a - GRANTS PAID DURING THE YEAR:	EIN	FOUNDATION STATUS	TOTAL
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 TROUSDALE PARKWAY STE 160, LOS ANGELES, CA 90089	95-1642394	PC	50,000
AMERICAN RED CROSS - ST. LOUIS CHAPTER 10195 CORPORATE SQUARE, ST. LOUIS, MO 63132	53-0196605	PC	100,000
ALLIED EMS 3407 M 119, HARBOR SPRINGS, MI 49740	38-3475115	PC	25,000
AMERICAN RED CROSS - ST LOUIS CHAPTER 10195 CORPORATE SQUARE, ST LOUIS, MO 63132	53-0196605	PC	25,000
CAMP DAGGETT 3001 CHURCH RD, PETOSKEY, MI 49770	38-1617980	PC	10,000
CROOKED TREE ARTS COUNCIL 461 E MITCHELL ST, PETOSKEY, MI 49770	23-7187264	PC	25,000
ANN & ROBERT H LURIE CHILDREN'S HOSPITAL OF CHICAGO 225 EAST CHICAGO AVE, CHICAGO, IL 60611	36-2170833	PC	17,500
HARBOR SPRINGS AREA HISTORICAL SOCIETY P.O. BOX 812, HARBOR SPRINGS, MI 49740	38-2934124	PC	25,000
HARBOR SPRINGS POLICE DEPARTMENT 170 ZOLL ST, HARBOR SPRINGS, MI 49740	38-6004559	PC	10,000
HEART OF THE LAKES CTR FOR LAND CONSERVATION POLICY 102 N WALNUT ST, BAY CITY, MI 48706	03-0548515	PC	25,000
HOSPICE OF LITTLE TRAVERSE BAY c/o McClAREN NORTHERN MICHIGAN FOUNDATION 1 HILAND DR, PETOSKEY, MI 49770	38-2445611	PC	50,000
LITTLE TRAVERSE CONSERVANCY 3264 POWELL RD, HARBOR SPRINGS, MI 49740	23-7267810	PC	100,000
JEFFREY P. BODZICK SCHOLARSHIP FOUNDATION P O. BOX 169, HARBOR SPRINGS, MI 49740	37-1468147	PC	10,000
HARBOR SPRINGS LIBRARY ASSOCIATION 206 S SPRING ST, HARBOR SPRINGS, MI 49740	38-1722820	PC	50,000
CITY OF HARBOR SPRINGS - FIRE DEPARTMENT 1770 ZOLL ST, HARBOR SPRINGS, MI 49740	38-6004559	PC	60,000
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY RD, HARBOR SPRINGS, MI 49740	38-1384441	PC	10,000

NORTHLIGHT THEATRE 9501 SKOKIE BLVD, SKOKIE, IL 60077	23-7390464	PC	50,000
NORTH CENTRAL MICHIGAN COLLEGE FOUNDATION 1515 HOWARD ST, PETOSKEY, MI 49770	38-2910328	PC	10,000
McLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	38-2445611	SO II	1,100,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST SUITE 203, PETOSKEY, MI 49770	38-3032185	PC	30,000
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN 425 CHERRY ST SE, GRAND RAPIDS, MI 49503	38-1782520	PC	800,000
OPERATION SCHOOL BELL/ALSC 1370 NORTH SAINT ANDREWS PLACE, LOS ANGELES, CA 90028	95-1641960	PC	2,500
WILD DOLPHIN PROJECT P.O. BOX 8436, JUPITER, FL 33468	65-0264660	PC	10,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST SUITE 203, PETOSKEY, MI 49770	38-3032185	PC	10,000
THE LANGE FOUNDATION 2106 S SEPULVEDA BLVD, LOS ANGELES, CA 90025	95-4407687	PC	5,000
THE FIRST SCHOOL 1733 OCEAN PARK BLVD, SANTA MONICA, CA 90405	95-7092089	PC	2,500
CENTER ON HALSTED 3656 N HALSTED AVE, CHICAGO, IL 60613	51-0178807	PC	25,000
H.A R B.O R. INC P O BOX 112, HARBOR SPRINGS, MI 49740	38-3602221	PC	60,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION. HSHS RAMS FOOTBALL PROGRAM 616 PETOSKEY ST SUITE 203, PETOSKEY, MI 49770	38-3032185	PC	19,000
THE AMANDA FOUNDATION 351 NORTH FOOTHILL RD, BEVERLY HILLS, CA 90210	51-0183667	PC	5,000
TIP OF THE MITT JUNIOR GOLF ASSOCIATION 600 HIGHLANDS DR, P.O BOX 613, HARBOR SPRINGS, MI 49740	74-3149490	PC	10,000
WOMEN'S RESOURCE CENTER OF NORTHERN MICHIGAN 423 PORTER ST, PETOSKEY, MI 49770	38-2302164	PC	100,000
CONNECTIONS EQUINE THERAPY PROGRAM 11585 E PURPLE SAGE DR, CORNVILLE, AZ 86325	86-0987445	PC	10,000
WESTMINSTER SCHOOLS, INC 995 HOPMEADOW STREET, SIMSBURY, CT 06070	06-0646960	PC	250,000
THE POLICE ATHLETIC LEAGUE 34 1/2 EAST 12TH ST, NEW YORK, NY 10003	13-5596811	PC	15,000

KIDS AGAINST HUNGER 5401 BOONE AVE N, NEW HOPE, MN 55428	41-1939778	PC	10,000
TIP OF THE MITT WATERSHED COUNCIL 426 BAY ST, PETOSKEY, MI 49770	38-2361745	PC	75,000
TOP OF MICHIGAN TRAILS COUNCIL 445 EAST MITCHELL ST, PETOSKEY, MI 49770	38-3263521	PC	10,000
GLOBAL TRAINING NETWORK 7558 W THUNDERBIRD, PEORIA, AZ 85381	68-0586399	PC	5,000
BE THE MATCH FOUNDATION 3001 BROADWAY ST NE STE 601, MINNEAPOLIS, MN 55413	41-1704734	PC	100,000
THE BILLFISH FOUNDATION 5100 N FEDERAL HWY STE 200, FT LAUDERDALE, FL 33308	59-2694327	PC	50,000
CATALINA SEA BASS FUND, INC P.O. BOX 2080 AVALON, CA 90704	33-0769316	POF	150,000
COLLECTIVE SOUND 1240 LOGAN AVENUE STE O, COSTA MESA, CA 92626	32-0193220	PC	17,500
CONSERVATION RESOURCE ALLIANCE 10850 E TRAVERSE HWY STE 1180, TRAVERSE CITY, MI 49684	38-2181915	PC	75,000
CORNERSTONE TEEN CENTER (CONGREGATIONAL CHURCH OF AVALON) 236 METROPOLE ST, AVALON, CA 90704	33-0018033	PC	60,000
CATALINA ISLAND PERFORMING ARTS P.O. BOX 2070, AVALON, CA 90704	33-0583694	PC	25,000
DEATH VALLEY CONSERVANCY (PUPFISH PROGRAM) P.O. BOX 3595, SANTA BARBARA, CA 93130	26-2551221	PC	20,000
DETROIT EDUCATIONAL TELEVISION FOUNDATION (GREAT LAKES NOW PROGRAM) 1 CLOVER COURT, WIXOM, MI 48393	38-1440200	PC	25,000
ERIKSON INSTITUTE 451 N LaSALLE ST, CHICAGO, IL 60654	36-2593545	PC	15,000
FIRST PRESBYTERIAN CHURCH OF HARBOR SPRINGS 7940 CEMETERY RD, HARBOR SPRINGS, MI 49740	23-6393377	GROUP	25,000
GAIA UNIVERSITY (GLOBAL VILLAGE INSTITUTE) P.O. BOX 3102, BOULDER, CO 80307	62-1220750	PC	5,000
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET NW, WASHINGTON, DC 20037	53-0225390	PC	40,000
INTERNATIONAL GAME FISH ASSOCIATION INC 300 GULF STREAM WAY, DANIA BEACH, FL 33004	23-7231048	PC	250,000
LAGUNA BEACH COLLEGE OF ART AND DESIGN 2222 LAGUNA CANYON RD, LAGUNA BEACH, CA 92651	95-2415066	PC	50,000

LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY RD, HARBOR SPRINGS, MI 49740	38-1384441	PC	10,000
THE MANNA PROJECT INC 8791 McBRIDE PARK DR, HARBOR SPRINGS, MI 49740	38-2764533	PC	25,000
MICHIGAN ORGANIC FOOD AND FARM ALLIANCE P O BOX 26102, LANSING, MI 48909	38-3019031	PC	10,000
MICHIGAN SCHOOL OF BOAT BUILDING AND MARINE TECH. P O BOX 4151, BURT LAKE, MI 49717	45-2421200	PC	50,000
NAROPA UNIVERSITY 2130 ARAPAHOE AVE, BOULDER, CO 80302	84-1029228	PC	20,000
McCLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVE, PETOSKEY, MI 49770	38-2445611	SO II	250,000
OFFIELD CENTER FOR BILLFISH STUDIES P O BOX 2080, AVALON, CA 90704	46-1309989	NC	100,000
OCEAN FUTURES SOCIETY 513 DE LA VINA ST, SANTA BARBARA, CA 93101	95-4455199	PC	25,000
PASADENA ARTS COUNCIL (WISDOM ARTS LABORATORY) 65 S GRAND AVENUE, PASADENA, CA 91105	95-2540759	PC	15,000
PEREGRINE FUND INC 5668 W FLYING HAWK LN, BOISE, ID 83709	23-1969973	PC	200,000
PFLEGER INSTITUTE FOR ENVIRONMENTAL RESEARCH (PIER) 315 N CLEMENTINE ST, OCEANSIDE, CA 92054	33-0735400	POF	125,000
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 1121 SW SALMON ST STE 100, PORTLAND, OR 97205	23-7083114	PC	300,000
SANTA CATALINA ISLAND CONSERVANCY P.O. BOX 2739, AVALON, CA 90704	23-7228407	PC	50,000
SANTA CATALINA ISLAND TUNA CLUB FOUNDATION P.O. BOX 526, AVALON, CA 90704	95-2568575	PC	50,000
SECOND CHANCE RANCH AND RESCUE, INC 5603 CHURCH RD, BOYNE CITY, MI 49712	38-3811622	PC	15,000
UNIVERSITY OF WASHINGTON FOUNDATION (PENGUIN PROJECT) 4333 BROOKLYN AVE NE, P O. BOX 359505, SEATTLE, WA 98195	94-3079432	PC	50,000
WISCONSIN MARITIME MUSEUM INC. 75 MARITIME DR, MANITOWOC, WI 54220	39-1128473	PC	25,000
ZOOLOGICAL SOCIETY OF SAN DIEGO P.O BOX 120551, SAN DIEGO, CA 92112	95-1648219	PC	165,000
COMMUNITY TRAINING AND ASSISTANCE CENTER 30 WINTER ST. 7TH FLOOR, BOSTON, MA 2108	04-2689402	PC	25,000

MUSEUM OF CONTEMPORARY ART, LOS ANGELES 250 S. GRAND AVE, LOS ANGELES, CA 90012	95-3433820	PC	25,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILLSHIRE BLVD, LOS ANGELES, CA 90036	95-2264067	PC	15,000
LAXART 2640 SOUTH LA CIENEGA, LOS ANGELES, CA 90034	20-2911916	PC	15,000
LOS ANGELES NOMADIC DIVISION 8033 SUNSET BLVD #455, LOS ANGELES, CA 90046	27-0250572	PC	10,000
HUMAN RIGHTS WATCH 350 FIFTH AVE 24TH FLOOR, NEW YORK, NY 10118	13-2875808	PC	10,000
THE HIGH ARCTIC INSTITUTE 603 10TH AVE, ORION, IL 61273	20-5954156	PC	50,000
THE SHEA CENTER FOR THERAPEUTIC RIDING 26284 OSO RD, SAN JUAN CAPISTRANO, CA 92675	95-3351363	PC	50,000
SURFRIDER FOUNDATION P O BOX 6010, SAN CLEMENTE, CA 92674	95-3941826	PC	50,000
WOUNDED WARRIOR PROJECT 4899 BELFORT RD STE 300, JACKSONVILLE, FL 32256	20-2370934	PC	40,000
BASSETT HOUND RESCUE OF SOUTHERN CALIFORNIA P.O. BOX 88, WHITTIER, CA 90608	77-0503016	PC	10,000
NORTH EMMET LITTLE LEAGUE 110 POPLAR STREET, PELLSTON, MI 49769	38-2509002	GROUP	15,000
CROOKED TREE ARTS COUNCIL 461 E MITCHELL ST, PETOSKEY, MI 49770	23-7187264	PC	25,000
CHICAGO HOUSE AND SOCIAL SERVICE INDUSTRY 1925 N. CLYBORN ST STE 401, CHICAGO, IL 60614	36-3376432	PC	25,000
HARBOR HALL FOUNDATION P O BOX 376, HARBOR SPRINGS, MI 49740	38-3105589	PC	25,000
PEREGRINE FUND 5668 W FLYING HAWK LN, BOISE, ID 83709	23-1969973	PC	100,000
GIRLS AND BOYS CLUB OF BROWARD COUNTY FL 877 NW 61ST ST, FORT LAUDERDALE, FL 33309	59-1108790	PC	20,000
UNIVERSITY OF ARIZONA FOUNDATION/ARIZONA CANCER CENTER 1111 N CHERRY AVE, TUCSON, AZ 85721	86-6050388	PC	50,000
McCLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION/CANCER PROGRAM 360 CONNABLE AVENUE, PETOSKEY, MI 49770	38-2445611	SO II	250,000

6,409,000