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Return of Private Foundation

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

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation LEON AND MARY STRAUSS CHARITABLE FOUNDATION		A Employer identification number 37-6448116
Number and street (or P O box number if mail is not delivered to street address) 17 WESTMORELAND PLACE	Room/suite	B Telephone number (314) 367-7208
City or town, state or province, country, and ZIP or foreign postal code ST. LOUIS, MO 63108		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,553,952. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	200,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	47,677.	47,677.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	138,560.			
	b Gross sales price for all assets on line 6a	1,962,605.			
	7 Capital gain net income (from Part IV, line 2)		138,560.		
	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)					
11 Other income	1,725.	1,725.		STATEMENT 2	
12 Total. Add lines 1 through 11	387,962.	187,962.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	1,800.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	1,146.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	13,895.	13,895.	0.
	24 Total operating and administrative expenses Add lines 13 through 23		16,841.	13,895.	0.
	25 Contributions, gifts, grants paid		90,000.		90,000.
26 Total expenses and disbursements. Add lines 24 and 25		106,841.	13,895.	90,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		281,121.			
b Net investment income (if negative, enter -0-)			174,067.		
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	255,834.	91,244.	91,244.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,618,941.	2,064,652.	2,462,708.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,874,775.	2,155,896.	2,553,952.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,874,775.	2,155,896.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1,874,775.	2,155,896.		
31 Total liabilities and net assets/fund balances	1,874,775.	2,155,896.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,874,775.
2 Enter amount from Part I, line 27a	2	281,121.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,155,896.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,155,896.

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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 WILLIAM BLAIR & CO - SEE ATTACHED	P	01/01/13	12/31/13
b WILLIAM BLAIR & CO - SEE ATTACHED	P	01/01/12	12/31/13
c CAPITAL GAINS DIVIDENDS			
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 1,241,127.		1,198,410.	42,717.
b 718,380.		625,635.	92,745.
c 3,098.			3,098.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			42,717.
b			92,745.
c			3,098.
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	138,560.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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	92,334.	1,722,945.	.053591
2011	64,432.	1,209,964.	.053251
2010	49,651.	1,030,679.	.048173
2009	0.	491,904.	.000000
2008			

2 Total of line 1, column (d)	2	.155015
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	.038754
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,219,027.
5 Multiply line 4 by line 3	5	85,996.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,741.
7 Add lines 5 and 6	7	87,737.
8 Enter qualifying distributions from Part XII, line 4	8	90,000.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,741.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,741.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,741.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 880.	7	880.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	861.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>			

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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) <input checked="" type="checkbox"/> NONE		
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	

N/A

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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? Website address ► N/A	13	X	
14	The books are in care of ► MARY STRAUSS Located at ► 17 WESTMORELAND PLACE, ST. LOUIS, MO Telephone no. ► (314) 367-7208 ZIP+4 ► 63108			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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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))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
▶ ☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY STRAUSS	TRUSTEE			
17 WESTMORELAND PLACE				
ST. LOUIS, MO 63108	1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

▶ **0**

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Part VIII

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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

0

Part IX-A	Summary of Direct Charitable Activities
------------------	--

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
	All other program-related investments. See instructions.	
3		

Total. Add lines 1 through 3

0.

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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	2,138,843.
b	Average of monthly cash balances	1b	113,976.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,252,819.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,252,819.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,792.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,219,027.
6	Minimum investment return. Enter 5% of line 5	6	110,951.

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	110,951.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,741.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,741.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,210.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	109,210.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	109,210.

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	90,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	90,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,741.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	88,259.

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.

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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				109,210.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	633.			
e From 2012	7,919.			
f Total of lines 3a through e	8,552.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	90,000.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				90,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	8,552.			8,552.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				10,658.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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N/A

- ▶

☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income

[illegible]

2013.03000 LEON AND MARY STRAUSS CHARI 27817 1

LEON AND MARY STRAUSS CHARITABLE

Form 990-PF (2013)

FOUNDATION

37-6448116 Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
COCA 524 TRINITY AVENUE ST. LOUIS, MO 63130	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	20,000.
DANCE ST. LOUIS 3547 OLIVE STREET, SUITE 300 ST. LOUIS, MO 63103	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	5,000.
NINE NETWORK OF PUBLIC MEDIA 3655 OLIVE STREET ST. LOUIS, MO 63108	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	10,000.
ST. LOUIS BALLET 218 THF BOULEVARD CHESTERFIELD, MO 63005	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	10,000.
THE ST. LOUIS ART MUSEUM 1 ST. LOUIS, FINE ARTS DRIVE ST. LOUIS, MO 63110	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSES	5,000.
Total			SEE CONTINUATION SHEET(S)	90,000.
b Approved for future payment				
NONE				
Total				0.

▶ 3a

▶ 3b

Form 990-PF (2013)

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Part XVI-A

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	47,677.	
		14	1,725.	
		18	138,560.	
	0.		187,962.	0

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

Part XVI-B[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Nancy Strauss</i>		Date <i>3/30/14</i>		
Paid Preparer Use Only	Print/Type preparer's name MICHAEL EVANS		Preparer's signature <i>Michael Evans</i>		Date <i>3/17/14</i>
	Check <input type="checkbox"/> if self-employed		PTIN P00151031		Firm's name ANDERS MINKLER HUBER & HELM LLP
	Firm's address 800 MARKET STREET, SUITE 500 ST. LOUIS, MO 63101-2501		Firm's EIN 43-0831507		Phone no. (314) 655-5500

37-6448116

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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

**LEON AND MARY STRAUSS CHARITABLE
FOUNDATION**

Employer identification number

37-6448116

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 foundation

Check 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Employer identification number

37-6448116

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	MARY B. STRAUSS 17 WESTMORELAND PLACE ST. LOUIS, MO 63108	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

**LEON AND MARY STRAUSS CHARITABLE
FOUNDATION**

Employer identification number

37-6448116**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

**LEON AND MARY STRAUSS CHARITABLE
FOUNDATION**

Employer identification number

37-6448116**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) ▶ \$ _____

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
WILLIAM BLAIR & CO. LLC	50,775.	3,098.	47,677.		
TOTAL TO FM 990-PF, PART I, LN 4	50,775.	3,098.	47,677.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
OTHER INCOME	1,725.	1,725.			
TOTAL TO FORM 990-PF, PART I, LINE 11	1,725.	1,725.			

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
	1,800.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	1,800.	0.		0.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX ON INVESTMENT INCOME	266.	0.		0.	
ESTIMATED EXCISE TAXES PAID	880.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,146.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	12,625.	12,625.			0.
FOREIGN TAX WITHHOLDING	1,270.	1,270.			0.
TO FORM 990-PF, PG 1, LN 23	13,895.	13,895.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SECURITIES	2,064,652.		2,462,708.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,064,652.		2,462,708.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10		STATEMENT	7
NAME OF CONTRIBUTOR	ADDRESS			
MARY STRAUSS	17 WESTMORELAND PLACE ST. LOUIS, MO 63108			

William Blair & Company, L.L.C
LEON & MARY STRAUSS CHARITABLE FOUNDATION
REALIZED GAINS AND LOSSES
From 01-01-13 Through 12-31-13

452-28103-18 RR# 590

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort or Unit Accretion Price	Gain Or Loss	
							Proceeds	Short Term Long Term
12-30-11	01-17-13	1,400	BRISTOL MYERS SQUIBB CO	35	4249,601	34 15	47,822	-1,778 95
03-21-12	01-25-13	250	***CANADIAN PACIFIC RAILWAY LTD	78	4419,611	111 97	27,994	8,383 49
03-15-11	01-30-13	500	H J HEINZ CO	48	7124,359	60 49	30,245	5,885 26
12-30-11	01-30-13	400	H J HEINZ CO	54	2021,680	60 49	24,196	2,516 14
01-24-12	02-05-13	750	MERCK & CO INC	39	0929,320	41 27	30,955	1,634 75
07-12-12	02-05-13	250	MERCK & CO INC	43	0310,759	41.27	10,318	-441 56
09-24-12	03-06-13	500	INTUIT INC	58	2729,139	68.07	34,039	4,900 28
10-03-12	03-12-13	500	INTUIT INC	60	8930,449	66 43	33,217	2,767 35
12-24-09	03-21-13	350	ISHARES U S PREFERRED STOCK ETF	36	8712,904	40 39	14,139	1,235 18
03-21-12	03-22-13	500	***CANADIAN PACIFIC RAILWAY LTD	78	4439,222	126 67	63,339	24,116 87
01-30-13	04-02-13	750	HERSHEY COMPANY (THE)	78	1358,598	86 14	64,607	6,008 97
01-09-12	04-12-13	1,250	WELLS FARGO & CO	29	3836,737	36.89	46,120	9,383 46
03-06-13	04-16-13	1,000	FLUOR CORP NEW	62	7762,779	56 41	56,415	-6,363 87
04-20-12	05-08-13	1,500	DUNKIN BRANDS GROUP INC	31	2046,802	40 78	61,171	14,369 22
11-08-12	05-10-13	100	BLACKROCK INC	187	9018,790	276 22	27,622	8,832 49
12-03-12	05-17-13	600	***SAP AG SPONSORED ADR	79	5447,729	80 55	48,332	602 33
12-31-12	05-17-13	150	***SAP AG SPONSORED ADR	79	8911,983	80 55	12,083	99 56
03-02-10	06-06-13	200	SALESFORCE COM INC	17	82 3,564	37 96	7,592	4,028 14
12-31-10	06-06-13	200	SALESFORCE COM INC	32	54 6,509	37 96	7,592	1,083 15
11-06-12	06-18-13	1,000	ISHARES MSCI EMERGING MARKETS ETF	42	2442,240	39 78	39,789	-2,450 60
12-24-09	06-18-13	200	ISHARES U S PREFERRED STOCK ETF	36	87 7,374	39 66	7,933	559 96
02-01-10	06-18-13	800	ISHARES U S PREFERRED STOCK ETF	37	1929,752	39 66	31,735	1,982 87
12-31-12	07-05-13	4,508 566	**PIMCO ALL ASSET ALL AUTHORITY P	11	0950,000	10 05	45,356	-4,643 84
03-25-13	07-05-13	37 438	**PIMCO ALL ASSET ALL AUTHORITY P	10	93 409	10 06	376	-32 57
06-24-13	07-05-13	35 409	**PIMCO ALL ASSET ALL AUTHORITY P	10	22 362	10 06	356	-6 00
03-21-13	07-05-13	1,000	AMERICAN TOWER CORPORATION REIT	76	6576,650	71 34	71,349	-5,300 75

William Blair & Company, L L C
LEON & MARY STRAUSS CHARITABLE FOUNDATION
REALIZED GAINS AND LOSSES

452-28103-18 RR# 590

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort or Accretion	Unit Price	Gain Or Loss	
								Proceeds	Short Term Long Term
09-13-12	07-11-13	1,250	VERIZON COMMUNICATIONS	45	4456,805		51.10	63,887	7,081 13
05-13-13	07-16-13	500	GENESEE & WYOMING INC-CL A	89	1544,575		91.43	45,716	1,141 35
04-25-13	07-16-13	1,000	SPDR INDEX SHS FDS SPDR DOW JONES INTERNAT	45	6645,661		41.07	41,071	-4,590 02
12-31-12	07-17-13	500	***NOVARTIS AG AMERICAN DEPOSITARY SHARES	63	1531,577		72.98	36,493	4,916 96
12-24-09	07-18-13	4,177 109	**PIMCO ALL ASSET P	11	9750,000		12.20	51,002	1,002 50
01-04-10	07-18-13	198 135	**PIMCO ALL ASSET P	11	50 2,280		12.20	2,419	138 69
03-22-10	07-18-13	39 205	**PIMCO ALL ASSET P	11	73 459		12.20	478	18 81
06-21-10	07-18-13	56 702	**PIMCO ALL ASSET P	11	82 670		12.20	692	21 55
09-20-10	07-18-13	52 288	**PIMCO ALL ASSET P	12	26 641		12.20	638	-3 14
12-31-10	07-18-13	1,243 781	**PIMCO ALL ASSET P	12	0615,000		12.20	15,186	186 56
01-04-11	07-18-13	215 144	**PIMCO ALL ASSET P	12	06 2,594		12.20	2,626	32 26
03-21-11	07-18-13	30 215	**PIMCO ALL ASSET P	12	21 368		12.20	368	0 00
06-20-11	07-18-13	59 528	**PIMCO ALL ASSET P	12	35 735		12.20	726	-8 93
09-19-11	07-18-13	81 187	**PIMCO ALL ASSET P	12	01 975		12.20	991	16 23
12-30-11	07-18-13	240 600	**PIMCO ALL ASSET P	11	48 2,764		12.20	2,937	173 23
03-14-12	07-18-13	5,877 551	**PIMCO ALL ASSET P	12	2572,000		12.21	71,764	-235.06
03-26-12	07-18-13	114 256	**PIMCO ALL ASSET P	12	10 1,382		12.20	1,395	12 56
06-25-12	07-18-13	70 119	**PIMCO ALL ASSET P	11	81 828		12.20	856	28 04
09-24-12	07-18-13	84 289	**PIMCO ALL ASSET P	12	66 1,067		12.21	1,029	-38 77
12-31-12	07-18-13	357 532	**PIMCO ALL ASSET P	12	65 4,526		12.21	4,365	-160 88
01-03-13	07-18-13	71 951	**PIMCO ALL ASSET P	12	59 906		12.20	878	-28 06
03-25-13	07-18-13	102.776	**PIMCO ALL ASSET P	12	57 1,291		12.21	1,254	-37 00
06-24-13	07-18-13	87 805	**PIMCO ALL ASSET P	11	96 1,051		12.21	1,072	21 09
01-18-13	07-19-13	100	CHIPOTLE MEXICAN GRILL INC COMMON STOCK	295	5329,553		402.42	40,242	10,688 87
01-13-10	07-24-13	250	CONCUR TECHNOLOGIES INC	42	0010,501		88.41	22,103	11,601 56
07-05-13	07-24-13	1,000	PRICE T ROWE GROUP INC	74	9974,995		75.18	75,186	190 29
05-13-13	08-02-13	500		89	1544,575		89.03	44,518	-56 98

452-28103-18 RR# 590

									Gain Or Loss	
Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort or Accretion	Unit Price	Proceeds	Short Term	Long Term
04-30-12	08-20-13	1,000 000	GENESEE & WYOMING INC-CL A PLAINS ALL AMERICAN PIPELINE L P UNIT LTD	40 95	40,954		51 96	51,967		11,013 59
06-13-13	08-29-13	300	CATERPILLAR INC	84 54	25,362		82 45	24,737	-625 61	
06-13-13	09-03-13	300	CATERPILLAR INC	84 54	25,362		81 86	24,559	-803 02	
02-05-13	09-18-13	500	CVS CAREMARK CORPORATION	51 50	25,753		59 93	29,969	4,215 47	
02-05-13	10-04-13	500	CVS CAREMARK CORPORATION	51 50	25,753		56 81	28,407	2,653 85	
03-18-13	10-04-13	500	CVS CAREMARK CORPORATION	53 92	26,962		56 81	28,407	1,444 81	
12-31-12	10-09-13	500	***NOVARTIS AG AMERICAN DEPOSITARY SHARES	63 15	31,577		73 13	36,568	4,991 61	
04-02-13	10-18-13	1,250	***EATON CORPORATION PLC	61 34	76,686		68 23	85,293	8,607 76	
07-16-13	11-01-13	1,250	CITIGROUP INC COM	52 15	65,187		48 72	60,911	-4,276 07	
05-06-11	11-04-13	4,537 205	**PIMCO FDS EMERGING LOCAL BD FD CL A	11 02	50,000		9 72	44,147		-5,853 00
01-13-10	11-08-13	50	CONCUR TECHNOLOGIES INC	42 00	2,100		96 18	4,809		2,709 01
01-27-10	11-08-13	200	CONCUR TECHNOLOGIES INC	40 99	8,199		96 18	19,237		11,037 69
11-08-12	11-13-13	50	BLACKROCK INC	187 90	9,395		298 38	14,919		5,524 17
11-04-13	12-06-13	250	COSTCO WHOLESALE CORP-NEW	119 94	29,986		121 53	30,383	397 37	
11-13-13	12-10-13	500	LULULEMON ATHLETICA INC	69 70	34,851		69 01	34,505	-346 06	
12-30-11	12-11-13	300	SPDR GOLD TR GOLD SHS	153 12	45,936		120 82	36,248		-9,687 46
11-13-13	12-26-13	500	LULULEMON ATHLETICA INC	69 70	34,851		59 64	29,824	-5,026 47	
TOTAL GAINS									77,945 04	110,311 47
TOTAL LOSSES									-35,228 14	-17,566 55
				1,824,045		0	1,959,507	42,716 90	92,744 92	
TOTAL REALIZED GAIN/LOSS		135.461								