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**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation****2013**Department of the Treasury
Internal Revenue Service

► 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.

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

Name of foundation The Kern Family Foundation, Inc.		A Employer identification number 39-1923558
Number and street (or P.O. box number if mail is not delivered to street address) W305 S4239 Brookhill Road	Room/suite	B Telephone number (see the instructions) (262) 968-6838
City or town, state or province, country, and ZIP or foreign postal code Waukesha WI 53189		C If exemption application is pending, check here. ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 700,387,967.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	0.			
	2 Clk ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,173,361.	11,173,361.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	19,087,107.			
	b Gross sales price for all assets on line 6a	180,279,112.			
	7 Capital gain net income (from Part IV, line 2)		19,087,107.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
See Line 11 Stmt	-1,283,986.	-1,378,373.			
12 Total. Add lines 1 through 11.	28,976,482.	28,882,095.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	555,494.	99,577.		455,917.
	14 Other employee salaries and wages	1,386,628.	6,488.		1,380,140.
	15 Pension plans, employee benefits	528,437.	18,965.		509,503.
	16a Legal fees (attach schedule). L-16a Stmt.	26,207.			26,207.
	b Accounting fees (attach sch). L-16b Stmt.	27,494.	2,200.		25,294.
	c Other prof fees (attach sch). L-16c Stmt.	1,111,419.	1,039,812.		71,607.
	17 Interest				
	18 Taxes (attach schedule)(see Instrs) Federal, Excise, Tax Payment	730,000.			0.
	19 Depreciation (attach sch) and depletion	56,294.			
	20 Occupancy	50,349.			50,298.
	21 Travel, conferences, and meetings	1,267,313.			1,230,780.
	22 Printing and publications	9,294.			9,294.
	23 Other expenses (attach schedule) See Line 23 Stmt	145,718.			143,902.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,894,647.	1,167,042.		3,902,942.
	25 Contributions, gifts, grants paid	30,949,109.			30,865,472.
26 Total expenses and disbursements. Add lines 24 and 25	36,843,756.	1,167,042.		34,768,414.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,867,274.				
b Net investment income (if negative, enter -0-).		27,715,053.			
c Adjusted net income (if negative, enter -0-).					

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	10,843.	295,988.	295,988.
	2 Savings and temporary cash investments	33,424,190.	436,962.	436,962.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	261,723,789.	247,803,223.	346,884,055.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	27,841,055.	30,717,312.	30,920,397.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	225,552,005.	261,463,517.	320,688,447.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)	194,512.	162,118.	162,118.	
15 Other assets (describe ▶ <u>Program Related Investment</u>)	1,000,000.	1,000,000.	1,000,000.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	549,746,394.	541,879,120.	700,387,967.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒ X			
	24 Unrestricted	549,746,394.	541,879,120.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	549,746,394.	541,879,120.	
31 Total liabilities and net assets/fund balances (see instructions)	549,746,394.	541,879,120.		

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	549,746,394.
2 Enter amount from Part I, line 27a	2	-7,867,274.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	541,879,120.
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	541,879,120.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a Various stocks and bonds - see attached summary page 50	P	various	various
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 180,279,112.	0.	161,192,005.	19,087,107.
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	19,087,107.
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**

19,087,107.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-
in Part I, line 8**3**

0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	32,020,538.	604,143,589.	0.053002
2011	28,112,994.	608,347,388.	0.046212
2010	26,513,447.	499,441,386.	0.053086
2009	22,882,572.	268,550,896.	0.085208
2008	18,294,388.	333,197,516.	0.054906

2 Total of line 1, column (d) **2** 0.292414**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** 0.058483**4** Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. **4** 652,639,889.**5** Multiply line 4 by line 3 **5** 38,168,339.**6** Enter 1% of net investment income (1% of Part I, line 27b) **6** 277,151.**7** Add lines 5 and 6. **7** 38,445,490.**8** Enter qualifying distributions from Part XII, line 4 **8** 34,792,313.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see Instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	554,301.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	554,301.
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	554,301.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	688,979.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	688,979.	
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	134,678.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 134,678. Refunded	11		

Part VII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for 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
4 a 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, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) WI — Wisconsin		
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 <u>www.kffdn.org</u>				
14	The books are in care of <u>Mr. Michael W. Senske</u> Telephone no. <u>(262) 968-6838</u>			
Located at <u>W305 S4239 Brookhill Rd, Waukesha, WI ZIP +4 53189</u>				
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 <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

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

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

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

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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 ☒ 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)?

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

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

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

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

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

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

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
Patricia E. Kern W305 S4239 Brookhill Rd Waukesha WI 53189	Director 10.00	0.	0.	0.
Robert D. Kern W305 S4239 Brookhill Rd Waukesha WI 53189	Director & Vice President 10.00	0.	0.	0.
James C. Rahn W305 S4239 Brookhill Rd Waukesha WI 53189	Director & President 40.00	349,340.	42,129.	0.
See information about Officers, Directors, Trustees, Etc.		206,154.	37,930.	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
Karen Wilken W305 S4239 Brookhill Rd Waukesha WI 53189	Program Director 40.00	128,831.	21,538.	0.
Ryan Olson W305 S4239 Brookhill Rd Waukesha WI 53189	Program Director 40.00	124,718.	29,456.	0.
Douglas Melton W305 S4239 Brookhill Rd Waukesha WI 53189	Program Director 40.00	120,000.	31,262.	0.
Fredrick Oaks W305 S4239 Brookhill Rd Waukesha WI 53189	Program Director 40.00	117,744.	32,651.	0.
Greg Forster W305 S4239 Brookhill Rd Waukesha WI 53189	Program Director 40.00	108,465.	24,251.	0.

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
Fiduciary Management, Inc. 100 East Wisconsin Avenue Milwaukee WI 53202	Investment Advisory	234,823.
Fred Alger Management, Inc. 111 Fifth Avenue New York NY 10003	Investment Advisory	219,181.
William Blair & Company, LLC 222 West Adams Street Chicago IL 60606	Investment Advisory	162,756.
Lord Abbett & Co. LLC 90 Hudson Street Jersey City NJ 07302	Investment Advisory	142,538.
Marquette Associates 180 North LaSalle Street Chicago IL 60601	Investment Advisory	115,875.
Total number of others receiving over \$50,000 for professional services		4

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 Kern Engineering Entrepreneurship Network Program (KEEN) Conferences - 2 conferences convened and sponsored by the Foundation with a total of 191 grantees in attendance	205,063.
2 FWE Program Network Conferences - hosted 10 events convened and sponsored by the Foundation with a total of 385 grantees in attendance	161,074.
3 Coordinate the Made to Flourish network of pastors practically integrating faith, work, and economics in ministry through conferences, seminars, and educational resources.	115,412.
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	
2	
All other program-related investments See instructions	
3	
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	1 a 352,890,676.
b	Average of monthly cash balances	1 b 142,223.
c	Fair market value of all other assets (see instructions)	1 c 309,545,669.
d	Total (add lines 1a, b, and c)	1 d 662,578,568.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 662,578,568.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 9,938,679.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 652,639,889.
6	Minimum investment return. Enter 5% of line 5	6 32,631,995.

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 32,631,995.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a 554,301.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b
c	Add lines 2a and 2b	2 c 554,301.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 32,077,694.
4	Recoveries of amounts treated as qualifying distributions	4 94,287.
5	Add lines 3 and 4	5 32,171,981.
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 32,171,981.

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	1 a 34,768,414.
b	Program-related investments — total from Part IX-B.	1 b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 23,899.
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 34,792,313.
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 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 34,792,313.

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				32,171,981.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,758,561.			
b From 2009	9,550,851.			
c From 2010	1,873,727.			
d From 2011	0.			
e From 2012	46,544.			
f Total of lines 3a through e	13,229,683.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 34,792,313.				
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				32,171,981.
e Remaining amount distributed out of corpus	2,620,332.			
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	15,850,015.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,758,561.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	14,091,454.			
10 Analysis of line 9:				
a Excess from 2009	9,550,851.			
b Excess from 2010	1,873,727.			
c Excess from 2011	0.			
d Excess from 2012	46,544.			
e Excess from 2013	2,620,332.			

BAA

Form 990-PF (2013)

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010
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).)

Robert and Patricia Kern

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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached List Pages 51-53	N/A	See List	See List	30,949,109.
Total			3 a	30,949,109.
b Approved for future payment See Attached List Pages 51-53	N/A	See List	See List	11,929,709.
Total			3 b	11,929,709.

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	11,173,361.	
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	19,087,107.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Partnership Income			14	-1,378,373.	
b	Prior Year Grant Refund					94,387.
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				28,882,095.	94,387.
13	Total. Add line 12, columns (b), (d), and (e)				13	28,976,482.

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

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

[illegible]

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Trade Date



Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency										
Cash Equivalents										
427,730.370	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT - CUSTODY	99Z490478		\$427,730.37	\$0.28		\$427,730.37	\$0.00	\$81.27	0.01%
7,141,828.660	CUSTODY BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	98Z188676		7,141,828.66	142.74		7,141,828.66	0.00	1,356.94	0.01
	Total Cash Equivalents			\$7,569,559.03	\$143.02		\$7,569,559.03	\$0.00	\$1,438.21	0.07%
Cash/Currency Other										
-356,970.190	PENDING CASH	999859P13		-\$356,970.19	\$0.00		-\$356,970.19	\$0.00	\$0.00	0.00%
	Total Cash/Currency Other			-\$356,970.19	\$0.00		-\$356,970.19	\$0.00	\$0.00	0.00%
Total Cash/Currency				\$7,212,588.84	\$143.02		\$7,212,588.84	\$0.00	\$1,438.21	0.02%

(2) Industry Sector Codes		CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities	
U.S. Large Cap						
13,475,000	ACCENTURE PLC CLACOM IRELAND Ticker: ACN	G1151C101 IFT	\$1,107,914.50 82.220	\$0.00	\$547,180.31 40.607	\$25,063.50 2.26%
3,300,000	ACE LTD SWITZERLAND Ticker: ACE	H0023R105 FIN	341,849.00 103.530	0.00	236,764.78 71.747	8,316.00 2.43
8,450,000	ALLERGAN INC Ticker: AGN	018490102 HEA	938,626.00 111.080	0.00	528,152.30 62.267	1,690.00 0.18
6,800,000	ALLSTATE CORP Ticker: ALL	020002101 FIN	370,872.00 54.540	1,700.00	299,041.48 43.977	6,800.00 1.83

(1) Market Val. is Portfolio Detail section does not include Accrued Income

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)										
U.S. Large Cap (cont)										
4,720.000	AMAZON COM INC Ticker: AMZN	023135106	CND	1,882,288.80 398.790	0.00	730,430.64 154.752		1,151,858.16	0.00	0.00
11,725.000	AMERICAN EXPRESS CO Ticker: AXP	025816109	FIN	1,063,809.25 90.730	0.00	398,885.99 34.020		664,923.26	10,787.00	1.01
11,300.000	AMERISOURCEBERGEN CORP Ticker: ABC	03073E105	HEA	794,503.00 70.310	0.00	314,665.57 27.847		479,837.43	10,622.00	1.33
3,050.000	AMGEN INC Ticker: AMGN	031162100	HEA	347,944.00 114.080	0.00	313,337.13 102.733		34,606.87	7,442.00	2.13
3,500.000	ANADARKO PETE CORP Ticker: APC	032511107	ENR	277,620.00 79.320	0.00	261,914.27 74.833		15,705.73	2,520.00	0.90
3,100.000	APACHE CORP Ticker: APA	037411105	ENR	266,414.00 85.940	0.00	264,278.53 85.251		2,135.47	2,480.00	0.93
5,092.000	APPLE INC Ticker: AAPL	037833100	IFT	2,856,713.84 561.020	0.00	550,736.84 108.157		2,305,977.00	62,122.40	2.17
30,000.000	BANK NEW YORK MELLON CORP Ticker: BK	094058100	FIN	1,048,200.00 34.940	0.00	637,703.96 21.257		410,496.04	18,000.00	1.71
3,387.000	BED BATH & BEYOND INC Ticker: BBBY	075896100	CND	271,976.10 80.300	0.00	213,811.45 83.127		58,164.65	0.00	0.00
8,900.000	BERKSHIRE HATHAWAY INC DEL NEW CL B COM Ticker: BRK B	094670702	FIN	1,055,184.00 118.560	0.00	505,964.35 56.850		549,219.65	0.00	0.00
1,500.000	BIOGEN IDEC INC Ticker: BILB	09062X103	HEA	419,358.00 279.572	0.00	344,315.26 229.544		75,042.74	0.00	0.00
3,550.000	BOEING CO Ticker: BA	097023105	IND	484,539.50 136.490	0.00	297,176.87 83.712		187,362.63	10,366.00	2.13
5,750.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108	HEA	305,612.50 53.150	2,070.00	203,425.02 35.378		102,187.48	8,280.00	2.70
7,800.000	CAPITAL ONE FINL CORP Ticker: COF	14040H105	FIN	597,558.00 76.610	0.00	392,413.12 50.309		205,144.88	9,360.00	1.56
9,348.000	CBS CORP NEW CL B COM Ticker: CBS	124857202	CND	595,841.52 63.740	1,116.00	393,696.91 42.116		202,144.61	4,487.04	0.75

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Trade Date



Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
1,912,000	CELGENE CORP Ticker: CELG	151020104 HEA	323,066.82 168.968	0.00	104,498.87 54.653	104,498.87 54.653	218,569.95	0.00	0.00
4,100,000	CIGNA CORP Ticker: CI	125509109 HEA	358,688.00 87.480	0.00	176,209.97 42.978	176,209.97 42.978	182,458.03	164.00	0.04
24,200,000	CITIGROUP INC NEW COM Ticker: C	172987424 FIN	1,261,062.00 52.110	0.00	916,475.87 37.871	916,475.87 37.871	344,586.13	968.00	0.07
10,150,000	COCA COLA CO Ticker: KO	191216100 CNS	419,296.50 41.310	0.00	340,677.93 33.564	340,677.93 33.564	78,618.57	11,388.00	2.71
14,950,000	COGNIZANT TECHNOLOGY SOLUTIONS CLA Ticker: CTSI	192446102 IFT	1,509,651.00 100.980	0.00	1,001,458.38 66.987	1,001,458.38 66.987	508,192.61	0.00	0.00
22,746,000	COMCAST CORP NEW CLA COM Ticker: CMCSA	20030N101 CND	1,181,995.89 51.965	4,435.47	924,117.93 40.628	924,117.93 40.628	257,877.96	17,741.88	1.50
10,100,000	COSTCO WHSL CORP NEW Ticker: COST	22160K105 CNS	1,202,102.00 119.020	0.00	1,005,808.49 99.585	1,005,808.49 99.585	196,293.51	12,524.00	1.04
400,000	CUMMINS INC Ticker: CMI	231021106 IND	56,388.00 140.970	0.00	50,939.33 127.348	50,939.33 127.348	5,448.67	1,000.00	1.77
12,850,000	CVS CAREMARK CORP Ticker: CVS	126650100 CNS	919,674.50 71.570	0.00	505,596.81 39.346	505,596.81 39.346	414,077.69	14,135.00	1.53
4,900,000	DANAHER CORP DEL Ticker: DHR	235851102 IND	378,280.00 77.200	117.50	345,350.88 70.480	345,350.88 70.480	32,929.32	490.00	0.13
6,400,000	DELPHI AUTOMOTIVE PLC JERSEY Ticker: DLPH	G27823106 IND	384,832.00 60.130	0.00	232,225.15 36.285	232,225.15 36.285	152,606.85	6,400.00	1.66
4,500,000	DELTA AIRLINES INC DEL NEW COM Ticker: DAL	247361702 IND	123,615.00 27.470	0.00	45,045.00 10.010	45,045.00 10.010	78,570.00	1,080.00	0.87
15,150,000	DEVON ENERGY CORP NEW Ticker: DVN	25179M103 ENR	937,330.50 61.870	0.00	883,607.89 58.324	883,607.89 58.324	53,722.61	13,332.00	1.42
1,150,000	DISCOVER FINL SVCS Ticker: DFS	254709108 FIN	64,342.50 55.950	0.00	61,204.99 53.222	61,204.99 53.222	3,137.51	920.00	1.43

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
3,600.000	DISH NETWORK CORP COM CLA Ticker: DISH	25470M109 CND	208,512.00 57.920	0.00	132,230.35 36.731		76,281.65	7,200.00	3.45
2,250.000	DOLLAR GEN CORP NEW COM Ticker: DG	256677105 CND	135,720.00 60.320	0.00	112,718.55 50.097		23,001.45	0.00	0.00
37,100.000	EBAY INC Ticker: EBAY	278642103 IFT	2,035,491.50 54.865	0.00	1,388,459.08 37.425		647,032.42	0.00	0.00
4,600.000	ECOLAB INC Ticker: ECL	278865100 MAT	479,642.00 104.270	1,265.00	140,300.00 30.500		339,342.00	5,060.00	1.05
15,850.000	EXPRESS SCRIPTS HLDG CO Ticker: ESRX	30219G108 HEA	1,113,304.00 70.240	0.00	838,558.90 52.906		274,745.10	0.00	0.00
5,859.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	592,930.80 101.200	0.00	434,573.38 74.172		158,357.42	14,764.68	2.49
16,550.000	FACEBOOK INC CL A COM Ticker: FB	30303M102 IFT	904,440.95 54.649	0.00	405,746.47 24.516		498,694.48	0.00	0.00
3,000.000	GENERAL DYNAMICS CORP Ticker: GD	369550108 IND	286,850.00 95.550	0.00	262,260.34 87.420		24,389.66	6,720.00	2.34
18,000.000	GENERAL MTRS CO Ticker: GM	37045V100 CND	735,680.00 40.870	0.00	664,802.11 36.933		70,857.89	21,600.00	2.93
43,716.000	GENPACT LTD SIN BMG3922B1072 BERMUDA Ticker: G	G3922B107 IND	803,062.92 18.370	0.00	684,166.11 15.650		118,896.81	0.00	0.00
36,260.000	GILEAD SCIENCES INC Ticker: GILD	375558103 HEA	2,723,126.00 75.100	0.00	1,354,251.91 37.348		1,368,874.09	0.00	0.00
3,235.000	GOOGLE INC CL A COM Ticker: GOOG	38259P508 IFT	3,625,496.85 1,120.710	0.00	1,608,847.28 497.263		2,016,849.57	0.00	0.00
6,269.000	HALLIBURTON CO Ticker: HAL	406216101 ENR	318,151.75 50.750	0.00	207,076.49 33.032		111,075.26	3,761.40	1.18
12,100.000	HARTFORD FINL SVCS GROUP INC Ticker: HIG	416515104 FIN	438,383.00 36.230	1,815.00	332,935.24 27.515		105,447.76	7,260.00	1.65

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Trade Date



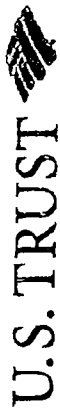
Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
9,250.000	HCA HLDGS INC Ticker: HCA	40412C101 HEA	441,317.50 47.710	0.00	434,750.02 47.000	6,567.48	0.00	0.00	0.00
17,850.000	HILTON WORLDWIDE HLDGS INC Ticker: HLT	43300A104 CND	397,162.50 22.250	0.00	375,774.09 21.052	21,388.41	0.00	0.00	0.00
10,550.000	HOME DEPOT INC Ticker: HD	437076102 CND	868,687.00 82.340	0.00	787,762.17 74.669	80,924.83	16,458.00	1.89	
4,550.000	HONEYWELL INTL INC Ticker: HON	438516106 IND	415,733.50 91.370	0.00	263,727.93 57.962	152,005.57	8,190.00	1.97	
3,400.000	HUMANA INC Ticker: HUM	444859102 HEA	350,948.00 103.220	918.00	242,996.01 71.469	107,951.99	3,672.00	1.04	
13,225.000	ILLINOIS TOOL WKS INC Ticker: ITW	452308109 IND	1,111,958.00 84.080	5,554.50	616,419.00 48.610	495,539.00	22,218.00	1.99	
1,460.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	273,852.20 187.570	0.00	161,603.33 110.687	112,248.87	5,548.00	2.02	
10,600.000	INVERSCO LTD BERMUDA Ticker: IVZ	G4918T108 FIN	385,840.00 38.400	0.00	352,037.98 33.211	33,802.02	9,540.00	2.47	
23,310.000	J.P. MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	1,363,188.80 58.480	0.00	1,094,792.02 46.967	268,376.78	35,431.20	2.59	
4,000.000	JOHNSON CTLS INC Ticker: JCI	478366107 CND	205,200.00 51.300	495.00	202,430.30 50.608	2,769.70	3,520.00	1.71	
3,710.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	387,546.60 104.460	3,005.10	364,952.18 98.370	22,594.42	12,020.40	3.10	
5,340.000	KRAFT FOODS GROUP INC Ticker: KFT	50076Q106 CNS	287,879.40 53.910	2,803.50	246,828.34 46.223	41,051.06	11,214.00	3.89	
2,250.000	L BRANDS INC Ticker: LB	501797104 CND	139,162.50 61.850	0.00	110,318.07 49.030	28,844.43	2,700.00	1.94	
7,400.000	LAS VEGAS SANDS CORP Ticker: LVS	517834107 CND	583,638.00 78.870	0.00	320,724.15 43.341	262,913.85	10,360.00	1.77	
5,850.000	LILLY ELI & CO Ticker: LLY	532457108 HEA	298,350.00 51.000	0.00	286,984.13 49.057	11,365.87	11,466.00	3.84	

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
30,345.000	LOWES COS INC Ticker: LOW	548661107 CND	1,503,594.75 49.550	0.00	1,168,289.14 38.500	335,305.61	21,848.40	1.45	
3,400.000	MACYS INC Ticker: M	55616P104 CND	181,560.00 53.400	750.00	158,103.98 46.501	23,456.02	3,400.00	1.87	
4,200.000	MARATHON PETE CORP Ticker: MPC	56585A102 ENR	385,286.00 91.730	0.00	293,472.17 69.874	91,793.83	7,056.00	1.83	
2,320.000	MASTERCARD INC CL A COM Ticker: MA	57636Q104 IFT	1,938,267.20 835.460	0.00	913,979.27 393.957	1,024,287.93	1,020.80	0.05	
3,230.000	MCDONALDS CORP Ticker: MCD	580135101 CND	313,408.90 97.030	0.00	204,826.58 63.414	108,580.32	10,465.20	3.33	
10,450.000	MEAD JOHNSON NUTRITION CO Ticker: MJN	582839106 CNS	875,292.00 83.760	3,553.00	832,725.88 79.687	42,566.12	14,212.00	1.62	
1,900.000	MICHAEL KORS HLDGS LTD ISIN VGG607541015 VIRGIN ISLANDS Ticker: KORS	680754101 CND	154,261.00 81.190	0.00	100,480.31 52.884	53,780.69	0.00	0.00	
11,100.000	MICRON TECHNOLOGY INC Ticker: MU	595112103 IFT	241,425.00 21.750	0.00	178,472.33 16.079	62,952.67	0.00	0.00	
21,550.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	806,185.50 37.410	0.00	614,860.38 28.532	191,325.12	24,136.00	2.99	
14,821.000	MONDELEZ INTL INC Ticker: MDLZ	609207105 CNS	523,181.30 35.300	2,074.94	424,803.49 28.662	98,377.81	8,299.76	1.58	
19,250.000	MORGAN STANLEY Ticker: MS	617446448 FIN	603,680.00 31.360	0.00	413,303.81 21.470	190,376.19	3,850.00	0.63	
2,600.000	NATIONAL OILWELL VARCO INC Ticker: NOV	637071101 ENR	206,778.00 79.530	0.00	163,267.32 62.785	43,510.68	2,704.00	1.30	
3,700.000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	316,794.00 85.620	0.00	249,929.73 67.549	66,864.27	9,768.00	3.08	
5,750.000	NOBLE ENERGY INC Ticker: NBL	655044105 ENR	391,832.50 68.110	0.00	369,001.15 64.174	22,631.35	3,220.00	0.82	
3,300.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	313,830.00 95.100	2,112.00	276,477.63 83.781	37,352.37	8,448.00	2.69	

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Trade Date

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
10,950.000	PACCAR INC Ticker: PCAR	693718108 IND	647,911.50 59.170	9,855.00	446,447.89 40.771		201,463.61	8,760.00	1.35
6,470.000	PEPSICO INC Ticker: PEP	713448108 CNS	536,621.80 82.940	3,813.60	427,020.39 66.000		109,601.41	14,686.90	2.73
-5,750.000	PERRIGO CO Ticker: ZZZZ	714290103 HEA	-895,102.50 155.670	0.00	-663,710.16 115.428		-231,392.34	-2,070.00	0.23
12,427.000	PFIZER INC Ticker: PFE	717081103 HEA	380,639.01 30.630	0.00	187,448.11 15.084		193,190.90	12,924.08	3.39
3,600.000	PG&E CORP Ticker: PCG	69331C108 UTL	145,008.00 40.280	1,638.00	163,292.90 45.359		-18,284.90	6,552.00	4.51
1,930.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	168,160.90 87.130	1,814.20	66,884.20 34.655		101,276.70	7,256.80	4.31
4,150.000	PIONEER NAT RES CO Ticker: PXD	723787107 ENR	763,890.50 184.070	0.00	675,119.52 162.679		88,770.98	332.00	0.04
2,800.000	PPG IND INC Ticker: PPG	693506107 MAT	531,048.00 189.660	0.00	447,605.86 159.859		83,442.14	6,832.00	1.28
4,200.000	PRECISION CASTPARTS CORP Ticker: PCP	740189105 IND	1,131,060.00 269.300	0.00	742,657.70 176.823		388,402.30	504.00	0.04
300.000	PRICELINE COM INC COM NEW Ticker: PCLN	741503403 CND	348,720.00 1,162.400	0.00	284,414.12 948.047		64,305.88	0.00	0.00
5,600.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	455,896.00 81.410	0.00	393,190.96 70.213		62,705.04	13,473.60	2.95
3,700.000	PRUDENTIAL FINL INC Ticker: PRU	744320102 FIN	341,214.00 92.220	0.00	295,276.99 79.805		45,937.01	7,844.00	2.29
17,260.000	QUALCOMM INC Ticker: QCOM	747525103 IFT	1,281,555.00 74.250	0.00	790,123.76 45.778		491,431.24	24,164.00	1.88
1,250.000	RALPH LAUREN CORP CLA COM Ticker: RL	751212101 CND	220,712.50 176.570	562.50	217,682.29 174.146		3,030.21	2,250.00	1.01
5,500.000	SALESFORCE COM INC Ticker: CRM	794681302 IFT	303,545.00 55.190	0.00	164,728.37 29.951		138,816.63	0.00	0.00

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Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
1,050,000	SANDISK CORP Ticker: SNDK	80004C101 IFT	74,087.00 70.540	0.00	52,671.90 50.184		21,395.10	945.00	1.27
17,900,000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108 ENR	1,612,969.00 90.110	5,726.56	1,127,768.61 63.004		485,200.39	28,640.00	1.77
3,900,000	SEMPRA ENERGY Ticker: SRE	816851109 UTL	350,064.00 89.780	2,457.00	325,540.54 83.472		24,523.46	9,828.00	2.80
9,000,000	ST JUDE MED INC Ticker: STJ	790849103 HEA	557,550.00 61.950	2,250.00	518,870.20 57.852		38,679.80	9,000.00	1.81
2,150,000	STARBUCKS CORP Ticker: SBUX	855244109 CND	168,538.50 78.390	0.00	108,387.63 50.413		60,150.87	2,236.00	1.32
8,600,000	SUNTRUST BKS INC Ticker: STI	867914103 FIN	316,566.00 36.810	0.00	250,675.73 29.148		65,890.27	3,440.00	1.08
12,450,000	TE CONNECTIVITY LTD SWITZERLAND Ticker: TEL	H84989104 IFT	686,119.50 55.110	0.00	301,174.31 24.191		384,945.19	12,450.00	1.81
7,750,000	THERMO FISHER SCIENTIFIC CORP Ticker: TMO	883556102 HEA	862,962.50 111.350	1,162.50	499,908.22 64.504		363,054.28	4,650.00	0.53
2,300,000	TIME WARNER CABLE INC Ticker: TWC	887321207 CND	311,650.00 135.500	0.00	275,410.18 119.744		36,239.82	5,980.00	1.91
12,850,000	TIME WARNER INC NEW COM Ticker: TWX	887317303 CND	895,902.00 69.720	0.00	401,887.35 31.275		494,014.65	14,777.50	1.64
4,600,000	TJX COS INC NEW Ticker: TJX	872540109 CND	293,158.00 63.730	0.00	253,913.56 55.199		39,244.44	2,868.00	0.91
10,705,000	TYCO INTL LTD NEWFCOM SWITZERLAND Ticker: TYC	H89128104 IND	439,333.20 41.040	0.00	234,520.85 21.908		204,812.35	6,851.20	1.55
2,250,000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106 IND	236,430.00 105.080	0.00	178,511.61 79.338		57,918.39	5,580.00	2.36

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Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
2,420,000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	275,396.00	0.00	169,120.92	169,120.92	106,275.08	5,711.20	2.07
7,275,000	UNITEDHEALTH GROUP INC Ticker: UNH	91324P102 HEA	547,807.50	0.00	522,253.11	522,253.11	25,554.39	8,148.00	1.48
9,400,000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	379,780.00	2,162.00	367,137.27	367,137.27	12,622.73	8,648.00	2.27
11,800,000	VFC CORP Ticker: VFC	918204108 CND	735,812.00	0.00	487,252.00	487,252.00	248,560.00	12,390.00	1.88
9,100,000	VALERO ENERGY CORP NEW Ticker: VLO	91913Y100 ENR	458,640.00	0.00	292,404.55	292,404.55	166,235.45	8,190.00	1.78
294,588.272	VANGUARD INSTL INDEX FUND INSTL SHS Ticker: VINI X	922040100 OEQ	49,867,902.68	0.00	28,720,305.32	28,720,305.32	21,147,597.36	921,177.53	1.84
15,901,000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	781,375.14	0.00	715,849.62	715,849.62	65,525.52	33,710.12	4.31
2,050,000	VERTEX PHARMACEUTICALS INC Ticker: VRTX	92532F100 HEA	152,315.00	0.00	88,319.17	88,319.17	63,995.83	0.00	0.00
6,750,000	VIACOM INC CLB COM Ticker: VIAB	92553P201 CND	589,545.00	0.00	429,051.19	429,051.19	160,493.81	8,100.00	1.37
3,700,000	VISA INC CLACOM Ticker: V	92826C839 IFT	823,916.00	0.00	686,705.84	686,705.84	137,210.16	5,920.00	0.71
10,600,000	WAL-MART STORES INC Ticker: WMT	931142103 CNS	834,114.00	5,076.00	499,565.75	499,565.75	334,548.25	19,928.00	2.38
2,950,000	WESTERN DIGITAL CORP Ticker: WDC	958102105 IFT	247,505.00	885.00	198,885.35	198,885.35	50,619.65	3,540.00	1.43
9,150,000	YAHOO INC Ticker: YHOO	984332106 IFT	370,026.00	0.00	226,837.32	226,837.32	143,188.68	0.00	0.00
7,450,000	YUM BRANDS INC Ticker: YUM	988498101 CND	563,294.50	0.00	501,772.67	501,772.67	61,521.83	11,026.00	1.95

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Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
2,100,000	ZIMMER HLDGS INC Ticker: ZMH	98956P102 HEA	195,899.00 93.190	420.00	183,379.88 87.324	183,379.88 87.324	12,319.12	1,880.00	0.85
9,000,000	3M CO Ticker: MMM	88579Y101 IND	1,262,250.00 140.250	0.00	596,955.25 66.328	596,955.25 66.328	665,294.75	30,780.00	2.43
	Total U.S. Large Cap		\$125,064,445.87	\$71,807.37	\$78,667,147.98	\$47,397,297.89		\$1,895,094.59	1.50%
U.S. Mid Cap									
1,400,000	AFFILIATED MANAGERS GROUP Ticker: AMG	008252108 FIN	\$303,832.00 216.880	\$0.00	\$97,660.67 69.758	\$97,660.67 69.758	\$205,971.33	\$0.00	0.00%
4,370,000	AIRGAS INC Ticker: ARG	009383102 MAT	486,784.50 111.850	0.00	287,198.85 65.721	287,198.85 65.721	201,585.65	8,390.40	1.71
10,600,000	AKAMAI TECHNOLOGIES INC Ticker: AKAM	00971T101 IFT	500,108.00 47.180	0.00	436,345.72 41.165	436,345.72 41.165	63,762.28	0.00	0.00
1,901,000	ALLIANCE DATA SYS CORP Ticker: ADS	018581108 IFT	499,828.93 262.930	0.00	291,526.82 153.354	291,526.82 153.354	208,303.11	0.00	0.00
16,850,000	ARROW ELECTRS INC Ticker: ARW	042735100 IFT	914,112.50 54.250	0.00	474,893.30 28.184	474,893.30 28.184	439,219.20	0.00	0.00
1,300,000	ARTISAN PARTNERS ASSET MGMT INC COM CLA Ticker: APAM	04318A108 FIN	84,747.00 65.190	0.00	45,569.64 35.054	45,569.64 35.054	39,177.36	2,236.00	2.63
14,700,000	AVERY DENNISON CORP Ticker: AVY	053811109 IND	737,793.00 50.190	0.00	406,814.96 27.674	406,814.96 27.674	330,978.04	17,052.00	2.31
3,600,000	BEAM INC Ticker: BEAM	073730103 CNS	245,016.00 68.060	0.00	223,683.48 62.134	223,683.48 62.134	21,332.52	3,240.00	1.32
15,600,000	BERKLEY W R CORP Ticker: WRB	084423102 FIN	676,884.00 43.390	0.00	421,986.51 27.051	421,986.51 27.051	254,887.49	6,240.00	0.92
13,000,000	BLACKSTONE GROUP LP UNIT REPSTG LTD COM Ticker: BX	09253U108 OEQ	409,500.00 31.500	0.00	222,489.20 17.115	222,489.20 17.115	187,010.80	15,340.00	3.74
9,506,000	BORG WARNER INC Ticker: BWA	099724105 CND	531,480.46 55.910	0.00	474,401.58 49.905	474,401.58 49.905	57,078.88	4,753.00	0.89

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Trade Date



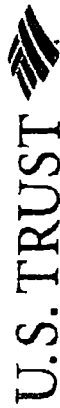
Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (Cont)									
U.S. Mid Cap (cont)									
5,750.000	CHURCH & DWIGHT INC Ticker: CHD	171340102 CNS	381,110.00	0.00	372,848.49	64.843	8,261.51	6,440.00	1.59
3,117.000	CIMAREX ENERGY CO Ticker: XEC	171798101 ENR	327,004.47	0.00	335,665.96	107.689	-8,661.49	1,745.52	0.53
11,675.000	CINTAS CORP Ticker: CTAS	172908105 IND	695,713.25	0.00	338,403.03	29.071	356,310.22	8,989.75	1.29
17,700.000	COMERICA INC Ticker: CMA	200340107 FIN	841,458.00	3,268.25	447,943.09	25.308	393,514.91	13,452.00	1.59
6,233.000	COMMUNITY HEALTH SYS INC NEWCO Ticker: CYH	203668108 HEA	244,769.91	0.00	180,916.68	25.817	83,853.23	0.00	0.00
900.000	COPA HLDGS SA CLACOM ISIN PAP310761054 PANAMA Ticker: CPA	P31076105 IND	144,099.00	0.00	107,167.24	119.075	36,931.76	2,828.00	1.82
4,700.000	DAVITA HEALTHCARE PARTNERS INC Ticker: DVA	23918K108 HEA	297,839.00	0.00	185,862.98	39.545	111,976.02	0.00	0.00
1,647.000	DRIL-QUIP INC Ticker: DRQ	262037104 ENR	181,054.71	0.00	183,744.79	111.563	-2,690.08	0.00	0.00
5,300.000	DUN & BRADSTREET CORP DEL NEW Ticker: DNB	26483E100 IND	650,575.00	0.00	393,226.47	74.194	257,348.53	8,480.00	1.30
2,650.000	EAGLE MATERIALS INC Ticker: EXP	26959P108 MAT	205,189.50	250.00	194,983.75	73.579	10,205.75	1,060.00	0.51
6,500.000	EAST WEST BANCORP INC Ticker: EWBC	27578R104 FIN	227,305.00	0.00	213,617.21	32.864	13,687.79	3,900.00	1.71
3,300.000	EASTMAN CHEM CO Ticker: EMN	277432100 MAT	266,310.00	1,155.00	203,983.49	61.813	62,326.51	4,620.00	1.73
9,500.000	ELECTRONIC ARTS INC Ticker: EA	285512109 IFT	217,930.00	0.00	250,750.45	26.395	-32,820.45	0.00	0.00
4,000.000	ENVISION HEALTHCARE HLDGS INC Ticker: EVHC	29413U103 HEA	142,080.00	0.00	97,560.37	24.390	44,519.63	0.00	0.00
3,881.000	EQT CORP Ticker: EQT	26884L109 ENR	348,438.18	0.00	316,709.59	81.605	31,728.59	465.72	0.13

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equity (2)									
U.S. Mid Cap (cont)									
10,100.000	EQUIFAX INC Ticker: EPX	29429105 IND	697,809.00 69.090	0.00	601,156.23 59.520		96,652.77	8,886.00	1.27
16,100.000	EXPEDITORS INTL WASHINGTON INC Ticker: EXPD	302130109 IND	712,425.00 44.250	0.00	606,901.31 37.696		105,523.69	9,660.00	1.35
2,200.000	FACTSET RESH SYS INC Ticker: FDS	303075105 IFT	238,876.00 108.580	0.00	220,537.36 100.244		18,338.64	3,080.00	1.28
9,650.000	FAMILY DLR STORES INC Ticker: FDO	307000109 CND	626,960.50 64.970	2,509.00	252,976.37 26.215		373,982.13	10,036.00	1.50
12,980.000	FASTENAL CO Ticker: FAST	311900104 IND	616,679.80 47.510	0.00	384,618.00 29.632		232,061.80	12,980.00	2.10
7,400.000	FIRST REP BK SAN FRANCISCO CA NEW.COM Ticker: FRC	33616C100 FIN	387,390.00 52.350	0.00	294,886.00 39.849		92,504.00	3,552.00	0.91
8,500.000	FOOT LOCKER INC Ticker: FL	344849104 CND	352,240.00 41.440	0.00	292,028.88 34.356		60,211.12	6,800.00	1.93
5,678.000	FORTUNE BRANDS HOME & SEC INC Ticker: FBHS	34964C106 IND	259,484.60 45.700	0.00	223,860.80 39.426		35,623.80	2,725.44	1.05
400.000	FOSSIL GROUP INC Ticker: FOSL	34988V106 CND	47,976.00 119.940	0.00	40,746.36 101.866		7,229.64	0.00	0.00
3,300.000	F5 NETWORKS INC Ticker: FVW	315616102 IFT	299,838.00 90.860	0.00	290,770.69 88.112		9,067.31	0.00	0.00
7,100.000	GALLAGHER ARTHUR J & CO Ticker: AJG	363576109 FIN	333,203.00 46.930	0.00	168,184.97 23.688		165,018.03	9,940.00	2.98
4,517.000	GNC HLDGS INC Ticker: GNC	36191G107 HEA	264,018.85 58.450	0.00	184,736.95 40.898		79,281.70	2,710.20	1.02
6,400.000	GREEN MOUNTAIN COFFEE ROASTERS INC.COM Ticker: GMCR	393122106 CNS	483,456.00 75.540	0.00	191,032.95 29.849		292,423.05	6,400.00	1.32
9,471.000	HARLEY DAVIDSON INC Ticker: HOG	412822108 CND	655,772.04 69.240	0.00	338,245.94 35.714		317,526.10	7,955.84	1.21
2,300.000	HD SUPPLY HLDGS INC Ticker: HDS	40416M105 IND	55,223.00 24.010	0.00	49,772.92 21.640		5,450.08	0.00	0.00

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Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Mid Cap (cont)									
6,093,000	IDEX LABS INC Ticker: IDXX	45188D104 HEA	648,112.41 106.370	0.00	394,780.58 64.792	253,331.83	0.00	0.00	0.00
4,200,000	INCYTE CORP Ticker: INCY	45337C102 HEA	212,846.00 50.630	0.00	89,150.95 21.228	123,495.05	0.00	0.00	0.00
4,850,000	INTERCONTINENTAL EXCHANGE GROUP INC COM Ticker: ICE	45868F104 FIN	1,090,862.00 224.920	0.00	633,808.34 130.882	457,053.66	12,610.00	1.15	
5,050,000	IPG PHOTONIC CORP Ticker: IPGP	44980X109 IFT	391,930.50 77.610	0.00	310,438.95 61.473	81,491.55	0.00	0.00	0.00
16,090,000	JACOBS ENGR GROUP INC DEL Ticker: JEC	469814107 IND	1,013,509.10 62.990	0.00	718,532.90 44.857	294,976.20	0.00	0.00	0.00
3,750,000	JARDEN CORP Ticker: JAH	471109108 CND	230,062.50 61.350	0.00	177,237.33 47.263	52,825.17	1,293.75	0.56	
4,050,000	LAM RESEARCH CORP Ticker: LRCX	512807108 IFT	220,522.50 54.450	0.00	147,316.10 36.374	73,206.40	0.00	0.00	0.00
6,500,000	LAMAR ADVERTISING CO CL A Ticker: LAMR	512815101 CND	339,825.00 52.250	0.00	311,588.05 47.937	28,036.95	0.00	0.00	0.00
8,150,000	LINCOLN NATL CORP IND Ticker: LNC	534187109 FIN	420,703.00 51.620	0.00	340,796.61 41.816	79,906.39	5,216.00	1.24	
10,704,000	LPL FINL HLDGS INC Ticker: LPLA	50212V100 FIN	503,823.20 47.050	0.00	345,036.72 32.234	158,586.48	8,135.04	1.61	
10,650,000	MGM RESORTS INTL Ticker: MGM	552953101 CND	250,488.00 23.520	0.00	220,244.24 20.880	30,243.76	0.00	0.00	0.00
17,400,000	NCR CORP NEW Ticker: NCR	62886E108 IFT	592,644.00 34.060	0.00	520,166.42 29.895	72,477.58	0.00	0.00	0.00
20,824,000	PANDORA MEDIA INC Ticker: P	698354107 CND	553,918.40 26.800	0.00	174,660.29 8.387	379,258.11	0.00	0.00	0.00
19,500,000	PATTERSON COS INC Ticker: PDCO	703395103 HEA	803,400.00 41.200	0.00	483,937.75 24.817	319,462.25	12,480.00	1.55	
3,600,000	PETSMART INC Ticker: PETM	716768106 CND	261,900.00 72.750	0.00	264,764.37 73.546	-2,864.37	2,808.00	1.07	

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)									
2,500.000	PHARMACYCLICS INC Ticker: PCYC	716933108 HEA	264,450.00 105.780	0.00	301,334.00 120.534		-36,884.00	0.00	0.00
12,475.000	PROTECTIVE LIFE CORP Ticker: PL	743674103 FIN	631,983.50 50.660	0.00	240,928.96 19.313		391,056.54	9,980.00	1.57
2,900.000	PUMA BIOTECHNOLOGY INC Ticker: PBYI	74587V107 HEA	300,237.00 103.530	0.00	154,467.16 53.265		145,769.84	0.00	0.00
5,250.000	PVH CORP Ticker: PVH	693656100 CND	714,105.00 136.020	0.00	508,708.01 96.897		205,396.99	787.50	0.11
8,750.000	QUANTA SVCS INC Ticker: PWR	74762E102 IND	276,150.00 31.560	0.00	202,351.20 23.128		73,798.80	0.00	0.00
4,400.000	QUINTILES TRANSNATIONAL HLDGS INC COM Ticker: Q	74876V101 HEA	203,896.00 46.340	0.00	193,703.76 44.024		10,192.24	0.00	0.00
4,600.000	RANGE RES CORP Ticker: RRC	75281A109 ENR	387,826.00 84.310	0.00	333,917.13 72.591		53,908.87	736.00	0.19
9,626.000	RED HAT INC Ticker: RHT	756577102 IFT	539,441.04 56.040	0.00	490,484.60 50.954		48,956.44	0.00	0.00
6,000.000	RELJANCE STEEL & ALUMINUM CO Ticker: RS	759509102 MAT	455,040.00 75.840	0.00	267,464.20 44.577		187,575.80	7,920.00	1.74
15,850.000	ROBERT HALF INTL INC Ticker: RHI	770323103 IND	685,541.50 41.980	0.00	451,245.59 28.470		214,295.91	10,144.00	1.52
7,550.000	ROCKWOOD HLDGS INC Ticker: ROC	774415103 MAT	542,986.00 71.920	0.00	446,983.97 59.203		96,012.03	13,590.00	2.50
15,750.000	SALLY BEAUTY HLDGS INC Ticker: SBH	79548E104 CND	476,122.50 30.230	0.00	386,789.88 24.558		89,332.62	8,190.00	1.72
1,300.000	SIGNATURE BK NEW YORK NY Ticker: SBNY	82689G104 FIN	139,846.00 107.420	0.00	49,723.03 38.248		89,922.97	0.00	0.00
8,724.000	SOUTHWESTERN ENERGY CO Ticker: SWN	845467109 ENR	343,114.92 39.330	0.00	339,991.70 38.972		3,123.22	0.00	0.00
10,678.000	STARZ SER A COM Ticker: STRZ A	855710102 CND	312,224.72 29.240	0.00	243,937.79 22.845		68,286.93	0.00	0.00

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Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)									
5,050.000	STERICYCLE INC Ticker: SRCL	858912108 IND	586,658.50 116.170	0.00	429,396.18 85.029	157,262.32	0.00	0.00	0.00
1,250.000	TIFFANY & CO NEW Ticker: TIF	888547108 CND	115,975.00 92.780	425.00	100,223.55 80.179	15,751.45	1,700.00	1.46	
2,184.000	TOWERS WATSON & CO CLACOM Ticker: TW	891894107 IND	278,700.24 127.610	263.76	261,266.52 119.628	17,433.72	1,223.04	0.43	
4,350.000	TRANSDIGM GROUP INC Ticker: TDG	893641100 IND	700,437.00 161.020	0.00	348,959.53 80.221	351,477.47	0.00	0.00	
2,500.000	UNITED RENTALS INC Ticker: URI	911383109 IND	194,875.00 77.950	0.00	97,629.26 39.052	97,245.74	0.00	0.00	
600.000	UNIVERSAL HLTH SVCS INC CLB Ticker: UHS	913903100 HEA	48,756.00 81.260	0.00	20,763.60 34.606	27,992.40	120.00	0.24	
5,400.000	URS CORP NEW Ticker: URS	903236107 IND	286,146.00 52.990	1,134.00	191,085.36 35.386	95,060.64	4,536.00	1.58	
11,800.000	VANTIV INC CLACOM Ticker: VNTV	92210H105 FIN	384,798.00 32.610	0.00	311,730.35 26.418	73,067.65	0.00	0.00	
6,450.000	VARIAN MED SYS INC Ticker: VAR	92220P105 HEA	501,100.50 77.690	0.00	465,132.85 72.114	35,967.65	0.00	0.00	
3,350.000	WABCO HLDGS INC Ticker: WBC	92927K102 CND	312,923.50 93.410	0.00	198,646.37 59.297	114,277.13	938.00	0.30	
950.000	WADDELL & REED FINL INC CLA Ticker: WDR	930059100 FIN	61,864.00 65.120	0.00	56,971.46 59.970	4,892.54	1,292.00	2.08	
6,400.000	WILLIAMS SONOMA INC Ticker: WSM	969804101 CND	372,992.00 58.280	0.00	374,695.65 58.546	-1,703.65	7,936.00	2.12	
7,900.000	XEROX CORP Ticker: XR	984121103 IFT	98,143.00 12.170	454.25	77,734.90 9.840	18,408.10	1,817.00	1.89	
Total U.S. Mid Cap			\$34,322,202.53	\$9,459.26	\$24,006,146.21	\$10,316,056.32	\$307,212.00	0.89%	

Trade Date

U.S. TRUST



Bank of America Private Wealth Management

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Small Cap									
3,283.000	AEGERION PHARMACEUTICALS INC Ticker: AEGR	00767E102 HEA	\$232,961.68 70.960	\$0.00	\$229,133.35	69.794	\$3,828.33	\$0.00	0.00%
10,625.000	ANIXTER INTL INC Ticker: AXE	035290105 IFT	954,550.00 89.840	55,750.00	665,562.71 62.641		288,987.29	0.00	0.00
2,700.000	CON-WAY INC Ticker: CNW	205944101 IND	107,217.00 39.710	0.00	122,187.00 45.254		-14,970.00	1,080.00	1.00
7,588.000	CST BRANDS INC Ticker: CST	12648R105 CND	278,631.36 36.720	474.25	242,573.12 31.968		36,058.24	1,897.00	0.68
1,994.000	DECKERS OUTDOOR CORP Ticker: DECK	243537107 CND	168,413.24 84.480	0.00	170,548.80 85.531		-2,135.56	0.00	0.00
11,057.000	ENCORE CAP GROUP INC Ticker: ECPG	292554102 FIN	555,724.82 50.260	0.00	325,901.73 29.475		229,823.09	0.00	0.00
15,400.000	FULLER H B CO Ticker: FUL	358694106 MAT	801,416.00 52.040	0.00	437,239.88 28.392		364,176.12	6,160.00	0.76
3,205.000	GUIDEWIRE SOFTWARE INC Ticker: GWRE	40171V100 IFT	157,269.35 49.070	0.00	152,407.09 47.553		4,862.26	0.00	0.00
11,103.000	HMS HLDGS CORP Ticker: HMSY	40425J101 HEA	252,038.10 22.700	0.00	254,818.17 22.950		-2,780.07	0.00	0.00
4,270.000	INSULET CORP Ticker: PDD	45784P101 HEA	158,417.00 37.100	0.00	28,340.55 6.637		130,076.45	0.00	0.00
3,000.000	MRC GLOBAL INC Ticker: MRC	55345K103 ENR	96,780.00 32.260	0.00	84,133.28 28.044		12,646.72	0.00	0.00
23,170.000	NXSTAGE MED INC Ticker: NXTM	67072V103 HEA	231,700.00 10.000	0.00	338,187.76 14.596		-106,487.76	0.00	0.00
11,851.000	REALPAGE INC Ticker: RP	75606N109 FIN	277,076.38 23.380	0.00	220,492.67 18.605		56,583.71	0.00	0.00
10,150.000	RPX CORP Ticker: RPXC	74972G103 CND	171,535.00 16.900	0.00	172,524.12 16.997		-989.12	0.00	0.00
4,300.000	SAREPTA THERAPEUTICS INC Ticker: SRPT	803607100 HEA	87,591.00 20.370	0.00	113,174.03 26.320		-25,583.03	0.00	0.00
9,050.000	SOLARWINDS INC Ticker: SWI	83416B109 IFT	342,361.50 37.830	0.00	324,428.74 35.848		17,932.76	0.00	0.00

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Trade Date



Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (Cont)									
U.S. Small Cap (cont)									
9,889,000	TEAM HEALTH HOLDINGS INC Ticker: TMH	87817A107 IND	450,443.95	0.00	351,718.43	98,725.52	0.00	0.00	0.00
10,847,000	TRIMAS CORP NEW COM Ticker: TRS	89621E209 MAT	432,686.83	0.00	190,689.72	241,997.11	0.00	0.00	0.00
8,700,000	U S G CORP COM NEW Ticker: USG	903293405 IND	246,906.00	0.00	242,003.53	4,902.47	0.00	0.00	0.00
11,700,000	WORLD FUEL SVCS CORP Ticker: INT	981475106 ENR	504,972.00	442.50	485,372.61	39,599.39	1,755.00	0.34	
	Total U.S. Small Cap		\$6,508,691.21	\$56,666.75	\$5,131,437.29	\$1,377,253.92	\$10,892.00	0.16%	
International Developed									
1,000	ABS OFFSHORE SPC CAYMAN ISLANDS	99Z350128 OED	\$27,348,917.00	\$0.00	\$20,000,000.00	\$7,348,917.00	\$0.00	0.00%	
7,437,000	ACTAVIS PLC IRELAND Ticker: ACT	G0083B108 HEA	1,249,416.00	0.00	1,070,966.37	178,449.63	0.00	0.00	
2,038,000	ASML HOLDINGS NV ADR ISIN USN070592100 NETHERLANDS Ticker: ASML	N07059210 IFT	190,960.60	0.00	101,018.16	89,942.44	1,196.31	0.62	
4,250,000	CANADIAN PAC RY LTD CANADA Ticker: CP	13645T100 IND	643,110.00	1,411.04	522,898.36	120,211.64	5,644.00	0.87	
11,550,000	CATAMARAN CORP CANADA Ticker: CTRX	148887102 IFT	548,186.10	0.00	521,668.48	26,517.62	0.00	0.00	
2,350,000	CHICAGO BRDG & IRON CO NV NETHERLANDS Ticker: CBI	167250109 IND	195,379.00	0.00	98,117.83	97,261.17	470.00	0.24	

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Gain/Loss	Estimated Annual Income	Cur Yld YTM
International Developed (cont)								
20,160,000	COVIDIEN PLC IRELAND Ticker: COV	G2554F113 HEA	1,372,896.00 68.100	0.00	878,357.58 43.569	494,538.42	25,804.80	1.88
54,250,000	DANONE SPONSORED ADR FRANCE Ticker: DANOY	23636T100 CNS	782,230.75 14.419	0.00	750,530.19 13.835	31,700.56	13,345.50	1.70
1,080,324.813	DODGE & COX INTL STK FUND Ticker: DODFX	258206103 OEQ	48,497,179.95 43.040	0.00	23,296,779.79 21.565	23,200,400.16	750,825.75	1.61
4,184,000	EATON CORP PLC IRELAND Ticker: ETN	G29183103 IND	318,486.08 78.120	0.00	241,683.76 57.764	76,802.32	7,029.12	2.20
977,277.611	EURO PAC GROWTH FUND SH BEN INT CL A Ticker: AEPGX	298706102 OEQ	47,955,012.37 49.070	0.00	42,288,284.99 43.272	5,666,727.38	439,774.92	0.91
257,547.834	FMI INTL FUND Ticker: FMIJX	302933304 OEQ	7,085,140.91 27.510	49,193.35	5,267,276.21 20.452	1,817,864.70	50,479.38	0.71
7,675,000	GLAXOSMITHKLINE PLC SPONSORED ADR UNITED KINGDOM Ticker: GSK	37733W105 HEA	408,788.25 53.390	4,974.96	326,910.45 42.594	82,857.80	18,489.08	4.51
4,000,000	INGERSOLL-RAND CO LTD IRELAND Ticker: IR	G47781101 IND	248,400.00 61.600	0.00	177,979.15 44.495	68,420.85	3,360.00	1.36
624,375,000	ISHARES MSCI ACWI EX ETF Ticker: ACWX	464288240 OEQ	29,139,581.25 46.670	0.00	24,937,337.49 39.940	4,202,243.76	783,590.63	2.68
10,875,000	NESTLE S A SPONSORED ADR SWITZERLAND Ticker: NSRGY	641069406 CNS	798,486.00 73.424	0.00	525,777.33 48.347	272,708.67	19,749.00	2.47
12,150,000	NXP SEMICONDUCTORS NV NETHERLANDS Ticker: NXPI	N6596X109 IFT	558,049.50 45.930	0.00	387,428.46 31.887	170,621.04	0.00	0.00

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Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
International Developed (cont)									
4,600.000	PENTAIR LTD ISIN CH0193880173 Ticker: PNR	H6169Q108 IND	357,282.00 77.670	0.00	279,180.59 60.691		78,101.41	4,600.00	1.28
11,500.000	PERRIGO CO IRELAND Ticker: PRGO	G97822103 HEA	1,764,790.00 153.460	0.00	1,768,381.46 153.772		-3,591.46	0.00	0.00
39,275.000	POTASH CORP SASK INC CANADA Ticker: POT	73755L107 MAT	1,294,504.00 32.980	0.00	1,472,813.77 37.500		-178,309.77	54,985.00	4.24
3,850.000	SAP AG SPONSORED ADR GERMANY Ticker: SAP	803054204 IFT	335,489.00 87.140	0.00	308,936.86 80.243		26,552.14	3,072.30	0.91
10,650.000	UNILEVER PLC SPON ADR NEW UNITED KINGDOM Ticker: UL	904767704 CNS	438,780.00 41.200	0.00	428,842.05 40.267		9,937.95	15,304.05	3.48
5,550.000	VISTAPRINT NV NETHERLANDS Ticker: VPRT	N93540107 CND	315,517.50 56.850	0.00	252,308.13 45.461		63,209.37	0.00	0.00
21,000.000	WEATHERFORD INTL LTD SWITZERLAND Ticker: WFT	H27013103 ENR	325,290.00 15.480	0.00	329,830.31 15.706		-4,540.31	0.00	0.00
11,750.000	WILLIS GROUP HLDGS PLC IRELAND Ticker: WSH	G96666105 FIN	526,517.50 44.810	3,290.00	437,696.14 37.251		88,821.36	13,160.00	2.49
Total International Developed			\$170,637,369.76	\$58,869.35	\$128,671,003.91	\$44,026,365.85	\$2,210,879.84	1.29%	
1,800.000	EXTENDED STAY AMER INC PAIRED SHS COMPRISED 1 COM Ticker: STAY	30224P200 OEC	\$47,268.00 26.260	\$0.00	\$39,625.17 22.014		\$7,642.83	\$0.00	0.00%

Equity Other

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KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equity Other (cont)									
Equity Other (cont)									
1.000	FLAG PRIVATE EQUITY(OFFSHORE) VLP	99Z447841 OEQ	1,309,593.00	0.00	1,115,761.72	1,115,761.72	193,831.28	0.00	0.00
	CAYMAN ISLANDS		1,309,593.00						
1.000	J P MORGAN US REAL ESTATE INCOME AND GROWTH DIRECT LP	99Z485908 OEQ	33,515,775.00	0.00	29,991,907.10	29,991,907.10	3,523,867.90	0.00	0.00
1.000	MULTISOURCE ACTIVE COMMODITY NL QP CTF	99Z501290 OEQ	28,115,567.50	0.00	20,000,000.00	20,000,000.00	8,115,567.50	0.00	0.00
7,417.957	OFI GLOBAL INST EMERGING MARKETS EQUITY FUND LP	99Z510754 OEQ	29,817,368.32	0.00	30,000,000.00	30,000,000.00	-182,631.68	0.00	0.00
1.000	PRISA III FUND LP	99Z485880 OEQ	4,019.620	0.00	4,044.240	4,044.240		0.00	0.00
1.000	PRUDENTIAL CAPITAL PARTNERS IV LP	99Z485843 OEQ	17,213,000.00	0.00	15,608,185.00	15,608,185.00	1,604,815.00	0.00	0.00
			2,770,610.14	0.00	1,995,215.08	1,995,215.08	775,395.06	0.00	0.00
			2,770,610.140		1,995,215.080				
	Total Equity Other		\$112,789,181.96	\$0.00	\$98,750,694.07	\$14,038,487.89	\$117,155,461.87	\$0.00	0.00%
Total Equities									
			\$450,381,891.33	\$196,602.73	\$333,226,429.46		\$117,155,461.87	\$4,424,078.43	0.98%

Fixed Income

Global High Yield Taxable									
3,412,847.350	RIDGEWORTH SEIX FLTG RATE HIGH INCOME FUND CL I	766281878	\$30,920,396.99	\$107,404.83	\$30,817,857.56	\$30,817,857.56	\$102,539.43	\$1,279,817.76	4.13%
			9,060		9,030				
	Total Global High Yield Taxable		\$30,920,396.99	\$107,404.83	\$30,817,857.56	\$30,817,857.56	\$102,539.43	\$1,279,817.76	4.13%
Total Fixed Income									
			\$30,920,396.99	\$107,404.83	\$30,817,857.56	\$30,817,857.56	\$102,539.43	\$1,279,817.76	4.13%

Other Non-Investable Assets

1.000	BAILLARD REAL ESTATE INVESTMENT TRUST I INC	99L003748	\$9,792,016.66	\$0.00	\$19,491,278.26	\$19,491,278.26	-\$9,699,261.60	\$0.00	0.00%
			9,792,016.660						

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Trade Date

Portfolio Detail

KERN FAMILY FOUNDATION COMB - 2

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
1.000	CLARION LION PROPERTIES FUND LLC	99Z372361	57,256,000.00	0.00	37,500,000.00	19,756,000.00	0.00	0.00
1.000	GROSVENOR INSTITUTIONAL PARTNERS LP SUBSCRIPTION AGREEMENT FOR U S TAX DEFERRED INVESTORS ONLY	99L009281	36,240,296.00	0.00	28,650,000.00	7,590,296.00	0.00	0.00
1.000	PINEHURST INSTITUTIONAL LTD CAYMAN ISLANDS	99L014141	36,533,098.00	0.00	27,500,000.00	9,033,098.00	0.00	0.00
1.000	PRIVATE EQUITY FUND V L P	99L013549	13,366,875.00	0.00	8,269,131.00	5,097,744.00	0.00	0.00
1.000	REEF AMERICA REIT II INC	99L014240	47,122,521.47	0.00	36,401,381.00	10,721,140.47	0.00	0.00
1.000	SUMMIT PARTNERS CREDIT FUND LP	99Z448179	11,505,730.00	0.00	8,983,797.33	2,521,932.67	0.00	0.00
Total Other Non-Investable Assets			\$211,816,537.13	\$0.00	\$166,795,587.59	\$45,020,949.54	\$0.00	0.00%

Total Portfolio	(A) \$700,331,414.29	\$304,150.58	\$539,052,463.45	\$162,278,950.84	\$5,705,334.40	0.81%
Accrued Income	(B) < 140,553.27	Additional Partnership Assets Income				
Total		\$304,150.58	\$1,98,929,861.00	(A)-(B)		

\$698,929,861.00 (A)-(B)
 \$1,000,000.00 VBI
 \$295,987.60 CROCKING A/C
 \$162,117.56 Fixed Assets
\$700,387,966.16

The Kern Family Foundation, Inc.
Net gain/(loss) from sale of assets
For the Year Ended December 31, 2013

Account	Type	Proceeds	Cost	Gain/(Loss)
U.S. Trust 1099	Fred Alger	38,744,825	34,548,389	4,196,436
U.S. Trust 1099	William Blair	20,722,272	15,812,905	4,909,367
U.S. Trust 1099	Lord Abbett	21,159,501	17,143,008	4,016,493
U.S. Trust 1099	Fiduciary Management	21,253,474	17,243,091	4,010,384
U.S. Trust 1099	Mutual Fund CGD - Lord Abbott	77,039	-	77,039
U.S. Trust 1099	Lehman HY/Dodge&Cox/Vanguard S&P, EM	72,822,583	70,155,889	2,666,694
U.S. Trust 1099	Disallowed Wash Sales	5,344,231	5,344,231	(0)
Grosvenor	From K1	(440,034)	-	(440,034)
Summit	From K1	1,078	-	1,078
JP Morgan	From K1	(217,030)	-	(217,030)
PRISA III Fund LP	From K1	811,454	-	811,454
RREEF	Capital Gain Distribution	371,298	-	371,298
MultiSource Commodi	From K1	(1,752,294)	-	(1,752,294)
Bailard I	Sale of Shares	12,069,177	11,752,455	316,722
Book/Tax Difference			(119,499)	119,499
		<u>180,279,112</u>	<u>161,192,005</u>	<u>19,087,107</u>

Part IV Capital Gains and
Losses for Tax on Investment
Income

(e)

(g)

(h)/(l)

KERN FAMILY FOUNDATION, INC.

EIN #39-1923558

Part XV-Grants and Contributions Paid During the Year or Approved for Future Payment

990 PF, Year Ended December 31, 2013

Organization Name	Address - City	State	Status	Purpose	Payment Date	Amount paid in 2013	Approved for future payment
Action Institute for the Study of Religion and Liberty	Grand Rapids	MI	PC	General Operating	various	\$1,222,910.00	
America Achieves Inc	New York	NY	PC	Education - International Competitiveness	various	\$390,000.00	\$410,000
American Enterprise Institute (AEI) for Public Policy Research	Washington	DC	PC	General Operating	various	\$1,950,000.00	\$2,208,250
Americans for Prosperity Foundation	Arlington	VA	PC	Education	02/01/13	\$52,500.00	
Apex Community Church	Kettering	OH	PC	Post Seminary Initiative	11/22/13	\$1,000.00	
Asbury Theological Seminary	Wilmore	KY	PC	On Campus network activities and Scholarship Fund	various	\$402,900.00	
Ashland Theological Seminary	Ashland	OH	PC	Scholarship Fund	02/01/13	\$60,000.00	
Assemblies of God Theological Seminary	Springfield	MO	PC	ON Campus network activities	various	\$202,132.00	
Aurora United Methodist Church	Aurora	OH	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Azusa Pacific Graduate School of Theology (Haggard) - Azusa Pacific University (APU)	Azusa	CA	PC	Scholarship Fund	various	\$321,575.00	
Baylor University	Waco	TX	PC	Engineering Dense Network	various	\$102,650.00	
Bethany Congregational Christian Church	Greenland	NH	PC	Post Seminary Initiative	11/22/13	\$793.11	
Bethany Evangelical Free Church	Centennial	CO	PC	Post Seminary Initiative	01/18/13	\$869.00	
Bethel Cleveland Church	Middleburg Heights	OH	PC	Post Seminary Initiative	10/25/13	\$997.33	
Bethel College Inc.	Mishawaka	IN	PC	five-year pastoral degree program	various	\$122,400.00	
Bethel Seminary - Bethel University	St. Paul	MN	PC	Scholarship Fund	various	\$251,455.00	
Biblical Theological Seminary	Hartford	PA	PC	ON Campus network activities	01/04/13	\$5,000.00	
Bill of Rights Institute	Arlington	VA	PC	Education - Character	11/08/13	\$85,000.00	
Biola University Inc	La Mirada	CA	PC	ON Campus network activities and 5 year education	various	\$107,500.00	\$1,513,000
Boston University	Boston	MA	PC	Engineering Dense Network	05/24/13	\$147,250.00	
BridgeWay Community Church	Rockford	MI	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Brookfield Academy (Academy of Basic Education, Inc.)	Brookfield	WI	PC	Education - School Leadership, Character	11/08/13	\$75,000.00	
Bucknell University	Lewisburg	PA	PC	Engineering Schools	various	\$296,384.00	\$747,418
Building Excellent Schools Inc. (BES)	Boston	MA	PC	Education - School Leadership	09/18/13	\$475,331.00	\$1,425,993
Cedarville University	Cedarville	OH	PC	five-year pastoral degree program	various	\$175,000.00	
Center for Urban Teaching	Milwaukee	WI	PC	Education - School Leadership	n/a	\$0.00	\$25,100
Charter Fund Inc. Charter School Growth Fund (CSGF)	Broomfield	CO	POF	Education - Markets	various	\$5,096,000.00	
Cherry Hills Community Church	Highlands Ranch	CO	PC	Post Seminary Initiative	06/07/13	\$300.00	
Chinese Christian Mandarin Church	Willowbrook	IL	PC	Post Seminary Initiative	10/25/13	\$1,000.00	
Christ Community Evangelical Free Church - Leawood, KS	Leawood	KS	PC	Post Seminary Initiative	various	\$2,000.00	
Christ the King Presbyterian Church	Houston	TX	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Christianity Today International	Carol Stream	IL	PC	Create and distribute digital content	various	\$189,400.00	\$177,000
Church of the Apostles	Columbia	SC	PC	Post Seminary Initiative	09/27/13	\$500.00	
Cincinnati Christian University (CCU)	Cincinnati	OH	PC	five-year pastoral degree program	08/16/13	\$34,200.00	
City Church	Gainesville	FL	PC	Post Seminary Initiative	various	\$1,999.45	
Coeur d'Alene Bible Church	Coeur d'Alene	ID	PC	Post Seminary Initiative	10/25/13	\$1,000.00	
Colonial Williamsburg Foundation (CWF)	Williamsburg	VA	PC	Post Seminary Initiative	various	\$150,000.00	
Concordia Seminary	St. Louis	MO	PC	Education - Character	09/13/13	\$5,000.00	
Convergence Church	Tustin	CA	PC	Post Seminary Initiative	05/10/13	\$1,000.00	
Cornerstone Church - Marion, IA	Marion	IA	PC	Post Seminary Initiative	10/25/13	\$1,000.00	
Cornerstone Church of Blaine, MN	Blaine	MN	PC	Post Seminary Initiative	various	\$2,000.00	\$20,000
Cornerstone Menorah Fellowship	Plain City	Ohio	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
Covenant Ministries - Covenant Family Church	Omaha	NE	PC	Post Seminary Initiative	01/11/13	\$1,000.00	
Covenant Presbyterian Church	Saint Louis	MO	PC	Post Seminary Initiative	01/18/13	\$1,000.00	
Covenant Theological Seminary	St. Louis	MO	PC	Scholarship Fund	various	\$244,584.00	
Creekside Community Church	Gainesville	FL	PC	Post Seminary Initiative	05/10/13	\$1,000.00	
CrossPoint Church Reformed Church of China	Chino	CA	PC	Post Seminary Initiative	10/25/13	\$1,000.00	
Crossroads Bible Church of Grand Rapids, MI	Grand Rapids	MI	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
Dallas Theological Seminary (DTS)	Dallas	TX	PC	ON Campus network activities	various	\$74,956.00	
Denver Seminary	Littleton	CO	PC	Scholarship Fund	various	\$291,220.00	
DSST (Denver School of Science and Technology, Inc.) Public Schools	Denver	CO	PC	Education - Character	07/03/13	\$100,000.00	\$200,000
Dwelling Place Church	Englewood	CO	PC	Post Seminary Initiative	06/21/13	\$1,000.00	
Education Action Group (EAG) (Foundation)	Muskegon	MI	PC	Education	02/01/13	\$167,500.00	
Educational Enterprises, Inc. (EEI)	Waukesha	WI	PC	Education - Character	various	\$1,327,000.00	\$883,000
Emmanuel Presbyterian Church	Thousand Oaks	CA	PC	Post Seminary Initiative	08/23/13	\$764.95	
Evangelical Covenant Church Wakefield NE	Wakefield	NE	PC	Post Seminary Initiative	11/22/13	\$897.92	
Evangelical Free Church of Columbia	Columbia	MO	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Faith Covenant Church	Kalispell	MT	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Faith Evangelical Free Church	Metamora	IL	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
First Baptist Church	Lebanon	IN	PC	Post Seminary Initiative	12/13/13	\$825.00	
First Baptist Church - Cambridge, MN	Cambridge	MN	PC	Post Seminary Initiative	05/24/13	\$850.00	
First Baptist Church - Cook, MN	Cook	MN	PC	Post Seminary Initiative	11/22/13	\$1,000.00	
First Baptist Church Muncie	Muncie	IN	PC	Post Seminary Initiative	11/01/13	\$969.49	
First Baptist Church of Chesterfield	Chesterfield	MO	PC	Post Seminary Initiative	07/19/13	\$1,000.00	
First Baptist Church of Winchester, IL	Winchester	IL	PC	Post Seminary Initiative	05/24/13	\$614.99	
First Christian Church	Mooreland	IN	PC	Post Seminary Initiative	10/04/13	\$900.00	
First Presbyterian Church - Waynesburg, PA	Waynesburg	PA	PC	Post Seminary Initiative	10/25/13	\$1,000.00	
First Presbyterian Church of Augusta	Augusta	GA	PC	Post Seminary Initiative	12/06/13	\$1,000.00	
First United Methodist Church	Bowling Green	OH	PC	Post Seminary Initiative	03/29/13	\$1,000.00	
Fort Wayne Grace Point Church of the Nazarene	Fort Wayne	IN	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Foundation for Excellence in Education Inc. (Cheifs for Change)	Tallahassee	FL	PC	General Operating	various	\$200,000.00	

KERN FAMILY FOUNDATION, INC.

EIN 039-1923558

Part IV-Grants and Contributions Paid During the Year or Approved for Future Payment

990 PF, Year Ended December 31, 2013

Gibson Baptist Church	Gibson	NE	PC	Post Seminary Initiative	03/29/13	\$1,000.00	
Glendora Community Church of the Nazarene	Glendora	CA	PC	Post Seminary Initiative	01/18/13	\$1,000.00	
Gonzaga University	Spokane	WA	PC	Engineering Dense Network	various	\$330,481.00	
Good Shepherd Lutheran Church	Lena	IL	PC	Post Seminary Initiative	01/25/13	\$1,000.00	
Gordon-Conwell Theological Seminary	South Hamilton	MA	PC	ON Campus network activities	various	\$436,050.00	
Grace Chapel - Lexington, MA	Lexington	MA	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Grace Community Church	Worthington	MN	PC	Post Seminary Initiative	03/22/13	\$1,000.00	
Grace Presbyterian Church - King George, VA	King George	VA	PC	Post Seminary Initiative	11/08/13	\$1,000.00	
Grace Presbyterian Church - The Woodlands, TX	The Woodlands	TX	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Grace Redeemer Church	Teaneck	NJ	PC	Post Seminary Initiative	10/04/13	\$1,000.00	
GracePoint Church	New Brighton	MH	PC	Post Seminary Initiative	12/06/13	\$1,000.00	
GracePointe - An Evangelical Free Church	Tucson	AZ	PC	Post Seminary Initiative	02/08/13	\$1,000.00	
Grand Rapids Theological Seminary (GRTS) - Cornerstone University	Grand Rapids	MI	PC	Scholarship Fund	various	\$229,788.00	\$63,000
Great Hearts Academies	Phoenix	AZ	PC	Education - Character	03/02/13	\$55,000.00	
GreatSchools	San Francisco	CA	PC	Education - Parents	11/08/13	\$150,000.00	
Hope Covenant Church	Crystal Lake	IL	PC	Post Seminary Initiative	01/18/13	\$980.66	
Ifo Institute - University of Munich	81679 München		PC	Education - International Competitiveness	08/02/13	\$267,864.00	
IMR Support Foundation - (IASC) Institute for Advanced Studies in Culture/in Medias Res	Charlottesville	VA	PC	Education - Character	various	\$1,603,800.00	
Indiana Wesleyan University	Marion	IN	PC	On Campus network activities and 5 year education	various	\$237,500.00	
Innovate+Educate	Santa Fe	NM	PC	Education - International Competitiveness	various	\$270,000.00	\$206,578
Institute for Humane Studies (IHS)	Arlington	VA	PC	Education - School Leadership	various	\$136,000.00	
Institute for Justice (IJ)	Arlington	VA	PC	General Operating	09/18/13	\$300,000.00	
J. Dennis Hostert Center at Wheaton College	Wheaton	IL	PC	ON Campus network activities	09/06/13	\$35,000.00	\$52,700
John Knox Presbyterian Church	Tulsa	OK	PC	Post Seminary Initiative	02/08/13	\$980.19	
Judson University	Elgin	IL	PC	five-year pastoral degree program	n/a	\$0.00	\$498,000
Kettering University	Find	MI	PC	Topical educational resources and models	various	\$263,018.00	
Kidron Mennonite Church	Kidron	OH	PC	Post Seminary Initiative	12/06/13	\$900.00	
Kirk of the Hills Presbyterian Church	St. Louis	MO	PC	Post Seminary Initiative	various	\$2,000.00	
Lakeside Christian Church - Akron, OH	Akron	OH	PC	Post Seminary Initiative	11/08/13	\$1,000.00	
Lakeview Community Church	Rochester	NY	PC	Post Seminary Initiative	various	\$4,800.00	
Lawrence Technological University (LTU)	Southfield	MI	PC	Topical educational resources and models	various	\$379,480.00	\$13,100
LifeHope Community (Free Methodist) Church	Canton	OH	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Living Water Lutheran Church	Elk Grove	CA	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
Mahtowa Covenant Church	Mahtowa	MM	PC	Post Seminary Initiative	12/06/13	\$1,000.00	
Mariners Church	Irvine	CA	PC	Post Seminary Initiative	12/13/13	\$500.00	
Mentor United Methodist Church	Mentor	OH	PC	Post Seminary Initiative	07/03/13	\$1,000.00	
Mill City Church	Minneapolis	MN	PC	Post Seminary Initiative	various	\$1,435.50	
Milwaukee School of Engineering (MSOE)	Milwaukee	WI	PC	Scholarship Fund	various	\$51,500.00	
Mission Community Church	Gilbert	AZ	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
Moody Bible Institute of Chicago	Chicago	IL	PC	ON Campus network activities	various	\$219,938.00	
Mountain View Wesleyan Church	Aumsville	OR	PC	Post Seminary Initiative	11/01/13	\$1,000.00	
National Alliance for Public Charter Schools (NAPCS)	Washington	DC	PC	Education - International Competitiveness	various	\$164,000.00	\$408,000
New Hope Church of Wooster	Wooster	OH	PC	Post Seminary Initiative	11/01/13	\$798.71	
New Leaders, dba, New Leaders for New Schools (NLNS)	New York	NY	PC	Education - School Leadership	various	\$1,000,000.00	
New Life Mission Church of Irvine	Irvine	CA	PC	Post Seminary Initiative	05/10/13	\$636.78	
NewSong Church	San Dimas	CA	PC	Post Seminary Initiative	various	\$2,000.00	
North Hills Baptist Church	Ungie	WY	PC	Post Seminary Initiative	12/13/13	\$500.50	
North (santi) Baptist Church	Cambridge	MM	PC	Post Seminary Initiative	04/12/13	\$1,000.00	
North Park Theological Seminary	Chicago	IL	PC	Scholarship Fund	03/29/13	\$28,450.00	
Northern Baptist Theological Seminary	Lombard	IL	PC	Scholarship Fund	02/01/13	\$51,128.00	
Northwest Community Friends Church	Tucson	AZ	PC	Post Seminary Initiative	11/01/13	\$1,000.00	
Oak Hills Covenant Church	Vista	CA	PC	Post Seminary Initiative	12/06/13	\$1,000.00	
OECD - Organisation for Economic Co-operation and Development			PC	Education - International Competitiveness	12/17/13	\$300,000.00	
Ohio Northern University (ONU)	Ada	OH	PC	Engineering Schools	various	\$189,000.00	
Palm Beach Atlantic University	West Palm Beach	FL	PC	five-year pastoral degree program	various	\$112,909.00	\$357,091
Paradise Holtschwanm Evangelical Covenant Church	Thomasville	PA	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
PCA Reformed University Ministries/Fellowship	Lawrenceville	GA	PC	Post Seminary Initiative	various	\$3,000.00	
PCA, Mission to North America (MNA) - Presbyterian Church in America	Lawrenceville	GA	PC	Post Seminary Initiative	08/30/13	\$5,000.00	
Peace Evangelical Lutheran Church	Bloomington	MN	PC	Post Seminary Initiative	various	\$2,439.52	
Philanthropy Roundtable (PRTB)	Washington	DC	PC	General Operating	12/13/13	\$50,000.00	
Point Place United Church of Christ	Totolo	OH	PC	Post Seminary Initiative	01/04/13	\$999.90	
President and Fellows of Harvard College	Boston	MA	PC	Education - International Competitiveness	various	\$285,787.00	
Providence Community Church	Lenexa	KS	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Rector and Visitors of the University of Virginia	Charlottesville	VA	PC	STEM Education	03/08/13	\$50,000.00	
Redeemer Presbyterian Church	Newport Beach	CA	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Reformed University Fellowship - Northwestern University	Evanston	IL	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
Resurrection Covenant Church	Chicago	IL	PC	Post Seminary Initiative	various	\$2,000.00	
Rightnow Ministries International (Priority One International)	Richardson	TX	PC	Create and distribute digital content	various	\$195,000.00	\$682,500
Rochester Covenant Church	Rochester	MN	PC	Post Seminary Initiative	03/22/13	\$1,000.00	
Rocky Mountain Presbyterian Church	Westminster	CO	PC	Post Seminary Initiative	06/07/13	\$1,000.00	
Rose-Hulman Institute of Technology	Terre Haute	IN	PC	Topical educational resources and models	various	\$36,167.10	
SafeHouse Church	Uno Lakes	MN	PC	Post Seminary Initiative	various	\$1,987.50	
SALT Church	Laguna Beach	CA	PC	Post Seminary Initiative	10/25/13	\$951.24	

KERN FAMILY FOUNDATION, INC.

EIN #39-1923558

Part XV-Grants and Contributions Paid During the Year or Approved for Future Payments

990 PF, Year Ended December 31, 2013

Samford University - Beeson Divinity School	Birmingham	AL	PC	ON Campus network activities	09/06/13	\$32,974.00	\$72,073
Santa Clara University (SCU)	Santa Clara	CA	PC	Engineering Dense Network	05/17/13	\$211,000.00	
School Choice Wisconsin (SCW)	Milwaukee	WI	PC	Education - Markets	various	\$297,575.00	\$160,000
Seattle Pacific Seminary (Seattle Pacific University)	Seattle	WA	PC	ON Campus network activities	08/14/13	\$55,380.00	
Second Baptist Church	Oshtemo	MI	PC	Post Seminary Initiative	10/04/13	\$1,000.00	
Selah Covenant Church	Selah	WA	PC	Post Seminary Initiative	12/06/13	\$1,000.00	
Seven Rivers Presbyterian Church	Lecanto	FL	PC	Post Seminary Initiative	11/08/13	\$999.95	
Seymour FourSquare Church	Seymour	CT	PC	Post Seminary Initiative	06/14/13	\$1,000.00	
Sierra Madre Congregational Church	Sierra Madre	CA	PC	Post Seminary Initiative	01/04/13	\$561.20	
Sioux Falls Seminary	Sioux Falls	SD	PC	ON Campus network activities	various	\$137,300.00	\$53,800
Southeastern Baptist Theological Seminary	Wake Forest	NC	PC	ON Campus network activities	12/06/13	\$99,924.00	\$105,676
Southern Baptist Theological Seminary	Louisville	KY	PC	ON Campus network activities	various	\$43,583.00	\$115,617
Southwestern Baptist Theological Seminary	Fort Worth	TX	PC	ON Campus network activities	various	\$233,755.00	\$80,050
St. Cloud State University Foundation	St. Cloud	MN	PC	STEM Education	02/08/13	\$150,000.00	
St. Louis University (SLU)	St. Louis	MO	PC	Engineering Schools and Topical	various	\$368,540.00	
St. Paul's Evangelical Church	Jamestown	MO	PC	Post Seminary Initiative	10/25/13	\$990.50	
Sycamore Baptist Church	Sycamore	IL	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
Sycamore Presbyterian Church	Midlothian	VA	PC	Post Seminary Initiative	12/19/13	\$1,000.00	
Tampa Bay Presbyterian Church	Tampa	FL	PC	Post Seminary Initiative	12/06/13	\$600.00	
Teach for America, Inc. (TFA)	New York	NY	PC	Education - School Leadership	various	\$2,588,000.00	\$710,000
The Brookings Institution	Washington	DC	PC	Education - Character	03/08/13	\$16,296.00	
The Park Community Church	San Antonio	TX	PC	Post Seminary Initiative	12/19/13	\$1,000.00	
The Shoreline Church	San Clemente	CA	PC	Post Seminary Initiative	11/22/13	\$999.05	
The University of Texas at Dallas	Richardson	TX	PC	Education - School Leadership	08/16/13	\$121,425.00	
The Woodrow Wilson National Fellowship Foundation (WWNF)	Princeton	NJ	PC	Education - School Leadership	various	\$2,108,436.00	
Theology of Work Project Inc (TOWP)	Belmont	MA	PC	Create and distribute digital content	various	\$87,140.00	
Thomas B. Fordham Institute	Washington	DC	PC	Education - School Leadership	various	\$300,000.00	
Trinity Church - Virginia Beach, VA	Virginia Beach	VA	PC	Post Seminary Initiative	07/19/13	\$1,000.00	
Trinity Community Church	Libertyville	IL	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
Trinity Community Church - Cincinnati, OH	Cincinnati	OH	PC	Post Seminary Initiative	12/06/13	\$1,000.00	
Trinity Evangelical Divinity School (TEDS)	Deerfield	IL	PC	Scholarship Fund	various	\$386,562.55	
Trinity Evangelical Free Church	Ludington	MI	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
Trinity International University (TIU)	Deerfield	IL	PC	ON Campus network activities	various	\$533,248.00	
Trinity Presbyterian Church - Charlottesville, VA	Charlottesville	VA	PC	FWE - PMP (Support Conference for Pastors and Worship	04/05/13	\$22,142.50	
Trinity Presbyterian Church - Tuscaloosa, AL	Tuscaloosa	AL	PC	Post Seminary Initiative	02/01/13	\$1,000.00	
Union College	Schenectady	NY	PC	Topical educational resources and models	various	\$80,000.00	
University Covenant Church - Davis, CA	Davis	CA	PC	Post Seminary Initiative	01/04/13	\$1,000.00	
University of Dayton	Dayton	OH	PC	Engineering Schools and Topical	various	\$120,200.00	
University of Detroit Mercy (UDM)	Detroit	MI	PC	Engineering Dense Network	various	\$149,850.00	
University of Evansville	Evansville	IN	PC	Engineering Schools	02/02/13	\$106,500.00	
University of New Haven	West Haven	CT	PC	Topical educational resources and models	various	\$81,000.00	
University of Northwestern - St. Paul	Saint Paul	MN	PC	Five-year pastoral degree program	various	\$165,856.00	
Urban Heights Covenant Church	Urbanside	IA	PC	Post Seminary Initiative	12/13/13	\$1,000.00	
Villanova University	Villanova	PA	PC	Engineering Dense Network	various	\$132,850.00	
Washington Institute for Faith, Vocation and Culture	Falls Church	VA	PC	ON Campus network activities	03/05/13	\$40,000.00	\$113,000
Washington University in St. Louis	St. Louis	MO	PC	Topical educational resources and models	10/18/13	\$39,806.00	
Western New England University (WNEU)	Springfield	MA	PC	Topical educational resources and models	12/06/13	\$29,977.00	
Western Seminary	Portland	OR	PC	ON Campus network activities	various	\$66,800.00	\$529,300
Westminster Presbyterian Church - Lancaster, PA	Lancaster	PA	PC	Post Seminary Initiative	10/25/13	\$498.87	
Westminster Presbyterian Church - Martinez, GA	Martinez	GA	PC	Post Seminary Initiative	03/22/13	\$1,000.00	
Westminster Presbyterian Church - Rockford, IL	Rockford	IL	PC	Post Seminary Initiative	11/22/13	\$992.18	
Wisconsin Institute for Law and Liberty, Inc (WILL)	Milwaukee	WI	PC	General Operating	various	\$156,001.00	\$101,463
Wisconsin Policy Research Institute, Inc. (WPRI)	Hartland	WI	PC	Education	02/01/13	\$47,525.00	
Worcester Polytechnic Institute (WPI)	Worcester	MA	PC	Topical educational resources and models	12/20/13	\$45,804.00	

KERN FAMILY FOUNDATION, INC.
EIN# 39-1923558
Part V11-B Line 5C
990-PF, Year Ended December 31, 2013

Recipient Name and Address	Date and Amount of Grant	Date and Amount Paid	Purpose	Expenditures	Year	Report(s) Received	Special Verifications
Charter School Growth Fund Broomfield, CO	January 2008 15,000,000	11/01/08 5,000,000	General Operations	5,000,000	2008	02/18/09 08/08/09	None None
		07/09/09 2,500,000	General Operations	2,500,000	2009	05/28/10	None
		3/1/2010 2,500,000	General Operations	2,500,000	2010	06/17/11	None
		11/5/2010 2,500,000	General Operations	2,500,000	2010	08/17/11	None
		2/7/2011 2,500,000	General Operations	503,717	2011	08/07/12	None
					2012	07/19/13	None
					2013	07/15/14	
		<u>15,000,000</u>		<u>13,003,717</u>			
Charter School Growth Fund II	July 12, 2011 15,000,000	08/15/11 2,500,000	General Operations	2,500,000	2011	08/07/12	None
		various 5,000,000	General Operations	2,734,456	2012	07/19/13	None
		various 5,000,000	General Operations		2013	07/15/14	None
		<u>12,500,000</u>		<u>5,234,456</u>			

Diverted Funds

The Foundation claims exemption from the tax on taxable expenditures contained in Section 4945(d)(4)(B) of the Internal Revenue Code for the grants listed above because it maintained expenditure responsibility for such grants. The above schedule provides the information about such grants required by Regulations Section 53.4945-5(d). To the knowledge of the Foundation, none of the grant funds reported in the attached schedule were diverted from the purpose for which the grant was made.

Form **4562**

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2013

Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

Attachment
Sequence No. **179**

Name(s) shown on return
The Kern Family Foundation, Inc.
Business or activity to which this form relates

Identifying number
39-1923558

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions.	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11.	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12.	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013.	17	48,125.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here.		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property		23,899.	7.0 yrs	HY	200 DB	3,414.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			27.5 yrs	MM	S/L	
			39 yrs	MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20 a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40-year			40 yrs	MM	S/L

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	4,755.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	56,294.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24 a Do you have evidence to support the business/investment use claimed? ☒ Yes ☐ No 24b If 'Yes,' is the evidence written? ☒ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment USA percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	----------------------------------	---	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25

26 Property used more than 50% in a qualified business use:

1998 Lexus	08/29/05	100.00	15,345.	15,345.	5.00	200 DB-HY	0.	
2002 Honda Accord	03/17/06	100.00	13,506.	13,506.	5.00	200 DB-HY	0.	
See Additional Listed Property Statement							4,755.	

27 Property used 50% or less in a qualified business use:

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28 4,755.

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
30 Total business/investment miles driven during the year (do not include commuting miles).						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32.						
	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
34 Was the vehicle available for personal use during off-duty hours?						
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	--	--------------------------------------

42 Amortization of costs that begins during your 2013 tax year (see instructions):

43 Amortization of costs that began before your 2013 tax year. 43

44 Total. Add amounts in column (f). See the instructions for where to report 44

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Partnership Income	-1,378,373.	-1,378,373.	
Prior Year Grant Refund	94,387.		
Total	-1,283,986.	-1,378,373.	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Service Charges	2,685.			2,685.
Computer Technology	73,390.			73,205.
Dues & Subscriptions	13,414.			13,224.
Furniture	6,447.			6,680.
Licenses & Permits	10.			10.
Memorials	588.			600.
Office Supplies	11,786.			11,555.
Postage & Delivery	3,781.			3,828.
Recruitment Expenses	32,278.			30,776.
Contract Labor	1,339.			1,339.
Total	145,718.			143,902.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person.. ☒ Business . ☐ Michael W. Senske W305 S4239 Brookhill Rd Waukesha WI 53189	CFO & Treasurer 40.00	199,154.	37,930.	0.
Person.. ☒ Business . ☐ Marcia Peterson W305 S4239 Brookhill Rd Waukesha WI 53189	Director & Chairman of the Board 10.00	0.	0.	0.
Person.. ☒ Business . ☐ Deborah Kern W305 S4239 Brookhill Rd Waukesha WI 53189	Director 5.00	0.	0.	0.
Person.. ☒ Business . ☐ William Mellor W305 S4239 Brookhill Rd Waukesha WI 53189	Director 1.00	1,500.	0.	0.
Person.. ☒ Business . ☐ Dawn Tabat W305 S4239 Brookhill Rd Waukesha WI 53189	Director 1.00	500.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person . . ☒ Business . ☐ Hermann Viets W305 S4239 Brookhill Rd Waukesha WI 53189	Director 1.00	2,000.	0.	0.
Person . . ☐ Business . ☐ Richard Graber W305 S4239 Brookhill Rd Waukesha WI 53189	Director 1.00	1,000.	0.	0.
Person . . ☐ Business . ☐ Gail Hanson W305 S4239 Brookhill Rd Waukesha WI 53189	Director 1.00	2,000.	0.	0.

Total

206,154. 37,930. 0.

Form 4562, line 26

Additional Listed Property Statement

(a) Type of property	(b) Date placed in service	(c) Business/ Investment use %	(d) Cost or other basis	(e) Basis for deprecia- tion	(f) Re- covery period	(g) Method/ Con- vention	(h) Deprecia- tion deduction	(i) Elected section 179 cost
2004 Toyota Sienna	03/05/10	100.00	15,670.	15,670.	5.00	200 DB-HY	1,805.	
2005 Lexus Sedan	04/05/11	100.00	24,400.	24,400.	5.00	200 DB-HY	2,950.	
Telephone & Computer Systems	01/15/01	100.00	11,720.	11,720.	7.00	200 DB-HY	0.	

Total

4,755.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Quarles & Brady	Corporate Legal	26,207.			26,207.
Total		26,207.			26,207.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Baker Tilly	Audit & Tax Services	27,494.	2,200.		25,294.
Total		<u>27,494.</u>	<u>2,200.</u>		<u>25,294.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Aaron Jagdfeld	Investment Consulting	1,500.	1,500.		0.
CI Design	Consulting	2,347.	0.		2,347.
David Pistrui	Consulting	31,780.	0.		31,780.
Diem Management	Consulting	3,675.	0.		3,675.
Fiduciary Management	Investment Advisory Services	234,823.	234,823.		0.
Fred Alger	Investment Advisory Services	219,181.	219,181.		0.
Gary Lato	Investment Consulting	4,500.	4,500.		0.
Getting Smart LLC	Consulting	17,500.	0.		17,500.
LaSalle Bank	Custody Services	25,501.	25,501.		0.
Lord Abbott	Investment Advisory Services	142,538.	142,538.		0.
M.C. Futures	Consulting	1,440.	0.		1,440.
Marquette Associates	Investment Advisory Services	115,875.	115,875.		0.
OFI Global	Investment Advisory Services	20,912.	20,912.		0.
Red Moxy Communications	Consulting	1,765.	0.		1,765.
Remedy Creative	Consulting	13,100.	0.		13,100.
State Street Global Advisors	Investment Advisory Services	112,226.	112,226.		0.
William Blair	Investment Advisory Services	162,756.	162,756.		0.
Total		<u>1,111,419.</u>	<u>1,039,812.</u>		<u>71,607.</u>

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
Office Furniture	02/01/01	114617	114617	200DB	7.00	0		
Telephone & Computer Systems	01/15/01	11720	11720	200DB	7.00	0		
Office Furniture	06/01/02	10951	10951	200DB	7.00	0		
Landscaping	03/02/02	5595	4369	150DB	15.00	330		
Computer Hardware	06/01/03	10586	10586	200DB	5.00	0		
Computer Hardware	06/01/04	654	654	200DB	5.00	0		
Office Furniture	06/01/04	11131	11131	200DB	7.00	0		
Office Furniture	10/03/02	3023	3023	200DB	7.00	0		
Computer Hardware	10/24/02	2397	2397	200DB	5.00	0		
Landscaping	01/15/01	5809	4904	150DB	15.00	310		
Furniture	09/01/05	20439	20439	200DB	7.00	0		

Form 990-PF, Line 19
Allocated Depreciation

Continued

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
1998 Lexus	08/29/05	15345	15345	200DB	5.00	0		
Computer Equipment	10/01/05	4452	4452	200DB	5.00	0		
Computer Monitor	12/21/05	348	348	200DB	5.00	0		
2002 Honda Accord	03/17/06	13506	13506	200DB	5.00	0		
Office Furniture	01/01/06	1037	991	200DB	7.00	46		
Office Furniture	12/01/06	2427	2319	200DB	7.00	108		
Computer Equipment	06/01/06	2618	2618	200DB	5.00	0		
Computer Equipment	09/01/06	124	124	200DB	5.00	0		
Computer Equipment	12/15/06	918	918	200DB	5.00	0		
Annex Furniture	04/23/07	17451	15115	200DB	7.00	1557		
2004 Toyota Sienna	03/05/10	15670	11157	200DB	5.00	1805		
2005 Lexus Sedan	04/05/11	24400	7960	200DB	5.00	2950		
Computer Wiring/Set Up Franklin Base	10/26/11	18425	5734	200DB	7.00	3626		
Video Conference Equipment	07/15/12	163491	23356	200DB	7.00	40039		
Stage & Improvements VCC	07/15/12	11906	397	SL	15.00	794		
Furniture - Chairs for VCC	07/15/12	5370	767	200DB	7.00	1315		
Telephone System	02/21/13	11825		200DB	7.00	1689		
Video Editing Equipment	01/28/13	12074		200DB	7.00	1725		

Total

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Common Stock - Dodge & Cox	23,296,764.	46,497,180.
Common Stock - Europacific Growth Fund	39,082,785.	47,955,013.
Common Stock - Fiduciary Management	22,824,868.	33,627,775.
Common Stock - Fred Alger	28,121,095.	40,159,010.
Common Stock - OFI Global	30,048,564.	29,817,368.
Common Stock - Lord Abbett	22,235,255.	28,269,526.
Common Stock - MSCI ACWI Index Fund	24,937,337.	29,139,581.
Common Stock - Vanguard S&P 500	28,720,796.	49,867,903.
Common Stock - William Blair	23,268,483.	34,465,558.
Common Stock - FMI	5,267,276.	7,085,141.
Total	247,803,223.	346,884,055.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SEIX	30,717,312.	30,920,397.

Form 990-PF, Page 2, Part II, Line 10c

Continued

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Total	<u>30,717,312.</u>	<u>30,920,397.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
ABS	20,000,000.	27,348,917.
Bailard REIT I	8,997,792.	9,781,875.
Pinehurst Institutional LTD	27,500,000.	36,533,098.
Grosvenor Institutional Partners, LP	27,326,517.	36,240,296.
RREEF Institutional	39,879,720.	46,619,742.
Portfolio Advisors	9,091,225.	13,366,875.
Clairion Lion Properties Fund	41,835,251.	56,800,000.
PRISA III	15,893,451.	17,213,000.
Prudential Capital Partners	2,700,693.	2,770,610.
Summit Partners Credit	10,038,252.	11,505,730.
Flag Private Equity	1,215,762.	1,309,593.
JP Morgan	28,726,522.	33,083,143.
State Street Global Advisors	28,258,332.	28,115,568.
Total	<u>261,463,517.</u>	<u>320,688,447.</u>