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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation LAY FAMILY FOUNDATION A CORPORATION C/O TOD MOSES CPA		A Employer identification number 43-1510405
Number and street (or P O box number if mail is not delivered to street address) 10135 MANCHESTER ROAD ROOM/SUITE 206	Room/suite	B Telephone number (see instructions) (314) 965-9775
City or town, state or province, country, and ZIP or foreign postal code WARSON WOODS, MO 63122		C If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
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 (<i>from Part II, col. (c), line 16</i>)▶ \$ 18,669,851	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (<i>Part I, column (d) must be on cash basis.</i>)	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 (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	33,728	33,728		
	4 Dividends and interest from securities.	196,573	196,573		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	579,772			
	b Gross sales price for all assets on line 6a 3,661,388				
	7 Capital gain net income (from Part IV , line 2)		4,531		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	183,272	183,272		
	12 Total. Add lines 1 through 11	993,345	418,104		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,379	5,379		
	c Other professional fees (attach schedule)				
	17 Interest	109	109		
	18 Taxes (attach schedule) (see instructions)	93,583	93,583		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	71,693	71,693		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	170,764	170,764		0
	25 Contributions, gifts, grants paid	706,735			706,735
	26 Total expenses and disbursements. Add lines 24 and 25	877,499	170,764		706,735
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	115,846			
	b Net investment income (if negative, enter -0-)		247,340		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	398,848	685,149	685,149
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 285,250 Less allowance for doubtful accounts ▶ _____	285,250	285,250	285,250
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	15,638	20,000	20,000
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,027,643	8,267,875	11,046,285
	c	Investments—corporate bonds (attach schedule).	1,397,689	1,439,469	1,477,916
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,340,932	5,155,251	5,155,251
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,466,000	15,852,994	18,669,851
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	300,500	300,500	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	18,434,301	18,434,301	
	29	Retained earnings, accumulated income, endowment, or other funds	-3,268,801	-2,881,807	
	30	Total net assets or fund balances (see page 17 of the instructions)	15,466,000	15,852,994	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,466,000	15,852,994	

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	15,466,000
2	Enter amount from Part I, line 27a	2	115,846
3	Other increases not included in line 2 (itemize) ▶ _____	3	500,000
4	Add lines 1, 2, and 3	4	16,081,846
5	Decreases not included in line 2 (itemize) ▶ _____	5	228,852
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,852,994

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	4,531
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	965,518	16,975,142	0 056878
2011	1,351,493	17,384,760	0 077740
2010	2,120,747	17,799,019	0 119150
2009	1,093,772	17,309,645	0 063189
2008	975,337	21,418,562	0 045537
2	Total of line 1, column (d).		2 0 362494
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 072499
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 17,539,707
5	Multiply line 4 by line 3.		5 1,271,611
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,473
7	Add lines 5 and 6.		7 1,274,084
8	Enter qualifying distributions from Part XII, line 4.		8 706,735
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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	4,947
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	4,947
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,947
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	40,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	38
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	35,015
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 35,015 Refunded ☐	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MO _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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	Yes	
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of TOD M MOSES CPA Telephone no (314) 965-9775 Located at 10135 MANCHESTER RD SUITE 206 WARSON WOODS MO ZIP +4 63122			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

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)?		5b	
	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?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LOUIS J GARR JR	PRESIDENT	0	0	0
7250 MARYLAND AVENUE ST LOUIS, MO 63130	3 00			
JOHN E DOOLING JR	CHAIRMAN	0	0	0
1896 DOUGHERTY TERRACE MANCHESTER, MO 63021	1 00			
CHARLES B LUBER	CEO	0	0	0
307 SAGE LANE BENTON, KY 42025	3 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

Expenses

1

Part IX-B

Amount

1 N/A

Total. Add lines 1 through 3

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	12,170,736
b	Average of monthly cash balances.	1b	480,822
c	Fair market value of all other assets (see instructions).	1c	5,155,251
d	Total (add lines 1a, b, and c).	1d	17,806,809
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	17,806,809
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	267,102
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,539,707
6	Minimum investment return. Enter 5% of line 5.	6	876,985

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	876,985
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,947
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,947
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	872,038
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	872,038
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	872,038

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	706,735
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	706,735
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	706,735
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				872,038
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				583,116
d From 2011.				486,851
e From 2012.				205,091
f Total of lines 3a through e.	1,275,058			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 706,735				
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.				706,735
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	165,303			165,303
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,109,755			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,109,755			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				417,813
c Excess from 2011. . . .				486,851
d Excess from 2012. . . .				205,091
e Excess from 2013. . . .				

Part XIV

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

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

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

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

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

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

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

a The name, address, and telephone number 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	706,735
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SCULPTURE PARK 221 N GRAND BLVD ST LOUIS,MO 63108		PUBLIC	LAY CENTER FOR EDU/ARTS ENDOWMENT	7,911
ST JOSEPH'S ACADAMY 1207 SOUTH LINDBERGH ST LOUIS,MO 63131		PUBLIC	GENERAL SUPPORT	4,600
STL SCIENCE CENTER 5050 OAKLAND AVE ST LOUIS,MO 63110		PUBLIC	SCIENCE EDUCATION	1,250
ST LOUIS UNIVERSITY 221 N GRAND BLVD ST LOUIS,MO 63108		PUBLIC	GENERAL SUPPORT	6,400
UNIV OF CT FDN 2390 ALUMI DRIVE STORRS,CT 06269		PUBLIC	GENERAL SCHOLARSHIP	6,400
OUR LADY OF LOURDES PARIS 7148 FORSYTH BLVD ST LOUIS,MO 63105		PUBLIC	GENERAL SUPPORT	5,000
KIDS IN MOTION 711 GRAND AVENUE HANNIBAL,MO 63401		PUBLIC	START-UP FUNDS FOR SUMMER PROGRAM	20,500
TWIN PIKE FAMILY YMCA 614 KELLY LANE LOUISIANA,MO 63353		PUBLIC	AFTER SCHOOL PROGRAM	6,822
STL U-DR ALDRIDGE PROJEC 3700 WEST PINE MALL ST LOUIS,MO 63108		PUBLIC	AMPHIBIAN POND SELECTION PROJECT	14,930
PIKE COUNTY COMMUNITY CAR 14516 HIGHWAY UU BOWLING GREEN,MO 63334		PUBLIC	BACK TO SCHOOL FAIR DONATION	750
TODAY AND TOMORROWED FOU 20 ARCHBISHOP MAY DRIVE ST LOUIS,MO 63119		PUBLIC	SCHOLARSHIP FUND	610,722
ST MARY SCHOOL SYSTEM 1243 ELMDALE ROAD PADUCAH,KY 42003		PUBLIC	GENERAL SCHOLARSHIP	10,000
BLOCK YESHIVA HIGH SCHOOL 1146 NORTH WARSON ROAD ST LOUIS,MO 63132		PUBLIC	GENERAL SCHOLARSHIP	10,000
OPERA THEATRE OF ST LOUIS 210 HAZEL AVENUE ST LOUIS,MO 63119		PUBLIC	GENERAL SUPPORT	250
BISHOP DUBOURG HIGH SCHOOL 5850 EICHELBERGER AVENUE ST LOUIS,MO 63109		PUBLIC	GENERAL SUPPORT	1,000
Total  3a				706,735

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOUISIANA AREA HISTORICAL MUSEUM 306 FOREST HILLS LOUISIANA,MO 63353		PUBLIC	SUMMER EDUCATIONAL PROGRAM	200
Total  3a				706,735

TY 2013 Accounting Fees Schedule**Name:** LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TOD M MOSES, C P A , PC	5,379	5,379		

TY 2013 Compensation Explanation**Name:** LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Person Name	Explanation
LOUIS J GARR JR	
JOHN E DOOLING JR	
CHARLES B LUBER	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA
EIN: 43-1510405

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
2000 CYPRESS SEMICONDUCTOR	2012-06	PURCHASE	2013-05		21,495	25,497			-4,002	
9699 KINDER MORGAN MGMT LLC	2013-02	PURCHASE	2013-02		80				80	
5267 KINDER MORGAN MGMT LLC	2013-05	PURCHASE	2013-05		46				46	
2704 KINDER MORGAN MGMT LLC	2013-08	PURCHASE	2013-08		22				22	
6930 KINDER MORGAN MGMT LLC	2013-11	PURCHASE	2013-11		52				52	
575 ALLERGAN INC	2011-06	PURCHASE	2013-06		48,822	46,796			2,026	
550 DEERE & CO	2012-02	PURCHASE	2013-11		45,701	48,106			-2,405	
400 DEERE & CO	2012-06	PURCHASE	2013-11		33,237	29,464			3,773	
300 GILEAD SCIENCES INC	2012-08	PURCHASE	2013-08		17,109	8,661			8,448	
200 PPG INDUSTRIES INC	2011-06	PURCHASE	2013-12		37,592	17,430			20,162	
700 ABBVIE INC	2001-12	PURCHASE	2013-02		26,916	18,814			8,102	
300 ABBVIE INC	2006-06	PURCHASE	2013-02		11,535	6,605			4,930	
150 AMGEN INC	2010-09	PURCHASE	2013-08		15,832	8,183			7,649	
300 DISNEY WALT COMPANY	2009-12	PURCHASE	2013-08		18,689	9,736			8,953	
400 ECOLAB INC	2001-12	PURCHASE	2013-08		36,586	7,440			29,146	
500 FRANKLIN RESOURCES INC	2003-12	PURCHASE	2013-12		28,426	8,270			20,156	
200 MCDONALDS CORP	2008-03	PURCHASE	2013-08		19,024	11,200			7,824	
1100 MERCK & CO INC NEW	2010-06	PURCHASE	2013-11		52,402	38,909			13,493	
200 NESTLE A REG ADR	2004-08	PURCHASE	2013-06		13,052	4,720			8,332	
200 PROCTER & GAMBLE CO	2001-12	PURCHASE	2013-08		15,959	6,974			8,985	
1000 THE SOUTHERN COMPANY	2010-10	PURCHASE	2013-11		42,133	37,902			4,231	
760 CAPITAL ONE FINANCIAL	2012-01	PURCHASE	2013-09		51,775	36,916			14,859	
1015 CVS CAREMARK CORP	2011-08	PURCHASE	2013-09		58,758	34,537			24,221	
195 C H ROBINSON WORLDWIDE	2007-01	PURCHASE	2013-01		12,865	8,459			4,406	
1300 DANAHER CORP	2010-07	PURCHASE	2013-10		93,241	48,882			44,359	
105 DANAHER CORP	2010-09	PURCHASE	2013-10		7,531	4,181			3,350	
100 INTERCONTINENTAL	2008-09	PURCHASE	2013-03		16,000	9,087			6,913	
205 INTERCONTINENTAL	2008-11	PURCHASE	2013-03		32,800	13,322			19,478	
3-CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2013-01		894	1,159			-265	
3-CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2013-01		894	955			-61	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
125-TIBCO SOFTWARE INC	2012-03	PURCHASE	2013-01		2,736	3,735			-999	
70-RED HAT INC	2012-07	PURCHASE	2013-01		3,940	3,632			308	
25-PHILIP MORRIS INTERNATIONAL	2012-07	PURCHASE	2013-01		2,226	2,226				
15-OCEANEERING INTL INC	2012-05	PURCHASE	2013-01		933	714			219	
10-OCEANEERING INTL INC	2012-05	PURCHASE	2013-01		622	478			144	
25-PHILIP MORRIS INTERNATIONAL	2012-07	PURCHASE	2013-01		2,191	2,226			-35	
90-TIBCO SOFTWARE INC	2012-04	PURCHASE	2013-01		2,109	2,922			-813	
30-MCKESSON CORP	2012-03	PURCHASE	2013-02		3,082	2,472			610	
30-MCKESSON CORP	2012-03	PURCHASE	2013-02		3,082	2,608			474	
5-MCKESSON CORP	2012-05	PURCHASE	2013-02		514	450			64	
125-MCGRAW HILL FINANCIAL INC	2012-06	PURCHASE	2013-02		5,856	5,472			384	
125-MCGRAW HILL FINANCIAL INC	2012-08	PURCHASE	2013-02		5,856	6,204			-348	
20-NATIONAL - OILWELL INC	2012-02	PURCHASE	2013-02		1,372	1,677			-305	
25-NATIONAL - OILWELL INC	2012-03	PURCHASE	2013-02		1,715	1,992			-277	
200-HELMERICH & PAYNE	2012-05	PURCHASE	2013-02		12,812	9,123			3,689	
75-RACKSPACE HOSTING INC	2012-07	PURCHASE	2013-02		5,567	3,338			2,229	
6-CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2013-02		1,889	1,910			-21	
325-DIRECTV	2012-03	PURCHASE	2013-02		16,056	15,635			421	
15-INTERCONTINENTALEXCHANGE INC	2012-09	PURCHASE	2013-02		2,362	2,033			329	
20-LINKEDIN CORP - A	2012-06	PURCHASE	2013-02		3,227	1,785			1,442	
23-FLOWERVE CORPORATION	2012-10	PURCHASE	2013-02		3,667	2,990			677	
15-ULTA SALON COSMETICS & FRAGRAN	2012-11	PURCHASE	2013-02		1,295	1,311			-16	
14-VF CORP	2012-06	PURCHASE	2013-02		2,227	1,930			297	
16-VF CORP	2012-06	PURCHASE	2013-02		2,546	2,236			310	
40-CELGENE CORP	2012-08	PURCHASE	2013-02		4,014	2,864			1,150	
100-MGM RESORTS INTERNATIONAL	2012-02	PURCHASE	2013-02		1,249	1,355			-106	
50-CUMMINS INC	2012-06	PURCHASE	2013-02		5,822	4,519			1,303	
200-STATE STREET CORP	2012-06	PURCHASE	2013-02		11,394	8,591			2,803	
45-AKAMAI TECHNOLOGIES	2013-01	PURCHASE	2013-03		1,644	1,798			-154	
25-HELMERICH & PAYNE	2012-05	PURCHASE	2013-03		1,648	1,140			508	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
200-HELMERICH & PAYNE	2012-05	PURCHASE	2013-03		13,184	8,976			4,208	
25-IDEXX LABS CORP	2012-07	PURCHASE	2013-03		2,277	2,242			35	
150-LORILLARD INC	2012-08	PURCHASE	2013-03		5,777	6,236			-459	
150-LORILLARD INC	2012-08	PURCHASE	2013-03		5,777	6,250			-473	
10-LINKEDIN CORP - A	2012-06	PURCHASE	2013-03		1,744	892			852	
30-COACH INC	2012-04	PURCHASE	2013-03		1,460	2,182			-722	
40-COACH INC	2012-05	PURCHASE	2013-03		1,946	2,694			-748	
50-COACH INC	2012-07	PURCHASE	2013-03		2,433	2,555			-122	
100-MGM RESORTS INTERNATIONAL	2012-04	PURCHASE	2013-03		1,246	1,363			-117	
20-F5 NETWORKS INC	2012-05	PURCHASE	2013-03		1,880	2,321			-441	
15-F5 NETWORKS INC	2012-05	PURCHASE	2013-03		1,410	1,652			-242	
100-STATE STREET CORP	2012-06	PURCHASE	2013-03		5,927	4,296			1,631	
10-F5 NETWORKS INC	2012-05	PURCHASE	2013-03		916	1,101			-185	
25-F5 NETWORKS INC	2012-05	PURCHASE	2013-03		2,289	2,659			-370	
25-PHILIP MORRIS INTERNATIONAL	2012-07	PURCHASE	2013-03		2,285	2,226			59	
400-MGM RESORTS INTERNATIONAL	2012-04	PURCHASE	2013-03		5,218	5,453			-235	
500-MGM RESORTS INTERNATIONAL	2012-05	PURCHASE	2013-03		6,522	5,140			1,382	
15-ULTA SALON COSMETICS & FRAGRAN	2012-11	PURCHASE	2013-03		1,166	1,311			-145	
20-ULTA SALON COSMETICS & FRAGRAN	2012-11	PURCHASE	2013-03		1,555	1,813			-258	
30-ULTA SALON COSMETICS & FRAGRAN	2012-12	PURCHASE	2013-03		2,332	2,837			-505	
125-CUMMINS INC	2012-06	PURCHASE	2013-03		14,191	11,299			2,892	
175-STATE STREET CORP	2012-06	PURCHASE	2013-03		10,406	7,517			2,889	
850-US BANCORP	2012-10	PURCHASE	2013-03		28,462	29,382			-920	
75-AT&T INC	2012-05	PURCHASE	2013-04		2,816	2,481			335	
175-AT&T INC	2012-09	PURCHASE	2013-04		6,571	6,691			-120	
5-VF CORP	2012-06	PURCHASE	2013-04		844	699			145	
5-VF CORP	2012-07	PURCHASE	2013-04		844	668			176	
40-IDEXX LABS CORP	2012-07	PURCHASE	2013-04		3,581	3,587			-6	
200-TIMKEN CO	2012-12	PURCHASE	2013-04		10,615	9,054			1,561	
200-BB&T CORP	2012-09	PURCHASE	2013-04		6,053	6,534			-481	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
600-BB&T CORP	2012-09	PURCHASE	2013-04		18,158	20,417			-2,259	
175-BUNGE LTD	2012-09	PURCHASE	2013-04		12,193	11,566			627	
44-FLOWSERVE CORPORATION	2012-10	PURCHASE	2013-04		7,053	5,720			1,333	
40-DOLLAR GENERAL CORP	2012-09	PURCHASE	2013-04		1,996	2,005			-9	
65-DOLLAR GENERAL CORP	2012-09	PURCHASE	2013-04		3,273	3,258			15	
25-IDEXX LABS CORP	2012-07	PURCHASE	2013-04		2,276	2,242			34	
10-LINKEDIN CORP - A	2012-06	PURCHASE	2013-04		1,759	892			867	
425-CISCO SYSTEMS INC	2012-05	PURCHASE	2013-04		8,700	7,008			1,692	
100-EXXON MOBIL CORP	2012-08	PURCHASE	2013-04		8,962	8,822			140	
100-TIBCO SOFTWARE INC	2012-05	PURCHASE	2013-04		1,880	2,921			-1,041	
75-TIBCO SOFTWARE INC	2012-05	PURCHASE	2013-04		1,410	2,067			-657	
65-AKAMAI TECHNOLOGIES	2013-01	PURCHASE	2013-04		2,800	2,597			203	
55-AKAMAI TECHNOLOGIES	2013-02	PURCHASE	2013-04		2,369	2,302			67	
40-INTUIT INC	2013-02	PURCHASE	2013-04		2,280	2,474			-194	
20-INTUIT INC	2013-02	PURCHASE	2013-04		1,140	1,222			-82	
20-INTUIT INC	2013-02	PURCHASE	2013-04		1,140	1,249			-109	
30-ROPER INDUSTRIES INC	2012-08	PURCHASE	2013-04		3,721	3,079			642	
25-ROPER INDUSTRIES INC	2012-12	PURCHASE	2013-04		3,101	2,744			357	
35-ESTEE LAUDER COMPANIES-CL A	2012-06	PURCHASE	2013-04		2,413	1,879			534	
30-ESTEE LAUDER COMPANIES-CL A	2012-06	PURCHASE	2013-04		2,088	1,611			477	
40-COMCAST CORP-CLASS A	2012-09	PURCHASE	2013-05		1,675	1,454			221	
44-CST BRANDS INC	2013-01	PURCHASE	2013-05		1,308	1,282			26	
17-CST BRANDS INC	2013-01	PURCHASE	2013-05		505	476			29	
16-CST BRANDS INC	2013-02	PURCHASE	2013-05		476	599			-123	
110-TRIMBLE NAVIGATION LTD	2012-11	PURCHASE	2013-05		3,111	2,888			223	
35-TRIMBLE NAVIGATION LTD	2012-11	PURCHASE	2013-05		990	942			48	
49-PHILIP MORRIS INTERNATIONAL	2012-07	PURCHASE	2013-05		4,669	4,362			307	
40-RED HAT INC	2012-07	PURCHASE	2013-05		2,208	2,075			133	
55-TRIMBLE NAVIGATION LTD	2012-11	PURCHASE	2013-05		1,597	1,481			116	
50-TRIMBLE NAVIGATION LTD	2013-02	PURCHASE	2013-05		1,452	1,569			-117	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
400-TYSON FOODS INC-CL A	2012-08	PURCHASE	2013-05		9,979	6,193			3,786	
125-PARTNERRE LTD	2012-11	PURCHASE	2013-05		11,064	9,882			1,182	
200-VALIDUS HOLDINGS LTD	2012-09	PURCHASE	2013-05		7,087	6,779			308	
50-EBAY INC	2012-08	PURCHASE	2013-06		2,643	2,361			282	
200-ALTRIA GROUP INC	2013-02	PURCHASE	2013-06		7,130	6,931			199	
75-EMC CORP/MASS	2012-07	PURCHASE	2013-06		1,843	1,895			-52	
25-EBAY INC	2012-08	PURCHASE	2013-06		1,283	1,180			103	
150-VIRGIN MEDIA INC	2013-04	PURCHASE	2013-06		7,672	7,363			309	
500-VIRGIN MEDIA INC	2013-04	PURCHASE	2013-06		25,420	24,519			901	
150-VIRGIN MEDIA INC	2013-05	PURCHASE	2013-06		7,626	7,641			-15	
25-F5 NETWORKS INC	2013-01	PURCHASE	2013-06		1,857	2,632			-775	
20-F5 NETWORKS INC	2013-02	PURCHASE	2013-06		1,485	2,113			-628	
10-INTERCONTINENTALEXCHANGE INC	2012-09	PURCHASE	2013-06		1,719	1,355			364	
20-IDEXX LABS CORP	2012-07	PURCHASE	2013-06		1,830	1,793			37	
25-IDEXX LABS CORP	2012-11	PURCHASE	2013-06		2,288	2,350			-62	
30-IDEXX LABS CORP	2012-11	PURCHASE	2013-06		2,745	2,750			-5	
500-COMCAST CORP-CLASS A	2012-09	PURCHASE	2013-06		20,021	18,181			1,840	
400-COMCAST CORP-CLASS A	2012-09	PURCHASE	2013-06		16,017	14,545			1,472	
200-DISCOVER FINANCIAL SERVICES	2012-09	PURCHASE	2013-06		9,358	7,704			1,654	
475-JPMORGAN CHASE & CO	2013-02	PURCHASE	2013-07		25,263	23,024			2,239	
250-JPMORGAN CHASE & CO	2013-02	PURCHASE	2013-07		13,296	12,319			977	
80-SOLARWINDS INC	2013-02	PURCHASE	2013-07		3,120	4,315			-1,195	
15-AMAZON COM INC	2012-11	PURCHASE	2013-07		4,351	3,366			985	
15-STERICYCLE INC	2013-02	PURCHASE	2013-07		1,717	1,450			267	
33-BIOGEN IDEC INC	2012-07	PURCHASE	2013-07		7,562	4,692			2,870	
300-NV ENERGY INC	2013-02	PURCHASE	2013-07		7,075	5,669			1,406	
100-CAPITAL ONE FINANCIAL CORP	2013-03	PURCHASE	2013-07		6,907	5,421			1,486	
150-DISCOVER FINANCIAL SERVICES	2012-09	PURCHASE	2013-07		7,485	5,778			1,707	
200-TJX COMPANIES INC	2012-09	PURCHASE	2013-07		10,425	9,253			1,172	
25-HARLEY DAVIDSON INC	2013-02	PURCHASE	2013-08		1,464	1,314			150	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
45-HARLEY DAVIDSON INC	2013-02	PURCHASE	2013-08		2,636	2,345			291	
30-HARLEY DAVIDSON INC	2013-02	PURCHASE	2013-08		1,757	1,586			171	
250-TAIWAN SEMICONDUCTOR-SP ADR	2013-04	PURCHASE	2013-08		4,045	4,571			-526	
75-TAIWAN SEMICONDUCTOR-SP ADR	2013-06	PURCHASE	2013-08		1,213	1,404			-191	
13-BLACKROCK INC	2013-01	PURCHASE	2013-08		3,654	3,086			568	
150-EXXON MOBIL CORP	2012-08	PURCHASE	2013-08		13,485	13,195			290	
100-EXXON MOBIL CORP	2012-09	PURCHASE	2013-08		8,990	8,890			100	
400-ELECTRONIC ARTS INC	2013-02	PURCHASE	2013-08		10,628	7,034			3,594	
350-AXIALL CORP	2013-05	PURCHASE	2013-09		14,030	16,681			-2,651	
200-AXIALL CORP	2013-06	PURCHASE	2013-09		8,017	8,396			-379	
300-DIAMOND OFFSHORE DRILLING	2012-10	PURCHASE	2013-09		19,201	20,514			-1,313	
75-FACEBOOK INC-A	2012-11	PURCHASE	2013-09		3,188	1,491			1,697	
100-EXXON MOBIL CORP	2012-10	PURCHASE	2013-09		8,812	9,252			-440	
10-LINKEDIN CORP - A	2012-11	PURCHASE	2013-09		2,475	1,012			1,463	
5-PRECISION CASTPARTS CORP	2012-09	PURCHASE	2013-09		1,179	805			374	
20-STERICYCLE INC	2013-02	PURCHASE	2013-09		2,313	1,933			380	
15-STERICYCLE INC	2013-02	PURCHASE	2013-09		1,735	1,438			297	
15-STERICYCLE INC	2013-05	PURCHASE	2013-09		1,735	1,654			81	
10-AMAZON COM INC	2012-11	PURCHASE	2013-09		3,135	2,244			891	
50-FACEBOOK INC-A	2012-11	PURCHASE	2013-09		2,462	994			1,468	
400-HUNTSMAN CORP	2013-02	PURCHASE	2013-09		8,194	6,908			1,286	
45-RED HAT INC	2012-12	PURCHASE	2013-09		2,082	2,177			-95	
6-LINKEDIN CORP - A	2012-11	PURCHASE	2013-10		1,488	607			881	
425-HELIX ENERGY SOLUTIONS GROUP	2013-02	PURCHASE	2013-10		10,533	10,349			184	
50-DELTA AIR LINES INC	2012-11	PURCHASE	2013-10		1,227	515			712	
300-HUNTSMAN CORP	2013-02	PURCHASE	2013-10		6,463	5,181			1,282	
50-FACEBOOK INC-A	2012-11	PURCHASE	2013-10		2,479	994			1,485	
500-HUNTSMAN CORP	2013-02	PURCHASE	2013-10		10,845	8,635			2,210	
125-ROCK-TENN COMPANY -CL A	2013-04	PURCHASE	2013-10		13,199	11,219			1,980	
25-ROCK-TENN COMPANY -CL A	2013-04	PURCHASE	2013-10		2,640	2,232			408	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
75-EMC CORP/MASS	2013-07	PURCHASE	2013-10		1,853	2,008			-155	
475-ABERCROMBIE & FITCH CO-CL A	2013-07	PURCHASE	2013-10		16,315	22,916			-6,601	
10-EOG RESOURCES INC	2013-01	PURCHASE	2013-10		1,821	1,257			564	
15-EOG RESOURCES INC	2013-02	PURCHASE	2013-10		2,731	1,911			820	
115-EMC CORP/MASS	2013-07	PURCHASE	2013-10		2,785	3,079			-294	
85-EMC CORP/MASS	2013-08	PURCHASE	2013-10		2,058	2,244			-186	
5-AMAZON COM INC	2012-11	PURCHASE	2013-10		1,791	1,122			669	
5-AMAZON COM INC	2012-11	PURCHASE	2013-10		1,791	1,163			628	
100-CAPITAL ONE FINANCIAL CORP	2013-03	PURCHASE	2013-10		7,050	5,421			1,629	
25-AMETEK INC	2013-10	PURCHASE	2013-10		1,195	1,161			34	
10-AMAZON COM INC	2012-11	PURCHASE	2013-10		3,611	2,325			1,286	
100-AMERICAN FINANCIAL GROUP INC	2013-08	PURCHASE	2013-10		5,650	5,236			414	
100-AETNA INC	2013-04	PURCHASE	2013-10		6,248	5,497			751	
150-AMERICAN INTERNATIONAL GROUP	2013-04	PURCHASE	2013-10		7,779	6,219			1,560	
125-AON PLC	2013-07	PURCHASE	2013-10		10,022	8,371			1,651	
1100-BANK OF AMERICA CORP	2012-11	PURCHASE	2013-10		15,644	10,817			4,827	
8-BLACKROCK INC	2013-01	PURCHASE	2013-10		2,461	1,899			562	
30-CITRIX SYSTEMS INC	2012-10	PURCHASE	2013-10		1,715	1,881			-166	
35-COSTCO WHOLESALE CORP	2013-03	PURCHASE	2013-10		4,127	3,622			505	
20-COPA HOLDINGS SA-CLASS A	2013-07	PURCHASE	2013-10		2,997	2,642			355	
150-CAPITAL ONE FINANCIAL CORP	2013-03	PURCHASE	2013-10		10,541	8,132			2,409	
75-CHUBB CORP	2013-02	PURCHASE	2013-10		6,964	6,243			721	
100-DISCOVER FINANCIAL SERVICES	2012-11	PURCHASE	2013-10		5,267	4,065			1,202	
50-EVEREST RE GROUP LTD	2013-02	PURCHASE	2013-10		7,656	6,134			1,522	
300-ETRADE FINANCIAL CORP	2013-07	PURCHASE	2013-10		5,127	4,455			672	
60-EXPEDITORS INTL WASH INC	2013-09	PURCHASE	2013-10		2,796	2,702			94	
50-FACEBOOK INC-A	2012-11	PURCHASE	2013-10		2,458	994			1,464	
50-FACEBOOK INC-A	2013-04	PURCHASE	2013-10		2,458	1,310			1,148	
400-GENWORTH FINANCIAL INC-CL A	2013-03	PURCHASE	2013-10		5,738	4,197			1,541	
45-GAMESTOP CORP-CLASS A	2012-12	PURCHASE	2013-10		2,484	1,120			1,364	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
10-WW GRAINGER INC	2013-03	PURCHASE	2013-10		2,702	2,230			472	
25-GREEN MOUNTAIN COFFEE ROASTE	2013-02	PURCHASE	2013-10		1,576	1,188			388	
150-HALLIBURTON CO	2013-02	PURCHASE	2013-10		7,970	6,355			1,615	
150-HESS CORP	2013-10	PURCHASE	2013-10		12,081	12,548			-467	
175-ILLINOIS TOOL WORKS	2013-03	PURCHASE	2013-10		13,835	10,974			2,861	
50-LKQ CORP	2013-08	PURCHASE	2013-10		1,665	1,531			134	
15-LIBERTY MEDIA CORP	2013-06	PURCHASE	2013-10		2,261	1,815			446	
81-LIBERTY GLOBAL PLC-A	2013-04	PURCHASE	2013-10		6,331	6,175			156	
150-LINCOLN NATIONAL CORP	2013-07	PURCHASE	2013-10		6,770	5,983			787	
7-METTLER-TOLEDO INTERNATL INC	2013-04	PURCHASE	2013-10		1,746	1,463			283	
150-MARATHON PETROLEUM CORP	2013-02	PURCHASE	2013-10		10,673	12,101			-1,428	
25-MICHAEL KORS HOLDINGS LTD	2013-07	PURCHASE	2013-10		1,959	1,565			394	
20-MONSTER BEVERAGE CORP	2013-10	PURCHASE	2013-10		1,165	1,078			87	
40-NIKE INC -CL B	2013-10	PURCHASE	2013-10		3,053	3,021			32	
100-OCCIDENTAL PETROLEUM CORP	2013-08	PURCHASE	2013-10		9,597	8,820			777	
25-PHILIP MORRIS INTERNATIONAL	2013-03	PURCHASE	2013-10		2,256	2,288			-32	
45-QUINTILES TRANSNATIONAL HOLDIN	2013-05	PURCHASE	2013-10		1,939	2,017			-78	
50-PARTNERRE LTD	2012-11	PURCHASE	2013-10		4,965	3,953			1,012	
75-PARTNERRE LTD	2012-12	PURCHASE	2013-10		7,448	6,153			1,295	
20-PARKER HANNIFIN CORP	2013-09	PURCHASE	2013-10		2,321	2,182			139	
10-POLARIS INDUSTRIES INC	2013-08	PURCHASE	2013-10		1,309	1,137			172	
85-SENSATA TECHNOLOGIES HOLDIN	2013-06	PURCHASE	2013-10		3,226	3,049			177	
300-VALERO ENERGY CORP	2013-01	PURCHASE	2013-10		12,156	10,150			2,006	
300-VODAFONE GROUP PLC-SP ADR	2013-04	PURCHASE	2013-10		10,883	8,811			2,072	
3-BIOGEN IDEC INC	2012-11	PURCHASE	2013-10		743	444			299	
100-EXXON MOBIL CORP	2012-12	PURCHASE	2013-10		9,011	8,877			134	
100-EXXON MOBIL CORP	2013-02	PURCHASE	2013-10		9,011	8,854			157	
5-LINKEDIN CORP - A	2012-11	PURCHASE	2013-10		1,131	506			625	
70-SENSATA TECHNOLOGIES HOLDIN	2013-06	PURCHASE	2013-11		2,593	2,511			82	
40-SENSATA TECHNOLOGIES HOLDIN	2013-08	PURCHASE	2013-11		1,482	1,517			-35	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
95-BROWN & BROWN INC	2013-06	PURCHASE	2013-11		3,008	3,093			-85	
50-BROWN & BROWN INC	2013-07	PURCHASE	2013-11		1,583	1,637			-54	
25-FACEBOOK INC-A	2013-04	PURCHASE	2013-11		1,168	655			513	
100-ROCK-TENN COMPANY -CL A	2013-04	PURCHASE	2013-11		9,553	8,927			626	
25-CITRIX SYSTEMS INC	2013-02	PURCHASE	2013-11		1,398	1,771			-373	
50-CITRIX SYSTEMS INC	2013-05	PURCHASE	2013-11		2,797	3,121			-324	
20-CITRIX SYSTEMS INC	2013-08	PURCHASE	2013-11		1,119	1,423			-304	
11-WW GRAINGER INC	2013-03	PURCHASE	2013-11		2,917	2,453			464	
40-EXPEDITORS INTL WASH INC	2013-09	PURCHASE	2013-11		1,739	1,801			-62	
3-BIOGEN IDEC INC	2013-01	PURCHASE	2013-11		870	425			445	
5-ALLERGAN INC	2013-05	PURCHASE	2013-12		479	498			-19	
5-INTUITIVE SURGICAL INC	2013-03	PURCHASE	2013-12		1,841	2,328			-487	
50-CAPITAL ONE FINANCIAL CORP	2013-03	PURCHASE	2013-12		3,605	2,711			894	
50-CAPITAL ONE FINANCIAL CORP	2013-03	PURCHASE	2013-12		3,605	2,721			884	
50-EVEREST RE GROUP LTD	2013-02	PURCHASE	2013-12		7,435	6,134			1,301	
15-ALLERGAN INC	2011-02	PURCHASE	2013-01		1,475	1,110			365	
10-ALLERGAN INC	2011-03	PURCHASE	2013-01		983	700			283	
50-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2013-01		2,601	2,543			58	
15-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2013-01		780	757			23	
55-DOLLAR GENERAL CORP	2011-09	PURCHASE	2013-01		2,363	2,035			328	
50-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2013-01		2,673	2,524			149	
1000-MICRON TECHNOLOGY INC	2011-10	PURCHASE	2013-01		7,792	5,675			2,117	
600-CISCO SYSTEMS INC	2011-12	PURCHASE	2013-01		12,407	11,130			1,277	
500-DELTA AIR LINES INC	2011-02	PURCHASE	2013-01		6,940	5,930			1,010	
50-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2013-01		2,786	2,524			262	
25-CITRIX SYSTEMS INC	2010-12	PURCHASE	2013-01		1,733	1,739			-6	
60-BOEING CO/THE	2011-11	PURCHASE	2013-01		4,462	4,018			444	
10-DOLLAR GENERAL CORP	2011-09	PURCHASE	2013-01		470	370			100	
35-DOLLAR GENERAL CORP	2011-10	PURCHASE	2013-01		1,644	1,282			362	
5-BOEING CO/THE	2011-11	PURCHASE	2013-01		373	335			38	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
15-BOEING CO/THE	2011-11	PURCHASE	2013-01		1,118	1,030			88	
200-PFIZER INC	2006-11	PURCHASE	2013-01		5,521	5,476			45	
25-SCHLUMBERGER LTD	2009-02	PURCHASE	2013-01		1,971	931			1,040	
45-COMCAST CORP-CLASS A	2011-03	PURCHASE	2013-01		1,718	1,153			565	
500-MGM RESORTS INTERNATIONAL	2012-01	PURCHASE	2013-01		6,353	5,649			704	
250-MCGRAW HILL FINANCIAL INC	2011-08	PURCHASE	2013-02		11,713	9,398			2,315	
40-UNITEDHEALTH GROUP INC	2011-06	PURCHASE	2013-02		2,278	2,019			259	
35-UNITEDHEALTH GROUP INC	2011-08	PURCHASE	2013-02		1,993	1,492			501	
700-ASTRAZENECA PLC-SPONS ADR	2010-05	PURCHASE	2013-02		33,216	29,448			3,768	
300-ASTRAZENECA PLC-SPONS ADR	2010-05	PURCHASE	2013-02		14,235	12,284			1,951	
400-APPLIED MATERIALS INC	2011-10	PURCHASE	2013-02		5,447	4,625			822	
200-APPLIED MATERIALS INC	2011-11	PURCHASE	2013-02		2,724	2,398			326	
100-ASTRAZENECA PLC-SPONS ADR	2010-05	PURCHASE	2013-02		4,734	4,095			639	
275-ASTRAZENECA PLC-SPONS ADR	2010-06	PURCHASE	2013-02		13,017	11,706			1,311	
150-BP PLC-SPONS ADR	2011-08	PURCHASE	2013-02		6,295	5,948			347	
650-BP PLC-SPONS ADR	2011-09	PURCHASE	2013-02		27,278	25,707			1,571	
200-BP PLC-SPONS ADR	2011-10	PURCHASE	2013-02		8,393	7,414			979	
225-BP PLC-SPONS ADR	2011-10	PURCHASE	2013-02		9,442	8,583			859	
75-DIRECTV	2011-06	PURCHASE	2013-02		3,705	3,595			110	
25-SCHLUMBERGER LTD	2009-02	PURCHASE	2013-02		1,991	931			1,060	
22-FLOWSERVE CORPORATION	2011-05	PURCHASE	2013-02		3,508	2,746			762	
400-DELTA AIR LINES INC	2011-02	PURCHASE	2013-02		5,454	4,744			710	
700-MGM RESORTS INTERNATIONAL	2012-01	PURCHASE	2013-02		8,741	7,909			832	
900-MGM RESORTS INTERNATIONAL	2012-01	PURCHASE	2013-02		11,239	10,168			1,071	
10-APPLE INC	2008-10	PURCHASE	2013-02		4,456	1,026			3,430	
250-CISCO SYSTEMS INC	2011-12	PURCHASE	2013-02		5,217	4,637			580	
175-CISCO SYSTEMS INC	2012-02	PURCHASE	2013-02		3,652	3,545			107	
75-CISCO SYSTEMS INC	2012-02	PURCHASE	2013-02		1,565	1,513			52	
75-LORILLARD INC	2011-08	PURCHASE	2013-03		2,889	2,715			174	
450-LORILLARD INC	2011-10	PURCHASE	2013-03		17,332	17,673			-341	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
150-LORILLARD INC	2011-10	PURCHASE	2013-03		5,777	5,752			25	
30-BROADCOM CORP-CL A	2011-04	PURCHASE	2013-03		1,001	1,136			-135	
100-BROADCOM CORP-CL A	2011-05	PURCHASE	2013-03		3,338	3,319			19	
600-MGM RESORTS INTERNATIONAL	2012-02	PURCHASE	2013-03		7,474	8,130			-656	
55-UNITEDHEALTH GROUP INC	2011-08	PURCHASE	2013-03		2,974	2,345			629	
75-BP PLC-SPONS ADR	2011-10	PURCHASE	2013-03		3,035	2,861			174	
400-BP PLC-SPONS ADR	2011-10	PURCHASE	2013-03		16,185	18,149			-1,964	
175-LEAR CORP	2011-06	PURCHASE	2013-03		9,687	8,674			1,013	
15-EOG RESOURCES INC	2010-10	PURCHASE	2013-03		1,970	1,488			482	
15-EOG RESOURCES INC	2011-10	PURCHASE	2013-03		1,970	1,290			680	
100-MICRON TECHNOLOGY INC	2011-10	PURCHASE	2013-03		942	568			374	
500-MICRON TECHNOLOGY INC	2011-10	PURCHASE	2013-03		4,708	2,773			1,935	
160-CITIGROUP INC	2011-04	PURCHASE	2013-03		7,359	7,159			200	
200-CITIGROUP INC	2011-04	PURCHASE	2013-03		9,198	9,107			91	
40-CITIGROUP INC	2011-05	PURCHASE	2013-03		1,840	1,797			43	
5-VISA INC - CLASS A SHRS	2011-08	PURCHASE	2013-03		846	428			418	
15-VISA INC - CLASS A SHRS	2012-03	PURCHASE	2013-03		2,537	1,728			809	
75-STARBUCKS CORP	2011-05	PURCHASE	2013-04		4,277	2,734			1,543	
75-CISCO SYSTEMS INC	2012-02	PURCHASE	2013-04		1,590	1,513			77	
120-CISCO SYSTEMS INC	2012-02	PURCHASE	2013-04		2,544	2,418			126	
55-CISCO SYSTEMS INC	2012-02	PURCHASE	2013-04		1,166	1,124			42	
50-QUALCOMM INC	2011-04	PURCHASE	2013-04		3,308	2,610			698	
5-QUALCOMM INC	2011-06	PURCHASE	2013-04		331	271			60	
75-TIME WARNER CABLE	2009-12	PURCHASE	2013-04		7,275	3,174			4,101	
35-NOBLE ENERGY INC	2011-02	PURCHASE	2013-04		3,966	3,070			896	
5-PRECISION CASTPARTS CORP	2011-09	PURCHASE	2013-04		923	782			141	
10-PRECISION CASTPARTS CORP	2011-11	PURCHASE	2013-04		1,845	1,585			260	
25-ASTRAZENECA PLC-SPONS ADR	2010-06	PURCHASE	2013-04		1,260	1,064			196	
400-ASTRAZENECA PLC-SPONS ADR	2010-11	PURCHASE	2013-04		20,162	18,924			1,238	
200-ALTRIA GROUP INC	2011-03	PURCHASE	2013-04		7,008	4,952			2,056	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
500-MICRON TECHNOLOGY INC	2011-10	PURCHASE	2013-04		4,642	2,773			1,869	
500-MICRON TECHNOLOGY INC	2011-10	PURCHASE	2013-04		4,642	2,692			1,950	
20-DOLLAR GENERAL CORP	2011-10	PURCHASE	2013-04		998	733			265	
100-LEAR CORP	2011-06	PURCHASE	2013-04		5,258	4,957			301	
400-GANNETT CO	2010-09	PURCHASE	2013-04		8,400	4,942			3,458	
300-PFIZER INC	2006-11	PURCHASE	2013-04		8,984	8,214			770	
100-PFIZER INC	2006-11	PURCHASE	2013-04		3,065	2,738			327	
100-PFIZER INC	2007-05	PURCHASE	2013-04		3,065	2,708			357	
45-QUALCOMM INC	2011-06	PURCHASE	2013-04		2,876	2,441			435	
10-QUALCOMM INC	2011-07	PURCHASE	2013-04		639	568			71	
10-STARBUCKS CORP	2011-05	PURCHASE	2013-04		593	365			228	
15-STARBUCKS CORP	2011-07	PURCHASE	2013-04		889	600			289	
225-CISCO SYSTEMS INC	2012-02	PURCHASE	2013-04		4,606	4,600			6	
300-CISCO SYSTEMS INC	2012-03	PURCHASE	2013-04		6,141	5,841			300	
10-TIBCO SOFTWARE INC	2012-04	PURCHASE	2013-04		188	325			-137	
350-WELLS FARGO & COMPANY	2012-02	PURCHASE	2013-04		13,047	10,733			2,314	
350-WELLS FARGO & COMPANY	2012-03	PURCHASE	2013-04		13,047	11,982			1,065	
60-INTUIT INC	2011-03	PURCHASE	2013-04		3,420	2,935			485	
50-INTUIT INC	2011-08	PURCHASE	2013-04		2,850	2,189			661	
5-VISA INC - CLASS A SHRS	2012-03	PURCHASE	2013-05		836	576			260	
5-VISA INC - CLASS A SHRS	2012-03	PURCHASE	2013-05		836	577			259	
145-COMCAST CORP-CLASS A	2010-04	PURCHASE	2013-05		6,071	2,730			3,341	
55-COMCAST CORP-CLASS A	2011-03	PURCHASE	2013-05		2,303	1,409			894	
300-PFIZER INC	2007-05	PURCHASE	2013-05		8,691	8,125			566	
150-ALTRIA GROUP INC	2011-03	PURCHASE	2013-05		5,462	3,714			1,748	
400-APPLIED MATERIALS INC	2011-11	PURCHASE	2013-05		5,918	4,797			1,121	
500-APPLIED MATERIALS INC	2011-12	PURCHASE	2013-05		7,398	5,445			1,953	
200-KROGER CO	2011-02	PURCHASE	2013-05		6,963	4,337			2,626	
450-TYSON FOODS INC-CL A	2011-05	PURCHASE	2013-05		11,227	8,730			2,497	
250-TYSON FOODS INC-CL A	2011-06	PURCHASE	2013-05		6,237	4,637			1,600	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciat ion
400-TYSON FOODS INC-CL A	2011-06	PURCHASE	2013-05		9,979	7,420			2,559	
600-MICRON TECHNOLOGY INC	2011-10	PURCHASE	2013-05		6,726	3,231			3,495	
100-MICRON TECHNOLOGY INC	2011-11	PURCHASE	2013-05		1,121	532			589	
300-DELTA AIR LINES INC	2011-02	PURCHASE	2013-05		5,592	3,558			2,034	
20-CITRIX SYSTEMS INC	2010-12	PURCHASE	2013-06		1,264	1,391			-127	
5-CITRIX SYSTEMS INC	2010-12	PURCHASE	2013-06		316	342			-26	
650-ALTRIA GROUP INC	2011-03	PURCHASE	2013-06		23,171	16,093			7,078	
25-DANAHER CORP	2010-02	PURCHASE	2013-06		1,502	893			609	
25-DANAHER CORP	2010-11	PURCHASE	2013-06		1,502	1,117			385	
90-EMC CORP/MASS	2010-04	PURCHASE	2013-06		2,212	1,667			545	
300-HEWLETT-PACKARD CO	2010-05	PURCHASE	2013-06		7,232	13,541			-6,309	
200-KROGER CO	2011-02	PURCHASE	2013-06		6,607	4,337			2,270	
300-KROGER CO	2011-02	PURCHASE	2013-06		9,911	6,695			3,216	
25-STARBUCKS CORP	2011-07	PURCHASE	2013-06		1,634	1,000			634	
3-FLOWSERVE CORPORATION	2011-05	PURCHASE	2013-06		490	374			116	
6-FLOWSERVE CORPORATION	2011-05	PURCHASE	2013-06		980	721			259	
20-F5 NETWORKS INC	2012-06	PURCHASE	2013-06		1,485	2,049			-564	
70-HARLEY DAVIDSON INC	2011-11	PURCHASE	2013-06		3,699	2,786			913	
10-APPLE INC	2008-10	PURCHASE	2013-06		4,337	1,026			3,311	
30-COMCAST CORP-CLASS A	2010-04	PURCHASE	2013-06		1,201	565			636	
25-COMCAST CORP-CLASS A	2011-04	PURCHASE	2013-06		1,001	625			376	
300-GAMESTOP CORP-CLASS A	2011-04	PURCHASE	2013-06		12,022	7,950			4,072	
50-GAMESTOP CORP-CLASS A	2011-04	PURCHASE	2013-06		2,004	1,325			679	
475-JPMORGAN CHASE & CO	2012-03	PURCHASE	2013-07		25,263	21,692			3,571	
45-CITRIX SYSTEMS INC	2010-12	PURCHASE	2013-07		2,772	3,081			-309	
30-CITRIX SYSTEMS INC	2011-03	PURCHASE	2013-07		1,848	2,098			-250	
20-OCEANEERING INTL INC	2012-05	PURCHASE	2013-07		1,577	956			621	
5-APPLE INC	2008-10	PURCHASE	2013-07		2,143	513			1,630	
20-CITRIX SYSTEMS INC	2011-03	PURCHASE	2013-07		1,300	1,399			-99	
25-CITRIX SYSTEMS INC	2011-06	PURCHASE	2013-07		1,625	1,852			-227	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
75-TIME WARNER CABLE	2009-12	PURCHASE	2013-07		8,751	3,174			5,577	
50-TIME WARNER CABLE	2011-11	PURCHASE	2013-07		5,834	3,041			2,793	
100-VERTEX PHARMACEUTICALS INC	2012-01	PURCHASE	2013-07		8,727	3,529			5,198	
10-AFFILIATED MANAGERS GROUP INC	2012-06	PURCHASE	2013-07		1,737	1,047			690	
25-ALLERGAN INC	2011-03	PURCHASE	2013-07		2,257	1,750			507	
10-AFFILIATED MANAGERS GROUP INC	2012-06	PURCHASE	2013-07		1,741	1,047			694	
35-MONSANTO CO	2011-04	PURCHASE	2013-07		3,535	2,373			1,162	
100-LEAR CORP	2012-06	PURCHASE	2013-07		6,732	3,730			3,002	
500-NV ENERGY INC	2011-08	PURCHASE	2013-07		11,792	7,275			4,517	
600-NV ENERGY INC	2011-10	PURCHASE	2013-07		14,151	9,113			5,038	
100-VIACOM INC-CLASS B	2010-12	PURCHASE	2013-07		7,272	3,863			3,409	
15-ALLERGAN INC	2011-03	PURCHASE	2013-08		1,368	1,050			318	
15-ALLERGAN INC	2011-04	PURCHASE	2013-08		1,368	1,189			179	
175-GAMESTOP CORP-CLASS A	2011-04	PURCHASE	2013-08		8,801	4,637			4,164	
30-HARLEY DAVIDSON INC	2011-11	PURCHASE	2013-08		1,757	1,194			563	
5-NATIONAL - OILWELL INC	2012-03	PURCHASE	2013-08		357	398			-41	
65-NATIONAL - OILWELL INC	2012-03	PURCHASE	2013-08		4,641	5,047			-406	
30-NATIONAL - OILWELL INC	2012-04	PURCHASE	2013-08		2,142	2,408			-266	
100-TIME WARNER CABLE	2011-11	PURCHASE	2013-08		11,607	6,082			5,525	
100-APPLIED MATERIALS INC	2011-12	PURCHASE	2013-08		1,570	1,089			481	
500-APPLIED MATERIALS INC	2012-01	PURCHASE	2013-08		7,848	6,136			1,712	
500-APPLIED MATERIALS INC	2012-02	PURCHASE	2013-08		7,848	6,331			1,517	
40-QUALCOMM INC	2011-07	PURCHASE	2013-08		2,631	2,274			357	
5-QUALCOMM INC	2011-09	PURCHASE	2013-08		329	248			81	
15-PRECISION CASTPARTS CORP	2011-11	PURCHASE	2013-08		3,290	2,378			912	
5-PRECISION CASTPARTS CORP	2012-01	PURCHASE	2013-08		1,097	855			242	
100-EXXON MOBIL CORP	2012-08	PURCHASE	2013-08		8,990	8,822			168	
100-EXXON MOBIL CORP	2012-08	PURCHASE	2013-08		8,990	8,814			176	
25-HERSHEY CO/THE	2011-12	PURCHASE	2013-08		2,368	1,488			880	
50-VIACOM INC-CLASS B	2010-12	PURCHASE	2013-08		3,919	1,931			1,988	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
50-VIACOM INC-CLASS B	2010-12	PURCHASE	2013-08		3,919	1,974			1,945	
25-WALT DISNEY CO/THE	2011-04	PURCHASE	2013-08		1,536	1,056			480	
75-WALT DISNEY CO/THE	2011-07	PURCHASE	2013-08		4,609	2,944			1,665	
10-PRECISION CASTPARTS CORP	2012-01	PURCHASE	2013-08		2,159	1,711			448	
5-PRECISION CASTPARTS CORP	2012-02	PURCHASE	2013-08		1,079	856			223	
10-EOG RESOURCES INC	2011-10	PURCHASE	2013-08		1,579	860			719	
5-EOG RESOURCES INC	2012-01	PURCHASE	2013-08		790	508			282	
15-LINKEDIN CORP - A	2012-06	PURCHASE	2013-09		3,586	1,339			2,247	
25-WALT DISNEY CO/THE	2011-08	PURCHASE	2013-09		1,565	808			757	
10-BIOGEN IDEC INC	2012-07	PURCHASE	2013-09		2,341	1,422			919	
150-EXXON MOBIL CORP	2012-09	PURCHASE	2013-09		13,218	13,335			-117	
10-PRECISION CASTPARTS CORP	2012-02	PURCHASE	2013-09		2,358	1,712			646	
150-VIACOM INC-CLASS B	2010-12	PURCHASE	2013-09		12,478	5,921			6,557	
400-DELTA AIR LINES INC	2011-02	PURCHASE	2013-09		9,308	4,744			4,564	
350-MICRON TECHNOLOGY INC	2011-11	PURCHASE	2013-09		6,014	1,862			4,152	
300-DISCOVER FINANCIAL SERVICES	2012-09	PURCHASE	2013-09		15,446	11,557			3,889	
5-MONSANTO CO	2011-04	PURCHASE	2013-09		530	339			191	
25-MONSANTO CO	2011-05	PURCHASE	2013-09		2,649	1,602			1,047	
40-RED HAT INC	2012-07	PURCHASE	2013-09		1,851	2,075			-224	
25-EBAY INC	2012-08	PURCHASE	2013-10		1,388	1,180			208	
10-INTERCONTINENTALEXCHANGE INC	2012-09	PURCHASE	2013-10		1,889	1,355			534	
20-AFFILIATED MANAGERS GROUP INC	2012-06	PURCHASE	2013-10		3,748	2,094			1,654	
200-DELTA AIR LINES INC	2011-02	PURCHASE	2013-10		4,908	2,372			2,536	
175-ROYAL DUTCH SHELL PLC-ADR	2012-09	PURCHASE	2013-10		11,216	12,817			-1,601	
125-ROYAL DUTCH SHELL PLC-ADR	2012-09	PURCHASE	2013-10		8,011	9,061			-1,050	
225-MACY'S INC	2012-05	PURCHASE	2013-10		9,574	8,486			1,088	
375-MACY'S INC	2012-06	PURCHASE	2013-10		15,956	13,749			2,207	
65-COGNIZANT TECH SOLUTIONS-A	2012-04	PURCHASE	2013-10		5,672	5,013			659	
10-COGNIZANT TECH SOLUTIONS-A	2012-04	PURCHASE	2013-10		873	731			142	
10-PRECISION CASTPARTS CORP	2012-09	PURCHASE	2013-10		2,384	1,610			774	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
15-EOG RESOURCES INC	2012-01	PURCHASE	2013-10		2,731	1,525			1,206	
50-EBAY INC	2012-08	PURCHASE	2013-10		2,684	2,361			323	
20-CELGENE CORP	2012-08	PURCHASE	2013-10		3,181	1,432			1,749	
25-GILEAD SCIENCES INC	2011-04	PURCHASE	2013-10		1,718	516			1,202	
6-PRICELINE COM INC	2012-05	PURCHASE	2013-10		6,444	3,883			2,561	
25-CITRIX SYSTEMS INC	2011-06	PURCHASE	2013-10		1,456	1,852			-396	
30-CITRIX SYSTEMS INC	2012-09	PURCHASE	2013-10		1,747	2,231			-484	
10-AFFILIATED MANAGERS GROUP INC	2012-06	PURCHASE	2013-10		2,007	1,047			960	
10-APPLE INC	2008-10	PURCHASE	2013-10		5,251	1,026			4,225	
300-APPLIED MATERIALS INC	2012-06	PURCHASE	2013-10		5,353	3,009			2,344	
2-BIOGEN IDEC INC	2012-07	PURCHASE	2013-10		500	284			216	
18-BIOGEN IDEC INC	2012-08	PURCHASE	2013-10		4,499	2,609			1,890	
20-BOEING CO/THE	2011-11	PURCHASE	2013-10		2,606	1,373			1,233	
30-BOEING CO/THE	2011-11	PURCHASE	2013-10		3,909	1,933			1,976	
35-COGNIZANT TECH SOLUTIONS-A	2012-04	PURCHASE	2013-10		3,084	2,559			525	
35-COGNIZANT TECH SOLUTIONS-A	2012-04	PURCHASE	2013-10		3,084	2,526			558	
5-COGNIZANT TECH SOLUTIONS-A	2012-04	PURCHASE	2013-10		441	361			80	
7-CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2013-10		3,673	2,228			1,445	
300-CIT GROUP INC	2011-12	PURCHASE	2013-10		14,581	10,218			4,363	
140-CITIGROUP INC	2011-05	PURCHASE	2013-10		6,990	6,288			702	
160-CITIGROUP INC	2011-05	PURCHASE	2013-10		7,988	6,603			1,385	
5-CELGENE CORP	2012-08	PURCHASE	2013-10		761	358			403	
20-CELGENE CORP	2012-08	PURCHASE	2013-10		3,042	1,406			1,636	
50-DANAHER CORP	2010-11	PURCHASE	2013-10		3,626	2,233			1,393	
50-WALT DISNEY CO/THE	2011-08	PURCHASE	2013-10		3,428	1,616			1,812	
100-EDISON INTERNATIONAL	2012-03	PURCHASE	2013-10		4,917	4,293			624	
75-EBAY INC	2012-08	PURCHASE	2013-10		3,967	3,541			426	
25-FLOWSERVE CORPORATION	2011-05	PURCHASE	2013-10		1,750	1,002			748	
700-FORD MOTOR CO	2012-09	PURCHASE	2013-10		12,153	7,262			4,891	
200-FIDELITY NATIONAL FINANCIAL IN	2012-09	PURCHASE	2013-10		5,571	3,981			1,590	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
6-GOOGLE INC-CL A	2009-09	PURCHASE	2013-10		6,191	2,849			3,342	
4-GOOGLE INC-CL A	2010-01	PURCHASE	2013-10		4,127	2,351			1,776	
75-GAMESTOP CORP-CLASS A	2011-04	PURCHASE	2013-10		4,139	1,987			2,152	
50-GANNETT CO	2010-09	PURCHASE	2013-10		1,392	618			774	
200-GANNETT CO	2011-10	PURCHASE	2013-10		5,567	2,169			3,398	
75-GILEAD SCIENCES INC	2011-04	PURCHASE	2013-10		5,475	1,547			3,928	
175-HEALTH NET INC	2010-11	PURCHASE	2013-10		5,345	4,896			449	
9-INTUITIVE SURGICAL INC	2012-08	PURCHASE	2013-10		3,373	4,510			-1,137	
1-INTUITIVE SURGICAL INC	2012-08	PURCHASE	2013-10		375	506			-131	
25-INTERCONTINENTALEXCHANGE INC	2012-09	PURCHASE	2013-10		4,801	3,388			1,413	
20-HERSHEY CO/THE	2011-12	PURCHASE	2013-10		2,007	1,191			816	
163-HEWLETT-PACKARD CO	2010-05	PURCHASE	2013-10		3,937	7,357			-3,420	
200-HEWLETT-PACKARD CO	2010-06	PURCHASE	2013-10		4,830	8,961			-4,131	
150-HEWLETT-PACKARD CO	2010-06	PURCHASE	2013-10		3,623	6,515			-2,892	
187-HEWLETT-PACKARD CO	2011-02	PURCHASE	2013-10		4,516	7,992			-3,476	
400-KROGER CO	2011-02	PURCHASE	2013-10		17,167	8,926			8,241	
5-ESTEE LAUDER COMPANIES-CL A	2012-06	PURCHASE	2013-10		359	268			91	
15-ESTEE LAUDER COMPANIES-CL A	2012-07	PURCHASE	2013-10		1,078	787			291	
225-LYONDELLBASELL INDU-CL A	2011-10	PURCHASE	2013-10		17,038	4,977			12,061	
25-LYONDELLBASELL INDU-CL A	2012-05	PURCHASE	2013-10		1,893	1,077			816	
15-MCKESSON CORP	2012-05	PURCHASE	2013-10		2,348	1,350			998	
25-MONSANTO CO	2011-05	PURCHASE	2013-10		2,643	1,602			1,041	
200-MEDTRONIC INC	2012-10	PURCHASE	2013-10		11,593	8,794			2,799	
10-NOBLE ENERGY INC	2011-02	PURCHASE	2013-10		760	439			321	
35-NOBLE ENERGY INC	2011-03	PURCHASE	2013-10		2,660	1,629			1,031	
15-OCEANEERING INTL INC	2012-05	PURCHASE	2013-10		1,302	717			585	
1-PRICELINE COM INC	2012-05	PURCHASE	2013-10		1,066	647			419	
3-PRICELINE COM INC	2012-08	PURCHASE	2013-10		3,197	1,688			1,509	
21-PHILIP MORRIS INTERNATIONAL	2012-07	PURCHASE	2013-10		1,895	1,869			26	
15-PHILIP MORRIS INTERNATIONAL	2012-07	PURCHASE	2013-10		1,354	1,308			46	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
35-PHILIP MORRIS INTERNATIONAL	2012-07	PURCHASE	2013-10		3,159	3,052			107	
5-PHILIP MORRIS INTERNATIONAL	2012-08	PURCHASE	2013-10		451	453			-2	
20-O'REILLY AUTOMOTIVE INC	2012-09	PURCHASE	2013-10		2,482	1,687			795	
100-PFIZER INC	2007-05	PURCHASE	2013-10		3,097	2,708			389	
600-PFIZER INC	2007-05	PURCHASE	2013-10		18,580	16,285			2,295	
100-PFIZER INC	2007-05	PURCHASE	2013-10		3,097	2,730			367	
15-PRECISION CASTPARTS CORP	2012-09	PURCHASE	2013-10		3,778	2,415			1,363	
20-QUALCOMM INC	2011-09	PURCHASE	2013-10		1,385	993			392	
50-SCHLUMBERGER LTD	2010-03	PURCHASE	2013-10		4,707	3,213			1,494	
50-STARBUCKS CORP	2011-07	PURCHASE	2013-10		4,022	2,000			2,022	
200-TJX COMPANIES INC	2012-09	PURCHASE	2013-10		12,108	9,253			2,855	
10-UNITEDHEALTH GROUP INC	2011-08	PURCHASE	2013-10		685	426			259	
40-UNITEDHEALTH GROUP INC	2011-08	PURCHASE	2013-10		2,739	1,712			1,027	
75-VIACOM INC-CLASS B	2011-06	PURCHASE	2013-10		6,274	3,812			2,462	
15-VISA INC - CLASS A SHRS	2012-03	PURCHASE	2013-10		3,054	1,730			1,324	
10-VISA INC - CLASS A SHRS	2012-09	PURCHASE	2013-10		2,036	1,340			696	
10-VF CORP	2012-07	PURCHASE	2013-10		2,145	1,336			809	
300-WELLS FARGO & COMPANY	2012-03	PURCHASE	2013-10		12,994	10,027			2,967	
100-WELLPOINT INC	2011-05	PURCHASE	2013-10		8,497	7,714			783	
14304 389-BERNSTEIN INTERNATIONAL	2006-06	PURCHASE	2013-10		235,879	357,181			-121,302	
1124 659-BERNSTEIN INTERNATIONAL	2006-12	PURCHASE	2013-10		18,546	28,848			-10,302	
12-BIOGEN IDEC INC	2012-08	PURCHASE	2013-10		2,971	1,739			1,232	
100-EXXON MOBIL CORP	2012-10	PURCHASE	2013-10		9,011	9,252			-241	
30-NOBLE ENERGY INC	2011-03	PURCHASE	2013-10		2,276	1,396			880	
55-ESTEE LAUDER COMPANIES-CL A	2012-07	PURCHASE	2013-11		3,844	2,885			959	
25-ESTEE LAUDER COMPANIES-CL A	2012-09	PURCHASE	2013-11		1,747	1,516			231	
300-CIT GROUP INC	2011-12	PURCHASE	2013-11		14,487	10,218			4,269	
50-WELLPOINT INC	2011-05	PURCHASE	2013-11		4,380	3,857			523	
150-WELLPOINT INC	2011-05	PURCHASE	2013-11		13,141	11,732			1,409	
100-WELLPOINT INC	2011-06	PURCHASE	2013-11		8,760	7,795			965	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
100-WELLPOINT INC	2012-02	PURCHASE	2013-11		8,760	6,491			2,269	
50-WELLPOINT INC	2012-07	PURCHASE	2013-11		4,380	2,688			1,692	
200-HEWLETT-PACKARD CO	2011-04	PURCHASE	2013-11		5,179	8,224			-3,045	
1-CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2013-11		533	318			215	
2-CHIPOTLE MEXICAN GRILL-CL A	2012-07	PURCHASE	2013-11		1,067	584			483	
20-CITRIX SYSTEMS INC	2012-10	PURCHASE	2013-11		1,119	1,254			-135	
5-BOEING CO/THE	2011-11	PURCHASE	2013-11		670	322			348	
25-BOEING CO/THE	2012-01	PURCHASE	2013-11		3,348	1,848			1,500	
250-WELLPOINT INC	2012-07	PURCHASE	2013-11		23,100	13,438			9,662	
350-FIDELITY NATIONAL FINANCIAL IN	2012-09	PURCHASE	2013-11		9,961	6,967			2,994	
7-BIOGEN IDEC INC	2012-11	PURCHASE	2013-11		2,029	1,036			993	
25-WALT DISNEY CO/THE	2011-08	PURCHASE	2013-11		1,768	808			960	
20-WALT DISNEY CO/THE	2011-08	PURCHASE	2013-11		1,414	647			767	
35-ALLERGAN INC	2011-04	PURCHASE	2013-12		3,350	2,775			575	
35-ALLERGAN INC	2012-08	PURCHASE	2013-12		3,350	3,007			343	
3-INTUITIVE SURGICAL INC	2012-08	PURCHASE	2013-12		1,104	1,519			-415	
7-INTUITIVE SURGICAL INC	2012-11	PURCHASE	2013-12		2,577	3,737			-1,160	
4-INTUITIVE SURGICAL INC	2012-11	PURCHASE	2013-12		1,472	2,136			-664	
6-INTUITIVE SURGICAL INC	2012-11	PURCHASE	2013-12		2,209	3,180			-971	
225-MICRON TECHNOLOGY INC	2011-11	PURCHASE	2013-12		4,846	1,197			3,649	
2-UNITEDHEALTH GROUP INC	2011-08	PURCHASE	2013-12		147	86			61	
45-UNITEDHEALTH GROUP INC	2012-05	PURCHASE	2013-12		3,314	2,496			818	
3-UNITEDHEALTH GROUP INC	2012-07	PURCHASE	2013-12		221	169			52	
100-WELLPOINT INC	2012-07	PURCHASE	2013-12		9,038	5,292			3,746	
CST BRANDS INC		PURCHASE	2013-05		24				24	
LIBERTY GLOBAL PLC-A		PURCHASE	2013-06		40				40	
LIBERTY GLOBAL PLC-SERIES C		PURCHASE	2013-06		16				16	
32 517-BERNSTEIN SHORT DURATION	2009-11	PURCHASE	2013-04		385	382			3	
327 537-BERNSTEIN INTERMEDIATE	2009-11	PURCHASE	2013-04		4,615	4,366			249	
140 426-BERNSTEIN SHORT DURATION	2009-11	PURCHASE	2013-10		1,650	1,650				

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
246 686-BERNSTEIN INTERMEDIATE	2009-11	PURCHASE	2013-10		3,350	3,288			62	

**TY 2013 Investments Corporate
Bonds Schedule****Name:** LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERNSTEIN INT DUR BOND PORTFOLIO		
BERNSTEIN - RESTRICTED ENDOWMENT		
90125.536-BERNSTEIN INTER. DURATION	1,345,783	1,384,495
5230.821-BERNSTEIN INTERMEDIATE DURA	70,142	69,884
2001.113-BERNSTEIN SHORT DURATION PL	23,544	23,537

TY 2013 Investments Corporate
Stock Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA
EIN: 43-1510405

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CLSLY HELD STK-ANT. HOLDINGS I INC	144,301	144,301
ANTONIA INVESTMENTS LTD	146,623	146,623
CLSLY HELD STK-SECURE ENERGY CORP	500,000	500,000
875 C H ROBINSON WORLDWIDE INC		
2430 CAPITAL ONE FINANCIAL CORP		
2400 COGNIZANT TECHNOLOGY SOLUTIONS		
2325 CVS CAREMARK CORP		
335 BAIDU INC ADR		
3945 DANAHER CORP		
2435 EBAY INC		
6365 EXPRESS SCRIPTS HLDG CO		
109 GOOGLE INC CL A		
560 IDEXX LABORATORIES INC		
945 INTERCONTINENTALEXCHANG INC		
800 MONSANTO CO NEW		
1075 PRAXAIR INC		
1100 QUALCOMM INC		
1233 VISA INC CLASS A		
1400 COMCAST CORP A		
1300 DISNEY THE WALT		
875 MCDONALDS CORP		
1100 TJX COMPANIES INC		
675 ANHEUSER BUSCH INBEV		
675 COSTCO WHOLESALE CORP		
1900 MONDELEZ INTERNATIONAL W/I		
1150 NESTLE SA SPONSORED ADR		
982 PROCTER & GAMBLE CO		
650 ANADARKO PETROLEUM CORP		
475 CHEVRON CORP		
750 EXXON MOBIL CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
636 KINDER MORGAN MANAGEMENT LLC		
600 OCCIDENTAL PETROLEUM CORP		
675 SCHLUMBERGER LTD		
1500 AFLAC INC		
486 AVALONBAY COMMUNITIES INC		
600 FRANKLIN RESOURCES		
600 TORONTO DOMINION BANK		
1400 WEKKS FARGO & CO		
1000 ABBOTT LABORATORIES		
575 ALLERGAN INC		
750 AMGEN INC		
850 GILEAD SCIENCES INC		
1100 MERCK & CO INC		
1000 ROCHE HOLDINGS LTD ADR		
1240 SANOFI-AVENTIS ADR		
650 BOEING CO		
1000 DANAHER CORP		
950 DEERE & CO		
700 UNITED TECHNOLOGIES CORP		
1000 ACCENTURE PLC IRELAND		
100 APPLE INC		
2000 CYPRESS SEMICONDUCTOR CORP		
2128 EMC CORP MASS		
398 IBM CORP		
2000 INTEL CORP		
1675 MICROSOFT CORP		
1450 ORACLE CORP		
800 QUALCOMM INC		
575 AIR PRODUCTS & CHEMICALS INC		
1100 ECOLAB INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
550 PPG INDUSTRIES		
1100 VERIZON COMMUNICATIONS INC		
800 NEXTERA ENERGY INC		
1000 SOUTHERN CO		
94348.476-BERNSTEIN INTERNATIONAL PO		
8149.854-BERNSTEIN EMERGING MARKETS		
4100-PFIZER INC		
1000-EXXON MOBIL CORP		
1800-ASTRAZENECA PLC-SPONS ADR		
2300-WELLS FARGO & COMPANY		
1900-CITIGROUP INC		
1700-BP PLC-SPONS ADR		
2500-KROGER CO		
1000-WELLPOINT INC		
4100-HEWLETT-PACKARD CO		
1515-COMCAST CORP-CLASS A		
1400-CIT GROUP INC		
1300-DISCOVER FINANCIAL SERVICES		
90-APPLE INC		
4000-APPLIED MATERIALS INC		
2300-CISCO SYSTEMS INC		
3800-MGM RESORTS INTERNATIONAL		
3600-BANK OF AMERICA CORP		
750-VIACOM INC-CLASS B		
900-TJX COMPANIES INC		
325-LORILLARD INC		
650-LYONDELLBASELL INDU-CL A		
900-MACY'S INC		
1000-ALTRIA GROUP INC		
2300-FORD MOTOR CO		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300-TIME WARNER CABLE		
1500-TYSON FOODS INC-CL A		
40-GOOGLE INC-CL A		
500-MCGRAW-HILL COMPANIES INC		
4300-MICRON TECHNOLOGY INC		
2300-DELTA AIR LINES INC		
325-PHILIP MORRIS INTERNATIONAL		
850-US BANCORP		
550-LEAR CORP		
1400-PULTE GROUP INC		
465-UNITEDHEALTH GROUP INC		
325-COGNIZANT TECH SOLUTIONS-A		
425-HELMERICH & PAYNE		
800-BB&T CORP		
550-MEDTRONIC INC		
475-STATE STREET CORP		
180-INTERCONTINENTALEXCHANGE INC		
850-GAMESTOP CORP		
475-JPMORGAN CHASE & CO		
300-SCHLUMBERGER LTD		
300-ROYAL DUTCH SHELL PLC-ADR		
300-DIAMOND OFFSHORE DRILLING		
250-PARTNERRE LTD		
400-DIRECTV		
1100-NV ENERGY INC		
400-THE WALT DISNEY CO.		
175-CUMMINS INC		
128-FLOWSERVE CORPORATION		
275-CITRIX SYSTEMS INC		
325-STARBUCKS CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
350-HARRIS CORP		
950-GANNETT CO		
90-PRECISION CASTPARTS CORP		
300-DANAHER CORP		
250-QUALCOMM INC		
165-IDEXX LABS CORP		
200-BOEING CO/THE		
30-INTUITIVE SURGICAL INC		
275-EBAY INC		
150-ALLERGAN INC		
250-TRW AUTOMOTIVE HOLDINGS CORP		
130-NOBLE ENERGY INC		
165-CELGENE CORP		
550-FIDELITY NATIONAL FINANCIAL IN		
85-VISA INC - CLASS A SHRS		
175-BUNGE LTD		
300-VERTEX PHARMACEUTICALS INC		
50-AMAZON.COM INC		
85-BIOGEN IDEC INC		
500-HEALTH NET INC		
120-MCKESSON CORP		
75-VF CORP		
250-EDISON INTERNATIONAL		
165-ANSYS INC		
85-AFFILIATED MANAGERS GROUP INC		
95-LINKEDIN CORP - A		
145-HERSHEY CO/THE		
195-RED HAT INC		
225-DOLLAR GENERAL CORP		
145-NATIONAL - OILWELL INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
165-ESTEE LAUDER COMPANIES-CL A		
200-TIMKEN CO		
30-CHIPOTLE MEXICAN GRILL-CL A		
400-TIBCO SOFTWARE INC		
90-F5 NETWORKS INC		
90-MONSANTO CO		
250-AT&T INC		
80-ULTA SALON COSMETICS & FRAGRAN		
60-EOG RESOURCES INC		
200-VALIDUS HOLDINGS LTD		
11-PRICELINE.COM INC		
125-OCEANEERING INTL INC		
120-COACH INC		
110-INTUIT INC		
70-O'REILLY AUTOMOTIVE INC		
85-GILEAD SCIENCES INC		
55-ROPER INDUSTRIES INC		
225-FACEBOOK INC-A		
100-TRIMBLE NAVIGATION LTD		
75-RACKSPACE HOSTING INC		
100-HARLEY DAVIDSON INC		
130-BROADCOM CORP-CL A		
165-EMC CORP/MASS		
55-ILLUMINA INC		
1400 COMCAST CORP NEW CL A	51,924	72,751
1000 DISNEY WALT CO COM DISNEY	32,448	76,400
1500 MARRIOTT INTL INC NEW CL A	64,214	74,027
675 MCDONALDS CORP COM	37,800	65,495
1100 TJX COS INC NEW COM	44,863	70,103
1250 VOLKSWAGEN AG SPONSORED ADR	59,430	68,375

Name of Stock	End of Year Book Value	End of Year Fair Market Value
675 ANHEUSER BUSCH INBEV SA/NV/SPONS	48,763	71,861
675 COSTCO WHSL CORP NEW COM	40,750	80,339
700 HERSHEY CO COM	62,488	68,061
1900 MONDELEZ INTL INC CL A	50,748	67,070
950 NESTLE S A SPONSORED ADR	22,420	69,911
782 PROCTOR & GAMBLE CO COM	27,270	63,663
650 ANADARKO PETE CORP COM	41,526	51,558
475 CHEVRON CORP NEW COM	40,842	59,332
750 EXXON MOBIL CORP COM	28,733	75,900
675 KINDER MORGAN MANAGEMENT LLC SHS	44,457	51,071
600 OCCIDENTAL PETE CORP DEL COM	51,438	57,060
675 SCHLUMBERGER LTD COM	44,985	60,824
1500 AFLAC INC COM	71,234	100,200
486 AVALONBAY CMNTYS INC COM	47,148	57,460
1300 FRANKLIN RES INC COM	21,502	75,049
600 TORONTO COMINION BK ONT COM NEW	43,154	56,544
1400 WELLS FARGO & CO NEW COM	34,115	63,560
1600 ABBOTT LABS COM	44,214	61,328
600 AMGEN INC COM	32,727	68,448
300 BIOGEN IDEC INC	62,209	83,872
1400 GILEAD SCIENCES INC	40,418	105,140
1000 ROCHE HLDG LTD SPONSORED ADR	51,105	70,200
1240 SANOFI SPONSORED ADR	41,688	66,501
650 BOEING CO COM	44,085	88,719
1000 DANAHER CORP DEL COM	41,324	77,200
950 EMERSON ELEC CO COM	64,853	66,671
225 GRAINGER W W INC COM	59,451	57,470
550 ROCKWELL AUTOMATION INC	64,802	64,988
700 UNITED TECHNOLOGIES CORP COM	27,604	79,660
1000 ACCENTURE PLC IRELAND	50,537	82,220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 APPLE INC COM	39,395	56,102
2828 E M C CORP MASS COM	73,240	71,124
2000 INTEL CORP COM	65,720	51,910
398 INTERNATIONAL BUSINESS MACHS COM	42,284	74,653
1675 MICTOSFT CORP COM	51,502	62,662
1450 ORACLE CORP COM	45,717	55,477
800 QUALCOMM INC COM	43,489	59,400
575 AIR PRODS & CHEMS INC COM	24,587	64,274
700 ECOLAB INC COM	13,020	72,989
350 PPG INDS INC COM	30,502	66,381
1100 BERIZON COMMUNICATIONS INC COM	31,593	54,054
800 NEXTERA ENERGY INC COM	47,184	68,496
650 SEMPRA ENERGY COM	58,571	58,344
505 AON PLC CLASS A	38,436	42,364
335 BAIDU INC ADR	20,481	59,590
680 CH ROBINSON WORLDWIDE INC	29,496	39,678
1670 CAPITAL ONE FINANCIAL CORP	78,724	127,939
2825 COGNIZANT TECHNOLOGY SOLUTIONS	186,832	285,268
1310 CVS CAREMARK CORP	44,575	93,757
2540 DANAHER CORP	123,560	196,088
2435 EBAY INC	31,452	133,596
7240 EXPRESS SCRIPTS HLDG CO	228,028	508,537
2375 FASTENAL CO	115,414	112,836
109 GOOGLE INC CL A	37,672	122,157
1150 IDEXX LABORATORIES INC	84,384	122,325
640 INTERCONTINENTAL EXCHANGE GROUP	77,970	143,949
800 MONSANTO CO NEW	58,452	93,240
1075 PRAXAIR INC	79,332	139,782
1100 QUALCOMM INC	42,113	81,675
1233 VISA INC CLASS A	106,644	274,564

Name of Stock	End of Year Book Value	End of Year Fair Market Value
80295.421-BERNSTEIN INTERNATIONAL PO	1,455,867	1,312,027
8238.358-BERNSTEIN EMERGING MARKETS	255,834	225,319
3100-PFIZER INC	80,718	94,953
3200-HEWLETT-PACKARD CO	80,445	89,536
850-HESS CORP	70,310	70,550
4400-BANK OF AMERICA CORP	47,568	68,508
1300-CITIGROUP INC	50,516	67,743
700-MARATHON PETROLEUM CORP	55,716	64,211
1600-KROGER CO	42,321	63,248
1200-AMERICAN INTERNATIONAL GROUP	53,603	61,260
1300-WELLS FARGO & COMPANY	42,895	59,020
1100-VALERO ENERGY CORP	40,354	55,440
2700-PULTE GROUP INC	43,581	54,999
650-LYONDELLBASELL INDU-CL A	33,984	52,182
800-TJX COMPANIES INC	36,822	50,984
475-PARTNERRE LTD	43,987	50,079
650-CAPITAL ONE FINANCIAL CORP	35,698	49,797
950-LINCOLN NATIONAL CORP	40,935	49,039
500-OCCIDENTAL PETROLEUM CORP	44,736	47,550
800-MEDTRONIC INC	38,695	45,912
800-CIT GROUP INC	30,471	41,704
3300-XEROX CORP	33,983	40,161
475-ILLINOIS TOOL WORKS	31,108	39,938
475-AON PLC	33,937	39,848
400-CHUBB CORP	33,419	38,652
900-GENERAL MOTORS CO	33,850	36,783
1600-ELECTRONIC ARTS INC	37,051	36,704
30-GOOGLE INC-CL A	16,774	33,621
325-COGNIZANT TECH SOLUTIONS-A	20,862	32,819
1100-GANNETT CO	23,642	32,538

Name of Stock	End of Year Book Value	End of Year Fair Market Value
700-EDISON INTERNATIONAL	31,688	32,410
900-AT&T INC	32,007	31,644
800-VODAFONE GROUP PLC-SP ADR	23,495	31,448
450-AETNA INC	25,017	30,866
55-APPLE INC	12,741	30,861
550-DISCOVER FINANCIAL SERVICES	21,812	30,773
350-LIBERTY GLOBAL PLC-SERIES C	24,799	29,512
550-GLAXOSMITHKLINE PLC-SPON AD	29,205	29,365
325-VIACOM INC-CLASS B	15,682	28,386
325-PHILIP MORRIS INTERNATIONAL	29,644	28,317
550-HALLIBURTON CO	23,770	27,913
120-INTERCONTINENTALEXCHANGE GROUP	16,034	26,990
120-VISA INC - CLASS A SHRS	19,715	26,722
500-MACY'S INC	18,779	26,700
1600-GENWORTH FINANCIAL INC-CL A	17,289	24,848
275-SCHLUMBERGER LTD	20,936	24,780
1600-FORD MOTOR CO	16,803	24,688
350-HARRIS CORP	17,170	24,434
20-PRICELINE.COM INC	14,331	23,248
170-BOEING CO/THE	14,663	23,203
300-DANAHER CORP	17,130	23,160
80-BIOGEN IDEC INC	12,359	22,380
450-GAMESTOP CORP-CLASS A	16,550	22,167
600-TWENTY-FIRST CENTURY-CL A WI	20,069	21,108
1100-APPLIED MATERIALS INC	11,034	19,459
325-AMERICAN FINANCIAL GROUP INC	17,035	18,759
250-TRW AUTOMOTIVE HOLDINGS CORP	9,098	18,598
155-COSTCO WHOLESALE CORP	17,015	18,447
350-COMCAST CORP-CLASS A	10,157	18,188
225-UNITEDHEALTH GROUP INC	15,120	16,943

Name of Stock	End of Year Book Value	End of Year Fair Market Value
225-GILEAD SCIENCES INC	9,342	16,909
100-CELGENE CORP	8,428	16,896
190-ANSYS INC	11,801	16,568
225-ASSURANT INC	14,397	14,933
200-VERTEX PHARMACEUTICALS INC	9,767	14,860
115-PARKER HANNIFIN CORP	12,698	14,794
175-LEAR CORP	7,627	14,170
35-AMAZON.COM INC	8,923	13,958
125-ALLERGAN INC	12,094	13,885
180-WALT DISNEY CO/THE	6,504	13,752
250-FACEBOOK INC-A	6,189	13,665
80-COPA HOLDINGS SA-CLASS A	11,031	12,809
650-REGAL ENTERTAINMENT GROUP-A	11,807	12,643
450-DELTA AIR LINES INC	4,637	12,362
225-EBAY INC	11,626	12,350
45-PRECISION CASTPARTS CORP	8,428	12,119
135-AMPHENOL CORP-CL A	10,003	12,039
150-NIKE INC -CL B	11,327	11,796
150-STARBUCKS CORP	7,542	11,759
75-EVEREST RE GROUP LTD	9,201	11,690
30-INTUITIVE SURGICAL INC	11,837	11,522
115-HERSHEY CO/THE	7,288	11,181
125-LIBERTY GLOBAL PLC-A	9,530	11,124
550-ETRADE FINANCIAL CORP	8,168	10,802
150-CVS/CAREMARK CORP	9,820	10,736
130-HOME DEPOT INC	10,202	10,704
90-MONSANTO CO	8,996	10,490
125-MEAD JOHNSON NUTRITION CO	10,249	10,470
225-QUINTILES TRANSNATIONAL HOLDIN	9,936	10,427
70-POLARIS INDUSTRIES INC	8,760	10,195

Name of Stock	End of Year Book Value	End of Year Fair Market Value
90-ILLUMINA INC	4,558	9,956
325-HEALTH NET INC	9,093	9,643
65-LIBERTY MEDIA CORP	8,351	9,519
180-AMETEK INC	8,541	9,481
425-MICRON TECHNOLOGY INC	2,261	9,248
100-WELLPOINT INC	5,461	9,239
275-LKQ CORP	8,802	9,048
225-ING US INC	7,948	7,909
115-NOBLE ENERGY INC	5,459	7,833
35-AFFILIATED MANAGERS GROUP INC	3,938	7,591
22-BLACKROCK INC	5,503	6,962
90-GREEN MOUNTAIN COFFEE ROASTE	4,915	6,802
100-MONSTER BEVERAGE CORP	5,492	6,777
85-OCEANEERING INTL INC	4,483	6,705
150-EXPEDITORS INTL WASH INC	6,489	6,638
30-LINKEDIN CORP - A	4,370	6,505
80-MICHAEL KORS HOLDINGS LTD	5,291	6,495
40-MCKESSON CORP	3,544	6,456
50-O'REILLY AUTOMOTIVE INC	4,217	6,436
100-VF CORP	3,842	6,234
24-WW GRAINGER INC	5,522	6,130
23-METTLER-TOLEDO INTERNATL INC.	5,115	5,580
75-QUALCOMM INC	4,425	5,569
65-FLOWSERVE CORPORATION	2,712	5,124
75-VERISK ANALYTICS INC-CL A	4,659	4,929
8-CHIPOTLE MEXICAN GRILL-CL A	2,337	4,262
ACCRUED DIVIDENDS	2,998	2,998

TY 2013 Investments - Other Schedule**Name:** LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIM PTNRSHIP INT-ANTONIA BRDLY PER LP	AT COST	289,037	289,037
LIM PTNRSHIP INT-ANTONIA EDENS LP	AT COST	4,866,214	4,866,214

TY 2013 Other Decreases Schedule

Name: LAY FAMILY FOUNDATION
A CORPORATION C/O TOD MOSES CPA
EIN: 43-1510405

Description	Amount
DIFF OF CARRYING COSTS AND TAX BASIS OF ASSETS	228,852

TY 2013 Other Expenses Schedule**Name:** LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ASSET MANAGEMENT FEES EATON V	14,269	14,269		
ASSET MANAGEMENT FEES CORTLAN	23,092	23,092		
ASSET MANAGEMENT FEES BERNSTE	34,297	34,297		
BANK CHARGES-COMMERCE BANK	35	35		

TY 2013 Other Income Schedule**Name:** LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	137	137	
ANTONIA-EDENS LP	189,024		
ANTONIA-BRADLEY PER LP	-5,889		

TY 2013 Other Increases Schedule

Name: LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Description	Amount
SECURE ENERGY CORP STOCK NOT ON PREVIOUS RETURN	500,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Other Notes/Loans

Receivable Long Schedule

Name: LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
ANTONIA EDENS LP	MAJORITY OWNED PASSIVE ACTIVITY	285,520	285,250	2010-08		DEMAND-INTEREST QUARTERLY	0 53 %	INT IN PARTNERSHIP DISTRIBUTIONS	CASH FLOW		

TY 2013 Substantial Contributors Schedule

Name: LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Name	Address
ANTONIA INVESTMENTS GREAT NORTHEAST INC	C/O TOD MOSES CPA 10135 MANCHESTER ROAD 206 WARSON WOODS,MO 63122

TY 2013 Taxes Schedule**Name:** LAY FAMILY FOUNDATION

A CORPORATION C/O TOD MOSES CPA

EIN: 43-1510405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES - BERNSTEIN 888-	3,003	3,003		
FOREIGN TAXES - WELLS FARGO 502	2,250	2,250		
2013 EXCISE TAX	88,330	88,330		