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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

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 , and ending

Name of foundation WILLIAM A KERR FOUNDATION			A Employer identification number 43-1770857	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name		Foreign province/state/county	C If exemption application is pending, check here ☐	
		Foreign postal code	D 1. Foreign organizations, check here ☐	
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity		D 2. Foreign organizations meeting the 85% test, check here and attach computation ☐		
☐ Final return ☐ Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		
☐ Address change ☐ Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		
H Check type of organization ☒ Section 501(c)(3) exempt private foundation				
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,971,660		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		
		(Part I, column (d) must be on cash basis)		

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				
4 Dividends and interest from securities	277,214	253,525		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	771,085			
b Gross sales price for all assets on line 6a 7,560,381				
7 Capital gain net income (from Part IV, line 2)		771,085		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,048,299	1,024,610	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	120,000			120,000
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,500			1,500
c Other professional fees (attach schedule)	92,466	55,480		36,987
17 Interest				
18 Taxes (attach schedule) (see instructions)	9,252	2,182		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	18,765	326		18,439
24 Total operating and administrative expenses. Add lines 13 through 23	241,983	57,988	0	176,926
25 Contributions, gifts, grants paid	480,000			480,000
26 Total expenses and disbursements. Add lines 24 and 25	721,983	57,988	0	656,926
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	326,316			
b Net investment income (if negative, enter -0-)		966,622		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	2,774	1,008	1,008
	2	Savings and temporary cash investments	592,764	563,711	563,711
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)	1,807,046	1,460,466	1,370,718
	b	Investments—corporate stock (attach schedule)	8,787,198	9,557,805	12,296,604
	c	Investments—corporate bonds (attach schedule)	1,396,102	1,310,634	1,401,858
Liabilities	11	Investments—land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)	2,329,581	2,337,761	2,337,761
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	14,915,465	15,231,385	17,971,660
Net Assets or Fund Balances	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) CALL OPTIONS	10,428		
	23	Total liabilities (add lines 17 through 22)	10,428	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ☒			
	27	Capital stock, trust principal, or current funds	14,905,037	15,231,385	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30	Total net assets or fund balances (see instructions)	14,905,037	15,231,385	
	31	Total liabilities and net assets/fund balances (see instructions)	14,915,465	15,231,385	

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	14,905,037
2	Enter amount from Part I, line 27a	2	326,316
3	Other increases not included in line 2 (itemize) See Attached Statement	3	23,722
4	Add lines 1, 2, and 3	4	15,255,075
5	Decreases not included in line 2 (itemize) See Attached Statement	5	23,690
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,231,385

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Page **3****Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	771,085
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.

(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	647,933	13,279,873	0.048791
2011	608,196	13,095,202	0.046444
2010	593,995	12,318,769	0.048219
2009	695,027	11,598,242	0.059925
2008	843,962	14,172,377	0.059550

2 Total of line 1, column (d)	2	0.262929
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	0.052586
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,913,642
5 Multiply line 4 by line 3	5	784,249
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,666
7 Add lines 5 and 6	7	793,915
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	656,926

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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			
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-)		0	
3	Add lines 1 and 2		19,332	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		19,332	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,722	
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		13,722	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		5,610	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐		0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no. ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

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

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
JOHN H. K. SWEET 4930 PERSHING STREET ST LOUIS, MO 63108	TRUSTEE 30 00	60,000		
WILLIAM R. SWEET PO BOX 1119 ALMAMO, CA 94507	TRUSTEE 10 00	60,000		

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,561,072
b	Average of monthly cash balances	1b	579,681
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,140,753
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	15,140,753
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	227,111
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,913,642
6	Minimum investment return. Enter 5% of line 5	6	745,682

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	745,682
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,332
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,332
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	726,350
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	726,350
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	726,350

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	656,926
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	656,926
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	656,926

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				726,350
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			473,394	
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				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: $\$$ 656,926				
a Applied to 2012, but not more than line 2a			473,394	
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				183,532
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				542,818
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				
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

2a 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	
				0
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

NONE

- 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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient	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> See Attached Statement				
Total			▶ 3a	480,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	277,214	
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	771,085	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		1,048,299	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,048,299

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan quarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

5/13/14

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONALD J ROMAN

Preparer's signature

[Handwritten signature]

Date _____

5/8/2014

Check ☒ if self-employed

PTIN

P00364310

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no	412-355-6000
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WILLIAM A KERR FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

EAST BAY GOLF FOUNDATION

Street

4050 PORT CHICAGO HWY

City

CONCORD

State

CA

Zip Code

94520

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

CULTURAL LEADERSHIP, INC

Street

225 S MERAMEC SUITE 107

City

SAINT LOUIS

State

MO

Zip Code

63105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

LESIBIAN GAY BI TRANSGENDER COMMUNITY CENTER

Street

4337 MANCHESTER AVE

City

SAINT LOUIS

State

MO

Zip Code

63110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

HELMETS FIRST

Street

107 N MAIN ST STE 2B

City

COLUMBIA

State

IL

Zip Code

62236

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

550

Name

MISSOURI BICYCLE FOUNDATION

Street

PO BOX 104871

City

JEFFERSON CITY

State

MO

Zip Code

65110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

TRUTH WINS OUT INC

Street

PO BOX 96

City

BURLINGTON

State

VT

Zip Code

05402

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

WILLIAM A KERR FOUNDATION

43-1770857 Page 2 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SCOTTISH PARTNERSHIP FOR ARTS AND EDUCATION

Street

PO BOX 6761

City

CHESTERFIELD

State

MO

Zip Code

63006

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

MISSOURI COALITION FOR THE ENVIRONMENT

Street

6267 DELMAR BLVD STE 2E

City

SAINT LOUIS

State

MO

Zip Code

63130

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

KDHX COMMUNITY MEDIA

Street

3504 MAGNOLIA

City

SAINT LOUIS

State

MO

Zip Code

63118

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

40,000

Name

METRO THEATER COMPANY

Street

3311 WASHINGTON AVE

City

SAINT LOUIS

State

MO

Zip Code

63103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

US GREEN BUILDING COUNCIL MISSOURI GATEWAY CHAPTER

Street

4651 SHAW

City

SAINT LOUIS

State

MO

Zip Code

63110

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

ARTICA

Street

PO BOX 1857

City

SAINT LOUIS

State

MO

Zip Code

63118

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

WILLIAM A KERR FOUNDATION

43-1770857 Page 3 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SAGE METRO ST LOUIS

Street

4168 JUNIATA ST

City

SAINT LOUIS

State

MO

Zip Code

63116

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

BIG BROTHER AND BIG SISTERS

Street

501 N GRAND SUITE 100

City

SAINT LOUIS

State

MO

Zip Code

63103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

BIG RIVER ASSOCIATION

Street

3547 OLIVE BLVD

City

SAINT LOUIS

State

MO

Zip Code

63103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

INDEPENDENCE CENTER

Street

4245 FOREST PARK AVE

City

SAINT LOUIS

State

MO

Zip Code

63108

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

11,000

Name

OPERATION BRIGHTSIDE

Street

4646 SHENANDOAH AVE

City

SAINT LOUIS

State

MO

Zip Code

63110

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

PETER AND PAUL COMMUNITY SERVICE, INC.

Street

1025 PARK AVE

City

SAINT LOUIS

State

MO

Zip Code

63104

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

750

WILLIAM A KERR FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TRAILNET, INC.

Street

411 NORTH TENTH AVE

City

SAINT LOUIS

State

MO

Zip Code

63101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

THE UPPITY THEATRE COMPANY

Street

4466 WEST PINE BLVD STE 13-C

City

SAINT LOUIS

State

MO

Zip Code

63108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,500

Name

PROMO FUND

Street

438 N SKINKER BLVD

City

SAINT LOUIS

State

MO

Zip Code

63130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

ST LOUIS ARTWORKS

Street

3547 OLIVE ST STE 280

City

SAINT LOUIS

State

MO

Zip Code

63103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

FOCUS ST LOUIS

Street

815 OLIVE ST

City

SAINT LOUIS

State

MO

Zip Code

63101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

HOTHOUSE THEATRE

Street

3547 OLIVE ST STE 203

City

SAINT LOUIS

State

MO

Zip Code

63103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

WILLIAM A KERR FOUNDATION

43-1770857 Page 5 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COMMUNITY ARTS AND MEDIA PROJECT

Street

PO BOX 2185

City

SAINT LOUIS

State

MO

Zip Code

63158

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

SEVENTH GRADE POETRY FOUNDATION

Street

400 SOUTH 14TH ST #1215

City

SAINT LOUIS

State

MO

Zip Code

63103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

THE NATURE CONSERVANCY

Street

4245 N FAIRFAX DR STE 100

City

ARLINGTON

State

VA

Zip Code

22203

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

ASSOCIATION OF SMALL FOUNDATIONS

Street

1720 N STREET NW

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

MUSEUM OF THE SAN RAMON VALLEY

Street

PO BOX 39

City

DANVILLE

State

CA

Zip Code

94526

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

NORTHGATE COMMUNITY PRIDE FOUNDATION

Street

PO BOX 31652

City

WALNUT CREEK

State

CA

Zip Code

94598

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

WILLIAM A KERR FOUNDATION

43-1770857 Page 6 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

YOUNG LIFE

Street

PO BOX 520

City

COLORADO SPRINGS

State

CO

Zip Code

80901

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

THE SALVATION ARMY

Street

180 E OCEAN BLVD 9TH FL

City

LONG BEACH

State

CA

Zip Code

90802

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

INTERFAITH COUNCIL OF CONTRA COSTA COUNTY

Street

1543 SUNNYVALE AVE

City

WALNUT CREEK

State

CA

Zip Code

94597

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

4,500

Name

SAVE MOUNT DIABLO

Street

1901 OLYMPIC BLVD STE 220

City

WALNUT CREEK

State

CA

Zip Code

94596

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

CONGREGATION B NAI TIKVAH

Street

25 HILLCROFT WAY

City

WALNUT CREEK

State

CA

Zip Code

94597

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

SAN RAMON VALLEY EDUCATION

Street

5025 CANYON CREST DR

City

SAN RAMON

State

CA

Zip Code

94582

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

WILLIAM A KERR FOUNDATION

43-1770857 Page 7 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WALNUT CREEK LIBRARY

Street

PO BOX 4979

City

WALNUT CREEK

State

CA

Zip Code

94596

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

SIERRA CLUB FOUNDATION

Street

7164 MANCHESTER AVE

City

MAPLEWOOD

State

MO

Zip Code

63143

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

LINDSAY WILDLIFE MUSEUM

Street

1931 FIRST AVE

City

WALNUT CREEK

State

CA

Zip Code

94597

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

CURATORS OF THE UNIVERSITY OF MISSOURI SPECIAL TR

Street

1 UNIVERSITY BLVD

City

SAINT LOUIS

State

MO

Zip Code

63121

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

FRIENDS OF KWMU INC

Street

3651 OLIVE STREET

City

SAINT LOUIS

State

MO

Zip Code

63108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ST LOUIS GREEN INC

Street

143 TIMBERCREST RD

City

SAINT LOUIS

State

MO

Zip Code

63122

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,200

WILLIAM A KERR FOUNDATION

43-1770857 Page 8 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SOUTH GRAND COMMUNITY IMPROVEMENT DISTRICT

Street

3203 S GRAND BLVD

City

SAINT LOUIS

State

MO

Zip Code

63118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

HEARTLANDS CONSERVANCY

Street

406 E MAIN STREET

City

MASCOUTAH

State

IL

Zip Code

62258

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

ST LOUIS REGIONAL PUBLIC MEDIA INC A/K/A NINE NETWORK OF PUBLIC MEDIA

Street

3655 OLIVE ST

City

SAINT LOUIS

State

MO

Zip Code

63108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

ST LOUIS ZOO FOUNDATION

Street

1 GOVERNMENT DR

City

SAINT LOUIS

State

MO

Zip Code

63110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

LIVING CITY CORPORATION

Street

1357 MCCAUSLAND AVE

City

SAINT LOUIS

State

MO

Zip Code

63117

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

HOME WORKS - THVP

Street

225 LINDEN AVENUE

City

SAINT LOUIS

State

MO

Zip Code

63105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

WILLIAM A KERR FOUNDATION

43-1770857 Page 9 of 9

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE WALNUT CREEK CIVIC PRIDE FOUNDATION

Street

74 AMBERWOOD LN

City

WALNUT CREEK

State

CA

Zip Code

94598

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

WALNUT CREEK OPEN SPACE FOUNDATION

Street

PO BOX 309

City

WALNUT CREEK

State

CA

Zip Code

94597

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

CALIFORNIA SYMPHONY ORCHESTRA, INC

Street

1475 NORTH BROADWAY

City

WALNUT CREEK

State

CA

Zip Code

94596

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Long Term CG Distributions													Amount				
Short Term CG Distributions													684				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
69	ARIAD P NEW COM\$0.001RTD	04033A100			10/11/2013		4/11/2013	10,218	13,791				0	-3,573			
70	ARIAD P NEW COM\$0.001RTD	04033A100			1/15/2013		4/11/2013	2,713	3,048				0	-335			
71	AUTOMATIC INC DATA PROC	053015103			5/9/2013		8/16/2013	24,081	22,442				0	1,639			
72	AUTOTZONE INC NEVADA COI	053332102			8/10/2012		8/16/2013	98,587	84,401				0	14,186			
73	BALL CORP COM	058498106			2/13/2012		5/6/2013	8,612	7,608				0	1,004			
74	BALL CORP COM	058498106			2/12/2013		5/6/2013	2,720	2,712				0	8			
75	BANCO BRADESCO S A ADR	059460303			5/29/2013		12/18/2013	807	1,057				0	-250			
76	BANCO BRADESCO S A ADR	059460303			2/13/2012		12/18/2013	19,739	26,639				0	-6,900			
77	BANCO SANTANDER SA ADR	05964H105			2/19/2013		2/19/2013	0	0				0	0			
78	BANCO SANTANDER SA ADR	05964H105			5/21/2013		8/19/2013	0	0				0	0			
79	BANCO SANTANDER SA ADR	05964H105			8/19/2013		8/19/2013	0	0				0	0			
80	BANCO SANTANDER SA ADR	05964H105			11/21/2013		11/21/2013	0	0				0	0			
81	WISCONSIN ENERGY CORP	978657106			11/21/2011		6/28/2013	37,557	29,617				0	7,940			
82	WISCONSIN ENERGY CORP	978657106			2/13/2012		6/28/2013	70,827	59,842				0	11,185			
83	WYNN RESORTS LTD	983134107			7/11/2013		10/11/2013	3,321	2,618				0	703			
84	ACTAVIS PLC SHS	G0083B108			10/12/2013		11/4/2013	15,702	14,406				0	1,296			
85	ACCENTURE PLC SHS	G1151C101			4/16/2013		12/19/2013	177,784	172,447				0	5,337			
86	ACCENTURE PLC SHS	G1151C101			11/4/2013		12/19/2013	1,594	1,457				0	137			
87	BUNGE LIMITED	G16982105			2/13/2012		2/12/2013	4,785	4,161				0	624			
88	BUNGE LIMITED	G16982105			2/13/2012		9/11/2013	8,860	7,361				0	1,499			
89	COVIDIEN PLC SHS NEW	G2554F113			6/8/2010		1/24/2013	7,988	5,165				0	2,823			
90	BAXTER INTERN'L INC	071813109			9/11/2013		10/11/2013	122,276	134,333				0	-12,057			
91	BAXTER INC	09247X101			2/13/2012		5/29/2013	28,401	19,180				0	9,221			
92	BROADCOM CORP CALIF CL	111320107			2/13/2012		2/6/2013	73,635	84,124				0	-10,489			
93	CBL & ASSOC PPTY INC	124830100			5/29/2013		10/11/2013	388	486				0	-98			
94	CBL & ASSOC PPTY INC	124830100			9/11/2012		10/11/2013	12,018	13,714				0	-1,696			
95	CF IND'L HDGS INC	125269100			9/11/2013		11/4/2013	5,419	4,963				0	456			
96	C H ROBINSON WORLDWIDE	12541W209			10/23/2012		2/7/2013	139,166	142,573				0	-3,407			
97	CMS ENERGY CORP	125896100			5/11/2012		2/12/2013	4,133	3,693				0	440			
98	CMS ENERGY CORP	125896100			5/11/2012		6/29/2013	13,421	11,425				0	1,996			
99	CST BRANDS INC SHS	12646R105			3/26/2013		5/9/2013	8,583	9,441				0	-858			
100	CST BRANDS INC SHS	12646R105			3/26/2013		5/13/2013	7	7				0	0			
101	CVS CAREMARK CORP	126650100			9/2/2011		6/17/2013	11,490	6,977				0	4,513			
102	CVS CAREMARK CORP	126650100			9/2/2011		11/4/2013	25,491	14,669				0	10,822			
103	CAMERON INTL CORP	13342B105			5/29/2013		6/25/2013	1,219	1,266				0	-47			
104	CAMERON INTL CORP	13342B105			10/22/2012		6/25/2013	93,217	85,654				0	7,563			
105	BANCO BRADESCO S A ADR	059460303			2/13/2012		4/10/2013	8	8				0	-6,695			
106	BANCO BRADESCO S A ADR	059460303			11/21/2012		12/18/2013	33,974	40,669				0	2,226			
107	CANADIAN PACIFIC RAILWAY	136451100			10/28/2013		7/23/2013	8,266	6,040				0	4,008			
108	CARDINAL HEALTH INC OHIO	14149Y108			8/5/2010		11/4/2013	46,261	42,253				0	5,137			
109	CATERPILLAR INC DEL	149123101			8/5/2010		5/29/2013	31,114	25,977				0	1,336			
110	CATERPILLAR INC DEL	149123101			8/5/2010		3/26/2013	9,634	8,298				0	804			
111	CATERPILLAR INC DEL	149123101			2/13/2012		3/26/2013	76,257	84,300				0	-8,043			
112	CHESSPEAKE ENERGY OKLA	165167107			4/17/2012		3/26/2013	15,809	14,696				0	1,113			
113	CHESSPEAKE ENERGY OKLA	165167107			12/3/2012		4/5/2013	10,067	10,093				0	-26			
114	CHEVRON CORP	166764A48			12/3/2012		11/8/2013	11,841	12,098				0	-257			
115	CHINA UNICOM HONG KONG	16945R104			2/13/2012		1/24/2013	639	741				0	-102			
116	COVIDIEN PLC SHS NEW	G2554F113			6/8/2010		6/17/2013	7,229	4,370				0	2,859			
117	COVIDIEN PLC SHS NEW	G2554F113			6/8/2010		11/4/2013	16,112	9,065				0	7,047			
118	JAZZ PHARMACEUTICALS PL	G50871105			4/11/2013		11/4/2013	906	556				0	350			
119	MALLINCKRODT PLC SHS	G5785G107			6/8/2010		7/8/2013	2,922	1,891				0	1,031			
120	MALLINCKRODT PLC SHS	G5785G107			11/29/2010		7/8/2013	3,782	2,961				0	1,221			
121	MALLINCKRODT PLC SHS	G5785G107			11/21/2011		7/8/2013	4,899	3,564				0	1,335			
122	MALLINCKRODT PLC SHS	G5785G107			2/13/2012		7/8/2013	9,068	7,696				0	1,372			
123	MALLINCKRODT PLC SHS	G5785G107			2/13/2012		7/15/2013	10	9				0	1			
124	VALIDUS HOLDINGS LTD	G9319H102			7/11/2012		7/11/2013	3,329	3,114				0	215			
125	CISCO SYSTEMS INC	17275RAE2			2/24/2009		4/5/2013	9,458	7,654				0	1,604			
126	CISCO SYSTEMS INC	17275RAE2			2/24/2009		12/5/2013	15,869	13,745				0	2,124			
127	CITIGROUP INC COM NEW	172967424			10/23/2012		5/29/2013	24,096	17,046				0	7,050			
128	CITIGROUP INC COM NEW	172967424			10/23/2012		11/4/2013	2,930	2,223				0	707			
129	CITIGROUP INC	172967FT3			11/17/2011		4/5/2013	4,498	3,829				0	669			
130	CITIGROUP INC	172967FT3			11/17/2011		12/4/2013	8,425	7,657				0	768			
131	CITIGROUP INC	172967FT3			10/22/2012		11/4/2013	3,055	549				0	2,506			
132	COCA COLA ENTERPRISES	19122T109			9/11/2013		11/4/2013	626	596				0	30			
133	BA AUG 00165	192243635			1/24/2013		4/15/2013	4,095	2,178				0	1,917			
134	EPAY FEB 00035	192284928			10/22/2012		11/4/2013	1,790	914				0	876			
135	EPAY FEB 00035	192328328			1/24/2013		4/15/2013	5,250	1,050				0	4,200			
136	EPAY FEB 00035	192441678			1/25/2013		2/26/2013	13,105	1,842				0	11,263			
Totals													7,560,381	0	6,789,296	0	771,085

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

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses			Net Gain or Loss
		Short Term CG Distributions	Other sales	684										Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
137	X	QIWI AUG 00065						1/29/2013		4/17/2013	740	1,400					
138	X	COGNIZANT TECH SOLUTIONS		192445680				4/16/2013		1/14/2013	7,358	6,232					-1,126
139	X	COGNIZANT TECH SOLUTIONS		192733547				2/19/2013		6/25/2013	2,355	210					2,145
140	X	COGNIZANT TECH SOLUTIONS		192736668				4/11/2013		9/11/2013	2,778	44					2,734
141	X	COGNIZANT TECH SOLUTIONS		192762789				4/12/2013		7/29/2013	4,428	15,580					-11,152
142	X	COGNIZANT TECH SOLUTIONS		192762789				4/12/2013		7/30/2013	216	760					-544
143	X	COGNIZANT TECH SOLUTIONS		192766606				4/12/2013		9/19/2013	6,000	13,050					-7,050
144	X	COGNIZANT TECH SOLUTIONS		192767070				4/12/2013		6/17/2013	7,035	21,838					-14,803
145	X	COGNIZANT TECH SOLUTIONS		192780751				2/19/2013		7/20/2013	2,968	0					2,968
146	X	COGNIZANT TECH SOLUTIONS		192780751				2/19/2013		7/20/2013	2,665	0					2,665
147	X	COGNIZANT TECH SOLUTIONS		192836294				4/12/2013		10/19/2013	1,895	0					1,895
148	X	COGNIZANT TECH SOLUTIONS		192839159				4/12/2013		10/19/2013	1,519	0					1,519
149	X	COGNIZANT TECH SOLUTIONS		195530598				10/2/2012		1/14/2013	3,240	2,906					334
150	X	ACCL JUL 00007 500		195531724				10/2/2012		1/19/2013	990	0					990
151	X	COMCAST CORP NEW CL A		20030N101				7/18/2012		5/29/2013	17,180	13,643					3,537
152	X	COMCAST CORP NEW CL A		20030N101				7/18/2012		1/14/2013	47,712	32,157					15,555
153	X	COMPANHIA BRASILEIRA DE		20440T101				1/17/2012		5/24/2013	0	0					0
154	X	CONSTELLATION BRANDS INC		21036P108				11/20/2012		2/12/2013	12,118	13,312					-1,194
155	X	CONSTELLATION BRANDS INC		21036P108				10/11/2012		1/14/2013	3,276	3,144					132
156	X	CORESITE REALTY CORP		21870Q105				5/15/2012		1/14/2013	635	499					136
157	X	COSTCO WHOLESALE CRP D		22160K105				11/29/2010		1/14/2013	4,208	2,330					1,878
158	X	COSTCO WHOLESALE CRP D		22160K105				2/22/2011		1/14/2013	28,256	17,486					10,770
159	X	VALIDUS HOLDINGS LTD		22160K105				7/11/2012		1/14/2013	1,162	983					199
160	X	VALIDUS HOLDINGS LTD		G9319H102				12/11/2012		1/21/2013	8,495	7,047					1,438
161	X	VALIDUS HOLDINGS LTD		G9319H102				10/11/2012		12/11/2013	3,946	3,573					373
162	X	VALIDUS HOLDINGS LTD		G9319H102				5/29/2013		12/11/2013	1,579	1,442					137
163	X	ACE LIMITED		H0023R105				4/27/2009		6/17/2013	4,451	2,258					2,193
164	X	GARMIN LTD		H2908T109				9/7/2012		2/25/2013	46,787	55,860					-10,073
165	X	NOBLE CORP NAMEN-AKT		H5833N103				10/11/2012		7/18/2013	780	718					62
166	X	COPA HOLDINGS S A CL A		P31076105				2/13/2012		5/29/2013	15,761	8,797					6,964
167	X	COPA HOLDINGS S A CL A		P31076105				2/13/2012		7/29/2013	10,558	5,498					5,060
168	X	CREDIT SUISSE GP SP ADR		225401108				1/24/2013		5/31/2013	10	9					1
169	X	CREDIT SUISSE GP SP ADR		225401108				5/29/2013		8/26/2013	614	584					30
170	X	CREDIT SUISSE GP SP ADR		225401108				1/24/2013		8/26/2013	15,874	14,700					1,174
171	X	CREDIT SUISSE FB USA INC		22541LAR4				1/17/2007		4/5/2013	5,361	4,844					517
172	X	CREDIT SUISSE FB USA INC		22541LAR4				1/17/2007		7/23/2013	5,303	4,844					459
173	X	CREDIT SUISSE FB USA INC		22541LAR4				1/17/2007		1/18/2013	4,197	3,875					322
174	X	DEERE CO		244199105				11/4/2013		11/12/2013	21,249	21,294					-45
175	X	DEERE CO		244199105				5/29/2013		11/12/2013	14,302	15,316					-1,014
176	X	DEERE CO		244199105				6/19/2012		11/2/2013	68,650	65,014					3,636
177	X	DEERE & COMPANY		244199BE4				6/12/2012		4/5/2013	8,150	8,036					114
178	X	DIAGEO PLC SPAD ADR NEW		25243Q205				6/12/2012		12/4/2013	16,968	19,076					-1,108
179	X	DIGITAL RLT TR INC		253868103				2/3/2012		11/4/2013	29,884	21,842					8,042
180	X	DIGITAL RLT TR INC		253868103				2/3/2012		2/6/2013	72,036	75,269					-3,233
181	X	DIGITAL RLT TR INC		253868103				11/29/2010		2/6/2013	30,591	24,337					6,254
182	X	DIGITAL RLT TR INC		253868103				6/2/2011		2/6/2013	26,315	24,627					1,688
183	X	DIGITAL RLT TR INC		253868103				11/21/2011		2/6/2013	28,946	27,751					1,195
184	X	DOMINION RES INC NEW VA		25746U109				6/28/2013		11/4/2013	31,735	28,259					3,476
185	X	E M C CORPORATION MASS		268648102				4/5/2012		5/9/2013	44,977	56,744					-11,767
186	X	E M C CORPORATION MASS		268648102				5/1/2012		5/9/2013	24,103	30,127					-6,024
187	X	E M C CORPORATION MASS		268648102				10/17/2012		5/9/2013	8,765	9,731					-966
188	X	EASTMAN CHEMICAL CO CO		277432100				7/11/2012		11/5/2013	2,448	1,657					791
189	X	EDISON INTL CALIF		281020107				2/13/2012		8/29/2013	58,194	51,730					6,464
190	X	EDISON INTL CALIF		30219G108				5/29/2013		2/6/2013	3,910	3,959					-49
191	X	EXPRESS SCRIPTS HLDG CO		30219G108				2/13/2012		2/6/2013	60,642	55,895					4,747
192	X	EXPRESS SCRIPTS HLDG CO		30219G108				12/4/2012		2/6/2013	25,290	25,019					271
193	X	F E I COMPANY		30241L109				5/15/2012		11/4/2013	8,397	4,401					3,996
194	X	FEDERAL HOME LN MTG COH		3134AAUK8				11/24/2008		4/5/2013	14,402	14,097					305
195	X	FEDERAL HOME LN MTG COH		3134AAUK8				11/24/2008		7/23/2013	8,116	6,028					2,088
196	X	FEDERAL HOME LN MTG COH		3134AAUK8				6/10/2010		11/15/2013	15,000	15,000					0
197	X	FEDERAL HOME LN MTG COH		3134AAUK8				6/9/2009		11/15/2013	32,000	32,000					0
198	X	FEDERAL HOME LN MTG COH		3134AAUK8				11/24/2008		11/15/2013	50,000	50,000					0
199	X	FEDERAL HOME LN MTG COH		3134AAUK8				8/19/2009		11/15/2013	10,000	10,000					0
200	X	AVAGO TECHNOLOGIES LTD		Y0486S104				2/13/2012		6/11/2013	16,194	15,480					714
201	X	AVAGO TECHNOLOGIES LTD		Y0486S104				5/29/2013		4/5/2013	1,559	1,638					-79
202	X	FEDERAL NATL MTG ASSOC		3135G0BA0				8/2/2012		7/23/2013	10,585	10,552					33
203	X	FEDERAL NATL MTG ASSOC		3135G0BA0				8/2/2012		7/23/2013	7,333	7,349					-16
204	X	FEDERAL NATL MTG ASSOC		3135G0BA0				8/2/2012		7/23/2013	7,333	7,349					-16

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															884	
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
205	X	FEDERAL NATL MTG ASSOC	3135G0BA0		8/2/2012		12/4/2013	8,360	8,345				0	15		
206	X	FEDERAL NATL MTG ASSOC	3139BADM1		6/26/2007		4/5/2013	9,563	7,906				0	1,657		
207	X	FEDERAL NATL MTG ASSOC	3139BADM1		6/26/2007		11/21/2013	16,174	13,836				0	2,338		
208	X	FEDEX CORP DELAWARE CO	31428X106		2/13/2012		11/4/2013	62,742	49,629				0	13,113		
209	X	FIRST REP BK SAN FRANCISCO	33616C100		2/13/2012		4/11/2013	14,784	11,590				0	3,194		
210	X	FIRST REP BK SAN FRANCISCO	33616C100		10/11/2012		4/11/2013	3,596	3,066				0	530		
211	X	FOMENTO ECONMICO MEX SPA	344419106		2/13/2012		5/9/2013	31,826	20,291				0	11,535		
212	X	FOOT LOCKER INC N Y COM	344849104		2/13/2012		10/11/2013	12,594	10,443				0	2,151		
213	X	GENERAC HLDGS INC	368736104		10/11/2013		11/4/2013	3,127	2,670				0	457		
214	X	GENERAL ELEC CAP CORP	36962G4H4		1/1/2010		1/8/2013	48,000	48,000				0	0		
215	X	GENERAL ELEC CAP CORP	36962G4H4		6/10/2010		1/8/2013	50,000	50,000				0	0		
216	X	GENERAL ELEC CAP CORP	36962G4H4		2/15/2012		1/8/2013	24,000	24,000				0	0		
217	X	GENERAL ELEC CAP CORP	36962G6R0		1/9/2013		4/5/2013	4,011	3,999				0	12		
218	X	GENERAL ELEC CAP CORP	36962G6R0		1/9/2013		7/23/2013	3,991	3,999				0	-8		
219	X	GENERAL ELEC CAP CORP	36962G6R0		1/9/2013		11/8/2013	2,007	2,000				0	7		
220	X	GILEAD SCIENCES INC COM	375558103		5/1/2012		1/22/2013	71,498	57,221				0	14,277		
221	X	GILEAD SCIENCES INC COM	375558103		2/5/2013		5/29/2013	42,365	30,907				0	11,458		
222	X	GILEAD SCIENCES INC COM	375558103		2/5/2013		11/4/2013	22,637	13,217				0	9,420		
223	X	GILDAN ACTIVEWEAR INC	375916103		5/8/2012		6/7/2013	26,216	16,558				0	9,658		
224	X	GOLDMAN SACHS GROUP INC	38141GEE0		7/24/2006		4/5/2013	8,858	7,624				0	1,234		
225	X	GOLDMAN SACHS GROUP INC	38141GEE0		7/24/2006		7/23/2013	6,537	5,718				0	819		
226	X	GOLDMAN SACHS GROUP INC	38141GEE0		7/24/2006		11/8/2013	5,455	4,765				0	690		
227	X	GOOGLE INC CL A	38259P508		2/13/2012		5/29/2013	17,371	12,265				0	5,106		
228	X	GOOGLE INC CL A	38259P508		2/13/2012		11/4/2013	15,360	9,199				0	6,161		
229	X	GRAPHIC PACKAGING HLDG	388689101		2/13/2012		11/4/2013	6,766	4,205				0	2,561		
230	X	GRUPO TELEvisa SA ADR	40049J206		1/19/2012		3/21/2013	22,842	20,258				0	2,584		
231	X	GRUPO TELEvisa SA ADR	40049J206		1/24/2013		3/21/2013	903	980				0	-77		
232	X	HALLIBURTON COMPANY	406216101		9/11/2013		11/4/2013	3,218	3,014				0	204		
233	X	HEALTH MGMT ASSOC INC	421933102		2/13/2012		8/16/2013	27,828	15,264				0	12,564		
234	X	HESS CORP	42809H107		8/9/2013		11/4/2013	36,479	35,307				0	3,172		
235	X	HEXCEL CORP NEW COM	428291108		11/1/2012		11/4/2013	634	636				0	-2		
236	X	HOMER DEPOT INC	437076102		6/14/2012		5/29/2013	74,644	49,081				0	25,563		
237	X	HOMER DEPOT INC	437076102		6/14/2012		5/30/2013	31,425	20,824				0	10,601		
238	X	HONEYWELL INTL INC DEL	438516106		6/28/2007		11/4/2013	85,251	56,031				0	29,220		
239	X	IPG PHOTONICS CORP DEL	44980X109		10/1/2012		1/15/2013	2,027	1,672				0	355		
240	X	ICICI BANK LTD SPD ADR	45104G104		2/13/2012		1/24/2013	6,370	5,366				0	1,004		
241	X	INTL BUSINESS MACHINES	459200101		1/14/2012		12/19/2013	11,722	11,750				0	-28		
242	X	INTL BUSINESS MACHINES	459200101		5/29/2013		12/19/2013	5,410	6,245				0	-835		
243	X	INTL BUSINESS MACHINES	459200101		4/16/2013		12/19/2013	146,078	171,543				0	-25,465		
244	X	INTUIT INC COM	461202103		12/20/2011		4/16/2013	57,261	48,202				0	9,059		
245	X	INTUIT INC COM	461202103		12/20/2011		5/9/2013	79,358	72,168				0	7,190		
246	X	INTUIT INC COM	461202103		2/13/2012		5/9/2013	79,950	76,774				0	3,176		
247	X	JPMORGAN CHASE & CO	46625HBV1		2/13/2012		5/29/2013	17,528	12,251				0	5,277		
248	X	JPMORGAN CHASE & CO	46625HBV1		7/24/2006		4/5/2013	8,478	7,618				0	860		
249	X	JPMORGAN CHASE & CO	46625HBV1		7/24/2006		7/23/2013	8,363	7,618				0	745		
250	X	JPMORGAN CHASE & CO	46625HBV1		7/24/2006		11/8/2013	2,074	1,905				0	169		
251	X	JACK IN THE BOX INC	466367109		7/10/2012		11/4/2013	3,296	2,224				0	1,072		
252	X	JACOBS ENGN GRP INC DELA	469814107		2/13/2012		5/13/2013	13,325	12,786				0	539		
253	X	LEAP WIRELESS INTL INC	521863308		3/9/2012		7/16/2013	25,257	14,804				0	10,453		
254	X	LEAP WIRELESS INTL INC	521863308		5/29/2013		7/16/2013	22,045	7,374				0	14,671		
255	X	MARATHON OIL CORP	565849106		8/15/2011		8/9/2013	48,088	38,201				0	9,887		
256	X	MARATHON OIL CORP	565849106		8/22/2011		8/9/2013	39,078	28,989				0	10,089		
257	X	MARATHON OIL CORP	565849106		11/21/2011		8/9/2013	93,726	70,373				0	23,353		
258	X	MARATHON OIL CORP	565849106		7/17/2012		8/9/2013	51,610	39,018				0	12,592		
259	X	MARATHON PETROLEUM CO	56585A102		1/1/2013		9/11/2013	92,823	90,838				0	1,985		
260	X	MCDONALDS CORP COM	580135101		6/8/2010		11/4/2013	1,941	1,361				0	580		
261	X	MCKESSON CORPORATION	58155Q103		7/31/2012		10/28/2013	235,860	140,848				0	95,012		
262	X	MCKESSON CORPORATION	58155Q103		5/29/2013		10/28/2013	3,053	2,290				0	763		
263	X	MERCADOLIBRE INC	58733R102		5/1/2012		12/18/2013	13,668	13,542				0	126		
264	X	MERCADOLIBRE INC	58733R102		1/14/2013		12/18/2013	14,175	19,045				0	-4,870		
265	X	MICROSOFT CORP	594918104		11/9/2009		4/16/2013	7,232	7,231				0	1		
266	X	MICROSOFT CORP	594918104		1/12/2010		4/16/2013	44,262	46,237				0	-1,975		
267	X	MICROSOFT CORP	594918104		6/22/2004		4/16/2013	7,637	7,484				0	153		
268	X	MICROSOFT CORP	594918104		11/9/2009		4/16/2013	43,220	43,214				0	6		
269	X	MICROSOFT CORP	594918104		11/16/2009		4/16/2013	70,009	71,985				0	-1,976		
270	X	MICROSOFT CORP	594918104		12/29/2009		4/16/2013	20,453	22,276				0	-1,823		
271	X	MICROSOFT CORP	594918104		7/8/2010		4/16/2013	8,679	7,335				0	1,344		
272	X	MICROSOFT CORP	594918104		11/29/2010		4/16/2013	46,287	40,317				0	5,970		
Totals									7,560,381		6,789,296		771,085			
Capital Gains/Losses									0		0		0			
Other sales									0		0		0			

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

Long Term CG Distributions										Short Term CG Distributions										Amount		Totals									
Check "X" to include in Part IV										Description										CUSIP #		Capital Gains/Losses Other sales		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
Check "X" if Purchaser is a Business										Purchaser		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss	
273	X	MICROSOFT CORP																													
274	X	MONSANTO CO NEW DEL CC																													
275	X	NEWELL RUBBERMAID INC																													
276	X	NEWELL RUBBERMAID INC																													
277	X	NIKE INC CL B																													
278	X	NORANDA ALUM HLDG CORP																													
279	X	OCCIDENTAL PETE CORP CA																													
280	X	OCCIDENTAL PETE CORP CA																													
281	X	OCCIDENTAL PETE CORP CA																													
282	X	ONYX PHARMACEUTICALS																													
283	X	ONYX PHARMACEUTICALS																													
284	X	ORACLE CORP \$0.01 DEL																													
285	X	OWENS CORNING INC																													
286	X	OWENS CORNING INC																													
287	X	OWENS CORNING INC																													
288	X	PENSKO AUTO GROUP INC																													
289	X	PENSKO AUTO GROUP INC																													
290	X	PERKINELMER INC COM																													
291	X	PERKINELMER INC COM																													
292	X	PETSMART INC																													
293	X	PETSMART INC																													
294	X	PHARMERICA CORP																													
295	X	PIONEER NATURAL RES CO																													
296	X	MEDASSETS INC																													
297	X	MENTOR GRAPHICS CORP																													
298	X	PRICE T ROWE GROUP INC																													
299	X	QUALCOMM INC																													
300	X	QUALCOMM INC																													
301	X	RED ROBIN GOURMET BURG																													
302	X	REGIONS FINL CORP																													
303	X	RESMED INC																													
304	X	RIO TINTO PLC SPNSRD ADR																													
305	X	SBA COMMUNICATIONS CRP																													
306	X	SVB FINL GROUP																													
307	X	SCHLUMBERGER LTD																													
308	X	SCHLUMBERGER LTD																													
309	X	SCHLUMBERGER LTD																													
310	X	SCHLUMBERGER LTD																													
311	X	SCHLUMBERGER LTD																													
312	X	SCHLUMBERGER LTD																													
313	X	SEALED AIR CORP (NEW)																													
314	X	SEALED AIR CORP (NEW)																													
315	X	SHELL INTERNATIONAL FIN																													
316	X	SHELL INTERNATIONAL FIN																													
317	X	SKYWORKS SOLUTIONS INC																													
318	X	SOCIEDAD Q&M CHLE SPDA																													
319	X	SOCIEDAD Q&M CHLE SPDA																													
320	X	SONIC AUTOMOTIVE INC A																													
321	X	SPLUNK INC																													
322	X	SPLUNK INC																													
323	X	SUNCOR ENERGY INC NEW																													
324	X	SUNCOR ENERGY INC NEW																													
325	X	SUSSEER HOLDINGS CORP																													
326	X	SWIFT TRANSPORTATION																													
327	X	SYNOPLYS INC																													
328	X	SYNOPLYS INC																													
329	X	TRW AUTOMOTIVE HLDGS CF																													
330	X	TRW AUTOMOTIVE HLDGS CF																													
331	X	TAL INTL GROUP INC																													
332	X	TARGA RESOURCES CORP																													
333	X	TARGA RESOURCES CORP																													
334	X	THERAVANCE INC																													
335	X	THERMO FISHER SCIENTIFIC																													
336	X	TIMKEN COMPANY																													
337	X	TIMKEN COMPANY																													
338	X	TRIUMPH GROUP INC NEW																													
339	X	TRIUMPH GROUP INC NEW																													
340	X	U.S. TREASURY BOND																													

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

Totals										Capital Gains/Losses		Net Gain or Loss	
										Other sales			
										7,560,381		6,789,296	
										0		0	
										771,085		0	
										0			
										</			

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

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

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

		92,466	55,480	0	36,987
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	92,466	55,480		36,987

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

		9,252	2,182	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ESTIMATED EXCISE TAX PAID	7,070	0		
2	FOREIGN TAX WITHHELD	2,182	2,182		

Part I, Line 23 (990-PF) - Other Expenses

		18,765	326	0	18,439
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	326	326		0
2	STATE AG FEES	25	0		25
3	OTHER MISC FEES	18,414	0		18,414

NAME	CUSIP	ASSET DESCRIPTION	BEG. YEAR BOOK VALUE	END YEAR BOOK VALUE	END YEAR FMV
WILLIAM A KERR FOUNDATION DIMA	000375204	ABB LTD	0 00	35495 67	39043 20
WILLIAM A KERR FOUNDATION DIMA	001084102	AGCO CORP	11594 33	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	00164V103	AMC NETWORKS INC SHS	0 00	12736 13	13281 45
WILLIAM A KERR FOUNDATION DIMA	00206RAJ1	AT&T INC	119720 50	102198 14	112568 00
WILLIAM A KERR FOUNDATION DIMA	00767E102	AFERGERION PHARM INC	0 00	10492 72	9934 40
WILLIAM A KERR FOUNDATION DIMA	008252108	AFFILIATED MANAGERS GROUP INC	11694 47	8616 98	15181 60
WILLIAM A KERR FOUNDATION DIMA	00846U101	AGILENT TECHNOLOGIES INC	360546 82	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	008916108	AGRIUM INC	87558 15	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	011659109	ALASKA AIR GROUP, INC	15861 89	9441 60	18342 50
WILLIAM A KERR FOUNDATION DIMA	018490102	ALLERGAN INC COM	85450 43	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	02319V103	AMBEV SA SHS ADR	0 00	58578 69	54941 25
WILLIAM A KERR FOUNDATION DIMA	02364W105	AMERICA MOVIL-SERIES L	175117 31	223238 35	225871 05
WILLIAM A KERR FOUNDATION DIMA	024061103	AMERICAN AXLE & MFG HLDGS INC	15254 09	12587 72	20756 75
WILLIAM A KERR FOUNDATION DIMA	025816109	AMERICAN EXPRESS COMPANY	239452 71	199484 58	357476 20
WILLIAM A KERR FOUNDATION DIMA	030420103	AMERICAN WTR WKS CO INC	123749 47	129062 52	174111 20
WILLIAM A KERR FOUNDATION DIMA	032511107	ANADARKO PETE CORP	0 00	96452 36	86062 20
WILLIAM A KERR FOUNDATION DIMA	035231BP2	ANHEUSER-BUSCH INBEV WOR	71954 49	59717 67	54573 23
WILLIAM A KERR FOUNDATION DIMA	03524A108	ANHEUSER-BUSCH INBEV ADR	84893 12	105712 73	157028 50
WILLIAM A KERR FOUNDATION DIMA	037833100	APPLE COMPUTER INC COM	37056 68	64583 68	112204 00
WILLIAM A KERR FOUNDATION DIMA	037833AK6	APPLE INC	0 00	120311 22	110602 83
WILLIAM A KERR FOUNDATION DIMA	039381104	ARCELORMITTAL SA	0 00	40783 57	51022 40
WILLIAM A KERR FOUNDATION DIMA	04033A100	ARIAD PHARMACEUTICALS INC	13757 24	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	053015103	AUTOMATIC DATA PROCESSING INC COMMON	0 00	202582 96	226641 21
WILLIAM A KERR FOUNDATION DIMA	053332102	AUTOZONE INC	84387 18	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	055822104	BP P L C SPONS ADR	21892 05	54483 54	57602 85
WILLIAM A KERR FOUNDATION DIMA	056752108	BAIDU COM ADR	16771 98	46952 95	58700 40
WILLIAM A KERR FOUNDATION DIMA	058498106	BALL CORP	7596 77	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	059460303	BANCO BRADESCO SA ADR	26552 45	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	05964H105	BANCO SANTANDER CENT HISPANO S A ADR	24756 49	63899 38	67254 05
WILLIAM A KERR FOUNDATION DIMA	06738E204	BARCLAYS PLC ADR	21358 78	58798 67	72284 31
WILLIAM A KERR FOUNDATION DIMA	08579W103	BERRY PLASTICS GROUP INC	0 00	19215 55	21648 90
WILLIAM A KERR FOUNDATION DIMA	09247X101	BLACKROCK INC CL A	83404 81	67271 09	109182 15
WILLIAM A KERR FOUNDATION DIMA	110448107	BRITISH AMERICAN TOBACCO	20289 71	44445 67	45653 50
WILLIAM A KERR FOUNDATION DIMA	111320107	BROADCOM CORP CL A	83987 31	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	124830100	CBL + ASSOCIATES PROPERTIES INC COM	13677 14	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	125269100	CF INDS HLDGS INC	0 00	95258 16	111859 20
WILLIAM A KERR FOUNDATION DIMA	12541W209	C H ROBINSON WORLDWIDE	142433 13	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	125896100	CMS ENERGY CORP	15078 10	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	126650100	CVS CORP	254911 10	29259 04	410811 80
WILLIAM A KERR FOUNDATION DIMA	127387108	CADENCE DESIGN SYS INC	0 00	233301 65	39746 70
WILLIAM A KERR FOUNDATION DIMA	131347304	CALPINE CORP WI	0 00	68776 99	68382 55
WILLIAM A KERR FOUNDATION DIMA	13342B105	CAMERON INTL CORP	85562 50	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	13645T100	CANADIAN PAC RY LTD	23681 24	45328 33	57501 60
WILLIAM A KERR FOUNDATION DIMA	14149Y108	CARDINAL HEALTH INC COM	0 00	149265 55	178382 70
WILLIAM A KERR FOUNDATION DIMA	149123101	CATERPILLAR INC	216479 05	182232 31	177079 50
WILLIAM A KERR FOUNDATION DIMA	165167107	CHESAPEAKE ENERGY CORP	98728 25	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	166764A08	CHEVRON CORP	146431 84	123971 36	120292 77
WILLIAM A KERR FOUNDATION DIMA	16945R104	CHINA UNICOM LTD SPONSORED ADR	26220 87	58897 57	52935 90
WILLIAM A KERR FOUNDATION DIMA	17275RAE2	CISCO SYSTEMS INC	123074 86	100915 34	111358 17
WILLIAM A KERR FOUNDATION DIMA	172967424	CITIGROUP INC COM NEW	142992 63	123754 29	174307 95
WILLIAM A KERR FOUNDATION DIMA	172967FT3	CITIGROUP INC	67686 84	56188 83	61463 18
WILLIAM A KERR FOUNDATION DIMA	19122T109	COCA COLA ENTERPRISES	0 00	8720 80	9708 80
WILLIAM A KERR FOUNDATION DIMA	19244E102	COGNIZANT TECHNOLOGY SOLUTIONS	0 00	84950 06	121680 90
WILLIAM A KERR FOUNDATION DIMA	20030N101	COMCAST CORP NEW CL A	205880 97	186509 66	288925 40
WILLIAM A KERR FOUNDATION DIMA	20440T201	COMPANHIA BRASILEIRA DE	0 00	38397 57	33502 50
WILLIAM A KERR FOUNDATION DIMA	20441A102	COMPANHIA DE SANEAMENTO BASICO	22786 26	69786 18	67529 70
WILLIAM A KERR FOUNDATION DIMA	21036P108	CONSTELLATION BRANDS INC	13289 05	133178 40	149205 60

WILLIAM A KERR FOUNDATION DIMA	21870Q105	CORESIT REALTY CORP	13925 97	14552 46	18509 25
WILLIAM A KERR FOUNDATION DIMA	22160K105	COSTCO WHSL CORP NEW	164667 91	147697 30	216021 30
WILLIAM A KERR FOUNDATION DIMA	22541L1A4	CREDIT SUISSE FIRST BOSTON USA	95759 10	81646 15	86716 74
WILLIAM A KERR FOUNDATION DIMA	231021106	CUMMINS ENGINE INC	0 00	163954 51	167754 30
WILLIAM A KERR FOUNDATION DIMA	23918K108	DAVITA INC	12109 60	12394 35	15525 65
WILLIAM A KERR FOUNDATION DIMA	244199105	DEERE & COMPANY	64963 75	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	2441998E4	DEERE & COMPANY	142662 53	116489 52	108468 12
WILLIAM A KERR FOUNDATION DIMA	25243Q205	DIAGEO PLC SPON ADR NEW	176431 93	162388 05	227100 30
WILLIAM A KERR FOUNDATION DIMA	253868103	DIGITAL RLTY TR INC	15335 76	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	25746U109	DOMINION RES INC VA NEW	0 00	145424 46	164959 50
WILLIAM A KERR FOUNDATION DIMA	268648102	EMC CORP(MASS) USD 0 01	96400 50	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	277432100	EASTMAN CHEMICAL CO	7327 13	10081 74	14526 00
WILLIAM A KERR FOUNDATION DIMA	281020107	EDISON INTL	51654 00	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	29082A107	EMBRAER S A SPONSRD ADR	20320 06	55615 34	60659 30
WILLIAM A KERR FOUNDATION DIMA	30219G108	EXPRESS SCRIPTS HLDG CO	80819 38	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	30241L109	FEI CO	13880 25	25177 76	33956 80
WILLIAM A KERR FOUNDATION DIMA	31344A108	FEDERAL HOME LN MTG CORP	171339 81	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	31355G0B0	FEDERAL NATL MTG ASSOC	147382 81	118781 88	118749 24
WILLIAM A KERR FOUNDATION DIMA	3137EADH9	FEDERAL HOME LN MTG CORP	0 00	126367 92	125244 00
WILLIAM A KERR FOUNDATION DIMA	31398ADM1	FEDERAL NATL MTG ASSOC	139473 76	116677 09	130360 14
WILLIAM A KERR FOUNDATION DIMA	31428X106	FEDEX CORPORATION	0 00	126408 03	173961 70
WILLIAM A KERR FOUNDATION DIMA	315616102	F5 NETWORKS INC	0 00	104294 38	118572 30
WILLIAM A KERR FOUNDATION DIMA	33616C100	FIRST REP BK SAN FRANCISCO	14628 57	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	343412102	FLUOR CORP NEW	100679 76	106075 56	118829 20
WILLIAM A KERR FOUNDATION DIMA	344419106	FOMENTO ECONOMICO MEXICANO S A	20274 51	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	344849104	FOOT LOCKER INC	10420 22	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	345370860	FORD MOTOR CO DEL	0 00	98824 77	94817 35
WILLIAM A KERR FOUNDATION DIMA	368736104	GENERAC HLDGS INC	0 00	13742 30	18974 40
WILLIAM A KERR FOUNDATION DIMA	36962G4H4	GENERAL ELEC CAP CORP	122018 55	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	36962G6R0	GENERAL ELEC CAP CORP	0 00	60989 02	61152 50
WILLIAM A KERR FOUNDATION DIMA	375558103	GILEAD SCIENCES INC	57155 34	80070 65	150200 00
WILLIAM A KERR FOUNDATION DIMA	375916103	GILDAN ACTIVEWEAR INC SUB VTG SHS	16519 10	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	38141GEE0	GOLDMAN SACHS GROUP INC	127897 50	109359 43	120120 87
WILLIAM A KERR FOUNDATION DIMA	38259P508	GOOGLE INC	82780 85	61319 15	112071 00
WILLIAM A KERR FOUNDATION DIMA	3886689101	GRAPHIC PACKAGING HLDG C	15406 14	11249 34	20784 00
WILLIAM A KERR FOUNDATION DIMA	40049J206	GRUPO TELEVIS SA DE CV GDR	20205 35	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	40416M105	HD SUPPLY HLDGS INC	0 00	14027 95	14526 05
WILLIAM A KERR FOUNDATION DIMA	406216101	HALLIBURTON COMPANY COM	0 00	97586 29	98708 75
WILLIAM A KERR FOUNDATION DIMA	421933102	HEALTH MGMT ASSOC INC NEW CL A	15135 12	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	42809H107	HESS CORP	0 00	199663 06	220780 00
WILLIAM A KERR FOUNDATION DIMA	428236103	HEWLETT PACKARD COMPANY	0 00	167264 46	166201 20
WILLIAM A KERR FOUNDATION DIMA	428291108	HEXCEL CORP NEW COM	0 00	16305 52	17205 65
WILLIAM A KERR FOUNDATION DIMA	437076102	HOME DEPOT INC USD 0 05	250859 30	182002 71	286954 90
WILLIAM A KERR FOUNDATION DIMA	438516106	HONEYWELL INTL INC	220811 33	164839 30	304718 95
WILLIAM A KERR FOUNDATION DIMA	44980X109	IPG PHOTONICS CORP DEL	13640 35	15159 05	20954 70
WILLIAM A KERR FOUNDATION DIMA	45104G104	ICICI BK LTD	26977 11	65690 10	64861 65
WILLIAM A KERR FOUNDATION DIMA	456837103	ING GROEP N V SPONSORED ADR	0 00	44702 88	49945 65
WILLIAM A KERR FOUNDATION DIMA	45866F104	INTERCONTINENTAL EXCHANGE	0 00	65306 52	80971 20
WILLIAM A KERR FOUNDATION DIMA	461202103	INTUIT INC COM	196929 80	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	46625H100	J P MORGAN CHASE & CO	82041 70	81045 74	116667 60
WILLIAM A KERR FOUNDATION DIMA	46625HBV1	JPMORGAN CHASE & CO	120716 02	102949 19	109208 62
WILLIAM A KERR FOUNDATION DIMA	466367109	JACK IN THE BOX INC	14565 60	12346 08	22258 90
WILLIAM A KERR FOUNDATION DIMA	521863308	LEAP WIRELESS INTL INC	14717 03	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	534187109	LINCOLN NATIONAL CORP	0 00	14016 72	14195 50
WILLIAM A KERR FOUNDATION DIMA	559222401	MAGNA INTL INC CL A	23705 25	40827 25	62365 60
WILLIAM A KERR FOUNDATION DIMA	565849106	MARATHON OIL CORP	176176 81	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	580135101	MC DONALDS CORPORATION COMMON	131214 59	146727 84	163010 40
WILLIAM A KERR FOUNDATION DIMA	581550103	MCKESSON CORPORATION	140755 53	0 00	0 00

WILLIAM A KERR FOUNDATION DIMA	584045108	MEDASSETS INC	0.00	15046.35	15963.15
WILLIAM A KERR FOUNDATION DIMA	585464100	MELCO PBL ENTERTAINMENT-	0.00	53707.13	75498.50
WILLIAM A KERR FOUNDATION DIMA	587200106	MENTOR GRAPHICS CORP	13930.11	12042.46	19978.10
WILLIAM A KERR FOUNDATION DIMA	58733R102	MERCAADOLIBRE INC	13533.51	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	594918104	MICROSOFT CORP COM	303269.57	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	60855R100	MOLINA HEALTHCARE INC	0.00	19360.97	19633.75
WILLIAM A KERR FOUNDATION DIMA	61166W101	MONSANTO CO NEW	94099.59	90621.77	122377.50
WILLIAM A KERR FOUNDATION DIMA	62936P103	NPS PHARMACEUTICALS INC	0.00	11708.10	14117.40
WILLIAM A KERR FOUNDATION DIMA	651229106	NEWELL RUBBERMAID INC	11410.27	6611.56	10047.10
WILLIAM A KERR FOUNDATION DIMA	654106103	NIKE INC CL B	87084.21	68517.53	112455.20
WILLIAM A KERR FOUNDATION DIMA	65542W107	NORANDA ALUM HLDG CORP	14641.46	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	674599105	OCCIDENTAL PETROLEUM CORPORATION COMMON	270260.39	104636.25	101757.00
WILLIAM A KERR FOUNDATION DIMA	68399X105	ORACLE CORPORATION	207751.10	191225.45	247924.80
WILLIAM A KERR FOUNDATION DIMA	690768403	OWENS ILL INC COM	0.00	14041.90	15027.60
WILLIAM A KERR FOUNDATION DIMA	701094104	PARKER HANNIFIN CORP	0.00	103988.17	115132.80
WILLIAM A KERR FOUNDATION DIMA	70959W103	PENSKE AUTO GROUP INC	9207.40	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	714046109	PERKINELMER INC	0.00	123951.51	151107.95
WILLIAM A KERR FOUNDATION DIMA	716768106	PETSMART INC COM	10510.80	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	71714F104	PHARMERICA CORP	15327.00	16414.99	26660.00
WILLIAM A KERR FOUNDATION DIMA	723484101	PINNACLE WEST CAP CORP COM	0.00	14083.42	12965.40
WILLIAM A KERR FOUNDATION DIMA	723787107	PIONEER NAT RES CO	0.00	72183.52	90194.30
WILLIAM A KERR FOUNDATION DIMA	74144T108	PRICE T ROWE GROUP INC	0.00	153587.53	176335.85
WILLIAM A KERR FOUNDATION DIMA	74251V102	PRINCIPAL FINL GROUP INC	0.00	14612.51	19230.90
WILLIAM A KERR FOUNDATION DIMA	74435K204	PRUDENTIAL PLC ADR	16806.07	32909.40	50625.00
WILLIAM A KERR FOUNDATION DIMA	747525103	QJALCOMM INC	83874.50	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	75689M101	RED ROBIN GOURMET BURGERS INC	14191.36	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	7591EP100	REGIONS FINL CORP NEW	17424.50	12251.40	16961.35
WILLIAM A KERR FOUNDATION DIMA	761152107	RESMED INC	13509.19	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	767204100	RIO TINTO PLC SPON ADR	27003.05	47799.74	49658.40
WILLIAM A KERR FOUNDATION DIMA	777779307	ROSETTA RESOURCES INC	0.00	16872.26	14412.00
WILLIAM A KERR FOUNDATION DIMA	78388J106	SBA COMMUNICATIONS CORP CL A	49044.78	47934.99	71422.80
WILLIAM A KERR FOUNDATION DIMA	78486Q101	SVB FINL GROUP	0.00	15904.59	17826.20
WILLIAM A KERR FOUNDATION DIMA	80105N105	SANOFI-SYNTHELABO	17402.68	44450.66	47194.40
WILLIAM A KERR FOUNDATION DIMA	806857108	SCHLUMBERGER LIMITED COM	223976.01	135938.69	157241.95
WILLIAM A KERR FOUNDATION DIMA	82258ZAJ1	SHELL INTERNATIONAL FIN	123848.67	101488.60	108515.88
WILLIAM A KERR FOUNDATION DIMA	83088M102	SKYWORKS SOLUTIONS INC	0.00	96522.92	114954.00
WILLIAM A KERR FOUNDATION DIMA	833635105	SOCIEDAD Q&M CHLE SPDADR	16875.90	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	83545G102	SONIC AUTOMATIC INC	15256.61	14462.91	20073.60
WILLIAM A KERR FOUNDATION DIMA	835699307	SONY CORP ADR AMERN SH NEW	0.00	68979.21	65702.00
WILLIAM A KERR FOUNDATION DIMA	848637104	SPLUNK INC	0.00	10236.27	20257.65
WILLIAM A KERR FOUNDATION DIMA	85375C101	STANDARD PAC CORP NEW COM	0.00	19293.31	21674.75
WILLIAM A KERR FOUNDATION DIMA	86562M209	SUMITOMO MITSUI-UNSPONS	27948.13	62111.82	80510.75
WILLIAM A KERR FOUNDATION DIMA	867224107	SUNCOR ENERGY INC NEW	23720.33	46458.10	45915.50
WILLIAM A KERR FOUNDATION DIMA	869233106	SUSSER HOLDINGS CORPORAT	15241.18	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	87074U101	SWIFT TRANSPORTATION	0.00	22277.80	27984.60
WILLIAM A KERR FOUNDATION DIMA	87160A100	SYNGENTA AG SPONS ADR	16959.58	32719.46	36772.40
WILLIAM A KERR FOUNDATION DIMA	87264S106	TRW AUTOMOTIVE HLDGS CORP	14787.22	8095.35	14134.10
WILLIAM A KERR FOUNDATION DIMA	874083108	TAL INTL GROUP INC	15228.40	11580.00	21506.25
WILLIAM A KERR FOUNDATION DIMA	87612G101	TARGA RESOURCES CORP	11558.05	7850.75	15870.60
WILLIAM A KERR FOUNDATION DIMA	88076W103	TERADATA CORP DEL	0.00	127789.82	109630.90
WILLIAM A KERR FOUNDATION DIMA	883556102	THERMO ELECTRON CORP	0.00	163193.07	247753.75
WILLIAM A KERR FOUNDATION DIMA	887389104	TIMKEN CO	13511.63	0.00	0.00
WILLIAM A KERR FOUNDATION DIMA	896818101	TRILUMPH GROUP INC NEW	30583.96	16607.62	19397.85
WILLIAM A KERR FOUNDATION DIMA	902494103	TYSON FOODS INC CL A	0.00	7905.97	11209.10
WILLIAM A KERR FOUNDATION DIMA	907818108	UNION PACIFIC CORP	84838.44	138952.80	152040.00
WILLIAM A KERR FOUNDATION DIMA	911363109	UNITED RENTALS INC	0.00	12224.52	16369.50
WILLIAM A KERR FOUNDATION DIMA	912810FT0	U S TREASURY BOND	130387.21	110779.73	110153.34
WILLIAM A KERR FOUNDATION DIMA	912810QU5	U S TREASURY BOND 3 125% FEB 15 2042	244483.88	187242.48	158642.96

WILLIAM A KERR FOUNDATION DIMA	912828LK4	U S TREASURY NOTE	69726 75	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	912828ND8	U S TREASURY NOTE	129189 21	108241 28	112198 32
WILLIAM A KERR FOUNDATION DIMA	912828NT3	U S TREASURY NOTE	65726 74	55654 67	56117 05
WILLIAM A KERR FOUNDATION DIMA	912828N29	U S TREASURY NOTE	75604 43	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	912828PA2	U S TREASURY NOTE	79344 19	66932 04	65635 20
WILLIAM A KERR FOUNDATION DIMA	912828QF0	U S TREASURY NOTE	131202 74	59028 51	60002 74
WILLIAM A KERR FOUNDATION DIMA	912828RC6	U S TREASURY NOTE	124299 88	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	912828RM4	U S TREASURY NOTE	113677 21	96438 43	96727 68
WILLIAM A KERR FOUNDATION DIMA	912828SF8	U S TREASURY NOTE 2 000% FEB 15 2022	18281 88	353333 19	336887 90
WILLIAM A KERR FOUNDATION DIMA	913017109	UNITED TECHNOLOGIES CORP	195875 25	123369 00	174683 00
WILLIAM A KERR FOUNDATION DIMA	91913Y100	VALERO ENERGY CORP NEW	0 00	162358 01	199332 00
WILLIAM A KERR FOUNDATION DIMA	92343VAY0	VERIZON COMMUNICATIONS	134364 09	113667 22	115750 80
WILLIAM A KERR FOUNDATION DIMA	92826C839	VISA INC CL A SHRS	240431 49	160146 50	302844 80
WILLIAM A KERR FOUNDATION DIMA	929332102	WUXI PHARMA TECH CAYMAN I	13825 47	39874 88	69275 90
WILLIAM A KERR FOUNDATION DIMA	930059100	WADDELL & REED FINL INC CL A	0 00	10459 16	14326 40
WILLIAM A KERR FOUNDATION DIMA	931142103	WAL MART STORES INC	111477 60	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	942683103	WATSON PHARMACEUTICALS INC	11378 26	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	949461106	WELLCARE HEALTH PLANS	14646 75	17573 41	19717 60
WILLIAM A KERR FOUNDATION DIMA	949746101	WELLS FARGO & CO NEW	230900 64	197126 32	285112 00
WILLIAM A KERR FOUNDATION DIMA	94974BFG0	WELLS FARGO & COMPANY	0 00	61221 64	60605 94
WILLIAM A KERR FOUNDATION DIMA	94974BFC8	WELLS FARGO & COMPANY	0 00	60510 08	60460 02
WILLIAM A KERR FOUNDATION DIMA	958102105	WESTERN DIGITAL CORP	17191 31	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	963320106	WHIRLPOOL CORPORATION COM	0 00	11612 51	14901 70
WILLIAM A KERR FOUNDATION DIMA	97381W104	WINDSTREAM CORP	18887 44	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	976657106	WISCONSIN ENERGY CORP	138153 92	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	983134107	WYNN RESORTS LTD	0 00	13086 49	19421 00
WILLIAM A KERR FOUNDATION DIMA	98978V103	ZOETIS INC	0 00	142661 61	143999 45
WILLIAM A KERR FOUNDATION DIMA	989986913	BIF MONEY FUND	593199 00	563711 00	563711 00
WILLIAM A KERR FOUNDATION DIMA	999999999	EXPIRED PUT/CALL	2339 47	1008 04	1008 04
WILLIAM A KERR FOUNDATION DIMA	G16962105	BUNGE LIMITED	11511 18	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	G2519Y108	CREDICORP LTD	0 00	55877 68	55746 60
WILLIAM A KERR FOUNDATION DIMA	G2554F113	COVIDIEN PLC SHS NEW	189006 52	184039 85	279210 00
WILLIAM A KERR FOUNDATION DIMA	G50871105	JAZZ PHARMACEUTICALS PLC	0 00	10909 61	22780 80
WILLIAM A KERR FOUNDATION DIMA	G65431101	NOBLE CORP PLC SHS	0 00	53918 30	55642 95
WILLIAM A KERR FOUNDATION DIMA	G7945E105	SEADRILL LTD	16957 35	34062 45	32864 00
WILLIAM A KERR FOUNDATION DIMA	G9319H102	VALIDUS HOLDINGS LTD	14690 99	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	H0023R105	ACE LIMITED	164741 70	174545 11	261413 25
WILLIAM A KERR FOUNDATION DIMA	H2906T109	GARMIN LTD	56777 32	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	H5833N103	NOBLE CORP NAMEN-AKT	29209 48	0 00	0 00
WILLIAM A KERR FOUNDATION DIMA	N53745100	LYONDELBASSELL INDUSTRIE	9936 39	23305 62	40140 00
WILLIAM A KERR FOUNDATION DIMA	N6596X109	NXP SEMICONDUCTORS N V	13643 63	48998 51	65909 55
WILLIAM A KERR FOUNDATION DIMA	P31076105	COPA HOLDINGS S A CL A	26736 25	42049 58	58440 15
WILLIAM A KERR FOUNDATION DIMA	910224637	BUILDING	2329581 16	2337760 58	2337760 58
WILLIAM A KERR FOUNDATION DIMA	Y0486S104	AVAGO TECHNOLOGIES LTD	15452 85	0 00	0 00

14,915,573 06

15,231,379 26

17,971,657 43

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		0	0	2,329,581	2,337,761	2,337,761	2,337,761
Asset Description		Cost or Other Basis	Accumulated Depreciation	Book Value Beg of Year	Book Value End of Year	FMV End of Year	
1				2,329,581	2,337,761	2,337,761	

Part II, Line 22 (990-PF) - Other Liabilities

		10,428	0
Description		Beginning Balance	Ending Balance
1	CALL OPTIONS	10,428	

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PY Late Posting Mutual Funds	1	2,040
2	Purchase of Accrued Interest c/o from PY	2	8,333
3	Cost Basis Adjustment	3	13,349
4	Total	4	23,722

Line 5 - Decreases not included in Part III, Line 2

1	Bond Amortization	1	21,949
2	CY Late Posting Mutual Funds	2	201
3	Purchase of Accrued Interest c/o to Next Year	3	1,540
4	Total	4	23,690

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Short Term CG Distributions										Amount		684																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																													
Description of Property Sold										CUSIP #										How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj Basis		Gain Minus Excess of FMV Over Adjusted Basis or Losses		770,401		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0		0	

CREDIT SUISSE GP SP ADR	225401108
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Short Term CG Distributions										Amount																			
Description of Property Sold										CUSIP #										684																			
How Acquired										Date Acquired										Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
169 CREDIT SUISSE GP SP ADR										225401108										5/29/2013		8/28/2013		614				584		14,700		1,174		30		1,174		30	
170 CREDIT SUISSE GP SP ADR										225401108										12/4/2013		6/28/2013		15,674				4,844		14,700		1,174		517		517		1,174	
171 CREDIT SUISSE FB USA INC										22541LAR4										11/12/2007		4/26/2013		5,361				4,844		14,700		1,174		459		459		1,174	
172 CREDIT SUISSE FB USA INC										22541LAR4										11/12/2007		7/23/2013		5,303				3,875		14,700		1,174		322		322		1,174	
173 CREDIT SUISSE FB USA INC										22541LAR4										11/12/2007		11/8/2013		4,197				21,249		14,700		1,174		45		45		1,174	
174 DEERE CO										244199105										5/29/2013		11/12/2013		14,302				15,316		14,700		1,174		-1,014		-1,014		1,174	
175 DEERE CO										244199105										6/19/2012		11/12/2013		68,650				65,014		14,700		3,636		3,636		1,174		1,174	
176 DEERE CO										244199105										6/12/2012		4/26/2013		8,150				8,036		14,700		1,174		114		114		1,174	
177 DEERE & COMPANY										2441998E4										6/12/2012		12/4/2013		19,968				18,076		14,700		1,108		1,108		1,108		1,108	
178 DEERE & COMPANY										2441998E4										2/3/2012		11/4/2013		29,884				21,842		14,700		8,042		8,042		8,042		8,042	
179 DIAGEO PLC SP5D ADR NEW										252430205										2/3/2012		2/6/2013		72,036				76,269		14,700		4,233		4,233		4,233		4,233	
180 DIGITAL RLY TR INC										253668103										11/29/2010		2/6/2013		30,591				24,337		14,700		6,254		6,254		6,254		6,254	
181 DIGITAL RLY TR INC										253668103										6/22/2011		2/6/2013		26,315				24,627		14,700		1,688		1,688		1,688		1,688	
182 DIGITAL RLY TR INC										253668103										11/21/2011		2/6/2013		28,946				27,751		14,700		1,195		1,195		1,195		1,195	
183 DIGITAL RLY TR INC										253668103										6/28/2013		11/4/2013		31,735				56,744		14,700		3,476		3,476		3,476		3,476	
184 DOMINION RES INC NEW VA										25746U109										4/6/2012		5/9/2013		44,977				30,127		14,700		-11,767		-11,767		-11,767		-11,767	
185 E M C CORPORATION MASS										268648102										5/17/2012		5/9/2013		24,103				9,731		14,700		-966		-966		-966		-966	
186 E M C CORPORATION MASS										268648102										10/17/2012		5/9/2013		8,765				1,657		14,700		791		791		791		791	
187 E M C CORPORATION MASS										268648102										7/11/2012		11/5/2013		2,448				51,730		14,700		6,484		6,484		6,484		6,484	
188 EASTMAN CHEMICAL CO COM										277432103										21/3/2012		8/29/2013		58,194				3,959		14,700		-49		-49		-49		-49	
189 EDISON INTL CALIF										281020107										5/29/2013		8/29/2013		3,910				25,019		14,700		4,747		4,747		4,747		4,747	
190 EDISON INTL CALIF										281020107										12/4/2012		2/6/2013		60,842				25,019		14,700		271		271		271		271	
191 EXPRESS SCRIPTS HDG CO										30216G108										12/4/2012		2/6/2013		25,290				14,097		14,700		3,996		3,996		3,996		3,996	
192 EXPRESS SCRIPTS HDG CO										30216G108										5/15/2012		4/26/2013		8,397				15,000		14,700		88		88		88		88	
193 F E COMPANY										31344ALX8										11/24/2008		4/26/2013		14,402				32,000		14,700		0		0		0		0	
194 FEDERAL HOME LN MTG CORP										31344ALX8										6/10/2010		11/5/2013		15,000				50,000		14,700		0		0		0		0	
195 FEDERAL HOME LN MTG CORP										31344ALX8										21/5/2012		11/5/2013		32,000				39,000		14,700		0		0		0		0	
196 FEDERAL HOME LN MTG CORP										31344ALX8										6/9/2009		11/5/2013		50,000				10,000		14,700		0		0		0		0	
197 FEDERAL HOME LN MTG CORP										31344ALX8										11/24/2008		11/5/2013		39,000				15,480		14,700		78		78		78		78	
198 FEDERAL HOME LN MTG CORP										31344ALX8										8/19/2009		11/5/2013		10,000				15,480		14,700		78		78		78		78	
199 FEDERAL HOME LN MTG CORP										31344ALX8										21/3/2012		6/11/2013		16,194				15,480		14,700		78		78		78		78	
200 FEDERAL HOME LN MTG CORP										31344ALX8										5/29/2013		6/11/2013		1,639				1,558		14,700		33		33		33		33	
201 AVAGO TECHNOLOGIES LTD										Y0486S104										8/22/2012		4/26/2013		10,585				7,349		14,700		15		15		15		15	
202 AVAGO TECHNOLOGIES LTD										Y0486S104										8/22/2012		7/23/2013		7,333				6,345		14,700		15		15		15		15	
203 FEDERAL NATL MTG ASSOC										3135G08A0										8/22/2012		12/4/2013		8,360				9,563		14,700		1,657		1,657		1,657		1,657	
204 FEDERAL NATL MTG ASSOC										3135G08A0										8/22/2012		4/26/2013		9,563				13,836		14,700		2,338		2,338		2,338		2,338	
205 FEDERAL NATL MTG ASSOC										3135G08A0										8/26/2012		11/21/2013		18,174				49,629		14,700		13,113		13,113		13,113		13,113	
206 FEDERAL NATL MTG ASSOC										3135G08A0										21/2/2012		11/4/2013		62,742				11,590		14,700		3,194		3,194		3,194		3,194	
207 FEDERAL NATL MTG ASSOC										3135G08A0										21/2/2012		4/17/2013		14,784				3,066		14,700		530		530		530		530	
208 FEDEX CORP DELAWARE COM										31428X105										10/11/2012		7/23/2013		3,598				20,291		14,700		11,535		11,535		11,535		11,535	
209 FIRST REP BK SAN FRANCISCO										33616C100										21/3/2012		5/9/2013		31,626				10,443		14,700		2,151		2,151		2,151		2,151	
210 FIRST REP BK SAN FRANCISCO										33616C100										21/3/2012		5/9/2013		12,394				2,670		14,700		457		457		457		457	
211 FOMENTO ECONMICO MEX SPADR										344419108										10/11/2012		11/4/2013		3,127				46,000		14,700		0		0		0		0	
212 FOOT LOCKER INC N Y COM										344419108										10/11/2012		11/4/2013		3,127				46,000		14,700		0		0		0		0	
213 GENERAC HDGS INC										3682G4H4										6/10/2010		1/8/2013		48,000				50,000		14,700		0		0		0		0	
214 GENERAL ELEC CAP CORP										3682G4H4										21/5/2012		1/8/2013		24,000				3,959		14,700		12		12		12		12	
215 GENERAL ELEC CAP CORP										3682G4H4										1/9/2013		4/26/2013		4,011				3,999		14,700		-5		-5		-5		-5	
216 GENERAL ELEC CAP CORP										3682G4H4										1/9/2013		7/23/2013		3,991				2,000		14,700		7		7		7		7	
217 GENERAL ELEC CAP CORP										3682G4H4										5/16/2012		12/22/2013		71,498				57,221		14,700		14,277		14,277		14,277		14,277	
218 GENERAL ELEC CAP CORP										3682G4H4										21/2/2012		5/9/2013		42,365				30,907		14,700		11,458		11,458		11,458		11,458	
219 GENERAL ELEC CAP CORP										3682G4H4										21/2/2012		5/9/2013		22,637				13,217		14,700		9,420		9,420		9,420		9,420	
220 GILEAD SCIENCES INC COM										375558103										21/2/2012		11/4/2013		28,216				16,558		14,700		9,658		9,658		9,658		9,658	
221 GILEAD SCIENCES INC COM										375558103										21/2/2012		11/4/2013		28,216				16,558		14,700		9,658		9,658		9,658		9,658	
222 GILEAD SCIENCES INC COM										375558103										21/2/2012		11/4/2013		28,216				16,558		14,700		9,658		9,658		9,658		9,658	
223 GILDAN ACTIVEWEAR INC										375916103										5/6/2012		6/7/2013		8,558				7,718		14,700		819		819		819		819	
224 GOLDMAN SACHS GROUP INC										38141GEE0										7/24/2006		7/23/2013		8,537				4,765		14,700		690		690		690		690	
225 GOLDMAN SACHS GROUP INC										38141GEE0										7/24/2006		7/23/2013		8,537				4,765		14,700		690		690		690		690	
226 GOLDMAN SACHS GROUP INC										38141GEE0										7/24/2006		7/23/2013		8,537				4,765		14,700		690		690		690		690	
227 GOOGLE INC CL A										38259P508										21/3/2012		5/9/2013		17,371				12,285		14,700		5,108		5,108		5,108		5,108	
228 GOOGLE INC CL A										38259P508										21/3/2012		11/4/2013		15,360				9,199		14,700		6,161		6,161		6,161		6,161	
229 GRAPHIC PACKAGING HLDG C										386888101										11/9/2012		11/4/2013		6,768				20,258		14,700		2,584		2,584		2,584		2,584	
230 GRUPO TELEVISIA SA ADR										40049J208										11/9/2012		3/21/2013		903				35,307		14,700		3,172		3,172		3,172		3,172	
231 GRUPO TELEVISIA SA ADR										40049J208										9/9/2012		11/4/2013		38,479				15,284		14,700		204		204		204		204	
232 HALLIBURTON COMPANY										406216101										21/3/2012		8/16/2013		27,828				15,284		14,700		12,584		12,584		12,584		12,584	
233 HEALTH MGMT ASSOC INC A										42193102										9/11/2012		11/4/2013		3,218				35,307		14,700		3,172		3,172		3,172		3,172	
234 HESS CORP										42809H107										11/12/2012		11/4/2013		634				636		14,700		-2		-2		-2		-2	
235 HEXCEL CORP NEW COM										428291108										6/14/2012		5/9/2013		74,644				49,081		14,700		25,563		25,563		25,563		25,563	
236 HOME DEPOT INC										437076102										6/28/2007		11/4/2013		85,251															

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions	684
Short Term CG Distributions	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

[illegible]

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JOHN H K SWEET		4930 PERSHING STREET	ST LOUIS	MO	63108		TRUSTEE	30.00	60,000		
	WILLIAM R SWEET		PO BOX 1119	ALMAMO	CA	94507		TRUSTEE	10.00	60,000		
										120,000	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date	Amount
1	Credit from prior year return	1	6,652
2	First quarter estimated tax payment	2	
3	Second quarter estimated tax payment	3	
4	Third quarter estimated tax payment	4	
5	Fourth quarter estimated tax payment	5	
6	Other payments	6	7,070
7	Total	7	13,722

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	473,394
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	473,394