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Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ 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*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: ROBERT AND MERCEDES EICHHOLZ FOUNDATION
C/O LOEB AND LOEB LLP

A Employer identification number: 45-3670591

Number and street (or P O box number if mail is not delivered to street address): 10100 SANTA MONICA BLVD. | Room/suite: 2200

B Telephone number (see instructions): (310) 282-2383

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90067-4120

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 72,842,016.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ______ (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	93,214.	93,214.		ATCH 1
	4 Dividends and interest from securities	782,875.	966,688.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	910,170.			
	b Gross sales price for all assets on line 6a 17,585,815.				
	7 Capital gain net income (from Part IV, line 2)		1,123,284.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	425,798.	372,862.		
	12 **Total.** Add lines 1 through 11	2,212,057.	2,556,048.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,000.			50,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,157.			4,157.
	16a Legal fees (attach schedule) ATCH 4	11,724.			11,724.
	b Accounting fees (attach schedule) ATCH 5	4,543.			4,543.
	c Other professional fees (attach schedule) *	449,958.	449,958.		
	17 Interest ATCH 7		9,961.		
	18 Taxes (attach schedule) (see instructions)		2,814.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	214.			214.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	4,924.	101,373.		4,924.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	525,520.	564,106.		75,562.
	25 Contributions, gifts, grants paid	3,420,000.			3,420,000.
	26 Total expenses and disbursements Add lines 24 and 25	3,945,520.	564,106.	0	3,495,562.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,733,463.			
	b **Net investment income** (if negative, enter -0-)		1,991,942.		
	c **Adjusted net income** (if negative, enter -0-)				

*ATCH 6

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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	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	1,544,378.	213,842.	213,842.
2	Savings and temporary cash investments		1,544,811.	1,544,811.
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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 9	29,541,298.	39,793,766.	40,763,124.
c	Investments - corporate bonds (attach schedule) ATCH 10	7,529,824.	16,712,881.	16,712,881.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 11	25,791,705.	13,635,984.	13,605,983.
14	Land, buildings, and equipment basis ▶ 1,375.			
	Less accumulated depreciation (attach schedule) ▶	1,375.	1,375.	1,375.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	64,408,580.	71,902,659.	72,842,016.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	64,408,580.	71,902,659.	
30	**Total net assets or fund balances** (see instructions)	64,408,580.	71,902,659.	
31	**Total liabilities and net assets/fund balances** (see instructions)	64,408,580.	71,902,659.	

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	64,408,580.
2	Enter amount from Part I, line 27a	2	-1,733,463.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	9,227,542.
4	Add lines 1, 2, and 3	4	71,902,659.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,902,659.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,123,284.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,534,259.	63,955,800.	0.039625
2011		77,815,050.	
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	0.039625
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	0.019813
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	65,422,347.
5	Multiply line 4 by line 3	5	1,296,213.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,919.
7	Add lines 5 and 6	7	1,316,132.
8	Enter qualifying distributions from Part XII, line 4	8	3,495,562.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

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 ▶ [X] and enter 1% of Part I, line 27b	1	19,919.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	19,919.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	19,919.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 25,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 32,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	57,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	37,081.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 25,000. **Refunded** ▶	11	12,081.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.EICHHOLZFOUNDATION.ORG

14 The books are in care of ▶ ALEXA DAVIDSON SUSKIN Telephone no ▶ 917-957-8642

Located at ▶ 330 BERGEN STREET, APT. 4C BROOKLYN, NY ZIP+4 ▶ 11217

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		50,000.	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 14		405,154.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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	65,932,055.
b	Average of monthly cash balances	1b	486,571.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	66,418,626.
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	66,418,626.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	996,279.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	65,422,347.
6	**Minimum investment return.** Enter 5% of line 5	6	3,271,117.

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	3,271,117.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,919.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,919.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,251,198.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,251,198.
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	3,251,198.

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	3,495,562.
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	3,495,562.
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	19,919.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,475,643.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,251,198.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			233,446.	
b Total for prior years 20 11 ,20 10 ,20 09				
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				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,495,562.				
a Applied to 2012, but not more than line 2a			233,446.	
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				3,251,198.
e Remaining amount distributed out of corpus	10,918.			
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	10,918.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	10,918.			
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 10,918.				

Form **990-PF** (2013)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

MERCEDES H. ELCHHOLZ

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

N/A

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

Check here ▶ [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 15				
Total . . . . ▶ **3a**				3,420,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	93,214.	
4 Dividends and interest from securities			14	782,875.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	18	19,331.	18	890,839.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16		-2,248.		331,787.	96,259.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		17,083.		2,098,715.	96,259.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,212,057.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11A	THE FOUNDATION RECEIVED A REFUND OF INCOME TAXES PAID. THE
	FUNDS RECEIVED WERE USED IN FURTHERANCE OF THE FOUNDATION'S
	EXEMPT PURPOSE.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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: [signature] Date: 11/17/14 Title: Executive Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
James W. Gilsen	[signature]	NOV 17 2014		P01598690

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L — Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405 — Phone no 212-661-7777

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES				P		
17585815.		16675645.					910,170.	
		MAKENA CAPITAL SPLITTER X, L.P. PROPERTY TYPE: OTHER				P		
							227,416.	
		CRESCENT CAPITAL HIGH INCOME FUND, L.P. PROPERTY TYPE: OTHER				P		
							3,850.	
		LESS: AMOUNT ATTRIBUTABLE TO UBI PROPERTY TYPE: OTHER				P		
							-18,152.	
TOTAL GAIN(LOSS)							1,123,284.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME		93,214.	93,214.
	TOTAL	93,214.	93,214.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS INCOME	782,875.	782,875.
INTEREST & DIVIDENDS - PARTNERSHIPS		184,992.
LESS: INTEREST & DIVIDENDS ATTRIBUTED TO UBI		-1,179.
TOTAL	782,875.	966,688.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INVESTMENT INCOME	1,581.	1,581.
INVESTMENTS - OTHER	327,958.	327,958.
INCOME TAX REFUND	96,259.	
OTHER PARTNERSHIP INCOME		45,571.
LESS: OTHER PARTNERSHIP INCOME ATTRIBUTED TO UBI		-2,248.
TOTALS	425,798.	372,862.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	11,724.			11,724.
TOTALS	11,724.			11,724.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	4,543.			4,543.
TOTALS	4,543.			4,543.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES:		
NORTHERN TRUST	6,624.	6,624.
BROWN BROTHERS HARRIMAN	121,382.	121,382.
CANTERBURY CONSULTING	283,772.	283,772.
CAUSEWAY CAPITAL MANAGEMENT	5,378.	5,378.
BAHL & GAYNOR INVESTMENT	28,727.	28,727.
HARDING, LOEVNER, LP	3,924.	3,924.
OTHER	151.	151.
TOTALS	449,958.	449,958.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST FROM PARTNERSHIPS		10,655.
LESS: INTEREST FROM PARTNERSHIPS ATTRIBUTED TO UBI		-694.
TOTALS		9,961.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MEMBERSHIP DUES	3,000.		3,000.
BANK SERVICE CHARGE	314.		314.
POSTAGE AND MAILING SERVICE	66.		66.
SUPPLIES	400.		400.
TELEPHONE	970.		970.
WEBSITE EXPENSE	174.		174.
OTHER PARTNERSHIP DEDUCTIONS		114,681.	
LESS: OTHER PARTNERSHIP DEDUCTIONS ATTRIBUTED TO UBI		-13,308.	
TOTALS	4,924.	101,373.	4,924.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACMENT 9A	39,793,766.	40,763,124.
TOTALS	39,793,766.	40,763,124.

BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 12/01/2013 through 12/31/2013
Account Number

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	EQUITY										
	US LARGE CAP EQUITY										
	CONSUMER DISCRETIONARY										
5,500	BED BATH & BEYOND INC	80 30	441,650 00	57 27	314,958.67	0	126,691	0		3 82	1 81
15,900	COMCAST CORP CL A	51 965	826,243 50	29 93	475,821.58	3,101	350,422	12,402		7.15	3.38
11,100	LIBERTY INTERACTIVE A	29.35	325,785.00	16 13	179,080.69	0	146,704	0		2 82	1.33
7,600	TARGET CORP	63 27	480,852.00	59.97	455,751.41	0	25,101	13,072		4.16	1 97
	TOTAL CONSUMER DISCRETIONARY		2,074,530.50		1,425,612.35		648,918	25,474		17.95	8 49
	CONSUMER STAPLES										
2,200	DIAGEO PLC- SPONSORED ADR	132.42	291,324.00	98 54	216,785.50	0	74,539	6,596		2 52	1 19
6,100	NESTLE S A SPONS ADR	73.59	448,899.00	60.33	368,037.16	0	80,862	11,078		3.88	1.84
1,600	PEPSICO INC	82 94	132,704.00	65.77	105,224 32	908	27,480	3,632		1 15	0 54

9A

BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 12/01/2013 through 12/31/2013
Account Number

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
3,500	WAL-MART STORES INC	78.69	275,415.00	60.70	212,461.68	1,645	62,953	6,580		2 38	1 13
	TOTAL CONSUMER STAPLES		1,148,342.00		902,508.66		245,834	27,886		9 93	4.70
	ENERGY										
2,000	EOG RESOURCES INC	167.84	335,680 00	102.07	204,142.50	0	131,538	1,500		2.90	1.37
4,000	OCCIDENTAL PETROLEUM CORP	95.10	380,400 00	87.47	349,879 35	2,560	30,521	10,240		3 29	1 56
3,300	SCHLUMBERGER LTD	90.11	297,363.00	74.50	245,845 68	1,031	51,517	4,125		2.57	1.22
9,000	SOUTHWSTN ENERGY CO	39 33	353,970.00	31.21	280,920 78	0	73,049	0		3 06	1.45
	TOTAL ENERGY		1,367,413.00		1,080,788 31		286,625	15,865		11.82	5.60
	FINANCIALS										
5,500	BERKSHIRE HATHAWAY INC-CL B	118.56	652,080.00	81.07	445,895.58	0	206,184	0		5.64	2.67
6,000	CHUBB CORP	96.63	579,780.00	74.70	448,173.03	2,640	131,607	10,560		5.02	2 37
11,800	PROGRESSIVE CORP OHIO	27 27	321,786.00	22.00	259,581 12	0	62,205	3,351		2.78	1 32
18,200	U S BANCORP	40.40	735,280.00	31.94	581,222.15	4,186	154,058	16,744		6.36	3.01
14,200	WELLS FARGO & CO	45 40	644,680.00	32.68	464,028 34	0	180,652	17,040		5.58	2 64
	TOTAL FINANCIALS		2,933,606.00		2,198,900.22		734,706	47,695		25 38	12.01
	HEALTHCARE										
6,772	BAXTER INTL INC	69.55	470,992 60	54.33	367,937 22	3,318	103,055	13,273		4 07	1 93
2,100	DENTSPLY INTL INC	48.48	101,808.00	38.48	80,817.45	131	20,991	525		0.88	0.42
2,200	JOHNSON & JOHNSON	91.59	201,498.00	65.22	143,493.64	0	58,004	5,808		1.74	0 82
6,200	NOVARTIS AG - ADR	80.38	498,356.00	55.23	342,450.52	0	155,905	12,753		4.31	2.04

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BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 12/01/2013 through 12/31/2013
Account Number

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
1,100	HENRY SCHEIN INC COM STK	114.26	125,686.00	75.32	82,853.54	0	42,832	0		1.09	0 51
	TOTAL HEALTHCARE		1,398,340 60		1,017,552.37		380,787	32,359		12.09	5.72
	INDUSTRIALS										
6,200	WASTE MANAGEMENT INC	44.87	278,194.00	33 25	206,133.71	0	72,060	9,052		2.41	1.14
	TOTAL INDUSTRIALS		278,194.00		206,133.71		72,060	9,052		2.41	1.14
	INFORMATION TECHNOLOGY										
4,600	EBAY INC	54.865	252,379.00	37 34	171,771.19	0	80,608	0		2 18	1 03
524	GOOGLE INC CL A	1120.71	587,252.04	642.82	336,836 66	0	250,415	0		5.08	2.40
13,000	MICROSOFT CORP	37.41	486,330.00	28 90	375,748.24	0	110,582	14,560		4.21	1 99
6,200	QUALCOMM INC	74.25	460,350.00	64.18	397,896.47	0	62,454	8,680		3.98	1.88
	TOTAL INFORMATION TECHNOLOGY		1,786,311.04		1,282,252.56		504,059	23,240		15 45	7.30
	MATERIALS										
4,000	CELANESE CORP SERIES A	55.31	221,240.00	38.89	155,570.20	0	65,670	2,880		1 91	0.91
2,700	PRAXAIR INC	130.03	351,081.00	111.50	301,041.31	0	50,040	6,480		3.04	1.44
	TOTAL MATERIALS		572,321.00		456,611.51		115,710	9,360		4.95	2.35
	TOTAL US LARGE CAP EQUITY		11,559,058 14		8,570,359 69		2,988,699	190,931		100 00	47 31
	US SMALL/MID CAP EQUITY										

9A

BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 12/01/2013 through 12/31/2013
Account Number

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	SA SMALL CAP EQUITY FUNDS										
30,561.158	LONGLEAF PARTNERS SMALL CAP FD	32.46	992,015.19	27 81	850,000.00	0	142,015	917		100 00	4.06
	TOTAL SA SMALL CAP EQUITY FUNDS		992,015 19		850,000.00		142,015	917		100 00	4 06
	TOTAL US SMALL/MID CAP EQUITY		992,015.19		850,000 00		142,015	917		100.00	4 06
	NON-US DEVELOPED EQUITY										
	BBH INTERNATIONAL EQ FUNDS										
81,240.586	BBH INTERNATIONAL EQUITY FUND CL N	15.24	1,238,106 53	12 31	1,000,000.00	0	238,107	21,285		100.00	5 07
	TOTAL BBH INTERNATIONAL EQ FUNDS		1,238,106.53		1,000,000.00		238,107	21,285		100 00	5.07
	TOTAL NON-US DEVELOPED EQUITY		1,238,106 53		1,000,000 00		238,107	21,285		100 00	5 07
	EMERGING MARKETS EQUITY										
	SA EMERGING MARKETS EQUITY										
160,000	AIT GLOBAL EMERGING MARKETS OPPORTUNITY FUND-I VONTOBEL	9.02	1,443,200.00	10.00	1,600,000.00	0	156,800-	0		72 75	5.91
33,766.794	T ROWE PRICE NEW ASIA FUND	16.01	540,606.37	14.87	502,210.13	0	38,396	5,065		27.25	2.21
	TOTAL SA EMERGING MARKETS EQUITY		1,983,806 37		2,102,210.13		118,404-	5,065		100 00	8 12
	TOTAL EMERGING MARKETS EQUITY		1,983,806.37		2,102,210.13		118,404-	5,065		100 00	8.12
	TOTAL EQUITY	A	15,772,986.23		12,522,569.82		3,250,417	218,198		100 00	64.56

9A

Account Statement December 1, 2013 - December 31, 2013 EICHHOLZ FOUNDATION

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Mid Cap									
MFC FLEXSHARES TR MORNINGSTAR US MKT FACTOR TILT INDEX FD (TILT)	$80 290	17,750 00	$1,425,147 50	$989,516 59	$435,630 91	$14,028 89	$14,022 50	1 0%	42 0%
Total Mid Cap			$1,425,147.50	$989,516 59	$435,630 91	$14,028 89	$14,022.50	1 0%	42 0%
Equity Securities - International Developed									
MFO DIMENSIONAL FUND ADVISORS INTERNATIONAL VALUE PORTFOLIO (DFIVX)	$19 830	19,673 97	$390,134 82	$350,000 00	$40,134 82		$10,584 60	2 7%	11 5%
Total International Region - USD			$390,134.82	$350,000 00	$40,134 82		$10,584 60	2 7%	11.5%
Total International Developed			$390,134 82	$350,000 00	$40,134 82		$10,584 60	2.7%	11.5%
Equity Securities - International Emerging									
MFC VANGUARD FTSE EMERGING MKTS ETF (VWO)	$41 140	19,000 00	$781,660 00	$754,010 00	$27,650 00		$21,375 00	2 7%	23 0%
MFO DFA EMERGING MARKETS VALUE (DFEVX)	27 610	28,846 39	796,448 82	778,163 86	18,284 96		19,038 62	2 4%	23 5%
Total Emerging Markets Region - USD			$1,578,108.82	$1,532,173 86	$45,934 96		$40,413.62	2.6%	46.5%
Total International Emerging			$1,578,108 82	$1,532,173 86	$45,934 96		$40,413 62	2 6%	46 5%
Total Equity Securities			$3,393,391 14	$2,871,690 45	$521,700 69	$14,028 89	$65,020 71	1 9%	100 0%

A A

Northern Trust

9A

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
INTERNATIONAL CONS AIRLS GROUP SA SPONSORED ADR (ICAGY)	$33 241	703 00	$23,368 42	$14,828 19	$8,540 23				2 2%
Total Large Cap			$23,368 42	$14,828.19	$8,540.23				2.2%
Equity Securities - Mid Cap									
POSTNL N V SPONSORED ADR (PNLYY)	$5.719	1,875 00	$10,723.12	$7,433.57	$3,289 55		$453 75	4 2%	1.0%
Total Mid Cap			$10,723 12	$7,433 57	$3,289 55		$453.75	4.2%	1 0%
Equity Securities - International Developed									
KBC GROUP NV (KBCSY)	$28 370	444 00	$12,596 28	$10,452.68	$2,143 60		$192 70	1 5%	1 2%
Total Belgium - USD			$12,596 28	$10,452 68	$2,143 60		$192.70	1 5%	1.2%
IMPERIAL OIL LIMITED COM NEW COM NEW (IMO)	44 230	616 00	27,245 68	25,506 18	1,739.50	79 01	301 22	1 1%	2 5%
Total Canada - USD			$27,245.68	$25,506.18	$1,739.50	$79.01	$301.22	1.1%	2.5%
AXA SA SPONSORED ADR (AXAHY)	27 890	464 00	12,940.96	5,584 58	7,356 38		355 42	2 7%	1 2%
BNP PARIBAS SPONSORED ADR REPSTG (BNPQY)	39 200	651 00	25,519 20	16,214 64	9,304 56		442 03	1 7%	2 4%
CREDIT AGRICOLE S A ADR (CRARY)	6 420	977 00	6,272 34	5,993 89	278 45		235 04	3 7%	0 6%
PEUGEOT S A (PEUGY)	13 150	393 00	5,167 95	6,138 30	(970 35)				0 5%
SANOFI SPONSORED ADR (SNY)	53 630	734 00	39,364 42	29,512 92	9,851.50		921 17	2 3%	3.6%

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
TECHNIP SPONSORED ADR (TKPPY)	24 160	872 00	21,067 52	22,134 04	(1,066 52)		334 85	1 6%	1 9%
TOTAL SA (TOT)	61 270	361 00	22,118 47	16,228 06	5,890 41	243 59	952 68	4 3%	2 0%
Total France - USD			$132,450 86	$101,806.43	$30,644 43	$243 59	$3,241.19	2.4%	12.3%
BAYER A G SPONSORED ADR (BAYRY)	142 000	148 00	21,016 00	10,517 37	10,498 63		267 14	1 3%	1 9%
DAIMLER AG SPONSORED ADR (DDAIY)	86 673	323 00	27,995 37	16,305 58	11,689 79		679 27	2 4%	2 6%
LINDE AG-SPONSORED ADR (LNEGY)	20 952	542 00	11,355 98	8,383 86	2,972 12		129 00	1 1%	1 1%
SAP AG SPONSORED ADR (SAP)	87 140	179.00	15,598 06	10,673 75	4,924 31		142 84	0 9%	1 4%
SIEMENS AG COM DM50 (NEW) (SI)	138 510	271 00	37,536.21	25,566 82	11,969 39		811 92	2 2%	3 5%
Total Germany - USD			$113,501.62	$71,447.38	$42,054 24		$2,030.16	1.8%	10 5%
RYANAIR HLDGS PLC SPONSORED ADR (RYAAY)	46 930	114 00	5,350 02	3,720 46	1,629 56				0 5%
Total Ireland - USD			$5,350.02	$3,720.46	$1,629 56		$0 00	0 0%	0 5%
HITACHI LTD AMERICAN DEPOSITARY RECEIPT FOR 10 COMMON STOCK (HTHIY)	76 410	236 00	18,032 76	14,387 79	3,644 97		203 43	1 1%	1 7%
JGC CORP (JGCCY)	78 493	178 00	13,971 75	13,573 91	397 84		142 22	1 0%	1 3%
KDDI CORP ADR (KDDIY)	15 440	2,102 00	32,454 88	18,513 24	13,941 64		676 84	2 1%	3 0%
NIKON CORP ADR (NINOY)	19 240	1,122 00	21,587 28	21,251 47	335 81		180 64	0.8%	2 0%
SHIN EISU CHEM CO LTD ADR (SHECY)	14 600	1,529.00	22,323 40	21,643 25	680 15		313 45	1 4%	2 1%
SUMITOMO MITSUI FINL GROUP INC SPONSORED ADR (SMFG)	10 490	1,480 00	15,525 20	12,689 86	2,835 34		337 44	2 2%	1 4%

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
TOYOTA MTR CORP SPONSORED ADR (TM)	121 920	202 00	24,627 84	15,990 92	8,636.92		473 89	1 9%	2 3%
Total Japan - USD			$148,523.11	$118,050.44	$30,472 67		$2,327.92	1.6%	13 7%
AKZO NOBEL N V SPONSORED ADR (AKZOY)	25 870	1,610 00	41,650 70	26,594 16	15,056 54		832 37	2 0%	3 9%
REED ELSEVIER N V SPONSORED ADR NEW (ENL)	42 670	929 00	39,640 43	21,258 36	18,382 07		959 66	2 4%	3 7%
UNILEVER N V NEW YORK SHS NEW (UN)	40 230	305 00	12,270.15	11,462 94	807 21		265 38	2 2%	1 1%
Total Netherlands - USD			$93,561.28	$59,315.46	$34,245.82		$2,057.41	2.2%	8.7%
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR (BBVA)	12 390	1,045.00	12,947 55	10,713 18	2,234 37		457 71	3 5%	1 2%
Total Spain - USD			$12,947 55	$10,713.18	$2,234.37		$457 71	3 5%	1 2%
ABB LTD SPONSORED ADR (ABB)	26 560	584 00	15,511 04	14,657 52	853 52		411 14	2 7%	1 4%
GIVAUDAN SA ADR (GVDNY)	28 650	584 00	16,731 60	11,898 72	4,832 88		413 47	2 5%	1 5%
NOVARTIS AG (NVS)	80 380	463 00	37,215 94	27,660 56	9,555 38		952 39	2 6%	3 4%
ROCHE HLDG LTD SPONSORED ADR ISIN #US7711195104 (RHHBY)	70 200	350 00	24,570 00	15,455 65	9,114 35		232 82	0 9%	2 3%
UBS AG SHS COM (UBS)	19 250	1,594 00	30,684 50	23,498 39	7,186 11		255 14	0 8%	2 8%
ZURICH INS GROUP LTD SPONSORED (ZURVY)	29 170	630 00	18,377 10	13,397 43	4,979 67		1,135 26	6 2%	1 7%
Total Switzerland - USD			$143,090 18	$106,568 27	$36,521.91		$3,400 21	2.4%	13 2%
AVIVA PLC ADR (AV)	15 150	1,404 00	21,270 60	12,887 08	8,383 52		636.01	3 0%	2 0%
BALFOUR BEATTY PLC SPONSORED ADR REPSTG 2 SHS (BAFYY)	8 560	1,126 00	9,638 56	10,698 64	(1,060 08)		444 77	4 6%	0 9%

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
BARCLAYS PLC AMERICAN DEPOSITARY RECEIPT (BCS)	18 130	1,379 00	25,001 27	19,320 25	5,681 02		546 08	2 2%	2 3%
BG PLC ADR FINAL INSTALLMENT NEW (BRGYY)	21 690	962 00	20,865 78	17,899.67	2,966 11		262 63	1 3%	1 9%
BRITISH AMERN TOB PLC SPONSORED COM STK (BTI)	107 420	285 00	30,614 70	28,116 06	2,498.64		1,232 91	4 0%	2 8%
CARNIVAL PLC ADR (CUK)	41 450	312 00	12,932 40	10,603 04	2,329 36		312 00	2 4%	1 2%
HSBC HLDGS PLC SPONSORED ADR NEW (HSBC)	55 130	514 00	28,336.82	22,825 24	5,511 58		1,233 60	4 4%	2 6%
LLOYDS BANKING GROUP PLC-ADR (LYG)	5 320	4,744.00	25,238 08	17,093 90	8,144 18				2 3%
REXAM PLC SPONSORED ADR COM NO PAR (REXMY)	44 210	367 00	16,225 07	13,135.95	3,089 12		446 27	2 8%	1 5%
RIO TINTO PLC SPONSORED ADR (RIO)	56 430	214 00	12,076.02	10,039 74	2,036.28		192 17	1 6%	1 1%
ROLLS ROYCE HOLDINGS PLC SPONSORED ADR (RYCEY)	106 030	143 00	15,162 29	9,399 29	5,763 00	93 08	77 51	0 5%	1 4%
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS (RDS/A)	71 270	381 00	27,153.87	25,885.78	1,268 09		1,165 86	4 3%	2 5%
TESCO PLC SPONSORED ADR (TSCDY)	16 840	998 00	16,806 32	14,613 70	2,192 62		608 28	3 6%	1 6%
VODAFONE GROUP PLC NEW SPONSORED ADR (VOD)	39 310	733 00	28,814 23	20,073.98	8,740.25	412 34	1,165 47	4 0%	2 7%
Total United Kingdom - USD			$290,136 01	$232,592.32	$57,543.69	$505.42	$8,323 56	2.9%	26 8%
Total International Developed			$979,402 59	$740,172 80	$239,229.79	$828 02	$22,332 08	2 3%	90 6%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - International Emerging									
YUE YUEN INDUSTRIAL-UNSP ADR ADR (YUEIY)	$16 702	337.00	$5,628 57	$5,171 86	$456 71		$112 73	2 0%	0.5%
Total Bermuda - USD			$5,628.57	$5,171 86	$456.71		$112 73	2 0%	0 5%
CNOOC LTD SPONSORED ADR SPONSORED ADR (CEO)	187 660	136 00	25,521.76	26,209 03	(687.27)		899 64	3.5%	2 4%
Total China - USD			$25,521 76	$26,209.03	($687.27)		$899.64	3 5%	2 4%
KOREA ELEC PWR CORP SPONSORED ADR ISIN #US5006311063 (KEP)	16 610	794 00	13,188 34	12,244 56	943 78		217 56	1 7%	1 2%
SK TELECOM LTD SPONSORED ADR (SKM)	24 620	924 00	22,748 88	19,044 92	3,703 96		698 90	3 1%	2 1%
Total KOREA, REPUBLIC OF - USD			$35,937.22	$31,289.48	$4,647.74		$916.46	2.6%	3 3%
Total International Emerging			$67,087 55	$62,670 37	$4,417.18		$1,928 83	2 9%	6 2%
Total Equity Securities			$1,080,581 68	$825,104 93	$255,476.75	$828 02	$24,714 66	2 3%	100 0%

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Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
SCHLUMBERGER LTD COM COM (SLB)	$90 110	236 00	$21,265.96	$14,767.09	$6,498 87	$73 75	$295 00	1 4%	2 2%
UNICHARM CORP SPONSORED ADR (UNICY)	11 417	1,885 00	21,521 04	20,682 45	838 59		375 12	1 7%	2 3%
Total Large Cap			$42,787.00	$35,449.54	$7,337 46	$73 75	$670 12	1 6%	4 5%
Equity Securities - Mid Cap									
BUNGE LIMITED (BG)	$82 110	252 00	$20,691 72	$17,090 55	$3,601 17		$302 40	1 5%	2 2%
COCHLEAR LTD ADR UNSPON (CHEOY)	26 356	329 00	8,671 12	10,426 87	(1,755 75)		352 36	4 1%	0 9%
Total Mid Cap			$29,362 84	$27,517.42	$1,845 42		$654 76	2 2%	3.1%
Equity Securities - International Developed									
CSL LTD ADR (CMXHY)	$30 770	546 00	$16,800 42	$10,385.02	$6,415 40		$46 79	0 3%	1 8%
Total Australia - USD			$16,800 42	$10,385 02	$6,415 40		$46 79	0 3%	1 8%
ANHEUSER BUSCH INBEV SA/NV SPONSOREDADR (BUD)	106 460	207 00	22,037 22	14,792 92	7,244 30		518 33	2 4%	2 3%
Total Belgium - USD			$22,037.22	$14,792.92	$7,244 30		$518 33	2 4%	2 3%
CANADIAN NATL RY CO COM (CNI)	57 020	348 00	19,842 96	14,545 28	5,297 68		281 53	1 4%	2 1%
IMPERIAL OIL LIMITED COM NEW COM NEW (IMO)	44 230	310 00	13,711 30	12,818 68	892 62	37 91	151 59	1 1%	1 4%
Total Canada - USD			$33,554 26	$27,363 96	$6,190.30	$37.91	$433.12	1.3%	3 5%

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Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
NOVO-NORDISK A S ADR (NVO)	184 760	65 00	12,009.40	10,940 21	1,069 19		147 16	1.2%	1 3%
Total Denmark - USD			$12,009 40	$10,940 21	$1,069 19		$147.16	1 2%	1 3%
NOKIAN TYRES OYJ ADR ADR (NKRKY)	24 024	620 00	14,894 88	12,061 85	2,833 03		462 52	3 1%	1 6%
Total Finland - USD			$14,894.88	$12,061.85	$2,833 03		$462 52	3.1%	1 6%
AIR LIQUIDE ADR (AIQUY)	28 331	1,075 00	30,455 82	23,950 75	6,505 07		551 48	1 8%	3 2%
DASSAULT SYS S A SPONSORED ADR (DASTY)	124 300	272 00	33,809.60	25,395.39	8,414.21		197 74	0 6%	3 5%
L OREAL CO ADR (LRLCY)	35 150	737 00	25,905 55	17,088 33	8,817 22		345 65	1 3%	2 7%
LVMH MOET HENNESSY LOUIS VUITTON ADR (LVMUY)	36 600	319 00	11,675 36	9,798 56	1,876 80		185.34	1 6%	1 2%
SCHNEIDER ELEC SA ADR (SBGSY)	17 550	1,398 00	24,534.90	15,642 24	8,892.66		522 85	2 1%	2 6%
Total France - USD			$126,381 23	$91,875.27	$34,505.96		$1,803 06	1 4%	13.3%
ALLIANZ SE ADR EACH REP 1/10 ORD SHS (AZSEY)	18 130	1,853 00	33,594 89	19,170 59	14,424 30		806 06	2 4%	3 5%
BAYERISCHE MOTOREN WERKE A G ADR (BAMXY)	39 430	600 00	23,658 00	19,969 95	3,688 05		51 88	0 2%	2 5%
FRESENIUS MEDICAL CARE AG AND CO KGAA (FMS)	35.580	563 00	20,031 54	19,095 53	936 01		188 04	0 9%	2 1%
SAP AG SPONSORED ADR (SAP)	87 140	472 00	41,130 08	27,984 24	13,145 84		376 66	0 9%	4 3%
Total Germany - USD			$118,414 51	$86,220.31	$32,194 20		$1,422 63	1.2%	12 4%
AIA GROUP LTD SPONSORED ADR (AAGIY)	20 068	1,365 00	27,392 82	18,855 55	8,537 27		238 88	0 9%	2 9%
HONG KONG EXCHANGES & CLEARING LTD ADR (HKXCY)	16 676	672 00	11,206 27	10,764 48	441 79		256 70	2 3%	1 2%

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
XINYI GLASS HLDGS LTD ADS REPSTG 20 SHS (XYIGY)	17 643	304 00	5,363 47	3,376 42	1,987 05		155 34	2 9%	0 6%
Total Hong Kong - USD			$43,962 56	$32,996 45	$10,966.11		$650 92	1.5%	4.6%
FANUC CORPORATION (FANUY)	30.525	1,032 00	31,501 80	28,889 10	2,612 70		212 59	0 7%	3 3%
JGC CORP (JGCCY)	78 493	352.00	27,629 53	21,543 54	6,085 99		281 25	1 0%	2 9%
MITSUBISHI ESTATE LTD ADR MITSUBISHIEST ADR + (MITEY)	30 140	509 00	15,341.26	15,120 30	220 96		53 95	0 4%	1 6%
MONOTARO CO LTD ADR (MONOY)	20 342	205 00	4,170 02	4,697 38	(527 36)				0 4%
SYSMEX CORP ADR (SSMXY)	29 686	640 00	18,999 04	13,477 75	5,521 29		112 64	0 6%	2 0%
Total Japan - USD			$97,641.65	$83,728.07	$13,913 58		$660 43	0.7%	10.2%
DBS GROUP HLDGS LTD SPONSORED ADR (DBSDY)	54 270	274 00	14,869 98	11,796 67	3,073 31		475 12	3 2%	1 6%
Total Singapore - USD			$14,869.98	$11,796 67	$3,073.31		$475 12	3.2%	1 6%
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR (BBVA)	12 390	1,481 00	18,349 59	14,410 88	3,938 71		648 68	3 5%	1 9%
Total Spain - USD			$18,349 59	$14,410 88	$3,938 71		$648 68	3 5%	1.9%
ATLAS COPCO AB SPONSORED ADR NEW REPSTG COM SER A (ATLKY)	27 761	573 00	15,907 05	12,199.32	3,707 73		337 50	2 1%	1 7%
SVENSKA HANDELSBANKEN AB ADR (SVNLY)	24 680	454.00	11,204 72	7,486 15	3,718 57		292 83	2 6%	1 2%
Total Sweden - USD			$27,111.77	$19,685 47	$7,426 30		$630 33	2.3%	2 8%
NESTLE S A SPONSORED ADR REPSTG REG SH (NSRGY)	73 590	509 00	37,457 31	29,805 99	7,651 32		924 34	2 5%	3 9%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ROCHE HLDG LTD SPONSORED ADR ISIN #US7711195104 (RHHBY)	70 200	453 00	31,800 60	19,012 90	12,787 70		301 33	0 9%	3 3%
SONOVA HLDG AG UNSP ADR (SONVY)	26.986	423 00	11,415 07	7,914 35	3,500 72		108 29	0.9%	1 2%
SWATCH GROUP AG ADR (SWGAY)	33 200	442 00	14,674 40	8,638 54	6,035 86		91 94	0 6%	1 5%
Total Switzerland - USD			$95,347.38	$65,371.78	$29,975.60		$1,425 90	1.5%	10 0%
ARM HLDS PLC SPONSORED ISIN US0420681068 (ARMH)	54.740	461 00	25,235 14	11,005 87	14,229 27		93 12	0 4%	2 6%
BG PLC ADR FINAL INSTALLMENT NEW (BRGYY)	21 690	831 00	18,024 39	16,626 21	1,398 18		226 86	1 3%	1 9%
TESCO PLC SPONSORED ADR (TSCDY)	16 840	654 00	11,013 36	9,714 83	1,298 53		398 61	3 6%	1 2%
UNILEVER PLC SPONSORED ADR NEW (UL)	41 200	261 00	10,753 20	8,595 46	2,157 74		266 45	2 5%	1 1%
WPP PLC ADR DR EACH REPR 5 SHS (WPPGY)	114 860	308 00	35,376 88	19,246 89	16,129 99		709 32	2 0%	3 7%
Total United Kingdom - USD			$100,402 97	$65,189.26	$35,213 71		$1,694.38	1 7%	10 5%
Total International Developed			$741,777 82	$546,818 12	$194,959.70	$37.91	$11,019 37	1 5%	77 8%
Equity Securities - International Emerging									
ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD PFD ADR (ITUB)	$13 570	1,799 00	$24,412 43	$25,087 75	($675 32)	$133 57	$145 72	0 6%	2 6%
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR (PBR)	13 780	463 00	6,380 14	10,621 44	(4,241 30)		49 54	0 8%	0 7%
Total Brazil - USD			$30,792 57	$35,709.19	($4,916 62)	$133.57	$195.26	0.6%	3 2%
BAIDU INC SPONSORED ADR (BIDU)	177 880	142 00	25,258 96	13,672 49	11,586 47				2 6%

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Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total China - USD			$25,258.96	$13,672 49	$11,586 47		$0 00	0 0%	2 6%
ICICI BK LTD (IBN)	37 170	467 00	17,358 39	14,051 71	3,306 68		311 49	1 8%	1 8%
Total India - USD			$17,358.39	$14,051.71	$3,306.68		$311.49	1.8%	1 8%
OAO GAZPROM LEVEL 1 ADR (OGZPY)	8 650	1,037 00	8,970 05	9,838 57	(868 52)		296 58	3 3%	0 9%
Total Russian Federation - USD			$8,970.05	$9,838 57	($868 52)		$296.58	3 3%	0.9%
MTN GROUP LTD SPONSORED ADR (MTNOY)	21 000	453 00	9,513 00	7,577 44	1,935 56		332 96	3 5%	1 0%
SASOL LTD SPONSORED ADR (SSL)	49 450	175 00	8,653 75	7,573 79	1,079 96		230 20	2 7%	0 9%
Total South Africa - USD			$18,166.75	$15,151 23	$3,015.52		$563.15	3 1%	1.9%
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR (TSM)	17 440	1,523 00	26,561.12	23,411 87	3,149 25		610 72	2 3%	2 8%
Total Taiwan - USD			$26,561.12	$23,411.87	$3,149.25		$610.72	2 3%	2 8%
TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS (TKGBY)	3 210	3,885.00	12,470 85	14,005 02	(1,534 17)		229 22	1 8%	1 3%
Total Turkey - USD			$12,470.85	$14,005 02	($1,534 17)		$229.22	1.8%	1 3%
Total International Emerging			$139,578.69	$125,840 08	$13,738 61	$133.57	$2,206.42	1 6%	14 6%
Total Equity Securities			$953,506 35	$735,625.16	$217,881.19	$245 23	$14,550 66	1 5%	100 0%

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Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ABBVIE INC COM USD0 01 (ABBV)	$52 810	3,537.00	$186,788.97	$138,681.20	$48,107 77		$5,659 20	3 0%	2 9%
ALTRIA GROUP INC COM (MO)	38 390	3,649 00	140,085.11	119,855 99	20,229.12	1,751.52	7,006 08	5 0%	2 2%
ANALOG DEVICES, INC , COMMON STOCK, $ 16 2/3 PAR (ADI)	50.930	1,860 00	94,729 80	68,796 97	25,932 83		2,529 60	2.7%	1 5%
APPLE INC COM STK (AAPL)	561.110	217 00	121,760 87	90,481 81	31,279 06		2,647 40	2 2%	1 9%
AT&T INC COM (T)	35 160	2,430 00	85,438 80	83,119 50	2,319 30		4,471 20	5 2%	1 3%
AUTOMATIC DATA PROCESSING INC COM (ADP)	80 810	1,593 00	128,730 33	96,370 40	32,359 93	764 64	3,058 56	2 4%	2 0%
BAXTER INTL INC COMMON STOCK (BAX)	69 550	1,443 00	100,360 65	86,394 83	13,965 82	707 07	2,828 28	2 8%	1 6%
BLACKROCK INC COM STK (BLK)	316 470	281 00	88,928 07	49,485 28	39,442 79		1,888 32	2 1%	1 4%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	53 150	2,031 00	107,947 65	69,233 34	38,714 31	731 16	2,924 64	2 7%	1 7%
CHEVRON CORP COM (CVX)	124 910	1,541 00	192,486 31	164,458 93	28,027 38		6,164 00	3 2%	3 0%
CISCO SYSTEMS INC COMMON STOCK (CSCO)	22 450	7,440 00	167,028 00	151,101 50	15,926 50		5,059 20	3 0%	2 6%
COCA COLA CO COM (KO)	41 310	3,226 00	133,266 06	122,201 96	11,064 10		3,613 12	2 7%	2 1%
EMERSON ELECTRIC CO COM (EMR)	70 180	2,478 00	173,906 04	117,429 76	56,476 28		4,262 16	2 5%	2 7%
GENERAL ELECTRIC CO (GE)	28 030	7,979 00	223,651 37	171,998 34	51,653 03	1,755 38	7,021 52	3 1%	3 5%
HCP INC COM REIT (HCP)	36.320	3,188 00	115,788 16	136,494 46	(20,706 30)		6,694 80	5 8%	1 8%
HEALTH CARE REIT INC COM (HCN)	53 570	2,277 00	121,978 89	132,153 71	(10,174 82)		6,967 62	5 7%	1 9%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
INTEL CORP COM (INTC)	25 960	8,068 00	209,445 28	209,754 04	(308 76)		7,261 20	3 5%	3 3%
JOHNSON & JOHNSON COM USD1 (JNJ)	91 590	2,492 00	228,242 28	171,864 72	56,377 56		6,578 88	2 9%	3 6%
KIMBERLY-CLARK CORP COMMON STOCK $5 PAR (KMB)	104 460	2,100 00	219,366 00	174,058 69	45,307 31	1,701 00	6,804 00	3 1%	3 5%
KRAFT FOODS GROUP INC COM (KRFT)	53.920	3,328 00	179,445 76	156,806.21	22,639 55	1,747 20	6 656 00	3 7%	2 8%
LOCKHEED MARTIN CORP COM (LMT)	148 660	1,217 00	180,919 22	149,916 74	31,002 48		6,474 44	3 6%	2 9%
MATTEL INC COM STOCK $1 00 PAR (MAT)	47.580	3,364 00	160,059 12	109,282 82	50,776 30		4,844 16	3 0%	2 5%
MC DONALDS CORP COMMON STOCK, NO PAR (MCD)	97 030	2,420 00	234,812 60	221,622 07	13,190 53		7,840 80	3 3%	3 7%
MERCK & CO INC NEW COM (MRK)	50 050	3,035 00	151,901 75	133,617.05	18,284 70	1,335 40	5,341 60	3 5%	2 4%
MICROSOFT CORP COM (MSFT)	37 430	4,424 00	165,590 32	121,353.27	44,237 05		4,954 88	3 0%	2 6%
NEXTERA ENERGY INC COM (NEE)	85 620	754 00	64,557 48	49,105 49	15,451 99		1,990 56	3 1%	1 0%
PAYCHEX INC , COMMON STOCK (PAYX)	45 530	2,026 00	92,243 78	81,634 99	10,608 79		2,836 40	3 1%	1 5%
PHILIP MORRIS INTL COM STK NPV (PM)	87 130	1,777 00	154,830 01	152,507 93	2,322 08	1,763.44	6,681 52	4 3%	2 4%
PROCTER & GAMBLE COM NPV (PG)	81.410	1,903 00	154,923 23	119,495 67	35,427 56		4,578 62	3 0%	2 4%
QUALCOMM INC COM (QCOM)	74 250	2,133 00	158,375 25	135,907 81	22,467 44		2,986 20	1 9%	2 5%
SPECTRA ENERGY CORP COM STK (SE)	35.620	4,737 00	168,731 94	159,487.19	9,244 75		5,779.14	3 4%	2 7%
US BANCORP (USB)	40 400	4,531.00	183,052 40	158,720 47	24,331 93	1,042 13	4,168 52	2 3%	2 9%
VENTAS INC REIT (VTR)	57 280	846 00	48,458 88	68,501 57	(20,042 69)		2,453 40	5 1%	0 8%

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
WILLIAMS COMPANY INC COMMON STOCK $1 PAR (WMB)	38 570	5,020 00	193,621 40	152,954 91	40,666 49		7,630 40	3 9%	3 1%
Total Large Cap			$5,131,451 78	$4,324,849.62	$806,602.16	$13,298 94	$168,656 42	3 3%	81 0%
Equity Securities - Mid Cap									
CULLEN / FROST BANKERS INC COM (CFR)	$74 430	2,315 00	$172,305.45	$168,052 58	$4,252.87		$4,630 00	2 7%	2 7%
GALLAGHER ARTHUR J & CO COM (AJG)	46 930	2,269 00	106,484 17	81,774.95	24,709.22		3,176 60	3 0%	1 7%
GENUINE PARTS CO COM (GPC)	83 190	1,121 00	93,255 99	70,738 35	22,517 64	602 53	2,410 15	2 6%	1 5%
ONEOK INC COM STK (OKE)	62.180	3,495 00	217,319.10	148,337 36	68,981 74		5,312 40	2 4%	3 4%
REALTY INCOME CORP COM (O)	37 330	1,227 00	45,803.91	47,495 71	(1,691 80)	223 51	2,682 22	5 9%	0 7%
TUPPERWARE BRANDS CORPORATION (TUP)	94 530	735 00	69,479 55	57,565 27	11,914 28	455 70	1,822 80	2 6%	1 1%
WISCONSIN ENERGY COMMON STOCK (WEC)	41 340	3,007.00	124,309 38	127,145.22	(2,835 84)		4,811 20	3 9%	2 0%
Total Mid Cap			$828,957 55	$701,109 44	$127,848 11	$1,281.74	$24,845 37	3 0%	13 1%
Equity Securities - International Developed									
BCE INC COM NEW (BCE)	$43 290	2,523 00	$109,220 67	$101,137 04	$8,083 63	$1,490 82	$5,643 95	5 2%	1 7%
Total Canada - USD			$109,220.67	$101,137 04	$8,083.63	$1,490 82	$5,643 95	5.2%	1 7%
NOVARTIS AG (NVS)	80 380	1,912.00	153,686.56	103,707 22	49,979.34		3,932 98	2 6%	2 4%
Total Switzerland - USD			$153,686 56	$103,707 22	$49,979 34		$3,932.98	2.6%	2 4%
GLAXOSMITHKLINE PLC SPONSORED ADR (GSK)	53 390	2,101 00	112,172 39	96,052 64	16,119 75	1,294 40	5,061 31	4 5%	1 8%

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Account Statement December 1, 2013 - December 31, 2013

EICHHOLZ FOUNDATION

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total United Kingdom - USD			$112,172.39	$96,052 64	$16,119.75	$1,294 40	$5,061.31	4 5%	1 8%
Total International Developed			$375,079.62	$300,896.90	$74,182.72	$2,785 22	$14,638 24	3 9%	5 9%
Total Equity Securities			$6,335,488 95	$5,326,855 96	$1,008,632 99	$17,365 90	$208,140 03	3.3%	100.0%

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Robert & Mercedes Eichholz Foundation

Financial Reconciliation

1 Quarter Ending December 31, 2013

	Market Value As of 10/01/2013	Contributions	Capital Apprec./ Deprec.	Distributions	Fees	Market Value As of 12/31/2013	
Domestic Equity Composite	7,283,200	50,000	694,246	-	(17,213)	8,060,517	A
Diamond Hill Large Cap	2,404,106	50,000	204,934	-	(5,103)	2,680,560	
Lateef	2,506,867	-	253,910	-	(6,272)	2,754,504	
London Company Small Cap	1,108,167	-	105,935	-	(2,718)	1,233,105	
Apex SMID Cap Growth	1,264,060	-	129,466	-	(3,121)	1,392,348	
International Equity Composite	4,945,379	450,000	216,308	(500,000)	(9,609)	5,134,185	A
EuroPacific Growth	2,077,921	-	134,455	(305,000)	(3,122)	1,929,824	
Thornburg International Value	2,054,152	-	89,665	(195,000)	(4,531)	1,946,001	
Aberdeen Emerging Markets	813,305	450,000	(7,812)	-	(1,956)	1,258,361	

SUM OF A = $40,763,124 (TOTAL CORPORATE STOCK)

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ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHEMENT 10A	16,712,881.	16,712,881.
TOTALS	16,712,881.	16,712,881.

BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 12/01/2013 through 12/31/2013
Account Number

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	FIXED INCOME										
	TAXABLE BONDS										
	CORPORATE BONDS										
100,000	CISCO SYSTEMS INC 5.5% 02/22/2016 DUR 2 02 YRS CY. 5%	110.013	110,013.00	116.87	116,870.00	1,971	6,857-	5,500	0.78	9 63	0 45
100,000	MCDONALD'S CORP MTN MAKE WHOLE 5 3% 03/15/2017 DUR· 2 94 YRS CY 4 74%	111.707	111,707.00	118.36	118,363.00	1,561	6,656-	5,300	1.54	9 78	0.46
100,000	KIMBERLY-CLARK CORP 6.125% 08/01/2017 DUR 3 24 YRS CY: 5 31%	115.347	115,347.00	123 28	123,279.00	2,552	7,932-	6,125	1.69	10 10	0.47

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BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 12/01/2013 through 12/31/2013
Account Number

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
100,000	INTL BUSINESS MACHINES CORP 5 7% 09/14/2017 DUR 3.34 YRS CY 4.96%	114 83	114,830 00	120 39	120,392 00	1,694	5,562-	5,700	1 56	10.05	0 47
100,000	SCHERING-PLOUGH 6% 09/15/2017 DUR 3 34 YRS CY 5 19%	115 603	115,603 00	123 73	123,728.00	1,767	8,125-	6,000	1 64	10 12	0.47
100,000	FLORIDA POWER & LIGHT 5 55% 11/01/2017 DUR 3 48 YRS CY 4.87%	113.943	113,943.00	122.43	122,426.00	925	8,483-	5,550	1.77	9.97	0.47
100,000	UNITED TECHNOLOGIES CORP 5.375% 12/15/2017 DUR 3 61 YRS CY. 4 72%	113.956	113,956.00	120 54	120,540.00	239	6,584-	5,375	1.71	9.98	0.47
100,000	JPMORGAN CHASE & CO 6% 01/15/2018 DUR 3 56 YRS CY: 5.21%	115.148	115,148 00	112.72	112,721.00	2,767	2,427	6,000	2.07	10.08	0.47
100,000	PEPSICO INC 5% 06/01/2018 DUR: 4 02 YRS CY 4.46%	112 172	112,172.00	118 25	118,250.00	417	6,078-	5,000	2.10	9.82	0 46
100,000	METLIFE INC 6 817% 08/15/2018 DUR 3.97 YRS CY 5.7%	119.644	119,644.00	122.80	122,796.00	2,575	3,152-	6,817	2.31	10.47	0.49
	TOTAL CORPORATE BONDS		1,142,363 00		1,199,365 00		57,002-	57,367		100.00	4 68
	TOTAL TAXABLE BONDS		1,142,363.00		1,199,365.00		57,002-	57,367		100 00	4 68
	HIGH YIELD BONDS										
	FIXED INCOME MUTUAL FUNDS										
98,398 121	T ROWE PRICE INST HIGH YIELD	9 71	955,445 75	9 45	930,000 00	5,111	25,446	62,975		100 00	3 91
	TOTAL FIXED INCOME MUTUAL FUNDS		955,445.75		930,000.00		25,446	62,975		100 00	3.91
	TOTAL HIGH YIELD BONDS		955,445 75		930,000.00		25,446	62,975		100.00	3.91

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Statement Period 12/01/2013 through 12/31/2013
Account Number

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	STRATEGIC RESERVES										
	FIXED INCOME MUTUAL FUNDS										
519,448 031	BBH LIMITED DURATION FUND CL N	10.34	5,371,092.64	10.34	5,371,864.83	0	772-	78,956		100 00	21 98
	TOTAL FIXED INCOME MUTUAL FUNDS		5,371,092.64		5,371,864.83		772-	78,956		100 00	21.98
	TOTAL STRATEGIC RESERVES		5,371,092.64		5,371,864.83		772-	78,956		100 00	21 98
	TOTAL FIXED INCOME		7,468,901.39		7,501,229.83		32,328-	199,298		100.00	30 57

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Account Statement

December 1, 2013 - December 31, 2013

EICHHOLZ FOUNDATION

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
Funds MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL (PHIYX)	$9 610	119,132 04	$1,144,858 90	$1,094,215 73	$50,643 17		$68,024 39	5 9%	100 0%
Total Corporate/ Government			$1,144,858.90	$1,094,215.73	$50,643 17		$68,024 39	5.9%	100 0%
Total Fixed Income Securities			$1,144,858 90	$1,094,215 73	$50,643 17		$68,024 39	5.9%	100 0%

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Portfolio Details

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
2014 FANNIE MAE 75% DUE 12-19-2014 REG (FNMAB)	$100 539	50,000 00 Aaa	$50,269 50	$50,309 35	($39 85)	$12.50	$375 00	0 7% 0 2%	2 4%
FEDERAL HOME LN BKS 375% DUE 01-29-2014 (FHLB1)	100 018	50,000 00 Aaa	50,009 20	50,031 65	(22 45)	79 16	187 50	0 4% 0 1%	2 4%
FEDERAL HOME LN BKS TRANCHE 1 375% DUE 05-28-2014 REG (FHLB1)	100 505	50,000 00 Aaa	50,252 30	51,013 50	(761 20)	63 02	687 50	1 4% 0 1%	2 4%
FEDERAL HOME LN MTG CORP PREASSIGN 000681 0% DUE 08-27-2014 REG	100 582	50,000 00 Aaa	50,290 75	50,631 75	(341 00)	172 22	500 00	1 0% 0 1%	2 4%
UNITED STATES TREAS NTS 25% DUE 11-30-2014	100 090	25,000 00 Aaa	25,022 45	25,003 99	18 46	5 49	62 50	0 3% 0.2%	1 2%
UNITED STATES TREAS NTS 25% DUE 12-15-2014 REG	100 082	50,000 00 Aaa	50,041 00	50,058 76	(17 76)	5 83	125 00	0 3% 0 2%	2 4%
UNITED STATES TREAS NTS CPN 125% DUE 07-31-2014	100 012	50,000 00 Aaa	50,005 85	49,980 64	25 21	26 15	62 50	0 1% 0 1%	2 4%
UNITED STATES TREAS NTS CPN 25% DUE 05-31-2014	100 059	25,000 00 Aaa	25,014 65	24,989 34	25 31	5 49	62 50	0 3% 0 1%	1 2%
UNITED STATES TREAS NTS DTD 00423 25% DUE 09-30-2014 REG	100 082	50,000 00 Aaa	50,041 00	50,056 81	(15 81)	31 93	125 00	0 3% 0 1%	2 4%
UNITED STATES TREAS NTS 1 0% DUE 01-15-2014	100 031	50,000 00 Aaa	50,015.60	50,576 34	(560 74)	230 97	500 00	1 0% 0 2%	2 4%
2015 FANNIE MAE 375% DUE 03-16-2015 (FNMAB)	100 161	50,000 00 Aaa	50,080 35	49,771 00	309 35	54 68	187 50	0 4% 0 2%	2 4%

Continued on next page

Northern Trust

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Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
FEDERAL HOME LN MTG CORP 0 5% DUE 04-17-2015	100 327	50,000 00 Aaa	50,163 65	49,930 50	233 15	51 38	250 00	0 5% 0 2%	2 4%
NATIONAL RURAL UTILS COOP FIN CORP 3 875% DUE 09-16-2015 REG	105 253	25,000 00 A1	26,313 12	27,246 25	(933 13)	282 55	968 75	3 7% 0 8%	1 2%
NATIONAL SEMICONDUCTOR CORP 3 95% DUE 04-15-2015/04-06-2010 BEO	104 231	25,000 00 A1	26,057 77	27,213 00	(1,155 23)	208 47	987 50	3 8% 0 6%	1 2%
UNITED STATES TREAS NTS 125% DUE 04-30-2015	99 883	50,000 00 Aaa	49,941 40	49,918 14	23 26	10 70	62 50	0 1% 0 2%	2 4%
UNITED STATES TREAS NTS 25% DUE 09-30-2015	99 910	25,000 00 Aaa	24,977 55	24,960 04	17 51	15 96	62 50	0 3% 0 3%	1 2%
UNITED STATES TREAS NTS DTD 00302 1 75% DUE 07-31-2015 REG	102 332	50,000 00 Aaa	51,166 00	52,070 48	(904 48)	366 16	875 00	1 7% 0 3%	2 4%
UNITED STATES TREAS NTS DTD 00321 1 375%DUE 11-30-2015 REG	101 934	50,000 00 Aaa	50,966 80	51,531 42	(564 62)	60 43	687 50	1 3% 0 4%	2 4%
2016 FEDERAL HOME LN MTG CORP 5% 05-13-2016 REG	99 879	50,000 00 Aaa	49,939 50	50,108 10	(168 60)	33 33	250 00	0 5% 0 6%	2 4%
FNMA 0 5% DUE 03-30-2016 REG (FNMAB)	99 893	50,000 00 Aaa	49,946 25	50,133.45	(187 20)	63 19	250 00	0 5% 0 5%	2 4%
GENERAL ELEC CAP CORP MEDIUM TERM NTS BOTRANCHE # TR 00888 1 5% DUE 07-12-2016 (MTN1)	101 057	30,000 00 A1	30,317 13	29,990 40	326 73	211 25	450 00	1 5% 1 1%	1 4%
UNITED STATES TREAS NTS DTD 10/15/2013 625% DUE 10-15-2016 REG	99 813	50,000 00 Aaa	49,906 25	50,007.98	(101 73)	66 96	312 50	0 6% 0 7%	2 4%

Continued on next page

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Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2017 ALTERA CORP 1 75% DUE 05-15-2017/11-15-2012 REG	98 463	25,000 00 Baa1	24,615 72	25,151 25	(535 53)	55 90	437 50	1 8% 2 2%	1 2%
AMERICAN EXPRESS CR CORP MEDIUM TERM NTS2 375% DUE 03-24-2017 (MTN1)	102 788	25,000 00 A2	25,696 95	25,540 50	156 45	159 98	593 75	2 3% 1 5%	1 2%
AT&T INC 1 6% DUE 02-15-2017 REG	99 860	25,000 00 A3	24,964 97	25,120 50	(155 53)	151 11	400 00	1.6% 1 6%	1 2%
FEDERAL HOME LN MTG CORP 1 5% DUE 11-13-2017 REG	100 105	20,000 00 Aaa	20,021 08	20,396 00	(374 92)	40 00	300 00	1 5% 1 5%	0 9%
WELLS FARGO & CO NEW MEDIUM TERM SR NTS 2 1% 05-08-2017 (MTN1)	101 865	25,000 00 A2	25,466 22	24,786 50	679 72	77 29	525 00	2 1% 1 5%	1 2%
2018 GOLDMAN SACHS GROUP INC 2 9% DUE 07-19-2018 REG	101 767	25,000 00 Baa1	25,441 85	24,979.25	462 60	326 25	725 00	2 9% 2 5%	1 2%
WAL-MART STORES INC 1 125% DUE 04-11-2018 REG	97 050	25,000 00 Aa2	24,262 50	24,977 00	(714 50)	62 50	281 25	1 2% 1 8%	1 1%
2019 BB&T CORP SR MEDIUM TERM NTS BOOK ENTRY TRANCHE # TR 00002 6 85% DUE 04-30-2019	120 252	25,000 00 A2	30,062 90	32,109 25	(2,046 35)	290 17	1,712 50	5 7% 2 7%	1 4%
COSTCO WHOLESALE CORP NEW 1 7% DUE 12-15-2019 REG	96 323	25,000 00 A1	24,080 67	24,944 00	(863 33)	18 88	425 00	1 8% 2 4%	1 1%
PEPSICO INC 2 25% DUE 01-07-2019/07-30-2013 REG	100 298	25,000 00 A1	25,074 40	24,972 25	102 15	235 93	562 50	2 2% 2 2%	1 2%
UNITED STATES TREAS NTS 1 0% DUE 11-30-2019	93 961	25,000 00 Aaa	23,490 22	24,877 05	(1,386 83)	21 97	250 00	1 1% 2 1%	1 1%

Continued on next page

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Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2020 BECTON DICKINSON & CO 3 25% DUE 11-12-2020/11-12-2010 REG	99 840	25,000 00 A3	24,960 05	26,648 00	(1,687 95)	110 59	812 50	3 3% 3 3%	1 2%
UNITED STATES TREAS NTS DTD 05/31/2013 1 375% DUE 05-31-2020 REG	94 773	25,000 00 Aaa	23,693 35	24,771 58	(1,078 23)	30 21	343 75	1 5% 2.3%	1 1%
UNITED STATES TREAS NTS 2 0% DUE 09-30-2020	97 750	25,000 00 Aaa	24,437 50	24,924 90	(487.40)	127 74	500 00	2 0% 2 4%	1 2%
2021 MERCK & CO INC NEW 3 875% DUE 01-15-2021/12-10-2010 REG	105 473	50,000 00 A2	52,736 45	56,197 50	(3,461 05)	893 40	1,937 50	3 7% 3 0%	2 5%
2022 AT&T INC 2 625% DUE 12-01-2022	90 226	25,000 00 A3	22,556 55	24,980 50	(2,423 95)	54 68	656 25	2 9% 3 9%	1 1%
BERKSHIRE HATHAWAY FIN CORP 3 0% DUE 05-15-2022 REG	95 866	25,000 00 Aa2	23,966 40	24,816 50	(850 10)	95 83	750 00	3 1% 3 6%	1 1%
CAROLINA PWR & LT CO 2 8% DUE 05-15-2022/05-18-2012 REG	95 268	25,000 00 Aa3	23,817 05	25,234 50	(1,417 45)	89 44	700 00	2 9% 3 5%	1 1%
INTEL CORP 2 7% DUE 12-15-2022 REG	92 181	25,000 00 A1	23,045 17	24,968 35	(1,923 18)	30 00	675 00	2 9% 3 7%	1 1%
INTERNATIONAL BUSINESS MACHS CORP 1 875%DUE 08-01-2022 REG	87 394	30,000 00 Aa3	26,218 29	29,519 40	(3,301 11)	234 37	562 50	2 1% 3 6%	1 2%
METLIFE INC SR COMPONENT DEB SER C TRANCHE 2 STEP UP DUE 12-15-2022 10-10-2014 REG	93 258	25,000 00 A3	23,314 40	25,417 00	(2,102 60)	33 86	762 00	3 3% 3 9%	1 1%
PNC BK N A PITTSBURGH PA 2 7% DUE 11-01-2022	90 647	25,000 00 A3	22,661 67	25,077 75	(2,416 08)	112 50	675 00	3 0% 4 0%	1 1%

Continued on next page

Northern Trust

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Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
U S BANCORP MEDIUM TERM SUB NTS 2 95% DUE 07-15-2022 (MTN1)	92 913	25,000 00 A2	23,228 15	25,685 04	(2,456 89)	340 06	737 50	3 2% 3 9%	1 1%
UNITED STATES TREAS NTS 1 75% DUE 05-15-2022	92 469	25,000 00 Aaa	23,117 20	25,415 14	(2,297 94)	56 80	437 50	1 9% 2 8%	1 1%
2023 STATE STREET CORPORATION 3 1% DUE 05-15-2023 REG	92 981	25 000 00 A2	23,245 17	24,959 50	(1,714 33)	99 02	775 00	3 3% 4 0%	1 1%
UNITED STATES TREAS NTS DTD 05/15/2013 1 75% DUE 05-15-2023 REG	90 133	50,000 00 Aaa	45,066 40	48,445 51	(3,379 11)	113 60	875 00	1 9% 3 0%	2 1%
UNITED STATES TREAS NTS DTD 08/15/2013 2 5% DUE 08-15-2023 REG	96 031	25,000 00 Aaa	24,007 80	24,691.51	(683 71)	236 07	625 00	2 6% 3 0%	1 1%
2026 GNMA POOL #005228 3 5% DUE 11-20-2026 BEO (GNMAII)	104 474	14,253 60 Aaa	14,891 27	15,238 00	(346 73)	41 57	498 88	3 4% 3 1%	0 7%
Total Corporate/ Government			**$1,678,878.42**	**$1,720,377.12**	**($41,498 70)**	**$6,197.54**	**$26,567.13**	**1.6%**	**79 4%**
Fixed Income Securities - International Developed									
2015 ROYAL BK CDA GLOBAL MEDIUM TERM SR BK NTS BOOK ENTRY TRANCHE # TR 320 8% DUE 10-30-2015 (MTN1)	$100 247	45,000 00 Aa3	$45,110 92	$44,989 20	$121 72	$61 00	$360 00	0 8% 0 7%	2 1%
2016 TRANSCANADA PIPELINES LTD 75% DUE 01-15-2016 REG	99 750	25,000 00 A3	24,937 40	24,955 75	(18 35)	86.45	187.50	0 8% 0 9%	1 2%
2018 BANK OF MONTREAL 1 45% DUE 04-09-2018 REG	97.375	25,000 00 Aa3	24,343 77	24,948 50	(604 73)	82 56	362 50	1 5% 2 1%	1 2%

Continued on next page

Northern Trust

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Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Canada - USD			$94,392 09	$94,893 45	($501.36)	$230 01	$910 00	1 0%	4.5%
2018 TOTAL CAP CDA LTD GTD NT 1 45% 01-15-2018	98 861	45,000 00 Aa1	44,487 40	44,956 80	(469 40)	300 87	652 50	1 5% 1 7%	2 1%
2023 BNP PARIBAS TRANCHE # TR 143 3 25% 03-03-2023 (MTN1)	94 614	35,000 00 A2	33,114 97	34,751 85	(1,636 88)	372 84	1,137 50	3 4% 4 0%	1 6%
Total France - USD			$77,602.37	$79,708.65	($2,106.28)	$673.71	$1,790.00	2.3%	3.7%
2017 NIPPON TELEG & TEL CORP 1 4% DUE 07-18-2017 REG	98.796	25,000 00 Aa2	24,698 97	24,966 25	(267 28)	158 47	350 00	1 4% 1 8%	1 2%
2018 SUMITOMO MITSUI BK CORP 1 5% DUE 01-18-2018 BEO	97 208	25,000 00 Aa3	24,301 97	24,928 00	(626 03)	169 79	375 00	1 5% 2 2%	1 1%
2021 TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK ENTRY TRANCHE # TR 00833 4 25% DUE 01-11-2021 (MTN1)	107 104	50,000 00 Aa3	53,551 85	56,811 50	(3,259 65)	1,003 47	2,125 00	4 0% 3 1%	2 5%
Total Japan - USD			$102,552 79	$106,705.75	($4,152.96)	$1,331.73	$2,850 00	2.8%	4.9%
2023 SHELL INTL FIN B V 2 25% DUE 01-06-2023 REG	89 293	30,000 00 Aa1	26,787 78	29,697 00	(2 909 22)	328 12	675 00	2 5% 3 7%	1 3%
Total Netherlands - USD			$26,787 78	$29,697 00	($2,909 22)	$328.12	$675.00	2 5%	1.3%
2023 STATOIL ASA 2 45% DUE 01-17-2023 REG	91 151	35,000 00 Aa2	31,902 95	35,094 81	(3,191 86)	390 63	857 50	2 7% 3 6%	1 5%

Continued on next page

Northern Trust

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Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Norway - USD			$31,902.95	$35,094 81	($3,191.86)	$390 63	$857.50	2 7%	1 5%
2018 VODAFONE GROUP PLC NEW 1 5% DUE 02-19-2018 REG	97 499	30 000 00 A3	29,249 61	29,862 00	(612 39)	165 00	450.00	1 5% 2 1%	1.4%
2022 BP CAP MKTS P L C 3 245% DUE 05-06-2022 REG	96 926	25,000 00 A2	24,231 55	25,025 25	(793 70)	123 94	811.25	3 3% 3 7%	1 1%
HSBC HLDGS PLC 4 0% DUE 03-30-2022 REG	102 785	25,000 00 Aa3	25,696 22	25,318 50	377 72	252 77	1,000 00	3 9% 3 6%	1 2%
Total United Kingdom - USD			$79,177 38	$80,205 75	($1,028.37)	$541 71	$2,261.25	2.9%	3 7%
Total International Developed			$412,415.36	$426,305 41	($13,890.05)	$3,495 91	$9,343 75	2.3%	19.5%
Fixed Income Securities - International Emerging									
2022 AMERICA MOVIL SAB DE CV 3 125% DUE 07-16-2022 REG	$92 315	25,000 00 A2	$23,078 70	$25,081.45	($2,002 75)	$358.07	$781.25	3 4% 4 2%	1 1%
Total Mexico - USD			$23,078 70	$25,081 45	($2,002.75)	$358.07	$781.25	3.4%	1.1%
Total International Emerging			$23,078 70	$25,081 45	($2,002 75)	$358 07	$781.25	3 4%	1.1%
Total Fixed Income Securities			$2,114,372 48	$2,171,763 98	($57,391 50)	$10,051 52	$36,692.13	1.7%	100.0%

B B

Continued on next page

Northern Trust

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Robert & Mercedes Eichholz Foundation

Financial Reconciliation

1 Quarter Ending December 31, 2013

	Market Value As of 10/01/2013	Contributions	Capital Apprec./ Deprec.	Distributions	Fees	Market Value As of 12/31/2013
Fixed Income Composite	5,702,861	785,000	(7,431)	(560,000)	(8,314)	5,974,697
PIMCO Total Return	2,189,716	385,000	(11,451)	(540,000)	(2,624)	2,032,218
Brandywine Global Bond	1,004,524	50,000	(16,734)	-	(1,654)	1,049,105
Templeton Global Bond Fund	1,003,112	50,000	14,766	(20,000)	(1,670)	1,060,421
DoubleLine Total Return Fd	590,602	300,000	(10,440)	-	(725)	889,089
Crescent High Income CF	914,907	-	16,428	-	(1,642)	943,863

B

SUM OF B = $16,712,881 (TOTAL CORPORATE BONDS)

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ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
REAL ESTATE - ATTACHMENT 11A	610,587.	610,587.
COMMODITIES - ATTACHMENT 11B	385,058.	385,057.
MAKENA ENDOWMENT FUND	7,291,005.	7,291,005.
MADISON STREET	653,696.	653,696.
MIURA GLOBAL	595,473.	595,473.
STANDARD PACIFIC	25,544.	25,544.
NEWBROOK CAPITAL	542,630.	542,630.
BEACH POINT STRATEGIC FUND	29,163.	29,163.
CANYON BALANCED FUND	673,318.	673,318.
FIR TREE VALUE FUND	656,787.	656,787.
TACONIC OPPORTUNITY FUND	620,109.	620,109.
RS GLOBAL NATURAL RESOURCES	686,603.	656,603.
PIMCO COMMODITY REAL RETURN	474,351.	474,351.
OCM PIF 2012	133,059.	133,059.
RIALTO REAL ESTATE FUND II	258,601.	258,601.
TOTALS	13,635,984.	13,605,983.

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Real Estate - Real Estate Funds									
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO (DFREX)	$25 930	23,547 50	$610,586 67	$600,000 00	$10,586 67		$18,484 79	3 0%	100 0%
Total Real Estate Funds			$610,586 67	$600,000 00	$10,586 67		$18,484 79	3 0%	100 0%
Total Real Estate		*	$610,586 67	$600,000 00	$10,586 67		$18,484.79	3 0%	100.0%

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Account Statement

December 1, 2013 - December 31, 2013

EICHHOLZ FOUNDATION

Portfolio Details

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Commodities - Commodities									
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	$34 310	11,000 00	$377,410 00	$359,410 35	$17,999 65	$7,646 98	$7,645 00	2 0%	100 0%
			C			C			

Northern Trust

SUM OF C = $385,057 (TOTAL COMMODITIES)

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ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN		9,227,542.
	TOTAL	9,227,542.

ROBERT AND MERCEDES EICHHOLZ FOUNDATION 45-3670591

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL C. DAVIDSON 10100 SANTA MONICA BLVD. 2200 LOS ANGELES, CA 90067-4120	TRUSTEE 3.00	0	0	0
JOAN DAVIDSON 10100 SANTA MONICA BLVD. 2200 LOS ANGELES, CA 90067-4120	TRUSTEE 3.00	0	0	0
LYN E. DUNN 10100 SANTA MONICA BLVD. 2200 LOS ANGELES, CA 90067-4120	TRUSTEE 3.00	0	0	0
ROGER A. EICHHOLZ 10100 SANTA MONICA BLVD. 2200 LOS ANGELES, CA 90067-4120	TRUSTEE 3.00	0	0	0
DANIEL DUNN 10100 SANTA MONICA BLVD. 2200 LOS ANGELES, CA 90067-4120	TRUSTEE 3.00	0	0	0

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALEXA DAVIDSON SUSKIN 10100 SANTA MONICA BLVD. 2200 LOS ANGELES, CA 90067-4120	TRUSTEE/EXECUTIVE DIRECTOR 25.00	50,000.	0	0
PAUL N. FRIMMER 10100 SANTA MONICA BLVD. 2200 LOS ANGELES, CA 90067-4120	TRUSTEE 3.00	0	0	0
DOUGLAS MCCARTNEY 10100 SANTA MONICA BLVD. 2200 LOS ANGELES, CA 90067-4120	TRUSTEE 3.00	0	0	0
	GRAND TOTALS	50,000.	0	0

Mr. Frimmer is not directly compensated by the Foundation; his law firm, Loeb and Loeb, LLP, charges the Foundation for legal services rendered. (Attachment 4).

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

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BROWN BROTHER HARRIMAN & CO. 140 BROADWAY NEW YORK, NY 10005-1001 INVESTMENT ADVISOR	INVESTMENT ADVISOR	121,382.
CANTERBURY CONSULTING 660 NEWPORT CENTER DRIVE, SUITE 300 NEWPORT BEACH, CA 92660 INVESTMENT ADVISOR	INVESTMENT ADVISOR	283,772.
TOTAL COMPENSATION		405,154.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID DURING 2013 - SEE ATTACHMENT 15A	NONE NC	SEE ATTTACHMENT 15A	3,420,000.
		TOTAL CONTRIBUTIONS PAID	3,420,000.

	Recipient	Address	Status of Recipient	Purpose of Grant	Amount
1	Art Without Limits	816 Chelham Way, Santa Barbara, CA 93108	501c3 (PC)	Unrestricted	$5,000
2	Artist Repertory Theater	1515 SW Morrison, Portland, OR 97205	501c3 (PC)	Operations and Profile Theater Support	$10,000
3	Artists Guild of the SYV	PO Box 1008	501c3 (PC)	Website & outreach	$5,000
4	Arts Outreach	P O Box 755, Los Olivos, Ca 93441	501c3 (PC)	Exhibitions & Unrestricted	$7,500
5	Asheville Art Museum Association	P O Box 1717 Asheville, NC 28802-1717	501c3 (PC)	Unrestricted	$10,000
6	Asheville Symphony	P O Box 2852 Asheville, NC 28802-2852	501c3 (PC)	Unrestricted	$10,000
7	Asheville Community Theater	35 E Walnut, Asheville, NC 28801	501c3 (PC)	Unrestricted	$10,000
8	Bach Cantata Choir	3570 NE Mathison Place Portland, OR 97212	501c3 (PC)	Unrestricted	$5,000
9	Ballet Hispanico of New York	167 W 89th Street, New York, NY 10024	501c3 (PC)	Education & Outreach	$25,000
10	Bay Lauren Elementary School Parent Faculty Assoc	24740 Paseo Primario, Calabasas, CA 91302	501c3 (PC)	Art Programs	$30,000
11	Blank on Blank	88 Wyckoff Street #3H Brooklyn, NY 11201	501c3 (PC)	Artist Interviews/Animated Shorts	$50,000
12	Brooklyn Academy of Music	30 Lafayette Avenue Brooklyn, NY 11217	501c3 (PC)	Ignite Campaign	$5,000
13	Camerata Pacifica	P O Box 30116 Santa Barbara, CA 93130	501c3 (PC)	Endowment of Piano Chair	$100,000
14	Central Park School for Children	724 Foster Street Durham, NC 27701	501c3 (PC)	Guest Artist Program	$10,000
15	Dancewave, Inc	45 Fourth Ave, Brooklyn, NY 11217	501c3 (PC)	Unrestricted (Capital Campaign)	$15,000
16	Dancewave, Inc	45 Fourth Ave, Brooklyn, NY 11217	501c3 (PC)	Unrestricted	$5,000
17	Elverhoj Museum	1624 Elverhoy Way, Solvang, CA 93464	501c3 (PC)	Exhibitions	$5,000
18	Everybody Dance Now	2447 Calle Linares, Santa Barbara, CA 93109	501c3 (PC)	Unrestricted	$10,000
19	Fairfield University	1073 N Benson Road, Fairfield, CT 06824-5195	501c3 (PC)	Art Exhibitions	$5,000
20	Fractured Atlas	248 W 35th Street, 10th Fl , New York, NY 10001	501c3 (PC)	ArtBridge	$7,500
21	Geffen Playhouse	10886 Le Conte Ave, Los Angeles, CA 90024	501c3 (PC)	Unrestricted	$10,000
22	Heritage Alliance of NE TN & SW VA	212 East Sabin Dr , Jonesborough, TN 37659	501c3 (PC)	Mary B Martin Arts Program	$10,000
23	Jazz at Lincoln Center	3 Columbus Circle, New York, NY 10019	501c3 (PC)	Jazz for Young People Concert	$10,000
24	LilySarahGraceFund	180 Varick St , New York, NY 10014	501c3 (PC)	Unrestricted	$75,000
25	Lobero Theater	33 E Canon Perdido, Santa Barbara, CA 93101	501c3 (PC)	Capital Campaign	$10,000
26	The Art Gym at Marylhurst	17600 Pacific Highway, Marylhurst, OR 97036	501c3 (PC)	Unrestricted	$10,000
27	Museum of Contemporary Crafts	724 NW Davis St, Portland, OR 97209	501c3 (PC)	Unrestricted	$5,000
28	Music Academy of the West	1070 Fairway Road, Santa Barbara, CA 93108	501c3 (PC)	Endowment & Renovation	$60,000
29	Northwest Lawyers & Artists	621 SW Morrison, Suite 1417, Portland, OR 97205	501c3 (PC)	Unrestricted	$5,000
30	Ojai Music Festival	201 South Signal St , Ojai, CA 93023	501c3 (PC)	Unrestricted	$10,000
31	Opera Santa Barbara	1330 State Street, Santa Barbara, CA 93101	501c3 (PC)	Operating Expenses	$5,000
32	Oregon College of Arts & Crafts	8245 SW Barnes Rd, Portland, OR 97225	501c3 (PC)	Professional Practices Program	$5,000
33	Performance Works, NW	4625 SE 67th Avenue, Portland, OR 97206	501c3 (PC)	Unrestricted	$5,000
34	Phillips Collection	1600 21st St, NW, Washington, DC 20009	501c3 (PC)	Art Links to Learning Program	$25,000
35	Portland Art Museum	934 SW Salmon Street, Portland OR 97205	501c3 (PC)	Endowment of Curator Position	$600,000
36	Portland State University Foundation	2125 SW 4th Ave #510, Portland, OR 97201	501c3 (PC)	Jazz Program	$5,000
37	Puppetworks, Inc	338 Sixth Avenue, Brooklyn, NY 11215	501c3 (PC)	Unrestricted	$3,000
38	Ramon C Cortines School	450 N Grand Ave, Los Angeles, CA 90012	501c3 (PC)	Unrestricted	$10,000
39	Saint Ann's School	129 Pierrepont St , Brooklyn, NY 11201	501c3 (PC)	Art Programs	$12,000
40	Santa Barbara County Arts Commission	P O Box 2369, Santa Barbara, CA 93120	501c3 (PC)	Exhibitions & Unrestricted	$30,000
41	Santa Barbara Dance Institute	1330 State Street Suite 207, Santa Barbara, CA 93101	501c3 (PC)	Programs in Santa Ynez Valley	$2,500
42	Santa Barbara Museum of Art	1128 State Street, Santa Barbara, CA 93101	501c3 (PC)	Endowment of Director Position	$1,100,000
43	Santa Barbara Museum of Art	1129 State Street, Santa Barbara, CA 93101	501c3 (PC)	Capital Campaign	$1,000,000
44	Santa Barbara Museum of Art	1130 State Street, Santa Barbara, CA 93101	501c3 (PC)	Endowment, Education	$20,000
45	Santa Barbara Symphony	1330 State Street Suite 102, Santa Barbara, CA 93101	501c3 (PC)	Endowment, Operations	$20,000
46	Scholarship Foundation of Santa Barbara	P O Box 3620, Santa Barbara, CA 93101	501c3 (PC)	Art Scholarships	$10,000
47	Shakespeare Society	118 Baxter Street, Suite 705, New York, NY 10013	501c3 (PC)	Unrestricted	$5,000
48	Studio in a School	75 West End Ave , New York, NY 10023	501c3 (PC)	Unrestricted	$10,000
49	UNC School of the Arts Foundation	1533 So Main Street, Winston-Salem, NC 27127	501c3 (PC)	Unrestricted	$10,000
50	Wildling Art Museum	1511-B Mission Drive, Solvang, CA 93463	501c3 (PC)	Exhibitions	$5,000
51	Yale Spizzwinks Alumni Assoc	6799 Collins Ave , Suite 1002, Miami Beach, FL 33141	501c3 (PC)	Reunion Concert	$2,500
				TOTAL	$3,420,000

ROBERT AND MERCEDES EICHHOLZ FOUNDATION 45-3670591

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER PARTNERSHIP INCOME		-2,248.			
OTHER FOUNDATION REVENUE			18	331,787.	
INCOME TAX REFUND					96,259.
TOTALS		-2,248.		331,787.	96,259.

Form 8868 (Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ X

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. ROBERT AND MERCEDES EICHHOLZ FOUNDATION C/O LOEB AND LOEB LLP	Employer identification number (EIN) or 45-3670591
	Number, street, and room or suite no If a P O box, see instructions. 10100 SANTA MONICA BLVD.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. LOS ANGELES, CA 90067-4120	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FOUNDATION

Telephone No. ▶ 310 282-2383 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/17, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ X calendar year 20 13 or

▶ ☐ tax year beginning ______, 20 __, and ending ______, 20 __.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 3,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 3,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions ROBERT AND MERCEDES EICHHOLZ FOUNDATION C/O LOEB AND LOEB LLP	Employer identification number (EIN) or 45-3670591
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 10100 SANTA MONICA BLVD.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOS ANGELES, CA 90067-4120	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶

Telephone No ▶ 310 282-2383 Fax No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/17 , 20 14

5 For calendar year 2013 , or other tax year beginning ________ , 20 ___ , and ending ________ , 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 57,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 57,000.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶