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 , and ending

Name of foundation: LOTHLORIEN FOUNDATION

A Employer identification number: 47-0816447

Number and street (or P O box number if mail is not delivered to street address): 1325 LYNNWOOD LANE | Room/suite:

B Telephone number: (402) 451-8051

City or town, state or province, country, and ZIP or foreign postal code: OMAHA, NE 68152

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 974,143.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

	Line		(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	268,750.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	20.	20.		STATEMENT 1
	4	Dividends and interest from securities	20,187.	20,187.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	81,716.			
	b	Gross sales price for all assets on line 6a 586,402.				
	7	Capital gain net income (from Part IV, line 2)		81,716.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total** Add lines 1 through 11	370,673.	101,923.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 3	8,772.	8,772.		0.
	17	Interest				
	18	Taxes STMT 4	1,466.	53.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	1,725.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,963.	8,825.		0.
	25	Contributions, gifts, grants paid	140,234.			140,234.
	26	**Total expenses and disbursements** Add lines 24 and 25	152,197.	8,825.		140,234.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	218,476.			
	b	**Net investment income** (if negative, enter -0-)		93,098.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2013)

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

		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	19,536.	44,934.	44,934.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	695,119.	888,197.	929,209.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	714,655.	933,131.	974,143.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	714,655.	933,131.	
	30 **Total net assets or fund balances**	714,655.	933,131.	
	31 **Total liabilities and net assets/fund balances**	714,655.	933,131.	

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	714,655.
2	Enter amount from Part I, line 27a	2	218,476.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	933,131.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	933,131.

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				
b	SEE ATTACHED STATEMENT			
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	586,402.		504,686.	81,716.

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				81,716.

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 — 81,716.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	99,664.	664,886.	.149896
2011	128,769.	508,453.	.253256
2010	96,884.	454,849.	.213003
2009	109,124.	281,659.	.387433
2008	120,398.	282,662.	.425943

2	**Total** of line 1, column (d)	2	1.429531
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	.285906
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	890,274.
5	Multiply line 4 by line 3	5	254,535.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	931.
7	Add lines 5 and 6	7	255,466.
8	Enter qualifying distributions from Part XII, line 4	8	140,234.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	1,862.
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	0.
3	Add lines 1 and 2			3	1,862.
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	1,862.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	960.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	960.
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	902.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	

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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	4b		
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) ▶ NE			
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)*

		Line	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 ▶ N/A

14 The books are in care of ▶ GRACE LONGLEY Telephone no. ▶ (402) 451-8051

Located at ▶ 1325 LYNNWOOD LANE, OMAHA, NE ZIP+4 ▶ 68152-5239

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	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.

			Line	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)?	N/A	1b		
	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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: 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? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL C. LONGLEY 1325 LYNNWOOD LANE OMAHA, NE 68152	PRESIDENT 1.00	0.	0.	0.
GEOFF W. LONGLEY SOUTH AFRICA	VICE PRESIDENT 1.00	0.	0.	0.
KATHARINE CORBIN LAKELAND, FL 33801	TREASURER 1.00	0.	0.	0.
GRACE M. LONGLEY 1325 LYNNWOOD LANE OMAHA, NE 68152	SECRETARY 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	789,437.
b	Average of monthly cash balances	1b	76,646.
c	Fair market value of all other assets	1c	37,748.
d	**Total** (add lines 1a, b, and c)	1d	903,831.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	903,831.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,557.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	890,274.
6	**Minimum investment return** Enter 5% of line 5	6	44,514.

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	44,514.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,862.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,862.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,652.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	42,652.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	42,652.

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	140,234.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	140,234.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	140,234.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				42,652.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 106,348.				
b From 2009 95,178.				
c From 2010 74,608.				
d From 2011 103,987.				
e From 2012 67,380.				
f **Total** of lines 3a through e	447,501.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 140,234.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				42,652.
e Remaining amount distributed out of corpus	97,582.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	545,083.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	106,348.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	438,735.			
10 Analysis of line 9:				
a Excess from 2009 95,178.				
b Excess from 2010 74,608.				
c Excess from 2011 103,987.				
d Excess from 2012 67,380.				
e Excess from 2013 97,582.				

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

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

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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

MICHAEL C. LONGLEY

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

NONE

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

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

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

GRACE LONGLEY, SECRETARY, 402-451-8051
1325 LYNNWOOD LANE, OMAHA, NE 68152

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

CONTACT ADDRESS FOR REQUIREMENTS

c Any submission deadlines:

NONE

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

NONE

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*				
AFRICAN ENTERPRISE PO BOX 727 MONVROVIA, CA 91017	NONE	PUBLIC	AFRICAN LEADERSHIP TRAINING	2,400.
CHRISTIAN MEDICAL & DENTAL PO BOX 7500 BRISTOL, TN 37621	NONE	PUBLIC	CAPITAL BUILDING CAMPAIGN	5,000.
ENGLISH LANGUAGE INSTITUTE CHINA PO BOX 265 SAN DIMAS, CA 91773	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,200.
FAMILY FIRST 645 M STREET, STE 21 LINCOLN, NE 68501	BOARD MEMBER	PUBLIC	FAMILY POLICY DEVELOPMENT - PHYSICIANS RESOURCE	6,000.
FAMILY RESEARCH COUNCIL 801 G STREET NW WASHINGTON, DC 20001	NONE	PUBLIC	POLICY DEVELOPMENT & EDUCATION	3,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	140,234.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	20.	
4 Dividends and interest from securities			14	20,187.	
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	81,716.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		101,923.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 101,923.

(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).

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	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/13/14 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN J. RODERIQUE, CPA	[signature] CPA	5/13/14		P00482589

Firm's name ▶ HSMC ORIZON LLC — Firm's EIN ▶ 45-3576904

Firm's address ▶ 16924 FRANCES ST. OMAHA, NE 68130 — Phone no. 402-330-7008

Form **990-PF** (2013)

323622
10-10-13

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization	Employer identification number
LOTHLORIEN FOUNDATION	47-0816447

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
LOTHLORIEN FOUNDATION	47-0816447

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL LONGLEY 1325 LYNNWOOD LANE OMAHA, NE 68152	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	SALLY AND PETER FREYMARK 10139 NW 106TH GRANGER, IA 50109	$ 13,750.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	LOTHLORIEN ENTERPRISES, LP 1325 LYNNWOOD LANE OMAHA, NE 68152	$ 105,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: LOTHLORIEN FOUNDATION

Employer identification number: 47-0816447

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
LOTHLORIEN FOUNDATION	47-0816447

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

LOTHLORIEN FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHWAB SUMMARY - SHORT TERM (3252)	P		12/31/13
b	SEE ATTACHED SCHWAB SUMMARY - LONG TERM (3252)	P		12/31/13
c	AMERICAN CENTURY DIV BOND	P	VARIOUS	11/22/13
d	DWS DREMAN SMALL CAP VALUE	P	VARIOUS	02/19/13
e	AMERICAN CENTURY DIV BOND	P	VARIOUS	11/22/13
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	251,188.		230,058.	21,130.
b	328,097.		270,734.	57,363.
c	785.		822.	<37.>
d	1,403.		1,295.	108.
e	1,695.		1,777.	<82.>
f	3,234.			3,234.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				21,130.
b				57,363.
c				<37.>
d				108.
e				<82.>
f				3,234.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	81,716.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FIRST FEDERATED CHURCH 4801 FRANKLIN AVE DES MOINES, IA 50310	NONE	PUBLIC	OPERATING COSTS OF NON-PROFIT ORG	10,450.
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920	NONE	PUBLIC	OPERATING COSTS OF NON-PROFIT ORG	7,424.
GRACE UNIVERSITY 1311 SOUTH NINTH STREET OMAHA, NE 68108	NONE	PUBLIC	THE GRACE FUND AND SCHOLARSHIP	10,000.
INSTITUTE FOR CREATION RESEARCH PO BOX 2667 EL CAJON, CA 92021	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,272.
LINGONIER MINISTRIES PO BOX 547500 ORLANDO, FL 32854	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,400.
MARKETPLACE MISSIONS PO BOX 1274 NEWCASTLE, CA 95658	NONE	PUBLIC	CHURCH PLANNING AND DEVELOPMENT	2,400.
NAVIGATORS PO BOX 6000 COLORADO SPRINGS, CO 80934	NONE	PUBLIC	TRAINING OF TEACHERS FOR INTL POSITIONS	1,248.
OMAHA BIBLE CHURCH 7940 STATE STREET OMAHA, NE 68122	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	30,000.
PROJECT MEDSEND 999 ORONOQUE LANE STRATFORD, CT 06614	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	5,000.
SEARCH MINISTRIES 5038 DORSEY HALL DRIVE ELLICOTT CITY, MD 21042	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	2,436.
Total from continuation sheets				122,634.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SEND INTL PO BOX 513 FARMINGTON, MI 48332	NONE	PUBLIC	ENGLISH LITERACY DEVELOPMENT & CAMP WORK - JAPAN	1,224.
SIM PO BOX 7900 CHARLOTTE, NC 28241	NONE	PUBLIC	AFRICAN LITERACY WORK	1,260.
THE EVANGELICAL ALLIANCE MISSION PO BOX 969 WHEATON, IL 60187	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	28,460.
OMAHA CHRISTIAN ACADEMY 10244 WIESMAN DRIVE OMAHA, NE 68134	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	2,000.
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862-8222	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,660.
PAN-AFRICAN ACADEMY OF CHRISTIAN SURGEONS PO BOX 9906 FAYETTEVILLE, NC 28311-9906	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	5,000.
WYCLIFFE ASSOCIATES PO BOX 620143 ORLANDO, FL 32862	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,200.
ALEGENT CREIGHTON HEALTH 601 N 30TH ST OMAHA, NE 68131	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,000.
CITYLIGHT 1023 N 40TH ST OMAHA, NE 68131	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	3,500.
HUNTER FIRST BAPTIST 693 TENNESSEE 91 ELIZABETHTON, TN 37643	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	900.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KILGORE UNITED METHODIST MISSION 14630 STATE ROUTE 854 RUSH, KY 41168	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	300.
NASS 300 NEW JERSEY AVE NW WASHINGTON, DC 20001	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,000.
NEBRASKA FAMILY ALLIANCE 1106 E ST #3 LINCOLN, NE 68508	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,500.
RESOURCING CHRISTIAN EDUCATION INTERNATIONAL 209 E LIBERTY DRIVE WHEATON, IL 60187	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,000.
SCOLIOSIS RESEARCH SOCIETY (SRS) 555 EAST WELLS ST, STE 1100 MILWAUKEE, WI 53202	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO BANK	20.	20.	
TOTAL TO PART I, LINE 3	20.	20.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	17,393.	0.	17,393.	17,393.	
NORTHWESTERN MUTUAL	6,028.	3,234.	2,794.	2,794.	
TO PART I, LINE 4	23,421.	3,234.	20,187.	20,187.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	8,772.	8,772.		0.
TO FORM 990-PF, PG 1, LN 16C	8,772.	8,772.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,413.	0.		0.
FOREIGN INVESTMENT TAXES	53.	53.		0.
TO FORM 990-PF, PG 1, LN 18	1,466.	53.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	725.	0.		0.
BANK CHARGES	20.	0.		0.
FEES	155.	0.		0.
LEGAL-PROF FEES	825.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,725.	0.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	COST	633,226.	684,060.
NORTHWESTERN MUTUAL	COST	205,564.	212,544.
PRECIOUS METALS	COST	49,407.	32,605.
TOTAL TO FORM 990-PF, PART II, LINE 13		888,197.	929,209.

2013 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Realized Gain or (Loss)

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABBOTT LABORATORIES: ABT	457.0000	05/24/13	10/18/13	$16,530.98	$17,084.30	($553.32)
ABBOTT LABORATORIES: ABT	43.0000	08/01/13	10/18/13	$1,555.43	$1,592.94	($37.51)
Security Subtotal				**$18,086.41**	**$18,677.24**	**($590.83)**
ABBVIE INC: ABBV	400.0000	09/25/12	05/24/13	$18,489.73	$14,513.36	$3,976.37
Security Subtotal				**$18,489.73**	**$14,513.36**	**$3,976.37**
AUTO DATA PROCESSING· ADP	450.0000	06/28/13	12/20/13	$35,065.17	$31,056.07	$4,009.10
AUTO DATA PROCESSING· ADP	50 0000	08/01/13	12/20/13	$3,896.13	$3,600.00	$296.13
Security Subtotal				**$38,961.30**	**$34,656.07**	**$4,305.23**
CALL DEERE & CO$87.50 EXP 10/19/13· DE 131019C00087500	3.0000 S	09/24/13	10/18/13	$66 96	$0.00	$66.96
Security Subtotal				**$66.96**	**$0.00**	**$66.96**
CALL DEERE & CO$87.50 EXP 11/16/13. DE 131116C00087500	3.0000 S	10/24/13	11/15/13	$65.46	$0.00	$65.46
Security Subtotal				**$65.46**	**$0.00**	**$65.46**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1701-000003 202486

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL DEERE & CO$90 EXP 07/20/13: DE 130720C00090000	3.0000 S	06/18/13	07/19/13	$99.94	$0.00	$99.94
Security Subtotal				**$99.94**	**$0.00**	**$99.94**
CALL DEERE & CO$90 EXP 09/21/13: DE 130921C00090000	3.0000 S	07/22/13	09/20/13	$240.94	$0.00	$240.94
Security Subtotal				**$240.94**	**$0.00**	**$240.94**
CALL PEPSICO INC$85 EXP 07/20/13: PEP 130720C00085000	4.0000 S	06/18/13	07/19/13	$174.93	$522.07	($347.14)
Security Subtotal				**$174.93**	**$522.07**	**($347.14)**
CALL PEPSICO INC$85 EXP 10/19/13: PEP 131019C00085000	4.0000 S	08/19/13	10/18/13	$194.93	$0.00	$194.93
Security Subtotal				**$194.93**	**$0.00**	**$194.93**
CALL PEPSICO INC$90 EXP 08/17/13: PEP 130817C00090000	4.0000 S	07/23/13	08/16/13	$103.73	$0.00	$103.73
Security Subtotal				**$103.73**	**$0.00**	**$103.73**
CALL AUTOMATIC DATA$75 EXP 08/17/13: ADP 130817C00075000	4.0000 S	07/23/13	08/16/13	$94.93	$0.00	$94.93
Security Subtotal				**$94.93**	**$0.00**	**$94.93**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1701-000003 202487

G000000030209

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL AUTOMATIC DATA$75 EXP 10/19/13: ADP 131019C00075000	5.0000 S	08/19/13	10/18/13	$171.36	$0.00	$171.36
Security Subtotal				**$171.36**	**$0.00**	**$171.36**
CALL CONOCOPHILLIPS$65 EXP 07/20/13: COP 130720C00065000	5.0000 S	06/19/13	07/17/13	$119.91	$280.09	($160.18)
Security Subtotal				**$119.91**	**$280.09**	**($160.18)**
CALL CONOCOPHILLIPS$70 EXP 09/21/13. COP 130921C00070000	5.0000 S	08/01/13	09/20/13	$94.91	$355.08	($260.17)
Security Subtotal				**$94.91**	**$355.08**	**($260.17)**
CALL CONOCOPHILLIPS$72.50 EXP 10/19/13. COP 131019C00072500	5 0000 S	09/23/13	10/18/13	$123.42	$430.08	($306.66)
Security Subtotal				**$123.42**	**$430.08**	**($306.66)**
CALL CONOCOPHILLIPS$75 EXP 12/21/13: COP 131221C00075000	5.0000 S	11/18/13	12/20/13	$179.91	$0.00	$179.91
Security Subtotal				**$179.91**	**$0.00**	**$179.91**
CALL DISNEY WALT CO$72.50 EXP 12/21/13: DIS 131221C00072500	4.0000 S	11/14/13	12/20/13	$170.94	$273.06	($102.12)
Security Subtotal				**$170.94**	**$273.06**	**($102.12)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1701-000003 202488

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL LILLY ELI & CO$55 EXP 07/20/13: LLY 130720C00055000	6.0000 S	06/18/13	07/19/13	$246.89	$0.00	$246.89
Security Subtotal				**$246.89**	**$0.00**	**$246.89**
CALL LILLY ELI & CO$55 EXP 08/17/13: LLY 130817C00055000	6.0000 S	07/24/13	08/16/13	$210.89	$0.00	$210.89
Security Subtotal				**$210.89**	**$0.00**	**$210.89**
CALL MCDONALDS CORP$100 EXP 10/19/13: MCD 131019C00100000	2.0000 S	08/20/13	10/18/13	$90.96	$0.00	$90.96
Security Subtotal				**$90.96**	**$0.00**	**$90.96**
CALL MCDONALDS CORP$100 EXP 12/21/13: MCD 131221C00100000	2.0000 S	11/01/13	12/20/13	$81.11	$0.00	$81.11
Security Subtotal				**$81.11**	**$0.00**	**$81.11**
CALL MCDONALDS CORP$105 EXP 08/17/13. MCD 130817C00105000	2.0000 S	06/28/13	08/16/13	$73.88	$0.00	$73.88
Security Subtotal				**$73.88**	**$0.00**	**$73.88**
CALL MICROSOFT CORP$36 EXP 09/21/13: MSFT 130921C00036000	9.0000 S	08/23/13	09/20/13	$227.08	$0.00	$227.08
Security Subtotal				**$227.08**	**$0.00**	**$227.08**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1701-000003 202489

G000000030309

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

<u>Accounting Method</u>
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL MICROSOFT CORP$37 EXP 08/17/13· MSFT 130817C00037000	9.0000 S	07/11/13	07/19/13	$227.08	$24.92	$202.16
Security Subtotal				**$227.08**	**$24.92**	**$202.16**
CALL A T & T INC NEW$37 EXP 08/17/13: T 130817C00037000	7.0000 S	07/23/13	08/16/13	$106.63	$0.00	$106.63
Security Subtotal				**$106.63**	**$0.00**	**$106.63**
CALL A T & T INC NEW$37 EXP 12/21/13: T 131221C00037000	7.0000 S	10/28/13	12/20/13	$134.65	$0.00	$134.65
Security Subtotal				**$134.65**	**$0.00**	**$134.65**
CALL A T & T INC NEW$38 EXP 07/20/13· T 130720C00038000	7.0000 S	06/18/13	07/19/13	$64.63	$0 00	$64.63
Security Subtotal				**$64.63**	**$0.00**	**$64.63**
CALL CATERPILLAR INC$87.50 EXP 08/17/13: CAT 130817C00087500	3.0000 S	06/27/13	08/16/13	$222.94	$0.00	$222.94
Security Subtotal				**$222.94**	**$0.00**	**$222.94**
CALL CATERPILLAR INC$87.50 EXP 12/21/13: CAT 131221C00087500	2.0000 S	11/18/13	12/20/13	$94.97	$298.53	($203.56)

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL CATERPILLAR INC$87.50 EXP 12/21/13: CAT 131221C00087500	2.0000 S	11/25/13	12/20/13	$64.97	$298.53	($233.56)
Security Subtotal				**$159.94**	**$597.06**	**($437.12)**
CALL CATERPILLAR INC$90 EXP 09/21/13. CAT 130921C00090000	1.0000 S	08/12/13	09/20/13	$60.99	$0.00	$60.99
Security Subtotal				**$60.99**	**$0.00**	**$60.99**
CALL CATERPILLAR INC$90 EXP 10/19/13: CAT 131019C00090000	3.0000 S	09/09/13	10/18/13	$165.96	$0.00	$165.96
Security Subtotal				**$165.96**	**$0.00**	**$165.96**
CALL CATERPILLAR INC$90 EXP 11/16/13: CAT 131116C00090000	1.0000 S	09/24/13	11/15/13	$53.99	$0.00	$53.99
Security Subtotal				**$53.99**	**$0.00**	**$53.99**
CALL WASTE MANAGEMENT$43 EXP 08/17/13. WM 130817C00043000	7.0000 S	07/08/13	08/16/13	$134.63	$0.00	$134.63
Security Subtotal				**$134.63**	**$0.00**	**$134.63**
CALL WASTE MANAGEMENT$43 EXP 10/19/13: WM 131019C00043000	7.0000 S	09/16/13	10/18/13	$134.65	$0.00	$134.65
Security Subtotal				**$134.65**	**$0.00**	**$134.65**

G000000030409

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1701-000003 202491

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL WELLS FARGO & CO$44 11/16/13 WFC 131116C00044000	EXP	7.0000 S	10/21/13	11/15/13	$120.65	$0.00	$120.65
Security Subtotal					**$120.65**	**$0.00**	**$120.65**
CALL WELLS FARGO & CO$45 08/17/13 WFC 130817C00045000	EXP	7.0000 S	07/08/13	08/16/13	$169.63	$0.00	$169.63
Security Subtotal					**$169.63**	**$0.00**	**$169.63**
CALL WELLS FARGO & CO$45 10/19/13 WFC 131019C00045000	EXP	7 0000 S	08/21/13	10/18/13	$274.63	$0.00	$274.63
Security Subtotal					**$274.63**	**$0.00**	**$274.63**
CALL WELLS FARGO & CO$45 12/21/13: WFC 131221C00045000	EXP	7 0000 S	11/19/13	12/20/13	$134.64	$96.36	$38.28
Security Subtotal					**$134.64**	**$96.36**	**$38.28**
CALL JOHNSON & JOHNSON$92.50 08/17/13 JNJ 130817C00092500	EXP	4.0000 S	07/08/13	08/16/13	$190.93	$0.00	$190.93
Security Subtotal					**$190.93**	**$0.00**	**$190.93**
CALL JOHNSON & JOHNSON$95 10/19/13: JNJ 131019C00095000	EXP	4.0000 S	08/19/13	10/18/13	$174.93	$0.00	$174.93
Security Subtotal					**$174.93**	**$0.00**	**$174.93**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1701-000003 202492

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL JOHNSON & JOHNSON$95 11/16/13: JNJ 131116C00095000	EXP	4 0000 S	10/29/13	11/15/13	$90.94	$0.00	$90.94
Security Subtotal					**$90.94**	**$0.00**	**$90.94**
CALL JOHNSON & JOHNSON$97.50 12/21/13: JNJ 131221C00097500	EXP	4.0000 S	11/25/13	12/20/13	$116 22	$0.00	$116.22
Security Subtotal					**$116.22**	**$0.00**	**$116.22**
CALL PROCTER & GAMBLE $82 50 08/17/13· PG 130817C00082500	EXP	4.0000 S	07/02/13	08/16/13	$202.93	$0.00	$202.93
Security Subtotal					**$202.93**	**$0.00**	**$202.93**
CALL PROCTER & GAMBLE $82 50 09/21/13. PG 130921C00082500	EXP	4 0000 S	08/20/13	09/20/13	$170.93	$0 00	$170.93
Security Subtotal					**$170.93**	**$0.00**	**$170.93**
CALL VERIZON COMMUN INC$55 09/21/13 VZ 130921C00055000	EXP	6.0000 S	07/29/13	08/20/13	$108.89	$17.11	$91.78
Security Subtotal					**$108.89**	**$17.11**	**$91.78**
CALL ABBOTT LABORATORIES$38 08/17/13: ABT 130817C00038000	EXP	8.0000 S	07/23/13	08/16/13	$128.58	$0.00	$128.58
Security Subtotal					**$128.58**	**$0.00**	**$128.58**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1701-000003 202493

G000000030509

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL ABBOTT LABORATORIES$39 07/20/13: ABT 130720C00039000	EXP	8.0000 S	06/18/13	07/19/13	$177.86	$0.00	$177.86
Security Subtotal					**$177.86**	**$0.00**	**$177.86**
CALL GENERAL ELECTRIC CO$25 07/20/13: GE 130720C00025000	EXP	11 0000 S	06/18/13	07/19/13	$112.56	$0.00	$112.56
Security Subtotal					**$112.56**	**$0.00**	**$112.56**
CALL GENERAL ELECTRIC CO$25 10/19/13· GE 131019C00025000	EXP	2.0000 S	08/19/13	10/18/13	$34 96	$119.03	($84.07)
Security Subtotal					**$34.96**	**$119.03**	**($84.07)**
CALL GENERAL ELECTRIC CO$26 09/21/13. GE 130921C00026000	EXP	11 0000 S	07/22/13	09/20/13	$189.56	$0.00	$189 56
Security Subtotal					**$189.56**	**$0.00**	**$189.56**
CALL GENERAL ELECTRIC CO$27 12/21/13. GE 131221C00027000	EXP	2.0000 S	10/24/13	12/18/13	$38.97	$75.03	($36.06)
Security Subtotal					**$38.97**	**$75.03**	**($36.06)**
CALL JPMORGAN CHASE & CO$55 11/16/13· JPM 131116C00055000	EXP	7.0000 S	09/25/13	11/15/13	$260.65	$0.00	$260.65
Security Subtotal					**$260.65**	**$0.00**	**$260.65**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1701-000003 202494

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Short-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CALL JPMORGAN CHASE & CO$57.50 07/20/13: JPM 130720C00057500	EXP	7.0000 S	06/18/13	07/19/13	$190.63	$0.00	$190.63
Security Subtotal					**$190.63**	**$0.00**	**$190.63**
CALL JPMORGAN CHASE & CO$60 09/21/13: JPM 130921C00060000	EXP	7.0000 S	07/23/13	09/20/13	$288.69	$0.00	$288.69
Security Subtotal					**$288.69**	**$0.00**	**$288.69**
CALL JPMORGAN CHASE & CO$60 12/21/13: JPM 131221C00060000	EXP	7.0000 S	11/25/13	12/20/13	$225.64	$0.00	$225.64
Security Subtotal					**$225.64**	**$0.00**	**$225.64**
CALL KINDR MORGAN HLD $37.50 12/21/13: KMI 131221C00037500	EXP	9 0000 S	11/18/13	12/20/13	$119.10	$0.00	$119.10
Security Subtotal					**$119.10**	**$0.00**	**$119.10**
GENERAL ELECTRIC COMPANY: GE		978.0000	03/11/13	11/15/13	$25,520.59	$22,999.23	$2,521.36
GENERAL ELECTRIC COMPANY: GE		122.0000	08/01/13	11/15/13	$3,183.55	$3,016.40	$167.15
Security Subtotal					**$28,704.14**	**$26,015.63**	**$2,688.51**
ISHARES GOLD TRUST: IAU		2,000.0000	04/15/13	08/01/13	$25,433.56	$26,768.95	($1,335.39)
Security Subtotal					**$25,433.56**	**$26,768.95**	**($1,335.39)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1701-000003 202495

G000000030609

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments. High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LILLY ELI & COMPANY· LLY	600.0000	09/25/12	08/20/13	$31,748.67	$28,516.21	$3,232.46
Security Subtotal				**$31,748.67**	**$28,516.21**	**$3,232.46**
MICROSOFT CORP. MSFT	700.0000	09/27/12	06/28/13	$24,248.07	$21,001.95	$3,246.12
Security Subtotal				**$24,248.07**	**$21,001.95**	**$3,246.12**
REALTY INCOME CORP REIT: O	700.0000	06/28/13	10/24/13	$28,982.07	$29,590.00	($607.93)
Security Subtotal				**$28,982.07**	**$29,590.00**	**($607.93)**
VERIZON COMMUNICATIONS: VZ	600.0000	09/26/12	08/20/13	$28,712.06	$27,528.79	$1,183.27
Security Subtotal				**$28,712.06**	**$27,528.79**	**$1,183.27**
Total Short-Term				**$251,187.70**	**$230,058.09**	**$21,129.61**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABBOTT LABORATORIES: ABT	400.0000	09/25/12	10/18/13	$14,469.14	$13,383 59	$1,085.55
Security Subtotal				**$14,469.14**	**$13,383.59**	**$1,085.55**
BERKSHIRE HATHAWAY B NEWCLASS B BRKB	150.0000	02/01/07	04/15/13	$16,044.45	$11,008.38	$5,036.07

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	100.0000	09/11/07	04/15/13	$10,696.30	$7,924.95	$2,771.35
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	100.0000	11/27/07	04/15/13	$10,696.31	$9,160.95	$1,535.36
Security Subtotal				**$37,437.06**	**$28,094.28**	**$9,342.78**
COCA COLA COMPANY. KO	800.0000	03/06/12	04/23/13	$34,153.16	$27,520.45	$6,632.71
Security Subtotal				**$34,153.16**	**$27,520.45**	**$6,632.71**
CONOCOPHILLIPS· COP	388.0000	12/27/11	05/24/13	$24,169.66	$21,851.32	$2,318.34
Security Subtotal				**$24,169.66**	**$21,851.32**	**$2,318.34**
DEERE & CO: DE	300.0000	12/07/12	12/20/13	$26,404.55	$25,601.44	$803.11
Security Subtotal				**$26,404.55**	**$25,601.44**	**$803.11**
JOHNSON & JOHNSON· JNJ	360.0000	03/06/12	06/28/13	$31,108.13	$23,162.32	$7,945.81
Security Subtotal				**$31,108.13**	**$23,162.32**	**$7,945.81**
MICROSOFT CORP: MSFT	100.0000	05/30/12	06/28/13	$3,464.01	$2,941.20	$522.81
MICROSOFT CORP: MSFT	900.0000	05/30/12	11/15/13	$31,737.24	$26,470.75	$5,266.49
Security Subtotal				**$35,201.25**	**$29,411.95**	**$5,789.30**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

G000000030709

CG1C1701-000003 202497

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PEPSICO INCORPORATED. PEP	400.0000	09/26/12	11/15/13	$34,134.40	$28,332.55	$5,801.85
Security Subtotal				**$34,134.40**	**$28,332.55**	**$5,801.85**
PROCTER & GAMBLE· PG	200.0000	03/06/12	04/15/13	$16,099.29	$13,378.12	$2,721.17
PROCTER & GAMBLE· PG	140.0000	03/06/12	06/28/13	$10,830.75	$9,364.68	$1,466.07
PROCTER & GAMBLE· PG	400.0000	03/06/12	11/15/13	$33,198.18	$26,756.24	$6,441.94
Security Subtotal				**$60,128.22**	**$49,499.04**	**$10,629.18**
WASTE MANAGEMENT INC DEL: WM	700.0000	04/27/12	11/15/13	$30,891.16	$23,876.92	$7,014.24
Security Subtotal				**$30,891.16**	**$23,876.92**	**$7,014.24**
Total Long-Term				**$328,096.73**	**$270,733.86**	**$57,362.87**
Total Realized Gain or (Loss)				**$579,284.43** ✓	**$500,791.95** ✓	**$78,492.48**

Schwab has provided realized gain/loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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