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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

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

|                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                            |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>Ernst & Gertrude Ticho Charitable Foundation                                                                                                                                                                                                                                        |  | <b>A Employer identification number</b><br><br>54-6617185                                                                                                                                  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>PO Box 672                                                                                                                                                                                                            |  | <b>B Telephone number</b> (see instructions)<br><br>(202) 333-7345                                                                                                                         |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>Glen Echo, MD 208120672                                                                                                                                                                                                       |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                          |  |
| <b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                   |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                       |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 7,150,130                                                                                                                                                                |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                    |  |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                                                                                     |  |                                                                                                                                                                                            |  |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) ) |                                                                                                      | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc , received (attach schedule)                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                                 | 15                                 | 15                        |                         |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities. . . . .                                                    | 243,381                            | 243,381                   |                         |                                                             |
|                                                                                                                                                                     | 5a Gross rents . . . . .                                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss) _____                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                             | 124,947                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a<br>586,130                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2) . . .                                               |                                    | 124,947                   |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain . . . . .                                                              |                                    |                           | 4,690                   |                                                             |
|                                                                                                                                                                     | 9 Income modifications . . . . .                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Less Cost of goods sold . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Gross profit or (loss) (attach schedule) . . . . .                                                 |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | 11 Other income (attach schedule) . . . . .                                                          | 888                                | 247                       |                         |                                                             |
|                                                                                                                                                                     | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                                    | 369,231                            | 368,590                   | 4,690                   |                                                             |
|                                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc                                                | 36,000                             |                           |                         | 36,000                                                      |
|                                                                                                                                                                     | 14 Other employee salaries and wages . . . . .                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits . . . . .                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule) . . . . .                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) . . . . .                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Other professional fees (attach schedule) . . . . .                                                | 43,725                             | 43,725                    |                         |                                                             |
|                                                                                                                                                                     | 17 Interest . . . . .                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions)                                                        | 7,517                              | 1,017                     |                         |                                                             |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion . . .                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy . . . . .                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings . . . . .                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 22 Printing and publications . . . . .                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule) . . . . .                                                        | 8,395                              | 7,189                     |                         | 1,206                                                       |
|                                                                                                                                                                     | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .          | 95,637                             | 51,931                    |                         | 37,206                                                      |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid . . . . .                                                       | 331,500                            |                           |                         | 331,500                                                     |
|                                                                                                                                                                     | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                                      | 427,137                            | 51,931                    |                         | 368,706                                                     |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | a <b>Excess of revenue over expenses and disbursements</b>                                           | -57,906                            |                           |                         |                                                             |
|                                                                                                                                                                     | b <b>Net investment income</b> (if negative, enter -0-)                                              |                                    | 316,659                   |                         |                                                             |
|                                                                                                                                                                     | c <b>Adjusted net income</b> (if negative, enter -0-)                                                |                                    |                           | 4,690                   |                                                             |

| Part II Balance Sheets      |                                                                                                                                          | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )               | Beginning of year | End of year                                                                                   |                       |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------------------------------------------------------------------------------------|-----------------------|
|                             |                                                                                                                                          |                                                                                                                                   | (a) Book Value    | (b) Book Value                                                                                | (c) Fair Market Value |
| Assets                      | 1                                                                                                                                        | Cash—non-interest-bearing . . . . .                                                                                               | 1,670             | 31,301                                                                                        | 31,301                |
|                             | 2                                                                                                                                        | Savings and temporary cash investments . . . . .                                                                                  | 123,973           | 31,430                                                                                        | 31,430                |
|                             | 3                                                                                                                                        | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                   |                                                                                               |                       |
|                             | 4                                                                                                                                        | Pledges receivable ▶ _____<br>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) ▶ _____<br>Less allowance for doubtful accounts ▶ _____                        |                   |                                                                                               |                       |
|                             | 8                                                                                                                                        | Inventories for sale or use . . . . .                                                                                             |                   |                                                                                               |                       |
|                             | 9                                                                                                                                        | Prepaid expenses and deferred charges . . . . .                                                                                   |                   |                                                                                               |                       |
|                             | 10a                                                                                                                                      | Investments—U S and state government obligations (attach schedule)                                                                | 2,191,253         |  2,328,663 | 2,357,509             |
|                             | b                                                                                                                                        | Investments—corporate stock (attach schedule) . . . . .                                                                           | 3,366,945         |  3,336,565 | 4,490,668             |
|                             | c                                                                                                                                        | Investments—corporate bonds (attach schedule). . . . .                                                                            | 320,504           |  218,480   | 239,222               |
|                             | 11                                                                                                                                       | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                   |                                                                                               |                       |
|                             | 12                                                                                                                                       | Investments—mortgage loans . . . . .                                                                                              |                   |                                                                                               |                       |
|                             | 13                                                                                                                                       | Investments—other (attach schedule) . . . . .                                                                                     |                   |                                                                                               |                       |
|                             | 14                                                                                                                                       | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |                   |                                                                                               |                       |
| 15                          | Other assets (describe ▶ _____)                                                                                                          |                                                                                                                                   |                   |                                                                                               |                       |
| 16                          | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                               | 6,004,345                                                                                                                         | 5,946,439         | 7,150,130                                                                                     |                       |
| Liabilities                 | 17                                                                                                                                       | Accounts payable and accrued expenses . . . . .                                                                                   |                   |                                                                                               |                       |
|                             | 18                                                                                                                                       | Grants payable . . . . .                                                                                                          |                   |                                                                                               |                       |
|                             | 19                                                                                                                                       | Deferred revenue . . . . .                                                                                                        |                   |                                                                                               |                       |
|                             | 20                                                                                                                                       | Loans from officers, directors, trustees, and other disqualified persons                                                          |                   |                                                                                               |                       |
|                             | 21                                                                                                                                       | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                   |                                                                                               |                       |
|                             | 22                                                                                                                                       | Other liabilities (describe ▶ _____)                                                                                              |                   |                                                                                               |                       |
|                             | 23                                                                                                                                       | Total liabilities (add lines 17 through 22) . . . . .                                                                             |                   | 0                                                                                             |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                   |                   |                                                                                               |                       |
|                             | 24                                                                                                                                       | Unrestricted . . . . .                                                                                                            | 6,004,345         | 5,946,439                                                                                     |                       |
|                             | 25                                                                                                                                       | Temporarily restricted . . . . .                                                                                                  |                   |                                                                                               |                       |
|                             | 26                                                                                                                                       | Permanently restricted . . . . .                                                                                                  |                   |                                                                                               |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.                         |                                                                                                                                   |                   |                                                                                               |                       |
|                             | 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                                                                  |                   |                                                                                               |                       |
|                             | 30                                                                                                                                       | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                     | 6,004,345         | 5,946,439                                                                                     |                       |
|                             | 31                                                                                                                                       | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                        | 6,004,345         | 5,946,439                                                                                     |                       |

| 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 | 6,004,345 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | -57,906   |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 |           |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 5,946,439 |
| 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 | 5,946,439 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1a                                                                                                                                | See Additional Data Table |                                              |                                      |                                  |
| b                                                                                                                                 |                           |                                              |                                      |                                  |
| c                                                                                                                                 |                           |                                              |                                      |                                  |
| d                                                                                                                                 |                           |                                              |                                      |                                  |
| e                                                                                                                                 |                           |                                              |                                      |                                  |

|                             |                                            |                                                 |                                              |
|-----------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price       | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a See Additional Data Table |                                            |                                                 |                                              |
| b                           |                                            |                                                 |                                              |
| c                           |                                            |                                                 |                                              |
| d                           |                                            |                                                 |                                              |
| e                           |                                            |                                                 |                                              |

|                                                                                             |                                      |                                               |                                                                                           |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                           |
| a See Additional Data Table                                                                 |                                      |                                               |                                                                                           |
| b                                                                                           |                                      |                                               |                                                                                           |
| c                                                                                           |                                      |                                               |                                                                                           |
| d                                                                                           |                                      |                                               |                                                                                           |
| e                                                                                           |                                      |                                               |                                                                                           |

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 124,947 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . |                                                                                     | 3 | 4,690   |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2012                                                                 |                                          |                                              |                                                           |
| 2011                                                                 |                                          |                                              |                                                           |
| 2010                                                                 |                                          |                                              |                                                           |
| 2009                                                                 |                                          |                                              |                                                           |
| 2008                                                                 |                                          |                                              |                                                           |

|   |                                                                                                                                                                                         |   |   |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                    | 2 |   |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . . | 3 |   |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .                                                                                                   | 4 |   |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                      | 5 |   |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                     | 6 |   |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                              | 7 | 0 |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .                                                                                                                           | 8 | 0 |

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

|                                                                                                                                                                    |           |       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------|
| <b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>                               |           |       |
| <b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                              |           |       |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                                 |           |       |
| <b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . . | <b>1</b>  | 6,333 |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                   |           |       |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                 | <b>2</b>  | 0     |
| <b>3</b> Add lines 1 and 2. . . . .                                                                                                                                | <b>3</b>  | 6,333 |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                               | <b>4</b>  |       |
| <b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                  | <b>5</b>  | 6,333 |
| <b>6</b> Credits/Payments                                                                                                                                          |           |       |
| <b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                         | <b>6a</b> | 6,520 |
| <b>b</b> Exempt foreign organizations—tax withheld at source . . . . .                                                                                             | <b>6b</b> |       |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868)                                                                                       | <b>6c</b> |       |
| <b>d</b> Backup withholding erroneously withheld . . . . .                                                                                                         | <b>6d</b> |       |
| <b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .                                                                                              | <b>7</b>  | 6,520 |
| <b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.                                 | <b>8</b>  |       |
| <b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .                                                     | <b>9</b>  |       |
| <b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .                                        | <b>10</b> | 187   |
| <b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 187 <b>Refunded</b>                                                              | <b>11</b> |       |

**Part VII-A    Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                                  |           |     |    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|----|
| <b>1a</b> 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? . . . . .                                                                                                                                                                                         | <b>1a</b> | Yes | No |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .<br><i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | <b>1b</b> |     | No |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .                                                                                                                                                                                                                                                                                                    | <b>1c</b> |     | No |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br><b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____                                                                                                                                |           |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                                                  |           |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                                                          | <b>2</b>  |     | No |
| <b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .                                                                                                                             | <b>3</b>  |     | No |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .                                                                                                                                                                                                                                                                   | <b>4a</b> |     | No |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .                                                                                                                                                                                                                                                                                        | <b>4b</b> |     |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T.</i>                                                                                                                                                                                    | <b>5</b>  |     | No |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? . . . . .                            | <b>6</b>  | Yes |    |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>                                                                                                                                                                                                                               | <b>7</b>  | Yes |    |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions):<br><input type="checkbox"/> MD                                                                                                                                                                                                                                     |           |     |    |
| <b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>                                                                                                                                                     | <b>8b</b> | Yes |    |
| <b>9</b> 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)?<br><i>If "Yes," complete Part XIV</i> . . . . .                                                                                                | <b>9</b>  |     | No |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>                                                                                                                                                                                                                             | <b>10</b> |     | No |

Part VII-A

Statements Regarding Activities *(continued)*

|                                                                                                                               |                                                                                                                                                                                           |    |     |    |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                            | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).  | 11 |     | No |
| 12                                                                                                                            | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     | No |
| 13                                                                                                                            | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13 | Yes |    |
| Website address N/A                                                                                                           |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                            | The books are in care of MARCIA M ALLEN Telephone no (202) 333-7345<br>Located at 4800 Calvert St NW Washington DC ZIP+4 200071011                                                        |    |     |    |
| 15                                                                                                                            | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.       |    |     |    |
|                                                                                                                               |                                                                                                                                                                                           | 15 |     |    |
| 16                                                                                                                            | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See 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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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 ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1b |     | No |
| 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 |     | No |
| 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?. If "Yes," list the years 2012, 20, 20, 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 2b | Yes |    |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |    |     |    |
| 3a                                                                                      | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 |     | No |
| b                                                                                       | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4b |     | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

|    |                                                                                                                                                                                                                                |                              |                                        |    |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|----|
| 5a | During the year did the foundation pay or incur any amount to                                                                                                                                                                  |                              |                                        |    |
|    | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?                                                                                                                                      | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |    |
|    | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                            | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |    |
|    | (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                             | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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).                                                     | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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?                                                          | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |    |
| b  | If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.                                                                                                                                            | <input type="checkbox"/>     |                                        |    |
| 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?                                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> 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?                                                                                                | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |    |
| b  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                     | 6b                           |                                        | No |
|    | If "Yes" to 6b, file Form 8870.                                                                                                                                                                                                |                              |                                        |    |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                           | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 |
| MARCIA M ALLEN                                                                                                               | Trustee                                                   | 12,000                                    | 0                                                                     | 0                                     |
| 4800 Calvert St NW                                                                                                           | 5 00                                                      |                                           |                                                                       |                                       |
| Washington,DC 200071011                                                                                                      |                                                           |                                           |                                                                       |                                       |
| GAIL L PASTERNAK                                                                                                             | Trustee                                                   | 12,000                                    | 0                                                                     | 0                                     |
| 6924 Balboa Island Court                                                                                                     | 5 00                                                      |                                           |                                                                       |                                       |
| Delray Beach,FL 334465641                                                                                                    |                                                           |                                           |                                                                       |                                       |
| STEFAN A PASTERNAK                                                                                                           | Trustee                                                   | 12,000                                    | 0                                                                     | 0                                     |
| 6924 Balboa Island Court                                                                                                     | 5 00                                                      |                                           |                                                                       |                                       |
| Delray Beach,FL 334465641                                                                                                    |                                                           |                                           |                                                                       |                                       |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." |                                                           |                                           |                                                                       |                                       |
| (a) Name and address of each employee paid more than \$50,000                                                                | (b) Title, and average hours per week devoted to position | (c) Compensation                          | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| NONE                                                                                                                         |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
| Total number of other employees paid over \$50,000.                                                                          |                                                           |                                           |                                                                       | 0                                     |

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". |                     |                  |
|------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000                                                      | (b) Type of service | (c) Compensation |
| NONE                                                                                                             |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . .                                |                     | 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                                                                                                                                                                                                                                                      |          |
| 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                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See page 24 of the instructions.                                          |        |
| 3                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 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 | 7,047,001 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 45,074    |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0         |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 7,092,075 |
| 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  | 7,092,075 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 106,381   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 6,985,694 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 349,285   |

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  | 349,285 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .                                           | 2a | 6,333   |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 6,333   |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 342,952 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  |         |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 342,952 |
| 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  | 342,952 |

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 | 368,706 |
| 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  | 368,706 |
| 5                                                                                                                                                                                            | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . . | 5  |         |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 368,706 |
| 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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7                                                                                                                                |               |                            |             | 342,952     |
| 2 Undistributed income, if any, as of the end of 2013                                                                                                                               |               |                            |             |             |
| a Enter amount for 2012 only. . . . .                                                                                                                                               |               |                            | 2,395       |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2013                                                                                                                                   |               |                            |             |             |
| a From 2008. . . . .                                                                                                                                                                |               |                            |             |             |
| b From 2009. . . . .                                                                                                                                                                |               |                            |             |             |
| c From 2010. . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2011. . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2012. . . . .                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e. . . . .                                                                                                                                              |               |                            |             |             |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 368,706                                                                                                              |               |                            |             |             |
| a Applied to 2012, but not more than line 2a                                                                                                                                        |               |                            | 2,395       |             |
| 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. . . . .                                                                                                                                     |               |                            |             | 342,952     |
| e Remaining amount distributed out of corpus                                                                                                                                        | 23,359        |                            |             |             |
| 5 Excess distributions carryover applied to 2013<br>(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                                                                                                                                   | 23,359        |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                          |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               |                            |             |             |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            |             |             |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .                                                               |               |                            |             | 0           |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .                                  |               |                            |             |             |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .                                                                                  |               |                            |             |             |
| 9 Excess distributions carryover to 2014.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 23,359        |                            |             |             |
| 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. . . . 23,359                                                                                                                                                    |               |                            |             |             |

## Part XIV

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

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

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

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

### 1 Information Regarding Foundation Managers:

**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) )

**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

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

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

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

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

**c** Any submission deadlines

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                           | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                 |                                                                                                           |                                |                                  |         |
| a Paid during the year<br>See Additional Data Table |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 331,500 |
| b Approved for future payment                       |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3b                               |         |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

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

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

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

1c

No

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 |
|-------------|---------------------|-----------------------------------------------|----------------------------------------------------------------------|
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
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|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |

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 or fiduciary) is based on all information of which preparer has any knowledge.

\*\*\*\*\*

2014-02-25

\*\*\*\*\*

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes

☐ No

Paid Preparer Use Only

Print/Type preparer's name

JEFF PASTERNAK

Preparer's Signature

Date

2014-10-21

Check if self-employed

☐

PTIN

Firm's name

Pasternack Associates LLC

Firm's EIN

Firm's address

9981 Marsala Way Delray Beach, FL 334469728

Phone no

(561) 235-2829

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 250 Sh Pfizer                                                                                                                     | D                                            | 2004-12-14                           | 2013-02-07                       |
| 2,117 CSX Trans Bond 8 375% Dtd0/1504                                                                                             | P                                            | 2008-10-30                           | 2013-04-15                       |
| 100 Sh Amgen Inc                                                                                                                  | P                                            | 2007-09-12                           | 2013-05-16                       |
| 71 Sh Home Depot Inc                                                                                                              | D                                            | 2004-12-14                           | 2013-05-16                       |
| 29 Sh Home Depot Inc                                                                                                              | P                                            | 2009-02-23                           | 2013-05-16                       |
| 100 Sh Johnson & Johnson                                                                                                          | D                                            | 2004-09-22                           | 2013-05-16                       |
| 132 Sh Verizon Communications                                                                                                     | P                                            | 2008-03-19                           | 2013-05-16                       |
| 18 Sh Verizon Communications                                                                                                      | P                                            | 2009-08-04                           | 2013-05-16                       |
| 300 Sh Microsoft                                                                                                                  | D                                            | 2004-09-22                           | 2013-05-16                       |
| 100 Sh Home Depot                                                                                                                 | D                                            | 2004-12-14                           | 2013-06-11                       |
| 250 Sh Pfizer                                                                                                                     | D                                            | 2004-12-14                           | 2013-06-28                       |
| 200 Sh Pfizer                                                                                                                     | P                                            | 2005-12-06                           | 2013-06-28                       |
| 93 Sh Pfizer                                                                                                                      | P                                            | 2007-12-26                           | 2013-06-28                       |
| 100 Sh United Technologies                                                                                                        | D                                            | 2004-12-14                           | 2013-09-10                       |
| 100 Sh Boeing Company                                                                                                             | D                                            | 2004-12-14                           | 2013-09-10                       |
| 100 Sh SPDR S&P Midcap 400                                                                                                        | P                                            | 2008-10-31                           | 2013-09-10                       |
| 400 Sh Vanguard Small-Cap ETF                                                                                                     | P                                            | 2008-03-19                           | 2013-09-10                       |
| 100 Sh 3M                                                                                                                         | D                                            | 2004-09-22                           | 2013-09-18                       |
| 300 Sh Altria Group                                                                                                               | D                                            | 2004-09-22                           | 2013-10-30                       |
| 50 Sh Boeing Company                                                                                                              | D                                            | 2004-12-14                           | 2013-11-19                       |
| 100,000 Gen'l Elec Cap Bond 5 625% 5/1/18                                                                                         | P                                            | 2008-05-28                           | 2013-12-11                       |
| 100 Sh Boeing Company                                                                                                             | P                                            | 2007-12-26                           | 2013-12-18                       |
| 200 Sh General Motors Corp                                                                                                        | P                                            | 2012-05-10                           | 2013-12-18                       |
| 66 Sh Du Pont El De Nemours & Co                                                                                                  | D                                            | 2004-09-22                           | 2013-12-18                       |
| 134 Sh Du Pont El De Nemours & Co                                                                                                 | D                                            | 2004-12-14                           | 2013-12-18                       |
| 200 Sh Harley Davidson Inc                                                                                                        | P                                            | 2004-12-08                           | 2013-12-18                       |
| 400 Sh General Electric                                                                                                           | D                                            | 2004-09-22                           | 2013-12-18                       |
| 461 Sh Zoetis Inc                                                                                                                 | P                                            | 2013-06-28                           | 2013-07-08                       |
| Short Term See Schedule                                                                                                           | P                                            | 2013-07-01                           | 2013-12-31                       |
| Long Term See Schedule                                                                                                            | P                                            | 2012-12-31                           | 2013-12-31                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| AB Discovery Value Fund CI Adv LT Cap Gain Dist                                                                                   | P                                            | 2012-12-26                           | 2013-12-26                       |
| Overlay B Port CI 1 LT Cap Gain Dist                                                                                              | P                                            | 2012-12-20                           | 2013-12-20                       |
| AB Discovery Growth Fund CI Adv LT Cap Gain Dist                                                                                  | P                                            | 2012-12-19                           | 2013-12-19                       |



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 6,804                 | 0                                          | 6,790                                           | 14                                           |
| 2,117                 | 0                                          | 2,158                                           | -41                                          |
| 10,655                | 0                                          | 5,164                                           | 5,491                                        |
| 5,436                 | 0                                          | 3,036                                           | 2,400                                        |
| 2,220                 | 0                                          | 572                                             | 1,648                                        |
| 8,571                 | 0                                          | 5,790                                           | 2,781                                        |
| 6,938                 | 0                                          | 4,305                                           | 2,633                                        |
| 946                   | 0                                          | 582                                             | 364                                          |
| 9,894                 | 0                                          | 8,178                                           | 1,716                                        |
| 7,711                 | 0                                          | 4,276                                           | 3,435                                        |
| 6,076                 | 0                                          | 6,790                                           | -714                                         |
| 4,861                 | 0                                          | 4,252                                           | 609                                          |
| 2,260                 | 0                                          | 2,156                                           | 104                                          |
| 10,363                | 0                                          | 5,144                                           | 5,219                                        |
| 10,652                | 0                                          | 5,267                                           | 5,385                                        |
| 21,851                | 0                                          | 10,216                                          | 11,635                                       |
| 39,426                | 0                                          | 23,760                                          | 15,666                                       |
| 11,844                | 0                                          | 8,157                                           | 3,687                                        |
| 10,874                | 0                                          | 6,454                                           | 4,420                                        |
| 6,941                 | 0                                          | 2,634                                           | 4,307                                        |
| 115,542               | 0                                          | 99,866                                          | 15,676                                       |
| 13,382                | 0                                          | 8,681                                           | 4,701                                        |
| 8,044                 | 0                                          | 4,445                                           | 3,599                                        |
| 3,972                 | 0                                          | 2,811                                           | 1,161                                        |
| 8,064                 | 0                                          | 6,306                                           | 1,758                                        |
| 13,512                | 0                                          | 11,564                                          | 1,948                                        |
| 10,744                | 0                                          | 13,784                                          | -3,040                                       |
| 14                    | 0                                          | 11                                              | 3                                            |
| 92,226                | 0                                          | 87,539                                          | 4,687                                        |
| 127,690               | 0                                          | 110,496                                         | 17,194                                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 609                   | 0                                          | 0                                               | 609                                          |
| 5,376                 | 0                                          | 0                                               | 5,376                                        |
| 516                   | 0                                          | 0                                               | 516                                          |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
| 0                                                                                           | 0                                 | 0                                          | 14                                                                                     |
| 0                                                                                           | 0                                 | 0                                          | -41                                                                                    |
| 0                                                                                           | 0                                 | 0                                          | 5,491                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 2,400                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 1,648                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 2,781                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 2,633                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 364                                                                                    |
| 0                                                                                           | 0                                 | 0                                          | 1,716                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 3,435                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | -714                                                                                   |
| 0                                                                                           | 0                                 | 0                                          | 609                                                                                    |
| 0                                                                                           | 0                                 | 0                                          | 104                                                                                    |
| 0                                                                                           | 0                                 | 0                                          | 5,219                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 5,385                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 11,635                                                                                 |
| 0                                                                                           | 0                                 | 0                                          | 15,666                                                                                 |
| 0                                                                                           | 0                                 | 0                                          | 3,687                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 4,420                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 4,307                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 15,676                                                                                 |
| 0                                                                                           | 0                                 | 0                                          | 4,701                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 3,599                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 1,161                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 1,758                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 1,948                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | -3,040                                                                                 |
| 0                                                                                           | 0                                 | 0                                          | 3                                                                                      |
| 0                                                                                           | 0                                 | 0                                          | 4,687                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 17,194                                                                                 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
| 0                                                                                           | 0                                 | 0                                          | 609                                                                                    |
| 0                                                                                           | 0                                 | 0                                          | 5,376                                                                                  |
| 0                                                                                           | 0                                 | 0                                          | 516                                                                                    |

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

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution                           | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                            |         |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                                            |         |
| A Wider Circle 4808 Moorland Ln Ste 802<br>Bethesda, MD 20814                                                          |                                                                                                           | NO                             | Formerly HomelessSocial Services forFamilies               | 5,000   |
| Amer Psychoanalytic Assoc 309 E 49th St<br>New York, NY 10017                                                          |                                                                                                           | Yes                            | Education inContinuingMental Health                        | 56,000  |
| American Jewish Joint Dist Comm PO Box 4124<br>New York, NY 10163                                                      |                                                                                                           | No                             | Those in NeedSocial Services forWorldwide                  | 3,000   |
| Austin Riggs Foundation 25 Main St Stockbridge, MA 01262                                                               |                                                                                                           | Yes                            | Education inContinuingMental Health                        | 2,000   |
| Boca Helping Hands Inc 1500 NW 1rst Court<br>Boca Raton, FL 33432                                                      |                                                                                                           | No                             | Children of LowSocial Services forIncome Families          | 7,500   |
| Capital Area Food Bank 645 Taylor Street NE<br>Washington, DC 20017                                                    |                                                                                                           | No                             | For HungrySocial ServicesFamilies                          | 1,000   |
| Cystic Fibrosis Foundation of S FL 3443 N W 55th Street Bldg 1<br>Fort Lauderdale, FL 33309                            |                                                                                                           | Yes                            | & Search for CureEducation AboutFor Cyctic Fibrosis        | 10,000  |
| Congregation Shirat Shalom PO Box 971142<br>Boca Raton, FL 33497                                                       |                                                                                                           | No                             | Tuition AssistanceSocial Services -Low Income Families     | 10,000  |
| Doctors Without Borders 333 7th Avenue<br>New York, NY 10001                                                           |                                                                                                           | No                             | Phillipine TyphoonDisaster Relief -                        | 7,000   |
| The Magic Foundation 6645 W North Avenue<br>Oak Park, IL 60302                                                         |                                                                                                           | Yes                            | Assist Children withSocial Seviles -Improper Growth        | 10,000  |
| Florida Atlantic University Foundation 777 Glades Road<br>Boca Raton, FL 33431                                         |                                                                                                           | Yes                            | in Mental Health -Continuing EducationPsychiatry Clerkship | 12,500  |
| LUNgevity Foundation 218 S Wabush Avenue<br>Chicago, IL 60604                                                          |                                                                                                           | Yes                            | ProgramSecond Wind                                         | 1,000   |
| FL Psychoanalytic Foundation 420 S Dixie Hwy Ste 2F<br>Coral Gables, FL 33146                                          |                                                                                                           | Yes                            | in Mental HealthContinuing Education                       | 20,000  |
| Friendship Place 4713 Wisconsin Ave NW<br>Washington, DC 20016                                                         |                                                                                                           | No                             | Development forStaffAiding Homeless                        | 40,000  |
| Hospice by the Sea 1531 Palmetto Park Rd<br>Boca Raton, FL 33486                                                       |                                                                                                           | No                             | Terminal Illness -Palliative Care ofStaff Training         | 7,500   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                            | 331,500 |

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

| Recipient                                                                                                              | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                                   | Amount  |
|------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------|---------|
| Name and address (home or<br>business)                                                                                 |                                                                                                                    |                                      |                                                                       |         |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                                    |                                      |                                                                       |         |
| Moab Solutions PO Box 1549<br>Moab,UT 84532                                                                            |                                                                                                                    | No                                   | Homeless & ProtectSocial<br>Services forEcology                       | 2,000   |
| Jubilee Jumpstart 2525 Ontario Rd<br>NW<br>Washington,DC 20009                                                         |                                                                                                                    | No                                   | Child Care for LowSocial<br>Services -Income Families                 | 10,000  |
| Montgomery Hospice Foundation<br>6001 Muncaster Mill Road<br>Rockville,MD 20855                                        |                                                                                                                    | Yes                                  | Terminal IllnessPalliative Care<br>of                                 | 1,000   |
| Operation Breakthrough 3039 Troost<br>Kansas City,MO 64109                                                             |                                                                                                                    | No                                   | Child Care for LowSocial<br>Services -Income Families                 | 10,000  |
| Osteogenesis Imperfecta Fndn 804<br>W Diamond Ave Ste 210<br>Gaithersburg,MD 20878                                     |                                                                                                                    | Yes                                  | Clinical ResearchPilot Project<br>forStudy                            | 5,000   |
| Palm Beach County Medical Soc<br>3540 Forest Hill Blvd Ste 101<br>West Palm Beach,FL 33406                             |                                                                                                                    | Yes                                  | Subsidized Medical CareSocial<br>Services -For Low Income<br>Families | 10,000  |
| Regents of the Univ of CA Molecular<br>Biosciences<br>Davis,CA 95616                                                   |                                                                                                                    | No                                   | NutritionResearch - Feline                                            | 25,000  |
| Regents of the Univ of CA LAWR<br>Davis,CA 95616                                                                       |                                                                                                                    | No                                   | Tanji ServiceEducation -<br>KennithAward                              | 25,000  |
| Ruth Rales Jewish Family Serv<br>21300 Ruth Baron Coleman Blvd<br>Boca Raton,FL 33446                                  |                                                                                                                    | Yes                                  | Community Services forSocial<br>Services -Low Income Families         | 12,500  |
| Palisades Community Fund PO Box<br>40603<br>Washington,DC 20016                                                        |                                                                                                                    | No                                   | Services inEnhancedCommunity                                          | 5,000   |
| SE FL Assoc for Psych 4800 N<br>Federal Hwy Ste 203A<br>Boca Raton,FL 33432                                            |                                                                                                                    | No                                   | Education inContinuingMental<br>Health                                | 2,000   |
| St Teresa's Academy 5601 Main St<br>Kansas City,MO 64113                                                               |                                                                                                                    | No                                   | Education                                                             | 5,000   |
| U of Miami Dept of Psychiatry 1120<br>NW 14th St Rm 1455D28<br>Miami,FL 33136                                          |                                                                                                                    | No                                   | Education inContinuingMental<br>Health                                | 5,000   |
| U of FL Dept of Psychiatry 100<br>Newell Drive<br>Gainesville,FL 32610                                                 |                                                                                                                    | No                                   | Education inContinuingMental<br>Health                                | 1,500   |
| Save the Children 54 Wilton Rd<br>Westport,CT 06880                                                                    |                                                                                                                    | No                                   | Phillipine TyphoonDisaster<br>Relief -                                | 7,000   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                                    |                                      |                                                                       | 331,500 |

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

| Recipient                                                                                                            | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution                                     | Amount  |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------------------------|---------|
| Name and address (home or business)                                                                                  |                                                                                                           |                                |                                                                      |         |
| <b>a</b> <i>Paid during the year</i>                                                                                 |                                                                                                           |                                |                                                                      |         |
| Student Conservation Association<br>4245 North Fairfax Dr<br>Arlington, VA 22203                                     |                                                                                                           | No                             | Alaska Native YouthSocial Services -Development Program              | 12,000  |
| Tudor Place Foundation 1644 31st St NW<br>Washington, DC 20007                                                       |                                                                                                           | Yes                            | Natl & Cultural AwarenessEducation - Advancethrough American History | 1,000   |
| <b>Total</b> . . . . .  <b>3a</b> |                                                                                                           |                                |                                                                      | 331,500 |

**TY 2013 Investments Corporate  
Bonds Schedule****Name:** Ernst & Gertrude Ticho Charitable Foundation**EIN:** 54-6617185

| Name of Bond          | End of Year Book<br>Value | End of Year Fair<br>Market Value |
|-----------------------|---------------------------|----------------------------------|
| See Schedule Attached | 218,480                   | 239,222                          |



**TY 2013 Investments Corporate  
Stock Schedule****Name:** Ernst & Gertrude Ticho Charitable Foundation**EIN:** 54-6617185

| Name of Stock         | End of Year Book<br>Value | End of Year Fair<br>Market Value |
|-----------------------|---------------------------|----------------------------------|
| See Schedule Attached | 1,233,100                 | 1,349,664                        |
| See Schedule Attached | 2,103,465                 | 3,141,004                        |

# TY 2013 Investments Government Obligations Schedule

**Name:** Ernst & Gertrude Ticho Charitable Foundation

**EIN:** 54-6617185

**US Government Securities - End of  
Year Book Value:**

**US Government Securities - End of  
Year Fair Market Value:**

**State & Local Government  
Securities - End of Year Book  
Value:**

2,328,663

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

2,357,509

**TY 2013 Other Expenses Schedule****Name:** Ernst & Gertrude Ticho Charitable Foundation**EIN:** 54-6617185

| Description               | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|---------------------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| Office Supplies & Expense | 54                                | 22                       |                     | 32                                       |
| Storage                   | 1,956                             | 782                      |                     | 1,174                                    |
| Other Investment Expense  | 6,385                             | 6,385                    |                     |                                          |

## TY 2013 Other Income Schedule

**Name:** Ernst & Gertrude Ticho Charitable Foundation

**EIN:** 54-6617185

| Description            | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|------------------------|-----------------------------------|--------------------------|---------------------|
| 2012 Excise Tax Refund | 641                               |                          |                     |
| ROC                    | 247                               | 247                      |                     |

**TY 2013 Other Professional Fees Schedule****Name:** Ernst & Gertrude Ticho Charitable Foundation**EIN:** 54-6617185

| Category                             | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| Chevy Chase Trust Custody Fee        | 3,355  | 3,355                    |                        |                                             |
| Chevy Chase Trust Investment<br>Mgmt | 33,014 | 33,014                   |                        |                                             |
| Bernstein & Co Investment Mgmt       | 7,356  | 7,356                    |                        |                                             |

**TY 2013 Taxes Schedule****Name:** Ernst & Gertrude Ticho Charitable Foundation**EIN:** 54-6617185

| Category                 | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| Foreign Taxes Withheld   | 1,017  | 1,017                    |                        |                                             |
| 2013 Excise Tax Estimate | 6,500  |                          |                        |                                             |

## Capital Gains and Losses: Details

Account: THE ERNST & GERTRUDE TICH0 CHARITABLE FOUNDATION

01/01/2013 - 12/31/2013

|       | Short Term                  |          |          |          |          |          |
|-------|-----------------------------|----------|----------|----------|----------|----------|
| 10 00 | JM SMUCKER CO/THE           | 02/08/13 | 12/23/13 | 1,016 99 | 892 43   | 124 56   |
| 7 00  | JM SMUCKER CO/THE           | 01/10/13 | 12/23/13 | 711 89   | 628 31   | 83 58    |
| 5 00  | JM SMUCKER CO/THE           | 12/24/12 | 12/23/13 | 508 50   | 431 23   | 77 27    |
| 3 00  | INTUITIVE SURGICAL INC      | 07/19/13 | 12/03/13 | 1,118 50 | 1,134 36 | (15 86)  |
| 1 00  | INTUITIVE SURGICAL INC      | 04/22/13 | 12/03/13 | 372 84   | 476 88   | (104 04) |
| 1 00  | INTUITIVE SURGICAL INC      | 01/07/13 | 12/03/13 | 372 84   | 502 07   | (129 23) |
| 18 00 | GOLDMAN SACHS GROUP INC     | 01/09/13 | 11/18/13 | 2,995 21 | 2,405 47 | 589 74   |
| 20 00 | KRAFT FOODS GROUP INC-W/I   | 01/07/13 | 11/18/13 | 1,060 90 | 915 54   | 145 36   |
| 15 00 | CITRIX SYSTEMS INC          | 11/28/12 | 11/15/13 | 842 97   | 894 96   | (51 99)  |
| 1 00  | PRICELINE COM INC           | 04/10/13 | 11/06/13 | 1,061 82 | 718 54   | 343 28   |
| 10 00 | PETSMART                    | 02/27/13 | 10/25/13 | 728 04   | 636 10   | 91 94    |
| 15 00 | PETSMART                    | 12/21/12 | 10/25/13 | 1,092 05 | 1,041 23 | 50 82    |
| 55 00 | CAMPBELL SOUP CO            | 04/03/13 | 10/24/13 | 2,351 25 | 2,499 40 | (148 15) |
| 70 00 | EMC CORP/MASS               | 08/26/13 | 10/23/13 | 1,645 85 | 1,845 77 | (199 92) |
| 85 00 | EMC CORP/MASS               | 07/26/13 | 10/23/13 | 1,998 54 | 2,255 20 | (256 66) |
| 5 00  | KINDER MORGAN INC           | 10/26/12 | 10/21/13 | 176 99   | 173 50   | 3 49     |
| 10 00 | BOEING CO/THE               | 05/02/13 | 10/18/13 | 1,219 56 | 920 31   | 299 25   |
| 2 00  | AMAZON COM INC              | 10/26/12 | 10/17/13 | 615 06   | 471 30   | 143 76   |
| 45 00 | ABERCROMBIE & FITCH CO-CL A | 07/29/13 | 10/02/13 | 1,606 27 | 2,192 65 | (586 38) |
| 60 00 | DISCOVER FINANCIAL SERVICES | 12/04/12 | 09/25/13 | 3,054 10 | 2,463 16 | 590 94   |
| 15 00 | STERICYCLE INC              | 03/01/13 | 09/24/13 | 1,715 26 | 1,438 57 | 276 69   |
| 13 00 | MONSANTO CO                 | 02/22/13 | 09/20/13 | 1,380 11 | 1,286 25 | 93 86    |
| 35 00 | EXXON MOBIL CORP            | 03/11/13 | 09/12/13 | 3,084 29 | 3,120 69 | (36 40)  |
| 35 00 | GAMESTOP CORP-CLASS A       | 02/06/13 | 08/23/13 | 1,797 09 | 873 83   | 923 26   |
| 10 00 | DIAMOND OFFSHORE DRILLING   | 05/17/13 | 08/13/13 | 676 99   | 721 66   | (44 67)  |
| 21 00 | DIAMOND OFFSHORE DRILLING   | 11/14/12 | 08/13/13 | 1,421 67 | 1,335 95 | 85 72    |
| 14 00 | DIAMOND OFFSHORE DRILLING   | 11/08/12 | 08/13/13 | 947 78   | 922 61   | 25 17    |
| 5 00  | STERICYCLE INC              | 03/01/13 | 07/26/13 | 580 37   | 479 53   | 100 84   |

|       |                             |          |          |          |          |          |
|-------|-----------------------------|----------|----------|----------|----------|----------|
| 11 00 | VERTEX PHARMACEUTICALS INC  | 11/02/12 | 07/22/13 | 968 59   | 492 29   | 476 30   |
| 15 00 | FISERV INC                  | 05/22/13 | 07/19/13 | 1,374 81 | 1,344 00 | 30 81    |
| 12 00 | FISERV INC                  | 01/07/13 | 07/19/13 | 1,099 85 | 971 71   | 128 14   |
| 13 00 | FISERV INC                  | 12/27/12 | 07/19/13 | 1,191 50 | 1,022 72 | 168 78   |
| 25 00 | GENERAL ELECTRIC CO         | 01/25/13 | 07/16/13 | 587 05   | 555 88   | 31 17    |
| 5 00  | EXXON MOBIL CORP            | 08/20/12 | 07/16/13 | 465 34   | 439 02   | 26 32    |
| 2 00  | HARLEY DAVIDSON INC         | 07/13/12 | 07/10/13 | 107 55   | 88 02    | 19 53    |
| 65 00 | SAFEWAY INC                 | 03/25/13 | 06/20/13 | 1,508 44 | 1,687 54 | (179 10) |
| 7 00  | F5 NETWORKS INC             | 02/01/13 | 06/12/13 | 520 89   | 739 54   | (218 65) |
| 5 00  | F5 NETWORKS INC             | 07/05/12 | 06/12/13 | 372 07   | 510 64   | (138 57) |
| 5 00  | IDEXX LABS CORP             | 11/13/12 | 06/07/13 | 420 05   | 449 86   | (29 81)  |
| 6 00  | IDEXX LABS CORP             | 08/01/12 | 06/07/13 | 504 05   | 528 07   | (24 02)  |
| 5 00  | ALTRIA GROUP INC            | 07/26/12 | 06/06/13 | 178 24   | 178 49   | (0 25)   |
| 75 00 | MICRON TECHNOLOGY INC       | 07/05/12 | 05/22/13 | 840 70   | 513 37   | 327 33   |
| 8 00  | JM SMUCKER CO/THE           | 12/24/12 | 05/21/13 | 818 68   | 689 96   | 128 72   |
| 8 00  | EVEREST RE GROUP LTD        | 12/26/12 | 05/20/13 | 1,057 30 | 871 39   | 185 91   |
| 25 00 | TYSON FOODS INC-CL A        | 11/05/12 | 05/20/13 | 622 61   | 426 96   | 195 65   |
| 5 00  | TYSON FOODS INC-CL A        | 09/19/12 | 05/20/13 | 124 52   | 83 06    | 41 46    |
| 25 00 | MEDTRONIC INC               | 09/24/12 | 05/17/13 | 1,238 68 | 1,088 53 | 150 15   |
| 10 00 | MICROSOFT CORP              | 09/12/12 | 05/17/13 | 343 49   | 309 12   | 34 37    |
| 5 00  | MICROSOFT CORP              | 08/29/12 | 05/17/13 | 171 74   | 153 28   | 18 46    |
| 15 00 | MERCK & CO INC              | 08/07/12 | 05/17/13 | 682 91   | 666 89   | 16 02    |
| 10 00 | PHILIP MORRIS INTERNATIONAL | 05/21/12 | 05/16/13 | 959 39   | 844 98   | 114 41   |
| 25 00 | US BANCORP                  | 02/07/13 | 05/13/13 | 838 65   | 837 17   | 1 48     |
| 30 00 | US BANCORP                  | 08/20/12 | 05/13/13 | 1,006 37 | 992 32   | 14 05    |
| 40 00 | US BANCORP                  | 06/12/12 | 05/13/13 | 1,341 84 | 1,219 15 | 122 69   |
| 25 00 | TYSON FOODS INC-CL A        | 09/19/12 | 05/10/13 | 618 91   | 415 28   | 203 63   |
| 20 00 | ALTRIA GROUP INC            | 05/21/12 | 05/07/13 | 728 24   | 635 80   | 92 44    |
| 2 00  | CST BRANDS INC              | 02/14/13 | 05/03/13 | 59 45    | 61 27    | (1 82)   |
| 6 00  | CST BRANDS INC              | 01/24/13 | 05/03/13 | 178 36   | 197 61   | (19 25)  |
| 15 00 | EATON CORP PLC              | 08/02/12 | 05/01/13 | 893 29   | 641 38   | 251 91   |
| 20 00 | INTUIT INC                  | 02/06/13 | 04/26/13 | 1,173 93 | 1,254 63 | (80 70)  |
| 10 00 | INTUIT INC                  | 05/09/12 | 04/26/13 | 586 96   | 562 26   | 24 70    |
| 5 00  | IDEXX LABS CORP             | 08/01/12 | 04/23/13 | 434 52   | 440 06   | (5 54)   |
| 2 00  | IDEXX LABS CORP             | 07/20/12 | 04/23/13 | 173 81   | 179 34   | (5 53)   |
| 3 00  | LINKEDIN CORP - A           | 11/08/12 | 04/19/13 | 527 79   | 298 80   | 228 99   |
| 25 00 | TIBCO SOFTWARE INC          | 08/07/12 | 04/19/13 | 464 60   | 728 47   | (263 87) |



|       |                                |          |          |          |          |          |
|-------|--------------------------------|----------|----------|----------|----------|----------|
| 10 00 | TIBCO SOFTWARE INC             | 05/24/12 | 04/19/13 | 185 84   | 295 80   | (109 96) |
| 6 00  | IDEXX LABS CORP                | 07/20/12 | 04/12/13 | 535 33   | 538 01   | (2 68)   |
| 15 00 | EXXON MOBIL CORP               | 06/08/12 | 04/11/13 | 1,330 29 | 1,202 34 | 127 95   |
| 30 00 | ASTRAZENECA PLC-SPONS ADR      | 09/04/12 | 04/09/13 | 1,516 93 | 1,392 41 | 124 52   |
| 6 00  | SHERWIN-WILLIAMS CO/THE        | 06/01/12 | 03/22/13 | 1,011 27 | 750 26   | 261 01   |
| 1 00  | SHERWIN-WILLIAMS CO/THE        | 06/01/12 | 03/22/13 | 168 54   | 125 04   | 43 50    |
| 11 00 | HARRIS CORP                    | 01/07/13 | 03/21/13 | 488 61   | 549 47   | (60 86)  |
| 5 00  | JM SMUCKER CO/THE              | 12/24/12 | 03/21/13 | 481 12   | 431 23   | 49 89    |
| 9 00  | ULTA SALON COSMETICS & FRAGRAN | 12/13/12 | 03/21/13 | 699 58   | 851 17   | (151 59) |
| 1 00  | ULTA SALON COSMETICS & FRAGRAN | 12/10/12 | 03/21/13 | 77 73    | 99 85    | (22 12)  |
| 10 00 | DIAMOND OFFSHORE DRILLING      | 11/08/12 | 03/21/13 | 683 66   | 659 00   | 24 66    |
| 14 00 | HARRIS CORP                    | 09/28/12 | 03/21/13 | 621 87   | 715 31   | (93 44)  |
| 12 00 | LORILLARD INC                  | 07/05/12 | 03/21/13 | 477 78   | 542 79   | (65 01)  |
| 12 00 | AMGEN INC                      | 05/17/12 | 03/21/13 | 1,128 22 | 856 56   | 271 66   |
| 13 00 | MCKESSON CORP                  | 06/01/12 | 03/19/13 | 1,375 62 | 1,126 97 | 248 65   |
| 3 00  | SHERWIN-WILLIAMS CO/THE        | 06/01/12 | 03/15/13 | 508 47   | 375 13   | 133 34   |
| 6 00  | IDEXX LABS CORP                | 07/20/12 | 03/14/13 | 555 01   | 538 02   | 16 99    |
| 6 00  | F5 NETWORKS INC                | 04/20/12 | 03/14/13 | 549 49   | 799 17   | (249 68) |
| 35 00 | MGM RESORTS INTERNATIONAL      | 04/03/12 | 03/14/13 | 464 88   | 485 37   | (20 49)  |
| 14 00 | COACH INC                      | 05/24/12 | 03/08/13 | 682 11   | 963 09   | (280 98) |
| 5 00  | COACH INC                      | 04/27/12 | 03/08/13 | 243 61   | 370 29   | (126 68) |
| 6 00  | COACH INC                      | 04/24/12 | 03/08/13 | 292 33   | 433 13   | (140 80) |
| 2 00  | CHIPOTLE MEXICAN GRILL-CL A    | 06/15/12 | 03/07/13 | 652 93   | 801 92   | (148 99) |
| 3 00  | VISA INC - CLASS A SHRS        | 03/07/12 | 03/01/13 | 474 05   | 346 03   | 128 02   |
| 20 00 | DIRECTV                        | 11/08/12 | 02/26/13 | 963 93   | 992 01   | (28 08)  |
| 7 00  | ULTA SALON COSMETICS & FRAGRAN | 12/10/12 | 02/19/13 | 597 01   | 698 94   | (101 93) |
| 20 00 | MGM RESORTS INTERNATIONAL      | 02/28/12 | 02/19/13 | 256 09   | 271 00   | (14 91)  |
| 20 00 | MARSH & MCLENNAN COS INC       | 01/09/13 | 02/12/13 | 710 03   | 697 10   | 12 93    |
| 30 00 | MARSH & MCLENNAN COS INC       | 12/26/12 | 02/12/13 | 1,065 05 | 1,039 80 | 25 25    |
| 5 00  | ASTRAZENECA PLC-SPONS ADR      | 09/04/12 | 02/12/13 | 236 17   | 232 07   | 4 10     |
| 10 00 | HARRIS CORP                    | 09/28/12 | 02/07/13 | 464 95   | 510 94   | (45 99)  |
| 11 00 | PROCTER & GAMBLE CO            | 05/21/12 | 02/06/13 | 830 00   | 695 64   | 134 36   |
| 25 00 | BB&T CORP                      | 09/19/12 | 02/05/13 | 773 18   | 841 04   | (67 86)  |
| 35 00 | BB&T CORP                      | 09/12/12 | 02/05/13 | 1,082 46 | 1,148 46 | (66 00)  |
| 45 00 | NV ENERGY INC                  | 07/25/12 | 02/01/13 | 854 02   | 800 61   | 53 41    |
| 3 00  | MCKESSON CORP                  | 06/01/12 | 02/01/13 | 311 69   | 260 07   | 51 62    |
| 15 00 | TIBCO SOFTWARE INC             | 05/24/12 | 02/01/13 | 356 78   | 443 70   | (86 92)  |

|       |                              |          |          |           |           |          |
|-------|------------------------------|----------|----------|-----------|-----------|----------|
| 6 00  | MCKESSON CORP                | 05/08/12 | 02/01/13 | 623 38    | 535 79    | 87 59    |
| 15 00 | TIBCO SOFTWARE INC           | 03/15/12 | 02/01/13 | 356 79    | 458 01    | (101 22) |
| 15 00 | TIBCO SOFTWARE INC           | 03/15/12 | 02/01/13 | 356 79    | 458 00    | (101 21) |
| 21 06 | OVERLAY B PORTFOLIO CLASS 1  | 03/27/12 | 01/30/13 | 228 69    | 231 43    | (2 74)   |
| 11 00 | STARZ-LIBERTY CAPITAL        | 10/26/12 | 01/16/13 | 172 99    | 140 93    | 32 06    |
| 7 00  | PARTNERRE LTD                | 11/08/12 | 01/09/13 | 581 50    | 564 08    | 17 42    |
| 5 00  | LIBERTY MEDIA CORP - LIBER-A | 10/26/12 | 01/09/13 | 606 30    | 559 52    | 46 78    |
| 8 00  | UNITED TECHNOLOGIES CORP     | 09/07/12 | 01/09/13 | 676 25    | 635 01    | 41 24    |
| 13 00 | UNITED TECHNOLOGIES CORP     | 08/27/12 | 01/09/13 | 1,098 91  | 1,049 34  | 49 57    |
| 7 00  | SHERWIN-WILLIAMS CO/THE      | 06/01/12 | 01/09/13 | 1,135 61  | 875 31    | 260 30   |
| 7 00  | INTL BUSINESS MACHINES CORP  | 05/31/12 | 01/09/13 | 1,343 59  | 1,355 18  | (11 59)  |
|       | <b>Total Short Term</b>      |          |          | 92,226 33 | 87,538 70 | 4,687 63 |

#### Long Term

|       |                                |          |          |          |          |          |
|-------|--------------------------------|----------|----------|----------|----------|----------|
| 9 00  | CLOROX COMPANY                 | 08/21/12 | 01/03/13 | 665 58   | 650 62   | 14 96    |
| 21 00 | CLOROX COMPANY                 | 08/07/12 | 01/03/13 | 1,553 03 | 1,488 25 | 64 78    |
| 25 00 | CISCO SYSTEMS INC              | 02/15/12 | 12/16/13 | 510 10   | 503 73   | 6 37     |
| 40 00 | CISCO SYSTEMS INC              | 02/08/12 | 12/16/13 | 816 15   | 806 87   | 9 28     |
| 15 00 | CISCO SYSTEMS INC              | 02/07/12 | 12/16/13 | 306 06   | 303 82   | 2 24     |
| 2 00  | INTL BUSINESS MACHINES CORP    | 08/29/12 | 12/13/13 | 346 25   | 391 20   | (44 95)  |
| 6 00  | INTL BUSINESS MACHINES CORP    | 05/31/12 | 12/13/13 | 1,038 76 | 1,161 58 | (122 82) |
| 5 00  | INTUITIVE SURGICAL INC         | 11/13/12 | 12/03/13 | 1,864 19 | 2,669 44 | (805 25) |
| 10 00 | WELLPOINT INC                  | 05/17/12 | 12/03/13 | 926 17   | 659 10   | 267 07   |
| 10 00 | WELLPOINT INC                  | 11/30/11 | 12/03/13 | 926 17   | 698 94   | 227 23   |
| 10 00 | WELLPOINT INC                  | 08/30/11 | 12/03/13 | 926 17   | 625 57   | 300 60   |
| 10 00 | WELLPOINT INC                  | 05/02/11 | 12/03/13 | 926 17   | 774 69   | 151 48   |
| 4 00  | BIOGEN IDEC INC                | 08/27/12 | 11/26/13 | 1,159 47 | 589 24   | 570 23   |
| 3 00  | INTERCONTINENTALEXCHANGE GROUP | 08/30/12 | 11/22/13 | 648 36   | 406 55   | 241 81   |
| 10 00 | KINDER MORGAN INC              | 11/12/12 | 11/21/13 | 352 47   | 325 73   | 26 74    |
| 2 00  | AMAZON COM INC                 | 10/26/12 | 11/21/13 | 732 07   | 471 30   | 260 77   |
| 10 00 | KINDER MORGAN INC              | 10/26/12 | 11/21/13 | 352 47   | 347 01   | 5 46     |
| 24 00 | KRAFT FOODS GROUP INC-W/I      | 10/08/12 | 11/18/13 | 1,273 07 | 1,133 80 | 139 27   |
| 3 00  | KRAFT FOODS GROUP INC-W/I      | 08/27/12 | 11/18/13 | 159 13   | 144 22   | 14 91    |
| 8 00  | KRAFT FOODS GROUP INC-W/I      | 08/02/12 | 11/18/13 | 424 36   | 337 57   | 86 79    |
| 5 00  | CISCO SYSTEMS INC              | 02/07/12 | 11/18/13 | 106 75   | 101 28   | 5 47     |

|       |                                           |          |          |          |          |          |
|-------|-------------------------------------------|----------|----------|----------|----------|----------|
| 40 00 | CISCO SYSTEMS INC                         | 12/27/11 | 11/18/13 | 854 00   | 741 97   | 112 03   |
| 10 00 | VIACOM INC-CLASS B                        | 11/01/11 | 11/18/13 | 797 85   | 420 31   | 377 54   |
| 10 00 | CITRIX SYSTEMS INC                        | 10/11/12 | 11/15/13 | 561 98   | 673 73   | (111 75) |
| 10 00 | CITRIX SYSTEMS INC                        | 07/11/11 | 11/15/13 | 561 98   | 796 33   | (234 35) |
| 10 00 | WELLPOINT INC                             | 04/27/11 | 11/13/13 | 876 32   | 747 00   | 129 32   |
| 17 00 | WELLPOINT INC                             | 04/05/11 | 11/13/13 | 1,489 74 | 1,188 02 | 301 72   |
| 13 00 | WELLPOINT INC                             | 03/07/11 | 11/13/13 | 1,139 22 | 881 92   | 257 30   |
| 15 00 | CIT GROUP INC                             | 01/13/12 | 11/01/13 | 720 23   | 552 80   | 167 43   |
| 10 00 | LYONDELLBASELL INDU-CL A                  | 12/22/11 | 11/01/13 | 739 72   | 299 49   | 440 23   |
| 5 00  | CIT GROUP INC                             | 12/14/11 | 11/01/13 | 240 08   | 167 25   | 72 83    |
| 21 71 | OVERLAY B PORTFOLIO CLASS 1               | 03/27/12 | 10/25/13 | 245 56   | 238 61   | 6 95     |
| 28 32 | BERNSTEIN INTERMEDIATE DURATION PORTFOLIO | 12/04/07 | 10/25/13 | 384 85   | 376 36   | 8 49     |
| 20 00 | FIDELITY NATIONAL FINANCIAL IN            | 10/05/12 | 10/23/13 | 529 03   | 451 56   | 77 47    |
| 55 00 | FIDELITY NATIONAL FINANCIAL IN            | 09/19/12 | 10/23/13 | 1,454 82 | 1,104 77 | 350 05   |
| 50 00 | KINDER MORGAN INC                         | 10/17/12 | 10/21/13 | 1,769 92 | 1,786 80 | (16 88)  |
| 10 00 | THE WALT DISNEY CO                        | 10/03/11 | 10/17/13 | 662 57   | 296 30   | 366 27   |
| 20 00 | MACY'S INC                                | 07/16/12 | 10/15/13 | 854 78   | 675 96   | 178 82   |
| 3 00  | COGNIZANT TECH SOLUTIONS-A                | 04/23/12 | 10/15/13 | 261 77   | 215 03   | 46 74    |
| 12 00 | COGNIZANT TECH SOLUTIONS-A                | 04/10/12 | 10/15/13 | 1,047 10 | 903 85   | 143 25   |
| 35 00 | DELTA AIR LINES INC                       | 07/20/11 | 10/14/13 | 841 95   | 287 60   | 554 35   |
| 15 00 | DELTA AIR LINES INC                       | 07/20/11 | 10/10/13 | 368 13   | 123 26   | 244 87   |
| 30 00 | DELTA AIR LINES INC                       | 02/23/11 | 10/10/13 | 736 27   | 314 20   | 422 07   |
| 5 00  | EOG RESOURCES INC                         | 07/26/11 | 10/04/13 | 866 75   | 532 60   | 334 15   |
| 3 00  | EOG RESOURCES INC                         | 07/20/11 | 10/04/13 | 520 05   | 312 86   | 207 19   |
| 3 00  | PRECISION CASTPARTS CORP                  | 10/31/11 | 10/02/13 | 685 90   | 491 79   | 194 11   |
| 10 00 | WAL-MART STORES INC                       | 05/21/12 | 09/17/13 | 751 98   | 629 19   | 122 79   |
| 5 00  | THE WALT DISNEY CO                        | 10/03/11 | 09/10/13 | 312 95   | 148 15   | 164 80   |
| 5 00  | THE WALT DISNEY CO                        | 08/16/11 | 09/10/13 | 312 95   | 167 37   | 145 58   |
| 4 00  | BIOGEN IDEC INC                           | 08/27/12 | 09/06/13 | 907 86   | 589 24   | 318 62   |
| 5 00  | CHEVRON CORP                              | 06/08/12 | 08/23/13 | 594 83   | 500 99   | 93 84    |
| 10 00 | TIME WARNER CABLE                         | 11/30/11 | 08/16/13 | 1,100 09 | 598 77   | 501 32   |
| 1 00  | TIME WARNER CABLE                         | 11/01/11 | 08/16/13 | 110 01   | 63 50    | 46 51    |
| 50 00 | APPLIED MATERIALS INC                     | 02/03/12 | 08/09/13 | 782 38   | 641 53   | 140 85   |
| 75 00 | APPLIED MATERIALS INC                     | 12/23/11 | 08/09/13 | 1,173 58 | 800 29   | 373 29   |
| 50 00 | APPLIED MATERIALS INC                     | 11/23/11 | 08/09/13 | 782 39   | 517 69   | 264 70   |
| 3 00  | PRECISION CASTPARTS CORP                  | 10/31/11 | 08/09/13 | 657 94   | 491 80   | 166 14   |
| 10 00 | NATIONAL - OILWELL INC                    | 06/21/12 | 07/26/13 | 714 28   | 663 44   | 50 84    |

|           |                                           |          |          |           |           |          |
|-----------|-------------------------------------------|----------|----------|-----------|-----------|----------|
| 7 00      | NATIONAL - OILWELL INC                    | 03/29/12 | 07/26/13 | 500 00    | 543 44    | (43 44)  |
| 21 34     | OVERLAY B PORTFOLIO CLASS 1               | 03/27/12 | 07/26/13 | 236 83    | 234 48    | 2 35     |
| 26 27     | BERNSTEIN INTERMEDIATE DURATION PORTFOLIO | 12/04/07 | 07/26/13 | 354 85    | 349 08    | 5 77     |
| 18 00     | HARLEY DAVIDSON INC                       | 07/13/12 | 07/25/13 | 1,006 20  | 792 15    | 214 05   |
| 4 00      | TIME WARNER CABLE                         | 11/01/11 | 07/19/13 | 466 73    | 253 98    | 212 75   |
| 5 00      | TIME WARNER CABLE                         | 11/01/11 | 07/19/13 | 583 42    | 317 48    | 265 94   |
| 4 00      | TIME WARNER CABLE                         | 12/03/09 | 07/19/13 | 466 74    | 170 84    | 295 90   |
| 25 00     | EXXON MOBIL CORP                          | 06/08/12 | 07/16/13 | 2,326 71  | 2,003 89  | 322 82   |
| 100 00    | GENERAL ELECTRIC CO                       | 12/22/11 | 07/16/13 | 2,348 21  | 1,810 09  | 538 12   |
| 3 00      | SCHLUMBERGER LTD                          | 08/24/11 | 07/15/13 | 230 86    | 225 60    | 5 26     |
| 10 00     | HEWLETT-PACKARD CO                        | 08/05/11 | 07/15/13 | 261 84    | 324 79    | (62 95)  |
| 15 00     | HEWLETT-PACKARD CO                        | 05/26/11 | 07/15/13 | 392 75    | 546 36    | (153 61) |
| 10 00     | HEWLETT-PACKARD CO                        | 02/24/11 | 07/15/13 | 261 84    | 427 36    | (165 52) |
| 7 00      | SCHLUMBERGER LTD                          | 09/22/10 | 07/15/13 | 538 69    | 414 33    | 124 36   |
| 30,000 00 | HARRISONBURG VA REDEV & HSG AU            | 01/01/50 | 07/15/13 | 30,000 00 | 29,521 61 | 478 39   |
| 15 00     | HARLEY DAVIDSON INC                       | 11/03/11 | 07/10/13 | 806 63    | 584 04    | 222 59   |
| 10 00     | CITRIX SYSTEMS INC                        | 05/27/11 | 07/02/13 | 616 00    | 871 82    | (255 82) |
| 2 00      | APPLE INC                                 | 09/25/08 | 06/17/13 | 867 40    | 261 89    | 605 51   |
| 20 00     | ALTRIA GROUP INC                          | 05/21/12 | 06/06/13 | 712 96    | 635 80    | 77 16    |
| 35 00     | KROGER CO                                 | 11/29/10 | 06/06/13 | 1,156 26  | 800 68    | 355 58   |
| 7 00      | F5 NETWORKS INC                           | 05/24/12 | 06/05/13 | 538 57    | 767 31    | (228 74) |
| 1 00      | NATIONAL - OILWELL INC                    | 03/29/12 | 06/04/13 | 69 80     | 77 63     | (7 83)   |
| 7 00      | NATIONAL - OILWELL INC                    | 02/16/12 | 06/04/13 | 488 58    | 586 98    | (98 40)  |
| 60 00     | MICRON TECHNOLOGY INC                     | 11/01/11 | 05/22/13 | 672 56    | 322 17    | 350 39   |
| 10 00     | JPMORGAN CHASE & CO                       | 03/22/12 | 05/17/13 | 518 83    | 447 63    | 71 20    |
| 1 00      | PRECISION CASTPARTS CORP                  | 10/31/11 | 05/17/13 | 212 01    | 163 93    | 48 08    |
| 3 00      | PRECISION CASTPARTS CORP                  | 08/04/11 | 05/17/13 | 636 05    | 455 55    | 180 50   |
| 15 00     | UNITEDHEALTH GROUP INC                    | 04/30/12 | 05/14/13 | 928 07    | 838 52    | 89 55    |
| 2 00      | UNITEDHEALTH GROUP INC                    | 11/01/11 | 05/14/13 | 123 74    | 92 41     | 31 33    |
| 5 00      | APPLIED MATERIALS INC                     | 11/23/11 | 05/08/13 | 73 44     | 51 77     | 21 67    |
| 45 00     | APPLIED MATERIALS INC                     | 10/18/11 | 05/08/13 | 660 97    | 520 27    | 140 70   |
| 30 00     | ALTRIA GROUP INC                          | 11/01/11 | 05/07/13 | 1,092 36  | 812 97    | 279 39   |
| 15 00     | ALTRIA GROUP INC                          | 03/25/11 | 05/07/13 | 546 18    | 389 74    | 156 44   |
| 25 00     | KROGER CO                                 | 11/29/10 | 05/07/13 | 870 34    | 571 92    | 298 42   |
| 25 00     | PFIZER INC                                | 12/04/07 | 05/03/13 | 724 25    | 587 99    | 136 26   |
| 10 00     | NATIONAL - OILWELL INC                    | 02/14/12 | 05/01/13 | 650 22    | 835 21    | (184 99) |
| 13 00     | UNITEDHEALTH GROUP INC                    | 11/01/11 | 05/01/13 | 773 24    | 600 63    | 172 61   |

|       |                                           |          |          |          |          |         |
|-------|-------------------------------------------|----------|----------|----------|----------|---------|
| 5 00  | SCHLUMBERGER LTD                          | 04/12/10 | 05/01/13 | 368 35   | 332 45   | 35 90   |
| 5 00  | SCHLUMBERGER LTD                          | 03/22/10 | 05/01/13 | 368 36   | 316 60   | 51 76   |
| 5 00  | SCHLUMBERGER LTD                          | 03/01/10 | 05/01/13 | 368 35   | 307 18   | 61 17   |
| 10 00 | INTUIT INC                                | 08/03/11 | 04/26/13 | 586 97   | 456 85   | 130 12  |
| 10 00 | INTUIT INC                                | 03/29/11 | 04/26/13 | 586 97   | 516 02   | 70 95   |
| 5 00  | INTUIT INC                                | 02/17/11 | 04/26/13 | 293 48   | 251 28   | 42 20   |
| 21 40 | OVERLAY B PORTFOLIO CLASS 1               | 03/27/12 | 04/25/13 | 239 08   | 235 23   | 3 85    |
| 25 90 | BERNSTEIN INTERMEDIATE DURATION PORTFOLIO | 12/04/07 | 04/25/13 | 364 90   | 344 18   | 20 72   |
| 5 00  | STARBUCKS CORP                            | 11/08/10 | 04/23/13 | 296 37   | 153 32   | 143 05  |
| 5 00  | STARBUCKS CORP                            | 10/29/10 | 04/23/13 | 296 37   | 142 80   | 153 57  |
| 15 00 | CIT GROUP INC                             | 12/14/11 | 04/08/13 | 635 51   | 501 75   | 133 76  |
| 60 00 | MICRON TECHNOLOGY INC                     | 11/01/11 | 04/08/13 | 557 08   | 322 18   | 234 90  |
| 6 00  | NOBLE ENERGY INC                          | 08/11/10 | 04/08/13 | 685 46   | 406 63   | 278 83  |
| 1 00  | GOOGLE INC-CL A                           | 08/21/09 | 04/04/13 | 794 05   | 464 51   | 329 54  |
| 25 00 | PFIZER INC                                | 12/04/07 | 04/01/13 | 718 27   | 588 00   | 130 27  |
| 25 00 | TYSON FOODS INC-CL A                      | 11/01/11 | 03/27/13 | 599 78   | 473 84   | 125 94  |
| 5 00  | TYSON FOODS INC-CL A                      | 06/23/11 | 03/27/13 | 119 96   | 92 74    | 27 22   |
| 15 00 | KROGER CO                                 | 11/29/10 | 03/25/13 | 489 58   | 343 15   | 146 43  |
| 15 00 | LORILLARD INC                             | 11/01/11 | 03/21/13 | 597 23   | 539 91   | 57 32   |
| 30 00 | CITIGROUP INC                             | 10/25/11 | 03/21/13 | 1,379 76 | 934 68   | 445 08  |
| 23 00 | LORILLARD INC                             | 10/07/11 | 03/21/13 | 915 75   | 890 22   | 25 53   |
| 15 00 | CITIGROUP INC                             | 07/22/11 | 03/21/13 | 689 88   | 602 69   | 87 19   |
| 70 00 | MGM RESORTS INTERNATIONAL                 | 02/28/12 | 03/14/13 | 929 77   | 948 50   | (18 73) |
| 7 00  | LORILLARD INC                             | 10/07/11 | 03/04/13 | 268 12   | 270 94   | (2 82)  |
| 18 00 | LORILLARD INC                             | 08/15/11 | 03/04/13 | 689 44   | 623 41   | 66 03   |
| 10 00 | MGM RESORTS INTERNATIONAL                 | 02/02/12 | 02/19/13 | 128 05   | 138 69   | (10 64) |
| 25 00 | MGM RESORTS INTERNATIONAL                 | 02/02/12 | 02/19/13 | 320 12   | 346 72   | (26 60) |
| 40 00 | MGM RESORTS INTERNATIONAL                 | 01/27/12 | 02/19/13 | 512 18   | 522 13   | (9 95)  |
| 10 00 | BP PLC-SPONS ADR                          | 11/25/11 | 02/13/13 | 424 59   | 398 40   | 26 19   |
| 15 00 | BP PLC-SPONS ADR                          | 11/01/11 | 02/13/13 | 636 88   | 633 84   | 3 04    |
| 20 00 | BP PLC-SPONS ADR                          | 10/28/11 | 02/13/13 | 849 17   | 907 45   | (58 28) |
| 15 00 | BP PLC-SPONS ADR                          | 10/11/11 | 02/13/13 | 636 88   | 572 19   | 64 69   |
| 15 00 | BP PLC-SPONS ADR                          | 10/06/11 | 02/13/13 | 636 88   | 543 09   | 93 79   |
| 30 00 | BP PLC-SPONS ADR                          | 09/14/11 | 02/13/13 | 1,273 76 | 1,146 58 | 127 18  |
| 15 00 | ASTRAZENECA PLC-SPONS ADR                 | 11/30/11 | 02/12/13 | 708 51   | 690 02   | 18 49   |
| 5 00  | ASTRAZENECA PLC-SPONS ADR                 | 11/01/11 | 02/12/13 | 236 17   | 236 68   | (0 51)  |
| 10 00 | ASTRAZENECA PLC-SPONS ADR                 | 11/01/11 | 02/07/13 | 474 51   | 473 35   | 1 16    |

|                        |                                           |          |          |            |            |           |
|------------------------|-------------------------------------------|----------|----------|------------|------------|-----------|
| 10 00                  | ASTRAZENECA PLC-SPONS ADR                 | 08/29/11 | 02/07/13 | 474 52     | 471 62     | 2 90      |
| 15 00                  | UNITEDHEALTH GROUP INC                    | 08/12/11 | 02/07/13 | 855 05     | 673 37     | 181 68    |
| 10 00                  | ASTRAZENECA PLC-SPONS ADR                 | 12/14/10 | 02/07/13 | 474 51     | 489 71     | (15 20)   |
| 20 00                  | ASTRAZENECA PLC-SPONS ADR                 | 12/10/10 | 02/07/13 | 949 02     | 955 50     | (6 48)    |
| 15 00                  | ASTRAZENECA PLC-SPONS ADR                 | 12/06/10 | 02/07/13 | 711 77     | 715 79     | (4 02)    |
| 5 00                   | ASTRAZENECA PLC-SPONS ADR                 | 05/25/10 | 02/07/13 | 237 26     | 203 23     | 34 03     |
| 10 00                  | DANAHER CORP                              | 05/04/10 | 02/07/13 | 601 53     | 415 12     | 186 41    |
| 20 00                  | AT&T INC                                  | 11/01/11 | 02/06/13 | 707 33     | 576 03     | 131 30    |
| 45 00                  | NV ENERGY INC                             | 10/10/11 | 02/01/13 | 854 03     | 683 50     | 170 53    |
| 20 00                  | NV ENERGY INC                             | 08/16/11 | 02/01/13 | 379 57     | 290 99     | 88 58     |
| 26 00                  | BERNSTEIN INTERMEDIATE DURATION PORTFOLIO | 12/04/07 | 01/30/13 | 362 72     | 345 55     | 17 17     |
| 20 00                  | DELTA AIR LINES INC                       | 02/23/11 | 01/23/13 | 277 62     | 209 46     | 68 16     |
| 40 00                  | DELTA AIR LINES INC                       | 01/25/11 | 01/23/13 | 555 23     | 468 11     | 87 12     |
| 10 00                  | CITRIX SYSTEMS INC                        | 01/06/11 | 01/23/13 | 689 56     | 688 63     | 0 93      |
| 30 00                  | ALTRIA GROUP INC                          | 03/25/11 | 01/09/13 | 958 02     | 779 49     | 178 53    |
| 12 00                  | UNITEDHEALTH GROUP INC                    | 08/08/11 | 01/08/13 | 621 19     | 511 69     | 109 50    |
| 3 00                   | UNITEDHEALTH GROUP INC                    | 06/30/11 | 01/08/13 | 155 30     | 155 30     | -         |
| 0 00                   | CST BRANDS INC                            | 01/01/01 | 05/10/13 | 10 47      | -          | 10 47     |
| <b>Total Long Term</b> |                                           |          |          | 127,690 13 | 110,496 47 | 17,193 66 |

