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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

OMB No 1545-0052

2013

Open to Public Inspection

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation JOSEPH AND RAE GANN CHARITABLE FOUNDATION			A Employer identification number 65-6043241	
Number and street (or PO box number if mail is not delivered to street address) 10185 COLLINS AVENUE		Room/suite 317	B Telephone number (see instructions)	
City or town BAL HARBOUR	State FL	ZIP code 33154	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name	Foreign province/state/country	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 41,883,137		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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 type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	520	520		
	4 Dividends and interest from securities	1,031,668	1,031,668		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-371,329			
	b Gross sales price for all assets on line 6a 1,472,613				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-96,186				
12 Total. Add lines 1 through 11	564,673	1,032,188	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,400			
	c Other professional fees (attach schedule)	7,656			
	17 Interest	5			
	18 Taxes (attach schedule) (see instructions)	20,764			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	312			
	24 Total operating and administrative expenses. Add lines 13 through 23	37,137	0	0	0
	25 Contributions, gifts, grants paid	1,657,450			1,657,450
26 Total expenses and disbursements. Add lines 24 and 25	1,694,587	0	0	1,657,450	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,129,914				
b Net investment income (if negative, enter -0-)		1,032,188			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2013)

12 6/4

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	34,596	74,227	74,227
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	39,402	18,017	18,017
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	37,810,957	36,706,079	41,784,388
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ DIVIDENDS RECORDED BUT NO)		6,505	6,505
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	37,884,955	36,804,828	41,883,137
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 ▶ MARGIN BALANCE)		49,786	
	23 Total liabilities (add lines 17 through 22)	0	49,786	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	37,884,955	36,755,042	
	30 Total net assets or fund balances (see instructions)	37,884,955	36,755,042	
	31 Total liabilities and net assets/fund balances (see instructions)	37,884,955	36,804,828	

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	37,884,955
2 Enter amount from Part I, line 27a	2	-1,129,914
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1
4 Add lines 1, 2, and 3	4	36,755,042
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	36,755,042

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-371,329
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	-2,969

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☒ Yes ☐ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,498,114	33,513,000	0.044702
2011	1,390,076	30,343,937	0.045811
2010	1,170,980	28,384,393	0.041254
2009	1,911,794	23,934,697	0.079875
2008	1,926,809	39,052,166	0.049339

2 Total of line 1, column (d)	2	0.260981
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052196
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	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	0

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	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	1	20,644
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	20,644
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	20,644
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	18,017
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	18,017
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,628
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MELVIN GOOBER, CPA Telephone no ▶ (508) 230-8399 Located at ▶ 55 PRESTON PLACE NORTH EASTON MA ZIP+4 ▶ 02356			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20 ____ , 20 09 , 20 00 , 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	X
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/></p> <p>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?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>5b</p> <p>6b</p> <p>7b</p>	<p>N/A</p> <p></p> <p>X</p> <p>X</p>
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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
NONE				

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	37,796,547
b	Average of monthly cash balances	1b	216,495
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	38,013,042
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	3,830
3	Subtract line 2 from line 1d	3	38,009,212
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	570,138
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,439,074
6	Minimum investment return. Enter 5% of line 5	6	1,871,954

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	1,871,954
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,644
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	20,644
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,851,310
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,851,310
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	1,851,310

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	1,657,450
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	1,657,450
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	1,657,450

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,851,310
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,650,927	
b Total for prior years 20 09 , 20 10 , 20 11		4,010,497		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,657,450				
a Applied to 2012, but not more than line 2a			1,650,927	
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				6,523
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		4,010,497		
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		4,010,497		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,844,787
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
-
- 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 or e-mail address of the person to whom applications should be addressed
-
- b** The form in which applications should be submitted and information and materials they should include
-
- c** Any submission deadlines
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
-

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> SEE ATTACHED STATEMENT				SEE ATTACHED	1,657,450
Total					3a 1,657,450
b <i>Approved for future payment</i>					
Total					3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments		520			
4	Dividends and interest from securities		1,031,668			
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory		-371,329			
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a MLP - K-1 LOSS		-72,803			
b	OPTIONS LOSSES		-26,004			
c	SEC 1231 GAIN - K-1		80			
d	ROYALTY - K-1		2,541			
e						
12	Subtotal Add columns (b), (d), and (e)		564,673		0	0
13	Total. Add line 12, columns (b), (d), and (e)				13	564,673

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee Shirley R. Saunders Date 5/5/14 Title TRUSTEE

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

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

MELVIN GOOBER

Preparer's signature

Miller 4206

Date _____

4/26/2014

Check ☒ if
self-employed

PTIN

P00041712

Firm's name ▶ MELVIN GOOBER, CPA

Firm's EIN ► 45-0624427

Firm's address ► 55 PRESTON PLACE, NORTH EASTON, MA 02356

Phone no	(508) 230-8399
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**All charitable contributions made to all organizations listed are
Charitable Organizations recognized as such by IRS Section 503(c)(3)
for religious, charitable, educational, scientific, literary, prevention
of cruelty to children or animals purposes.**

Hebrew College	211,500.00
Combined Jewish Philanthropies Of Greater Boston	150,000.00
American Jewish Historical Society	100,000.00
Gann Academy - New Jewish High School	75,000.00
Jewish Community Day School	73,000.00
Solomon Schechter Day School	68,000.00
American Friends Of Mosdos Boston In Israel	60,000.00
Shaloh House	57,662.00
JCC's Of Greater Boston	52,500.00
Rashi School, Inc.	50,500.00
Beth Menachem Chabad	50,000.00
Chelsea Jewish Nursing Home Foundation, Inc.	50,000.00
Temple Emanuel	32,435.00
Friends Of Lithuanian Jewry	23,000.00
Boston Jewish Film Festival	22,905.00
ROFEH International	22,000.00
Torah Academy	21,000.00
Bais Yaakov Of Boston, Inc.	20,860.00
Congregation Beth El-Atereth Israel	15,060.00
Gateways Access To Jewish Education, Inc.	15,000.00
Americans For Peace & Tolerance	14,500.00
Friends Of The IDF	14,000.00
Chabad Jewish Center	13,500.00
JINSA	13,000.00
American Friends Of Magen David Adom	12,200.00
AMIT Women	11,800.00
Jewish Community Housing For The Elderly	11,000.00
Kollel Of Greater Boston, Inc.	11,000.00
Touro Synagogue Foundation	11,000.00
Metrowest Jewish Day School	10,680.00
Aish Campus	10,000.00
AJHS	10,000.00
American Technion Society	10,000.00
Congregation Ohr Torah	10,000.00
Friends Of JCHE	10,000.00
International Association Of Jewish Genealogical Societies	10,000.00
Kehillah Schechter Academy	10,000.00
Mesivta Of Greater Boston	10,000.00
New Center For Arts & Culture	10,000.00
New England Hebrew Academy	10,000.00
The Vilna Shul - Boston's Center For Jewish Culture	10,000.00
Toras Emes Academy Of Miami	10,000.00
Union Of Orthodox Jewish Congregations Of America	10,000.00
Young Israel Programs - CYIR	10,000.00
Friends Of Israel Disabled Veterans	7,000.00
Hadassah The Women's Zionist Organization Of America	6,960.00
Massachusetts General Hospital Fund	6,180.00

**All charitable contributions made to all organizations listed are
Charitable Organizations recognized as such by IRS Section 503(c)(3)
for religious, charitable, educational, scientific, literary, prevention
of cruelty to children or animals purposes.**

The Shul Of Bal Harbour	6,030.00
Boston Youth Moves	6,000.00
C.A.M.E.R.A	5,500.00
Jewish Vocational Service	5,500.00
American Committee For Shaare Zedek Hospital In Jerusalem, Inc	5,100.00
Jewish Big Brother & Big Sister Association Of Greater Boston	5,100.00
Boston Children's Hospital	5,000.00
Chabad House	5,000.00
Chabad Lubavitch Of Greater Boynton	5,000.00
Congregation Agudas A'chim Anchel	5,000.00
Congregation Agudath Shalom	5,000.00
Jewish Family And Children Service	5,000.00
MEMRI	5,000.00
Newton-Wellesley Hosital Charitable Foundation	5,000.00
Sephardic Congregation Of Newton	5,000.00
Sha'arei Shalom	5,000.00
Simmons College	5,000.00
AMIT Children	4,600.00
Joslin Diabetes Center	4,500.00
Synagogue Council Of Massachusetts	4,500.00
Hillel	4,000.00
Yeshiva Torah Vodaath	4,000.00
Hide & Seek Foundation For Lysosomal Disease Research	3,500.00
Johns Hopkins University	3,500.00
Friends Of ELNET	3,000.00
JewishGen, Inc.	3,000.00
Mayyim Hayyim Living Waters	3,000.00
United Way Of Massachusetts Bay	2,500.00
American Association Of Jewish Holocaust Survivors	2,000.00
Americans For Oxford, Inc.	2,000.00
Anti-Defamation League	2,000.00
Boston University	2,000.00
Boys & Girls Clubs Of Boston	2,000.00
Congregation Mishkan Tefile	2,000.00
FELNET	2,000.00
JEM	2,000.00
Jimmy Fund	2,000.00
Middle East Forum	2,000.00
The Rivers School	2,000.00
The Schechter Institutes, Inc.	2,000.00
Sinai Academy	1,800.00
Talmudic Research Center	1,800.00
The Aleph Institute	1,800.00
B'nai B'rith International	1,310.00
Animal Rescue League Of Boston	1,150.00
American Committee For Weizmann Institute Of Science	1,000.00
American Fund For Lithuanian-Latvian Jews	1,000.00

All charitable contributions made to all organizations listed are
Charitable Organizations recognized as such by IRS Section 503(c)(3)
for religious, charitable, educational, scientific, literary, prevention
of cruelty to children or animals pruposes.

Birthright Israel Foundation	1,000.00
Camp Yavneh	1,000.00
Chabad Lubavitch Of Cape Cod	1,000.00
Friends Of International Institute Of Jewish Genealogy	1,000.00
Gush Etzion Foundation	1,000.00
Jewish Alliance For Law And Social Action	1,000.00
Lahey Clinic Foundation	1,000.00
M.S. Hope For a Cure	1,000.00
M.S. Society	1,000.00
Progeria Research Foundation	1,000.00
Alzheimer's Association	800.00
Museum Of Fine Arts	750.00
Yad L'Achim	600.00
National Alliance On Mental Illness	560.00
American Friends Of Beth Hatefutsoth	500.00
Boston Symphony Annual Fund	500.00
Center For Jewish History	500.00
Chabad Lubavitch Of Chestnut Hill	500.00
Chabad Of Brookline	500.00
Federation Of Jewish Communities Of The CIS	500.00
Florence And Chafetz Hillel House - BU	500.00
Foundation For Jewish Camp	500.00
Friends Of The Forum	500.00
Friends Of Yad Sarah	500.00
Friends Of Yemin Orde	500.00
Israel Guide Dog Center For The Blind	500.00
Israel Youth Village	500.00
Newton South PTSO	500.00
ORT America	500.00
Risa S. Rosengard Foundation, Inc.	500.00
The David Project	500.00
USC Shoah Foundation	500.00
Watertown Children's Theatre	500.00
Yivo Institute For Jewish Research	500.00
Perkins School For The Blind	475.00
Various Under \$450 and under	18,833.00
	<u>1,657,450.00</u>

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
											Capital Gains/Losses	Depreciation	Net Gain or Loss
	Long Term CG Distributions										1,472,613	1,843,942	-371,329
	Short Term CG Distributions										0	0	0
1	X	23809 524 PIMCO LOW DURA			12/29/2013	P	10/21/2013	245,709	250,000				-4,291
2	X	25641 PIMCO HIGH YIELD FD			1/13/2012	P	1/23/2013	250,000	232,567				17,433
3	X	5750 ASTRAZENCA PLC			5/19/2011	P	2/8/2013	277,139	297,157				-20,018
4	X	20000 PITNEY BOWES, INC			2/4/2010	P	3/1/2013	258,399	423,320				-164,921
5	X	10000 CELCOM ISRAEL			3/11/2010	P	10/21/2013	118,453	357,305				-238,852
6	X	300 KELLOGG CO			1/10/2013	P	6/11/2013	18,736	16,942				1,794
7	X	100 JP MORGAN CHASE			8/4/2012	P	6/26/2013	4,800	3,550				1,250
8	X	185 MICROSOFT			9/27/2012	P	7/26/2013	5,872	5,585				287
9	X	300 CATERPILLAR			6/25/2013	P	7/30/2013	24,718	25,249				-531
10	X	20 APPLE			12/11/2012	P	8/23/2013	10,101	10,760				-659
11	X	150 DEERE & CO			6/17/2013	P	8/27/2013	12,461	12,750				-289
12	X	275 KINDER MORGAN INC			11/12/2013	P	8/28/2013	9,643	10,173				-530
13	X	200 COLGATE PALMOLIVE			9/28/2011	P	1/18/2013	20,000	18,186				1,814
14	X	315 BOEING COMPANY			10/6/2011	P	1/30/2013	23,408	19,680				3,728
15	X	385 HJ HEINZ CO			10/6/2011	P	2/14/2013	27,923	19,558				8,365
16	X	500 GENERAL ELECTRIC			2/21/2011	P	3/7/2013	11,546	7,954				3,592
17	X	40 MERCK & CO			9/27/2011	P	3/7/2013	1,726	1,282				444
18	X	150 DEERE & CO			9/21/2011	P	4/10/2013	12,798	10,912				1,886
19	X	125 GENERAL MILLS			9/21/2011	P	4/29/2013	6,270	4,952				1,318
20	X	125 JOHNSON & JOHNSON			9/27/2011	P	5/22/2013	10,697	7,647				3,050
21	X	690 AT&T			9/27/2011	P	6/6/2013	23,945	19,790				4,155
22	X	300 BRISTOL MYERS SQUIBB			9/21/2011	P	6/21/2013	12,600	9,401				3,199
23	X	560 MICROSOFT			5/16/2012	P	7/26/2013	17,774	17,325				449
24	X	150 DEERE & CO			10/6/2011	P	8/27/2013	12,461	10,143				2,318
25	X	600 CISCO SYSTEMS			8/23/2012	P	11/8/2013	13,626	11,339				2,287
26	X	600 CISCO SYSTEMS			8/27/2012	P	11/19/2013	12,682	11,388				1,294
27	X	100 MCDONALDS CORP			7/11/2012	P	12/30/2013	9,693	8,946				747
28	X	475 SOUTHERN CO			10/6/2011	P	12/30/2013	19,433	20,081				-648

Part I, Line 11 (990-PF) - Other Income

		-96,186	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ORDINARY BUSINESS INCOME K-1	-72,803	0	
2	OPTIONS ACTIVITY	-26,004	0	
3	SECTION 1231 LOSS FROM K-1 INVESTMENT	80	0	
4	ROYALTIES FROM K-1 INVESTMENT	2,541	0	

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

		8,400	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MELVIN GOOBER, CPA	8,400			

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

		7,656	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BROKER FEES	7,656			

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

		20,764	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	18,149			
3	Income tax				
4	FOREIGN TAXES PAID	2,615			

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

		312	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	SUPPLIES	93			
2	POST OFFICE BOX	186			
3	BANK CHARGES	33			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		37,810,957	36,706,079	33,602,860	41,784,388
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
Description		Num. Shares/ Face Value			
1	UBS MANAGED ACCOUNT		996,117	1,092,870	1,223,984
2	SIGNATURE GROUP HOLDINGS		23,584,707	23,584,707	884,757
3	TRI CONTINENTAL CORPORATION		3,149,590	3,149,590	2,217,780
4	US BANCORP		2,953,510	2,953,510	28,280,000
5	UIL HOLDINGS		435,608	435,608	645,808
6	ROUNDING		2		
7	AT&T INC		229,779	308,447	321,714
8	ENTERPRISE PRODUCTS PARTNER		495,014	646,589	987,870
9	EI DU PONT DE NEMOURS		475,105	475,105	1,474,819
10	WINDSTREAM CORPORATION		95,748	95,748	79,800
11	ALTRIA GROUP		398,402	398,402	767,800
12	AMERICAN ELECTRIC POWER		343,079	343,079	467,400
13	CELLCOM ISRAEL LTD		357,305	82,800	
14	CENTURYLINK, INC		336,898	391,200	318,500
15	ENERPLUS RESOURCES FD TR		231,780	129,600	181,800
16	KAYNE ANDERSON MLP		512,876	498,299	777,075
17	LEGACY RESERVES, LP		220,054	223,825	281,600
18	MICROCHIP TECHNOLOGY		234,306	234,306	447,500
19	JP MORGAN CHASE			255,576	315,792
20	PITNEY BOWES, INC		423,320	212,800	
21	PPL GROUP		290,600	290,600	300,900
22	ASTRAZENECA		571,058	273,901	314,661
23	NUSTAR ENERGY		176,582	147,674	203,960
24	PLAINS ALL AMERICAN PIPELINE		216,855	197,373	414,160
25	VERIZON COMMUNICATIONS		258,980	258,980	368,550
26	UNSETTLED TRADES		323,677		
27	PIMCO HIGH YIELD FUND CLA		500,005	267,439	283,358
28	UBS MONEY MARKET - TEMPORARY			321,165	
29	PIMCO DYNAMIC CR INCOME FUND			250,000	224,800

Part II, Line 15 (990-PF) - Other Assets

		0	6,505	6,505
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	DIVIDENDS RECORDED BUT NOT YET RECEIVED		6,505	6,505

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

		0	49,786
Description		Beginning Balance	Ending Balance
1	MARGIN BALANCE		49,786

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Long Term CG Distributions	0												
Short Term CG Distributions	0												
Amount													
1 23809 524 PIMCO LOW DURATION FUND		P	1/28/2013	10/21/2013	245,709			250,000	-4,291	0	0	0	-371,329
2 25841 PIMCO HIGH YIELD FD		P	1/13/2012	1/23/2013	250,000			232,567	17,433	0	0	0	17,433
3 5750 ASTRAZENECA PLC		P	5/19/2011	2/8/2013	277,139			297,157	-20,018	0	0	0	-20,018
4 20000 PITNEY BOWES, INC		P	2/4/2010	3/1/2013	258,399			423,320	-164,921	0	0	0	-164,921
5 10000 CELCOM ISRAEL		P	3/11/2010	10/21/2013	118,453			357,305	-238,852	0	0	0	-238,852
6 300 KELLOGG CO		P	1/10/2013	6/11/2013	18,736			16,942	1,794	0	0	0	1,794
7 100 JP MORGAN CHASE		P	8/4/2012	6/26/2013	4,800			3,550	1,250	0	0	0	1,250
8 185 MICROSOFT		P	9/27/2012	7/26/2013	5,872			5,585	287	0	0	0	287
9 300 CATERPILLAR		P	6/25/2013	7/30/2013	24,718			25,249	-531	0	0	0	-531
10 20 APPLE		P	12/11/2012	8/23/2013	10,101			10,780	-659	0	0	0	-659
11 150 DEERE & CO		P	6/17/2013	8/27/2013	12,461			12,750	-289	0	0	0	-289
12 275 KINDER MORGAN INC		P	11/12/2013	8/28/2013	9,643			10,173	-530	0	0	0	-530
13 200 COLGATE PALMOLIVE		P	9/28/2011	1/18/2013	20,000			18,186	1,814	0	0	0	1,814
14 315 BOEING COMPANY		P	10/6/2011	1/30/2013	23,408			19,680	3,728	0	0	0	3,728
15 385 HJ HEINZ CO		P	10/6/2011	2/14/2013	27,923			19,558	8,365	0	0	0	8,365
16 500 GENERAL ELECTRIC		P	2/21/2011	3/7/2013	11,546			7,954	3,592	0	0	0	3,592
17 40 MERCK & CO		P	9/27/2011	3/7/2013	1,726			1,282	444	0	0	0	444
18 150 DEERE & CO		P	9/21/2011	4/10/2013	12,798			10,912	1,886	0	0	0	1,886
19 125 GENERAL MILLS		P	9/21/2011	4/29/2013	6,270			4,952	1,318	0	0	0	1,318
20 125 JOHNSON & JOHNSON		P	9/27/2011	5/22/2013	10,697			7,647	3,050	0	0	0	3,050
21 690 AT&T		P	9/27/2011	6/6/2013	23,945			19,790	4,155	0	0	0	4,155
22 300 BRISTOL MYERS SQUIBB		P	9/21/2011	6/21/2013	12,600			9,401	3,199	0	0	0	3,199
23 560 MICROSOFT		P	5/16/2012	7/26/2013	17,774			17,325	449	0	0	0	449
24 150 DEERE & CO		P	10/6/2011	8/27/2013	12,461			10,143	2,318	0	0	0	2,318
25 600 CISCO SYSTEMS		P	8/23/2012	1/18/2013	13,626			11,339	2,287	0	0	0	2,287
26 600 CISCO SYSTEMS		P	8/27/2012	11/19/2013	12,682			11,388	1,294	0	0	0	1,294
27 100 MCDONALDS CORP		P	7/11/2012	12/30/2013	9,693			8,946	747	0	0	0	747
28 475 SOUTHERN CO		P	10/6/2011	12/30/2013	19,433			20,081	-648	0	0	0	-648