Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: THE KABACOFF FAMILY FOUNDATION

A Employer identification number: 72-1307912

Number and street (or P O box number if mail is not delivered to street address): 4106 AVENUE F

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code: AUSTIN, TX 78751-4624

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,453,412

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	107,614	107,614		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	343,127			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		343,127		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	450,741	450,741		
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)				
	c	Other professional fees (attach schedule)	1,820	1,820		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,427	1,427		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	80,580	80,580		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	83,827	83,827		
	25	Contributions, gifts, grants paid	241,550			241,550
	26	**Total expenses and disbursements.** Add lines 24 and 25	325,377	83,827		241,550
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	125,364			
	b	**Net investment income** (if negative, enter -0-)		366,914		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	55,667	215,184	215,184
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	1,420	2,817	2,817
10a	Investments—U S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
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) (Sch 3)	5,577,691	5,542,141	6,235,411
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,634,778	5,760,142	6,453,412
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)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
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	5,634,778	5,760,142	
30	**Total net assets or fund balances** (see instructions)	5,634,778	5,760,142	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,634,778	5,760,142	

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	5,634,778
2	Enter amount from Part I, line 27a	2	125,364
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,760,142
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	5,760,142

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	PUBLIC TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,280,633		2,937,506	343,127
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 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	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	343,127
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	407,272	2,999,338	.1357873
2011	256,187	1,060,473	.2415781
2010	177,228	1,142,170	.1551678
2009	142,162	1,201,084	.1183614
2008	147,275	2,750,292	.0535488

2	**Total** of line 1, column (d)	2	.7044434
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	.1408887
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,013,637
5	Multiply line 4 by line 3	5	847,253
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,669
7	Add lines 5 and 6	7	850,922
8	Enter qualifying distributions from Part XII, line 4	8	241,550

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	7,338
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	7,338
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	-0-
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	7,338
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,817		
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	2,817
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,521
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	N/A	

Website address ▶

14 The books are in care of ▶ THE KABACOFF FAMILY FOUNDATION Telephone no. ▶ 512-454-7284
Located at ▶ 4106 AVENUE F, AUSTIN, TX ZIP+4 ▶ 78751-4624

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGOT K. THOMAS 4106 AVENUE F, AUSTIN, TX	PRESIDENT AS NEEDED	-0-	-0-	-0-
MAURICE P. KABACOFF 4106 AVENUE F, AUSTIN, TX	SEC/TREAS AS NEEDED	-0-	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
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	6,004,406
b	Average of monthly cash balances	1b	97,992
c	Fair market value of all other assets (see instructions)	1c	2,817
d	**Total** (add lines 1a, b, and c)	1d	6,105,215
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	-0-
3	Subtract line 2 from line 1d	3	6,105,215
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	91,578
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,013,637
6	**Minimum investment return.** Enter 5% of line 5	6	300,682

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	300,682
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,338		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,338
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	293,344
4	Recoveries of amounts treated as qualifying distributions			4	-0-
5	Add lines 3 and 4			5	293,344
6	Deduction from distributable amount (see instructions)			6	-0-
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	293,344

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	241,550
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	241,550
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	-0-
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	241,550

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				293,344
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			-0-	
b	Total for prior years: 20____,20____,20____		-0-		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 10,092				
b	From 2009 82,784				
c	From 2010 121,613				
d	From 2011 203,939				
e	From 2012 259,011				
f	**Total** of lines 3a through e	677,439			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 241,550				
a	Applied to 2012, but not more than line 2a			-0-	
b	Applied to undistributed income of prior years (Election required—see instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see instructions)	-0-			
d	Applied to 2013 distributable amount				241,550
e	Remaining amount distributed out of corpus	-0-			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	51,794			51,794
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	625,645			
b	Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		-0-		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			-0-	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				-0-
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	-0-			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	-0-			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	625,645			
10	Analysis of line 9:				
a	Excess from 2009 41,082				
b	Excess from 2010 121,613				
c	Excess from 2011 203,939				
d	Excess from 2012 259,011				
e	Excess from 2013 . . . . -0-				

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

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

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

1 **Information Regarding Foundation Managers:**

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE 2 ATTACHED				
Total . . . . ▶ 3a				241,550
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	107,614	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	343,127	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				450,741	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 450,741

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Margot K. Thomas President | 4/3/2014 |
Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
E. F. BROUSSARD, JR	E.F Broussard Jr. CPA	3/26/14		P01068530
Firm's name ▶ MURPHY, WHALEN & BROUSSARD, LLC			Firm's EIN ▶	72-0547750
Firm's address ▶ 401 VETERANS MEMORIAL BLVD., SUITE 204, METAIRIE, LA 70005			Phone no	504-837-1334

THE KABACOFF FAMILY FOUNDATION
INVESTMENTS - ANALYSIS OF
(CASH BASIS)

YEAR ENDED DECEMBER 31, 2013

72-1307912

FORM 990-PF

PAGE 1 - PART I

LINE 16c

LEGAL FEES	
HASPEL, BURKE & MAYER, LLC 1100 POYDRAS ST. NEW ORLEANS, LA 70163	$ 395
ELKINS, PLC 201 ST. CHARLES AVE., SUITE 4400 NEW ORLEANS, LA 70170	1,425
	$ 1,820

LINE 18 - TAXES

FEDERAL EXCISE TAX	$ 853
FOREIGN TAXES (ON DIVIDENDS)	574
	$ 1,427

LINE 23 - OTHER EXPENSES

ADMINISTRATIVE FEE	$ 37,191
SERVICE FEE	79
MANAGEMENT FEE	26,461
SECRETARIAL	10,404
OFFICE SUPPLIES	926
TRAVEL	5,519
	$ 80,580

THE KABACOFF FAMILY FOUNDATION
CONTRIBUTIONS PAID
2013

WWOZ	5,000.00
PEOPLES COMMUNITY CLINIC	2,500.00
URSULINE ACADEMY	1,000.00
NOCCA INSTITUTE	1,000.00
URBAN ROOTS	1,500.00
VIDEO VERACITY	500.00
URSULINE ACADEMY	9,000.00
PEASE PARK CONSERVANCY	5,000.00
UNITED WAY OF GREATER NO	25,000.00
KUT PUBLIC MEDIA STUDIOS	1,200.00
THE NATURE CONVERSANCY	1,250.00
REVERSE ENTRY TO EARLY CHILDHOOD & FLM LEARNING FOUNDATION (PRIOR YR)	(2,500.00)
CAMP CHALLENGE	1,000.00
THE TRAIL FOUNDATION	5,000.00
A COMMUNITY FOR EDUCATION	1,500.00
PLANNED PARENTHOOD	1,000.00
AUDUBON INSTITUTE	1,000.00
ONE MILLION BONES	1,000.00
PLANNED PARENTHOOD	1,500.00
TEXAS BOOK FESTIVAL	1,000.00
NO BALLET ASSN.	1,000.00
WESTCAVE PRESERVE	1,500.00
CATHOLIC HIGH	1,000.00
ST. JUDE'S SCHOOL	300.00
ST. CLEMENT OF ROME	700.00
NEW ORLEANS OUTREACH	1,000.00
FRIENDS OF CITY PARK	1,000.00
FOUNDATION COMMUNITIES	1,000.00
NO MUSEUM OF ART	5,000.00
EDIBLE SCHOOLYARD	500.00
WYES	2,500.00
JUVENILE JUSTICE PROJECT	5,000.00
THE LENS	25,000.00
ACLE FOUNDATION	5,000.00
LIGHTHOUSE FOR THE BLIND	100.00
WWNO	20,000.00
ANIMAL RESCUE MOBILE	5,000.00
SURFERS FOUNDATION	5,000.00
KIPP NEW ORLEANS	30,000.00
SECOND HARVEST	1,500.00
PLANNED PARENTHOOD	5,000.00
GUIDE DOGS FOUNDATION	1,000.00
WALLER CREEK CONSERVANCY	10,000.00
LA PHILHARMONIC SYMPHONY	5,000.00
ENVIRONMENTAL DEFENSE FUND	5,000.00
URBAN ROOTS	15,000.00
GROW DAT	15,000.00
JUVENILE JUSTICE - PROJECT OF LA	10,000.00
TOTAL	241,550.00

Schedule 2

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST
FIXED INCOME			
AIR PRODS & CHEMS INC COM 2% 08/02/2016		50,000.000	51,123.00 52,167.00
BLACKROCK HIGH YIELD PT-INST	BHYIX	24,969 348	204,998 35 195,530 00
BREMERTON WA .85% 12/01/2015		35,000.000	34,889.75 35,000 00
CME GROUP INC 3% 09/15/2022		50,000 000	47,216.00 50,175.50
COCA COLA 1.8% 09/01/2016		50,000.000	51,201.00 51,877.00
COLORADO BRD OF GOVERNORS UNIV ENTERPRISE SYS REV TXBL REF SER B 6% 03/01/2015		50,000 000	49,936 50 50,000 00
DORCHESTER CNTY SC SCH DIST #2 INSTALLMENT PURCHASE REVENUE TXBL REF GROWTH SER A 841% 12/01/2015		50,000 000	49,880 00 50,000.00

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST
FIXED INCOME			
FHLMC POOL FG G02581 5% 09/01/2035		51,109.090	55,550.98 55,517.24
FHLMC POOL G08499 3% 07/01/2042		39,078.000	37,070.17 40,659.43
FHLMC GOLD PROGRAM POOL G18444 2.5% 09/01/2027		40,915.570	40,599.29 42,782 36
FHLMC POOL C91347 3 5% 12/01/2030		32,357.770	32,935.68 34,289.14
FHLMC POOL C91441 3% 04/01/2032		41,844 040	41,334 38 44,053.93
FHLMC POOL J20129 2.5% 08/01/2027		40,687 210	40,369 44 42,073.12
FHLMC 1 05% 07/17/2017-2014		50,000 000	49,655 00 50,219.00
FHLMC 1 2% 07/30/2018-2014		50,000 000	48,687.00 50,000.00
FNMA 2.5% 10/11/2022-2013		50,000.000	46,874.00 50,000 00
FNMA 1.625% 10/09/2020-2015		50,000 000	46,672.50 50,000 00
FNMA 1 6% 07/24/2019-2013		50,000.000	48,344 00 50,175 00
FNMA POOL 687331 5% 01/01/2033		31,075 310	33,090 85 32,473 70
FNMA POOL AB2046 3% 01/01/2026		94,544.420	96,602.65 100,985 25
FNMA POOL MA1139 2.5% 08/01/2022		37,851.770	38,643.25 39,726 60
GNMA POOL #005228 3 5% 11/20/2026		14,253.590	14,891 30 15,144.44
GNMA POOL 616368 5% 01/15/2023		63,453.880	67,838.54 68,054.29
GEORGIA MUN ELEC AUT MUNI ELEC AUTH TXBL SER THREE 3 202% 01/01/2017		50,000 000	51,753.00 52,527.50
HERSHEY COMPANY 1.5% 11/01/2016		50,000 000	50,437.00 51,420.50
INDIANA STATE FINANCE AUTHORITY TXBL-REF-GOVT CTR PKG FACS-SER F 85% 07/01/2015		50,000.000	50,171 00 50,000 00

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST
FIXED INCOME			
IRVINGTON TWP NJ 4 75% 04/01/2019		50,000 000	52,212.50 56,421 00
JPMORGAN CHASE & CO 2% 08/15/2017		50,000.000	50,717 50 50,326.30
LOUISIANA 3% 07/01/2020		50,000.000	51,082.50 53,063.95
MET GOVT NASHVILLE & DAVISDON CNTY TN SPORTS AUTH TXBL-PUBLIC FAC-SER A 2.973% 07/01/2019		25,000 000	25,155 25 24,250 00
MISS ST DEV BANK SPL OBLG TXBL JACKSON MS 2% 09/01/2018		20,000 000	19,659.80 19,975 00
MISSISSIPPI ST TXBL REF SER E 1.695% 12/01/2018		50,000.000	49,032 50 50,000 00
MOREHEAD KY ST UNIV GEN RECPT BUILD AMERICA BONDS 3.08% 11/01/2015		25,000 000	25,939.25 26,259 50
NEW JERSEY ST 2.02% 08/15/2014		50,000 000	50,435 50 51,165 50
PEPSICO INC 1 25% 08/13/2017		50,000 000	49,464 50 49,833 50
SHELL INTERNATIONAL FINANCE 2.375% 08/21/2022		50,000 000	45,783 50 49,533 00
JM SMUCKER CO 3 5% 10/15/2021		50,000 000	49,642 00 53,514.98
SYSCO CORP COM 2.6% 06/12/2022		50,000 000	45,579 50 51,629 50
TALLADEGA CNTY AL BRD OF EDU SPL TAX SCH WTS TXBL-3 MILL COUNTYWIDE TAX- SERB 1 7% 02/01/2018		25,000 000	24,362 00 25,000.00
TEXAS INSTRS INC COM 1.654% 08/03/2019-2019		50,000 000	48,162.50 49,819.50
TOTAL CAPITAL INTL SA 1.5% 02/17/2017		50,000 000	50,091.50 50,855 00
TOYOTA MOTOR CREDIT CORP 875% 07/17/2015		50,000.000	50,307.00 50,255.50
TUCSON ARIZONA 5 099% 07/01/2019		35,000 000	37,543 10 39,406.50
TUCSON AZ WTR REV TXBL-REF-SYS-ARIZONA ST-SER B 1.809% 07/01/2019		45,000 000	42,965.10 45,000 00

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST
FIXED INCOME			
TULSA OK PUBLIC FACS AUTH TXBL REF 1.25% 12/01/2018		50,000 000	48,003.50 49,807.00
UNITED TECHNOLOGIES 1.8% 06/01/2017		50,000 000	50,770 50 51,646 00
UNIVERSITY NORTH CAROLINA 1 544% 04/01/2019		35,000 000	33,113 85 34,850 90
VANGUARD SHORT TERM BOND INDEX FD # 1349 SIGNAL SHARES	VBSSX	23,665 444	248,250.51 250,000 00
VIRGINIA ST PORT AUTH PORT AUTH CMWLTH PORT FND REV TXBL-REF-SER B 2.145% 07/01/2020		25,000 000	23,650.25 25,250.00
VIRGINIA ST HSG DEV AUTH TXBL-RENTAL HSG SER C 3.2% 08/01/2025-2022		50,000.000	44,425.00 49,795 00
VIRGINIA ST HSG DEV AUTH TXBL-RENTAL HSG-SER D 1 109% 10/01/2016		50,000 000	49,462.50 50,000 00
WAL MART STORES INC 1 5% 10/25/2015		50,000.000	50,951 50 51,601 00
WYANDOTTE COUNTY KS GO TAXBL REF SER D 2% 08/01/2016		50,000.000	50,858.50 51,714 50
*** TOTAL FIXED INCOME**			2,748,386.24 2,815,824.13
EQUITIES			
AGCO CORP	AGCO	585.000	34,626.15 31,982.90
AMC NETWORKS-A	AMCX	520 000	35,417.20 27,675.34
AT&T INC COM	T	705.000	24,787 80 24,609 50
ALLIANT TECHSYSTEMS INC	ATK	330 000	40,154 40 37,911.26
ALLSTATE CORP COM	ALL	700 000	38,178.00 26,521.96
AMERIPRISE FINL INC COM	AMP	380 000	43,719.00 22,518 53
APPLE COMPUTER INC COM	AAPL	75.000	42,076.50 42,189 76
AUTOZONE INC COM	AZO	90 000	43,014 60 34,748 49

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DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST
EQUITIES			
BANK OF NEW YORK MELLON CORP	BK	1,175.000	41,054 50 32,727.51
BORG WARNER INC	BWA	710 000	39,696 10 29,677.93
CBS CORP	CBS	630.000	40,156 20 20,609.89
CSX CORP COM	CSX	1,420.000	40,853 40 36,077.09
CVS CORP COM	CVS	605 000	43,299.85 29,534 12
CARLISLE COMPANIES	CSL	515 000	40,891.00 26,146.82
CHEVRON CORPORATION	CVX	310 000	38,722.10 35,825.13
COMCAST	CMCSA	790 000	41,052 35 26,015.49
CONSTELLATION BRANDS INC	STZ	530 000	37,301 40 37,686.93
CORNING INC	GLW	2,240 000	39,916 80 37,091 49
CRANE COMPANY	CR	600 000	40,350.00 38,264.40
DISNEY WALT CO NEW	DIS	545 000	41,638.00 26,941 20
DISCOVER FINL SVCS	DFS	725 000	40,563.75 25,899 74
DOVER CORP COM	DOV	415 000	40,064 10 32,592 32
DUN & BRADSTREET CORP DEL NEW	DNB	340 000	41,735 00 37,642.80
FIFTH THIRD BANCORP	FITB	1,930 000	40,587.90 31,849.44
FISERV INC COM	FISV	710.000	41,925 50 24,914.79
FORD MOTOR CO DEL NEW	F	2,120.000	32,711.60 36,280.82
GANNETT CO	GCI	1,345.000	39,785.10 34,093 60

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DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST
EQUITIES			
GAP INC DEL COM	GPS	925.000	36,149.00 33,634 02
GENTEX CORP	GNTX	1,220.000	40,235.60 31,187 96
HCC INSURANCE HOLDINGS	HCC	830.000	38,296 20 32,094 27
HANCOCK HORIZON DIVERSIFIED INCOME FUND INSTITUTIONAL CLASS	HHIIX	10,897.412	167,057 33 169,106 75
HANCOCK HORIZON DIVERSIFIED INTERNATIONAL FUND INSTITUTIONAL CLASS	HHDTX	15,521.670	354,670.16 279,713 92
HANCOCK HORIZON BURKENROAD SMALL CAP FUND	HHBUX	5,344.143	309,639.65 209,984 18
HANESBRANDS	HBI	590 000	41,459 30 23,848 80
JOHNSON CTLS INC COM	JCI	870 000	44,631.00 36,219 84
LAM RESEARCH	LRCX	715 000	38,931.75 35,259.16
MARATHON OIL CORP	MRO	1,060 000	37,418.00 28,363 55
MARATHON PETE CORP	MPC	500 000	45,865 00 22,972.85
MCKESSON CORP COM	MCK	260 000	41,964 00 23,166 24
MEDTRONIC INC COM	MDT	645.000	37,016.55 33,575 22
MYLAN INC	MYL	965 000	41,881 00 27,138.41
NCR CORP	NCR	1,030.000	35,081.80 37,526.61
NASDAQ OMX GROUP	NDAQ	1,045 000	41,591 00 31,558 48
NORTHROP GRUMMAN CORP COM	NOC	355.000	40,686.55 24,618 40
OMNICARE INC	OCR	685 000	41,346 60 26,249.34
ORACLE CORP COM	ORCL	1,135 000	43,425.10 40,627 87

Sch 3
Pg 6 of 8

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST
EQUITIES			
PNC FINL SVCS GROUP INC COM	PNC	495.000	38,402.10 37,691 28
PPG INDUSTRIES INC	PPG	210 000	39,828 60 32,433 41
PACKAGING CORP OF AMERICA	PKG	610.000	38,600 80 30,742.60
PUBLIC SVC ENTERPRISE GROUP INC COM	PEG	1,090.000	34,923.60 36,952.53
REGIONS FINANCIAL CORP	RF	3,840 000	37,977 60 38,925.31
RELIANCE STEEL & ALUMINUM CO	RS	495.000	37,540.80 24,764 70
SCRIPPS NETWORKS INTERACTIVE	SNI	470.000	40,612.70 25,599 71
SKYWORKS SOLUTIONS INC	SWKS	1,490.000	42,554 40 37,330 61
TJX COS INC NEW COM	TJX	635.000	40,468 55 28,284 68
THERMO FISHER SCIENTIFIC INC COM	TMO	385.000	42,869 75 24,960 05
TORCHMARK CORP	TMK	500.000	39,075 00 24,937.46
TRAVELERS COMPANIES INC COM	TRV	430 000	38,932 20 27,113.16
URS CORP NEW COM	URS	685 000	36,298.15 28,910.76
UNITEDHEALTH COM	UNH	515.000	38,779 50 32,929.05
UNUM GROUP	UNM	1,150 000	40,342 00 38,207.60
WALGREEN CO COM	WAG	635.000	36,474.40 26,337 46
WELLS FARGO & CO NEW COM	WFC	870.000	39,498.00 29,557 29
WESTERN DIGITAL CORP COM	WDC	530 000	44,467 00 19,544.19
XEROX CORPORATION COM	XRX	3,460.000	42,108.20 33,116.69

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DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST
EQUITIES			
ZIMMER HLDGS INC COM	ZMH	415.000	38,673.85 33,894.33
ACTAVIS PLC	ACT	255.000	42,840.00 19,612.88
ENSCO PLC	ESV	640.000	36,595.20 36,532.03
EVEREST RE GROUP	RE	245.000	38,188.15 24,992.70
SIGNET JEWELERS	SIG	500.000	39,350 00 38,071.20
* **TOTAL EQUITIES**			3,487,024.44 2,726,316.80

	Cost	Market Value
Fixed	$ 2,815,824	$ 2,748,386
Equities	2,726,317	3,487,025
	$ 5,542,141	$ 6,235,411

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