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Form 990-PF

## 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. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public  
Inspection

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

Name of foundation OSA FOUNDATION		A Employer identification number 72-1589724			
Number and street (or P O box number if mail is not delivered to street address) 351 W HUBBARD STREET ROOM/SUITE 600		B Telephone number (see instructions) (312) 920-9490			
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60654		C If exemption application is pending, check here ► <input type="checkbox"/>			
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 7,692,792		<b>J</b> Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>			
<b>Part I</b> <b>Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	276,990	276,990		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	735,391			
	b Gross sales price for all assets on line 6a 2,544,920				
	7 Capital gain net income (from Part IV, line 2) . . . . .		735,391		
	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) . . . . .	191	191			
12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,012,572	1,012,572			
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) . . . . .	443			
	b Accounting fees (attach schedule) . . . . .	5,000	2,500		
	c Other professional fees (attach schedule) . . . . .	38,542	36,022		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	13,187	27		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	18,256	15,815	2,376	
	24 <b>Total operating and administrative expenses.</b>				
Add lines 13 through 23 . . . . .	75,428	54,364	2,376		
25 Contributions, gifts, grants paid. . . . .	400,000			400,000	
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	475,428	54,364		402,376	
27 Subtract line 26 from line 12					
a <b>Excess of revenue over expenses and disbursements</b>	537,144				
b <b>Net investment income</b> (if negative, enter -0-) . . . . .		958,208			
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .					

<b>Part II</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .	1,082,826	594,142	594,142
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 . . . . .			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) . . . . .	3,276,937	4,238,679	5,085,665
c	Investments—corporate bonds (attach schedule) . . . . .	1,117,833	1,113,065	1,116,367
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans . . . . .			
13	Investments—other (attach schedule) . . . . .	792,847	862,153	884,208
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►) . . . . .	12,862	12,410	12,410
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	6,283,305	6,820,449	7,692,792
<b>Liabilities</b>				
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>				
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
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	6,283,305	6,820,449	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,283,305	6,820,449	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	6,283,305	6,820,449	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	6,283,305
2	Enter amount from Part I, line 27a . . . . .	2	537,144
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	6,820,449
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	6,820,449

**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)
<b>1 a</b>	PUBLICLY TRADED SECURITIES		P	
<b>b</b>	ST PARTNERSHIP PASSTHROUGH GAIN		P	
<b>c</b>	LT PARTNERSHIP PASSTHROUGH GAIN		P	
<b>d</b>				
<b>e</b>				
(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)
<b>a</b>	2,521,785		1,809,529	712,256
<b>b</b>	284			284
<b>c</b>	22,851			22,851
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
<b>a</b>				712,256
<b>b</b>				284
<b>c</b>				22,851
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b> 735,391
<b>3</b>	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 }		<b>3</b> 284

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

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

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

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

 Yes  No

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

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

(a) 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	330,418	6,071,726	0 054419
2011	313,547	6,215,286	0 050448
2010	280,222	6,006,917	0 046650
2009	276,254	5,166,759	0 053468
2008	265,051	5,395,498	0 049124
<b>2</b>			<b>2</b> 0 254109
<b>3</b>			<b>3</b> 0 050822
<b>4</b>			<b>4</b> 7,343,778
<b>5</b>			<b>5</b> 373,225
<b>6</b>			<b>6</b> 9,582
<b>7</b>			<b>7</b> 382,807
<b>8</b>			<b>8</b> 402,376

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		1	9,582
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	9,582
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	9,582
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,536
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	10,536
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	14
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	940
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> 940 <b>Refunded</b> <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b	No
<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>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input checked="" type="checkbox"/> \$ _____ <b>(2) On foundation managers</b> <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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>	2	No
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>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	
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>	5	No
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	Yes
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>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IL		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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

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

Website address ► WWW.THEOSAFUNDATION.ORG

14	The books are in care of ► <u>JACK AND ROBIN LAVIN</u> Telephone no ► <u>(312) 920-9490</u> Located at ► <u>351 W HUBBARD STREET CHICAGO IL</u> ZIP +4 ► <u>606541760</u>
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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <input checked="" type="checkbox"/> 15
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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? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .		1b
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► <u>20____, 20____, 20____, 20____</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		2b
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► <u>20____, 20____, 20____, 20____</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . .		3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		4a
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)**

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

**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)**

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
ROBIN LAVIN 	PRESIDENT/SE 30 00	0	0	
351 W HUBBARD STREET SUITE 600 CHICAGO, IL 60654				
JACK LAVIN 	V P /TREASUR 1 00	0	0	
351 W HUBBARD STREET SUITE 600 CHICAGO, IL 60654				
MITCHELL KENT 	DIRECTOR 0 50	0	0	
351 W HUBBARD STREET SUITE 600 CHICAGO, IL 60654				
ERIC LAVIN 	DIRECTOR 1 00	0	0	
351 W HUBBARD STREET SUITE 600 CHICAGO, IL 60654				

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

<b>(a)</b> Name and address of each employee paid more than \$50,000	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> 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	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . .	►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities. . . . .	1a 6,744,164
b	Average of monthly cash balances. . . . .	1b 711,448
c	Fair market value of all other assets (see instructions). . . . .	1c 0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d 7,455,612
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2
3	Subtract line 2 from line 1d. . . . .	3 7,455,612
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4 111,834
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 7,343,778
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6 367,189

**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. . . . .	1 367,189
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a 9,582
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b
c	Add lines 2a and 2b. . . . .	2c 9,582
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3 357,607
4	Recoveries of amounts treated as qualifying distributions. . . . .	4
5	Add lines 3 and 4. . . . .	5 357,607
6	Deduction from distributable amount (see instructions). . . . .	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7 357,607

**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 402,376
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 402,376
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 9,582
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6 392,794

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				357,607
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			216,580	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 402,376				
<b>a</b> Applied to 2012, but not more than line 2a			216,580	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				185,796
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				171,811
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

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

<b>1a</b> 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. <input type="text"/>
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
<b>b</b> 85% of line 2a. <input type="text"/>
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
<b>3</b> Complete 3a, b, or c for the alternative test relied upon
<b>a</b> "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
<b>c</b> "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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

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

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

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

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

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

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

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

**c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	400,000
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

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	
<b>1</b> Program service revenue						
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments.						
<b>3</b> Interest on savings and temporary cash investments.						
<b>4</b> Dividends and interest from securities.				14	276,990	
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property.						
<b>b</b> Not debt-financed property.						
<b>6</b> Net rental income or (loss) from personal property.						
<b>7</b> Other investment income.				14	191	
<b>8</b> Gain or (loss) from sales of assets other than inventory.				18	735,391	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory.						
<b>11</b> Other revenue <b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b> Subtotal Add columns (b), (d), and (e).					1,012,572	
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e).				<b>13</b>		1,012,572

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



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
A BETTER CHICAGO 222 MERCHANDISE MART PLAZ SUITE 1212 CHICAGO, IL 60654	NONE	PUBLIC	PROJECT IMPACT	25,000
ASSOCIATED COLLEGES OF ILLINOIS 70 EAST LAKE STREET STE 1418 CHICAGO, IL 60601	NONE	PUBLIC	SUMMER ACADEMY, MUCHIN CAMPUS STDNTS	15,000
CHICAGO COALITION FOR HOMELESS 70 E LAKE ST 720 CHICAGO, IL 60601	NONE	PUBLIC	SCHOLARSHIP AND LAPTOP PROGRAM	10,000
CHICAGO FOUNDATION FOR WOMEN 1 E WACKER DR STE 1620 CHICAGO, IL 60601	NONE	PUBLIC	RESOURCE TRAINING	10,000
COWEN INSTITUTE 1555 POYDRAS ST SUITE 700 NEW ORLEANS, LA 70112	NONE	PUBLIC	SPENO PROJECT	15,000
EDUCATORS FOR EXCELLENCE 333 W 39TH STREET STE 703 NEW YORK, NY 10018	NONE	PUBLIC	CHICAGO LAUNCH	15,000
EMBARC INC PO BOX 221450 CHICAGO, IL 60622	NONE	PUBLIC	GENERAL OPERATING	15,000
GIRLS IN THE GAME - VARSITY SQUAD 1501 W RANDOLPH ST CHICAGO, IL 60607	NONE	PUBLIC	TEEN PROGRAMING	30,000
HEALTHY SCHOOLS CAMPAIGN 205 WEST MONROE FOURTH FLOOR CHICAGO, IL 60607	NONE	PUBLIC	CHANGE FOR GOOD	25,000
INTRINSIC SCHOOLS 4517 N ARTESIAN CHICAGO, IL 60625	NONE	PUBLIC	TECHNOLOGICAL PROGAMS	20,000
KIPP CHICAGO 135 MAIN STREET STE 1700 SAN FRANCISCO, CA 94105	NONE	PUBLIC	INSTRUCTIONAL TECHNOLOGY	25,000
NAMASTE CHARTER SCHOOL 3737 S PAULINA CHICAGO, IL 60609	NONE	PUBLIC	GENERAL OPERATING	25,000
NATIONAL COUNCIL ON TEACHER QUALITY 1120 G STREETNW STE 800 WASHINGTON, DC 20005	NONE	PUBLIC	TEACHER PREP EVALUATION	20,000
NOBLE STREET CHARTER SCHOOLS 1010 N NOBLE STREET CHICAGO, IL 60640	NONE	PUBLIC	CHICAGO BULLS CAMPUS, STAFF DVLPMT	25,000
ONE GOAL 215 W SUPERIOR STE 700 CHICAGO, IL 60654	NONE	PUBLIC	GENERAL OPERATING	25,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>400,000</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
POSSE CHICAGO 111 WEST JACKSON BLVD STE 1900 CHICAGO, IL 60607	NONE	PUBLIC	GENERAL OPERATING	30,000
SPARK PROGRAM 223 W JACKSON STE 600 CHICAGO, IL 60606	NONE	PUBLIC	GENERAL OPERATING	25,000
UNIVERISTY OF ILLINOIS CHICAGO 1200 WEST HARRISON STREET CHICAGO, IL 60607	NONE	PUBLIC	URBAN EDUCATION LEADERSHIP	20,000
YEAR UP CHICAGO 223 W JACKSON BLVD 400 CHICAGO, IL 60606	NONE	PUBLIC	GENERAL OPERATING	25,000
<b>Total . . . . .</b>			► 3a	400,000

## TY 2013 Accounting Fees Schedule

**Name:** OSA FOUNDATION

**EIN:** 72-1589724

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	2,500		

## TY 2013 Compensation Explanation

**Name:** OSA FOUNDATION

**EIN:** 72-1589724

Person Name	Explanation
ROBIN LAVIN	
JACK LAVIN	
MITCHELL KENT	
ERIC LAVIN	

## TY 2013 Investments Corporate Bonds Schedule

**Name:** OSA FOUNDATION

**EIN:** 72-1589724

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TOTAL PRIOR YEAR		
COMCAST CORP	100,063	100,147
LINCOLN NATIONAL CORP	50,121	50,245
EXELON CORP SR NT	101,521	105,430
JP MORGAN CHASE & CO	51,541	53,440
AMERICAN EXPRESS CREDIT	102,566	108,502
BANK OF AMERICA CORP	50,050	49,980
GOLDMAN SACHS GROUP INC	53,962	57,334
KLA-TENCO CORP	58,234	58,507
ALCOA INC	56,261	56,341
DOW CHEMICAL CO	63,878	64,560
DELL INC	58,228	50,375
REPUBLIC SERVICES INC	56,854	54,831
SYMANTEC CORP	52,186	50,710
BEST BUY CO INC	46,500	50,375
WAL-MART STORES INC	56,444	53,837
BERKSHIRE HATHAWAY INC	51,594	51,552
HEWLETT-PACKARD CO	24,785	25,456
VERIZON COMMUNICATIONS	52,461	49,641
SAFEWAY INC	25,816	25,104

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** OSA FOUNDATION

**EIN:** 72-1589724

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
TOTAL PRIOR YEAR		
ACCENTURE PLC IRELAND CL A	5,763	6,084
AEROPOSTALE INC	5,880	5,336
AFLAC INCORPORATED	5,810	5,812
AMERICAN EXPRESS CO.	4,059	6,170
BALFOUR BEATTY PLC SPON ADR	5,792	6,192
BRIGHT HORIZONS FAMILY SOLUT	5,759	6,099
CAMDEN PROPERTY TRUST	5,810	5,688
CAPITAL ONE FINANCIAL CORP	5,821	6,205
CARMAX INC	5,837	5,407
CHESAPEAKE ENERGY CORP	5,828	5,862
CISCIO SYS INC	5,816	6,123
DAIMLER AG	5,818	6,083
DARDEN RESTAURANTS	5,817	5,926
DEVON ENERGY CORP	5,795	5,878
DREAMWORKS ANIMATION SKG INC	5,851	6,461
EOG RESOURCES INC	5,446	5,874
FACTSET RESEARCH SYSTEMS INC	5,776	5,538
FEDEX CORP	5,858	6,038
GOLDMAN SACHS GRP INC	5,774	6,027
GOOGLE IN-CL- A	2,765	5,604
HASBRO INC	5,820	5,941
HITACHI 10 COM NEW ADR	5,792	5,960
INTEL CORP	4,636	6,307
INTUIT INC	5,772	5,953
MARRIOTT INTL INC	5,838	6,120
MATTEL INC	5,786	5,948
MENS WAREHOUSE INC	5,814	5,772
MICROSOFT CORP	5,806	5,686
NATL INSTRUMS CP	5,824	5,924

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NETAPP INC	5,817	5,801
NORDSTROM INC	5,810	5,747
NOVO NORDISK A/S ADR	2,323	5,912
NUSTAR ENERGY LP UNIT COM	5,715	5,558
QUALCOMM INC	3,291	5,866
RACKSPACE HOSTING INC	5,839	5,948
ROCHE HOLDINGS ADR	5,821	5,827
SALESFORCE.COM, INC	5,809	6,126
STARBUCKS CORP WASHINGTON	5,804	5,566
STRYKER CORP	5,824	5,861
ULTIMATE SOFTWARE GP INC	5,802	5,669
UMPQUA HOLDINGS CORP	5,842	6,067
W W GRAINGER INC	5,953	5,875
WHOLE FOODS MARKETS INC	5,833	5,956
HSBC HOLDINGS PLC	55,300	53,880
WELLS FARGO	59,700	55,920
ARES CAPITAL CORP	49,419	49,756
AMERICAN EXPRESS CO	9,138	12,702
APPLE INC	32,133	46,004
BERKSHIRE HATHAWAY CL-B NEW	24,701	30,826
COACH INC	15,569	16,839
COGNIZANT TECH SOLUTIONS CL A	18,155	27,265
CUMMINS INC	19,056	22,555
EMC CORP MASS	28,347	28,923
EXPRESS SCRIPTS HLDGS CO COM	22,031	27,042
GILEAD SCIENCE	6,145	11,641
GOOGLE INC	16,339	24,656
M&T BANK CORP	23,582	23,633
MONSTER BEVERAGE CORP COM	10,284	13,554
NATIONAL OILWELL VARCO INC	12,041	13,122

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PERRIGO CO LTD	18,416	18,415
PRICELINE.COM INC	8,453	12,786
QUALCOMM INC	26,939	30,814
SCHLUMBERGER LTD	14,050	15,769
STERICYCLE INC	18,520	20,330
VARIAN MEDICAL SYS INC	15,746	16,703
VERISK ANLYTICS CL A	15,718	18,073
VISA INC CL A	12,909	17,814
AIR METHODS CORP	3,935	5,243
AMERICAN CAMPUS CMMTYS INC	4,048	2,738
AMERISAFE INC	2,312	2,746
BJ'S RESTAURANTS INC	2,327	2,174
BLACKBAUD INC	1,624	4,480
CANTEL MEDICAL CORP	1,890	2,035
CARDTRONICS INC	2,991	4,997
CAVIUM INC COM	2,550	2,761
CEPHED INC	3,824	4,434
CLARCOR INC	4,065	5,534
CLECO CORP HLDG CO.	5,245	5,828
COGNEX CORP	3,972	7,636
COHEN & STEERS INC	3,940	4,807
COHU INC	631	630
COMPASS MINERALS INTER INC	2,524	2,802
CORPORATE EXEC BOARD CO	4,622	6,582
COSTAR GROUP IN	1,843	3,692
CUBIST PHARMACEUTICALS	2,855	4,477
DRILL-QUIP INC	3,054	5,826
EPAM SYSTEMS	2,381	2,271
FEI COMPANY	5,119	7,149
FLOTEK IND INC	2,494	3,211

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FORUM ENERGY TECHNOLGIES	4,212	4,239
GLACIER BANCORP INC NEW	3,224	6,256
GRAND CANYON ED INC COM	4,585	8,502
GROUP I AUTOMOTIVE INC	5,738	6,037
GULFPORT ENERGY CORP	2,497	3,788
HANGER INC	4,376	5,901
HEARTLAND EXPRESS	3,542	5,003
HIBBETT SPORTS INC	5,194	6,379
HITTITE MICROWAVE CORP COM	4,075	4,012
HLTH CARE SVC GRP	3,539	4,114
HMS HOLDINGS CORP	2,980	2,384
IBERIA BK CORP	4,524	5,342
ICU MEDICAL INC	4,135	4,141
IPC THE HOSSPITALIST COMP INC	3,254	4,454
LIFE TIME FITNES INC	3,392	3,055
MARKETAXESS HOLDINGS INC	4,735	8,366
MATADOR RES CO	3,565	2,982
MEDIDATE SOLUTIONS INC COM	2,275	6,050
MID AMER APART COM INC	4,644	4,252
MIDDLEBY CORP DEL (MIDD)	5,125	8,630
MOBILE MINI INC	3,127	4,324
MONRO MUFFLER & BRAKE (MNRO)	1,596	2,536
NATIONAL HEALTH INVESTORS INC	4,390	3,927
NIC INC	2,905	4,352
NORDSON CP	2,363	2,601
NORTHWESTERN CORPORATION	4,426	4,982
PEBBLEBROOK HOTEL TR COM	3,496	4,153
PIER 1 IMPORTS INC	3,763	3,808
PORTFOLIO RECOVERY ASOC INC	4,530	6,869
POWER INTEGRATIONS INC	2,622	3,907

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PROASSURANCE CP	4,241	4,606
PROS HLDG INC	2,186	4,190
PROTO LABS	2,089	3,559
RBC BEARINGS INC	4,317	5,660
RITCHIE BROTHERS AUCTIONEERS	4,108	4,357
ROFIN-SINAR TECH INC OLD	2,989	3,242
RYLAND GROUP INC	4,299	4,558
SCIQUEST INC NEW COM	1,534	2,706
SIGNATURE BANK	3,000	4,297
SILGAN HLDGS INC	4,202	4,802
SOLERA HOLDINGS INC	3,616	5,165
STEINER LEISURE LTD	1,829	1,968
STIFEL FINANCIAL CORPORATION	4,307	5,750
SVB FNCL GRP	2,559	4,194
TEXAS ROADHOUSE INC CL A	3,093	4,865
TORO CO	3,554	5,088
TUPPERWARE BRANDS CORP	3,485	4,727
TYLER TECHNOLOGIES INC	4,076	7,660
UMPQUA HOLDINGS CORP	878	1,818
UNIVERSAL FOREST PRODUCTS INC	2,655	3,389
US ECOLOGY INC	1,646	2,597
VIEWPOINT FINL GROUP INC	3,022	3,843
WD 40 COMPANY	2,423	3,361
WEST PHARMACEUTICAL SVCS INC	3,974	6,623
ALLIANZ SE ADS (AKSEY)	1,132	2,031
ASML HOLDING NV NY REG NEW	588	843
ASTRAZENECA PLC ADS	1,612	1,662
AUST NZ NK	1,921	2,539
AXA ADS	1,957	3,263
BARCLAYS PLC ADR	1,392	2,085

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BASF SE SP ADR	2,180	2,695
BAYER AG SPONG ADR	1,670	3,550
BG GROUP PLC	1,648	1,952
BNP PARIBAS SP ADR REPSTG	2,282	3,881
BP PLC ADS	1,912	1,993
CENTRICA PLC SPONS ADR	754	858
CHINA CONSTRUCTION BANK CORP	1,211	1,245
COMPANHIA ENERGY DE MIN SP ADR	1,110	841
DEUTSCHE TELEKOM AG 1 ORD	2,188	3,038
ELECTRICITE DE FRANCE ADR	998	1,591
ENI SPA AMER DEP RCPT	3,256	3,588
ERICSSON LM TEL ADR CL B	1,464	1,836
GDF SUEZ-SPON ADR	1,629	1,326
HITACHI 10 COM	2,148	2,674
HONDA MOTOR COMPANY LTD ADR	2,002	2,274
HSBC HOLDINGS PLC SPOON ADR	4,693	5,844
HUTCHISON WHAMPOA ARD	1,610	2,448
ICICI BANK LTD	967	1,115
ING GROEP NV ADR	1,004	1,905
INTERCONTL HOTELS CP PLC	625	1,906
KDDI CORP UNSPON ADR	1,652	1,621
MITSUBISHI UFJ FINCL DRP ADS	3,401	3,975
NOMURA HLDGS INC	1,657	1,639
NORDEA NK SWEDEN AB	1,603	1,702
NOVARTIS AG ADR	2,700	3,135
ORIX CORP	1,639	2,851
PEARSON PLC SP ADR	1,160	1,366
PRUDENTIAL PLC ADR	1,297	2,745
PUBLICIS GROUPE SA ADS	1,289	1,355
REPSOL ADR OPT DIV RTS	1,626	1,897

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RIO TINTO PLC SPON ADR	2,186	2,653
ROCHE HOLDINGS ADR	1,374	1,825
ROYAL DUTCH SHELL PLC	3,751	4,490
SCHNEIDER ELEC SA UNSP	1,583	2,001
SEVEN & I HLDGS CO LTD ADR	1,549	2,001
SOCIETE GENERALE SP ADR	665	850
SUMITOMO MITSUI FINL GROUP INC	1,705	2,927
TOYOTA MOTOR CP ADR	2,005	2,073
TULLOW OIL PLC ADR	1,128	833
VODAFONE GP PLC ADS	3,376	6,054
ABBOTT LABORATORIES	8,166	9,621
ABBVIE INC COM	7,222	10,720
ACE LTD	6,119	6,729
AIR PROD & CHEM INC	4,551	5,813
ALTRIA GROUP INC	8,309	13,283
AMERICAN EXPRESS CO	3,349	6,079
APPLE INC	4,793	23,002
ASML HOLDING NV NY REG	3,193	3,373
AUTOMATIC DATA PROCESSING INC	3,075	6,302
BLACKROCK INC	6,154	8,861
CATERPILLAR INC	6,061	6,811
CDN PACIFIC RY LTD	5,934	7,415
CHEVRON CORP	14,085	20,735
COCA COLA CO	20,632	28,256
COMCAST CORP	4,638	5,872
CONOCOPHILLIPS	10,562	14,413
DIAGEO PLC SPON ADR	5,046	5,826
EOG RESOURCES INC	2,729	2,685
ESTEE LAUDER CO INC C LA	2,449	9,566
EXXON MOBIL CORP	22,342	27,324

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FRANKLIN RESOURCES INC	7,631	10,680
FREEPORT MCMORAN CP&GLD	7,151	5,925
GENERAL ELECTRIC CO	11,466	9,362
HSBC HOLDINGS PLC SPON ADR	5,081	5,513
INTEL CORP	5,579	6,229
INTL BUSINESS MACHINES CORP	9,742	12,942
INTUITIVE SURGICAL INC	4,686	5,377
JOHNSON & JOHNSON	9,942	14,563
JPMORGAN CHASE & CO	11,367	17,252
KRAFT FOODS GROUP INC	1,221	1,941
MC DONALDS CORP	8,259	13,196
MERCK & CO INC	2,833	5,255
MONDELEZ INTL INC	2,301	3,883
NESTLE SPON ADR REP REG SHR	9,258	15,160
NEWS CORPORATION CL A	323	685
NOVARTIS AG ADR	4,958	5,466
NOVO NORDISH A/S ADR	7,438	9,053
OCCIDENTAL PETROLEUM CORP DE	14,152	17,689
ORACLE CORP	7,445	9,871
PEPSICO INC NC	7,396	8,626
PHILIP MORRIS INTL INC	14,303	26,139
PHILLIPS 66 COM	1,008	2,931
PRAZAIR INC	4,783	7,802
PROCTER & GAMBLE	11,621	14,165
QUALCOMM INC	6,565	7,277
ROCHE HOLDINGS ADR	5,597	8,845
ROYAL DUTCH SHELL PLC	10,312	11,617
SABMILLER PLC SPONS ADR	2,170	2,718
STATE STREET CORP	3,179	3,303
TARGET CORPORATION	8,673	10,756

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEXAS INSTRUMENTS	3,832	8,826
TIME WARNER CABLE INC	1,678	3,523
TOTAL S A SPON ADR	13,917	13,602
TWENTY-FIRST CENTRY FOX CL A	2,498	5,346
UNITED TECHNOLGIES CORP	7,668	12,063
WAL MART STORES INC	5,625	8,892
WALGREEN CO	3,397	5,801
WALT DISNEY CO HLDG CO	4,176	6,188
WELLS FARGO & CO	5,343	5,811
XILINX INC	1,878	2,617
ABB LTD	2,352	2,656
ADIDAS-SALOMON AG SPONS ADR	1,408	2,762
ALLIANZ SE ADS	1,718	2,139
AMADEUS IT HLDG SA UNSPON ADR	1,102	2,651
AMCOR LIMITED ADR	1,508	1,617
AVAGO TECH	2,140	3,331
BAIDU INC ADS	1,725	3,024
BANCO BRADESCO S A	3,099	2,368
BELLE INTL HLDGS LTD ARD	1,443	1,038
BRAMBLES LTD UNSPON ADR	1,471	1,940
BRITISH AMER TOB SPON ADR	2,721	3,330
BRITISH SKY BRDCSTG GRP PLC	2,494	2,924
BUNZL PLC	1,605	3,008
CANADIAN NATL RAILWAY CO	1,170	1,825
CARLSBERG AS	2,383	2,475
CENOVUS ENERGY INC COM	1,357	1,146
CENTRICA PLC SONS ADR	2,102	2,179
CGI GROUPE INC CL A	1,591	2,242
CHEUNG KONG HOLDINGS ADR	1,962	2,039
CHINA MOBILE LTD	1,005	1,098

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CIELO SA SPONSORED ADR	709	1,204
CNOOC LTD ADS	2,930	2,627
COCA COLA MATIL TD SPON ADR	1,127	1,091
COMPASS GROUP PLC SPON ADR	2,151	3,903
DENSO CORP LTD ADR	1,109	1,693
DEUTSCHE BOERSE AG UNSPON ADR	1,003	1,510
DEUTSCHE POST AG SPONSORED ADR	1,159	1,725
DEUTSCHE TELEKOM AG 1 ORD IADS	1,475	1,933
ENCANA CORP	1,194	1,119
ERICSSON LM TEL ADR CL B	1,618	1,567
FANUC CORPORATION UNSP ADR	2,334	2,825
FOMENTO ECONOMICO MEXICANO	681	979
GALAXY ENTMNT GRP LTD SPON ADR	801	2,350
GRUPO TELEVISA S.A. GLOBAL DEP	2,029	2,754
HUTCHISON WHAMPOA ADR	2,107	2,448
IMPERIAL TOBACCO GP PLC SP ADR	2,121	2,567
INDUSTRIAL & COML BK CHINA ADR	2,186	2,132
JULIUS BAER GROUP LTD UN ADR	1,763	2,007
KEPPEL CORP LTD ADR SPONSORED	1,778	1,974
KINGFISHER PLC SPONS ADR	1,047	1,618
KOMATSU LTD SPON ADR	2,078	1,461
NESTLE SPON ADR REP REG SHR	1,572	2,134
NOVARTIS AG ADR	1,342	1,929
NOVO NORDISK A/S ADR	972	1,478
PT BK MANDIRI PERSERO TBK UNSP	1,398	1,525
PUBLICIS GROUP SA ADS	2,221	3,653
REED ELSEVIER PLC	2,799	4,744
ROCHE HOLDINGS ADR	2,327	4,142
ROYAL DUTCH SHELL PLC CL B	2,427	2,629
SAP AG	2,834	4,183

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHNEIDER ELEC SA UNSP ADR	1,769	2,352
SHIRE PLC ADR	1,669	2,685
SMITH & NEPHEW PLC ADR	1,695	2,080
SUNCOR ENERGY INC	2,540	2,559
SWEDBANK AB SPONS ADR	1,151	1,982
SYNGENTA AG ADR	1,730	2,238
TAIWAN SMCNDCTR MFG CO LTD ADR	1,889	2,372
TEVA PHARMACEUTICLS ADR	3,608	2,966
TOTAL S A SPON ADR	2,467	2,941
TOYOTA MOTOR CP ADR NEW	1,871	2,316
TRANSCANADA CORP	1,616	1,918
UBS AG	1,262	1,328
UNILEVER NV NY SH	1,459	1,891
VOLKSWAGEN AG SPONS ADR	1,030	1,919
WPP PLC SPON NEW ADR	2,421	4,020
OAKMARK I	401,429	480,135
CALVERT EQUITY C	198,404	378,300
FRANKLIN FLTH RT DLY ACCSS ADV	237,198	241,478
GOLDMAN SACHS HIGH YLD INSTL	109,279	131,296
LORD ABBETT SHT DURATION INC F	321,213	315,944
TEMPLETON GLOBAL BD FD ADV	206,138	220,286
FPA CRESCENT FD INSTL	355,949	424,809
IVA WORLDWIDE I	355,403	396,525
OPPENHEIMER DEVELOPING MKTS Y	381,388	411,986
JP MORGAN INTL VALUE SMA FUND	43,799	55,848

## TY 2013 Investments - Other Schedule

**Name:** OSA FOUNDATION**EIN:** 72-1589724

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
MORGAN STANLEY MORTGAGE INC F	AT COST	451,698	451,698
MERRILL LYNCH ARTHUR STREET FUND	AT COST	410,455	432,510

## TY 2013 Legal Fees Schedule

**Name:** OSA FOUNDATION

**EIN:** 72-1589724

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	443			

## TY 2013 Other Assets Schedule

**Name:** OSA FOUNDATION**EIN:** 72-1589724

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST - BONDS	12,862	12,410	12,410

## TY 2013 Other Expenses Schedule

**Name:** OSA FOUNDATION**EIN:** 72-1589724

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES	1,995			1,955
WEB EXPENSES	421			421
FILLING FEES	25			
ARTHUR STREET - OTHER K-1 DEDU	15,734	15,734		
NUSTAR ENERGY - OTHER K-1 DED	81	81		

## TY 2013 Other Income Schedule

**Name:** OSA FOUNDATION**EIN:** 72-1589724

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	191	191	

## TY 2013 Other Professional Fees Schedule

**Name:** OSA FOUNDATION**EIN:** 72-1589724

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	36,022	36,022		
CONSULTING FEES	2,520			

## TY 2013 Taxes Schedule

**Name:** OSA FOUNDATION**EIN:** 72-1589724

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	13,160			
FOREIGN TAXES	27	27		