



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



ORIGINAL

Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation CLEAR CHANNEL COMMUNICATIONS FOUNDATION		A Employer identification number 74-2908486
Number and street (or P O box number if mail is not delivered to street address) 250 W. NOTTINGHAM, STE 400	Room/suite	B Telephone number 210-570-1210
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 78209		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 1,761,648.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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		36,678.	36,678.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		93,848.			
b Gross sales price for all assets on line 6a 661,354.					
7 Capital gain net income (from Part IV, line 2)			93,848.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		130,526.	130,526.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,890.	1,418.		472.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		2,719.	19.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		5,288.	5,288.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		9,897.	6,725.		472.
25 Contributions, gifts, grants paid		353,425.			353,425.
26 Total expenses and disbursements. Add lines 24 and 25		363,322.	6,725.		353,897.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<232,796.>			
b Net investment income (if negative, enter -0-)			123,801.		
c Adjusted net income (if negative, enter -0-)				N/A	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

1

617

3

16081109 793576 CCFOUNDATION 2013.04000 CLEAR CHANNEL COMMUNICATION CCFOUND1

SCANNED NOV 28 2014

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2.		
	2 Savings and temporary cash investments	23,861.	53,434.	53,434.
	3 Accounts receivable ▶	10,000.		
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	627,196.	595,892.	776,067.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	1,080,624.	859,561.	932,147.	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,741,683.	1,508,887.	1,761,648.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,536,343.	9,536,343.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	<7,794,660.>	<8,027,456.>		
30 Total net assets or fund balances	1,741,683.	1,508,887.		
31 Total liabilities and net assets/fund balances	1,741,683.	1,508,887.		

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	1,741,683.
2 Enter amount from Part I, line 27a	2	<232,796.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,508,887.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,508,887.

Form 990-PF (2013)

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 SHORT TERM SALES - SEE ATTACHMENT	P	VARIOUS	12/31/13
b LONG TERM SALES - SEE ATTACHMENT	P	VARIOUS	12/31/13
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 147,845.		138,137.	9,708.
b 513,509.		429,369.	84,140.
c			
d			
e			

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) 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			9,708.
b			84,140.
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	93,848.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	312,333.	1,926,796.	.162100
2011	382,348.	2,231,170.	.171367
2010	558,634.	2,296,772.	.243226
2009	542,096.	2,660,780.	.203736
2008	394,187.	3,190,494.	.123550

2 Total of line 1, column (d)	2	.903979
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	.180796
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,697,456.
5 Multiply line 4 by line 3	5	306,893.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,238.
7 Add lines 5 and 6	7	308,131.
8 Enter qualifying distributions from Part XII, line 4	8	353,897.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.		1	1,238.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2		3	1,238.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,238.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,068.	
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	2,068.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	830.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 830. Refunded ☒ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of DEBORAH WILLIAMS Telephone no. 210-570-1210 Located at 250 W. NOTTINGHAM, STE 400, SAN ANTONIO, TX ZIP+4 78209			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b
		X

Form 990-PF (2013)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LOWRY MAYS 250 W. NOTTINGHAM, STE 400 SAN ANTONIO, TX 78209	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
MARK MAYS 250 W. NOTTINGHAM, STE 400 SAN ANTONIO, TX 78209	DIRECTOR/VP/SECRETARY 1.00	0.	0.	0.
RANDALL MAYS 250 W. NOTTINGHAM, STE 400 SAN ANTONIO, TX 78209	DIRECTOR/VP/TREASURER 1.00	0.	0.	0.

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

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

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

0

Form 990-PF (2013)

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	1,694,259.
b	Average of monthly cash balances	1b	29,047.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,723,306.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,723,306.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,850.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,697,456.
6	Minimum investment return. Enter 5% of line 5	6	84,873.

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	84,873.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,238.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,238.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,635.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	83,635.
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	83,635.

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	353,897.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	353,897.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,238.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	352,659.

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.

Form 990-PF (2013)

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				83,635.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	235,324.			
b From 2009	409,365.			
c From 2010	444,657.			
d From 2011	273,137.			
e From 2012	220,007.			
f Total of lines 3a through e	1,582,490.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	353,897.			
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				83,635.
e Remaining amount distributed out of corpus	270,262.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,852,752.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	235,324.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,617,428.			
10 Analysis of line 9:				
a Excess from 2009	409,365.			
b Excess from 2010	444,657.			
c Excess from 2011	273,137.			
d Excess from 2012	220,007.			
e Excess from 2013	270,262.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AHISD COMBINED PTO COUNCIL 7101 BROADWAY SAN ANTONIO, TX 78209	N/A	PUBLIC	GENERAL	2,100.
ALAMO COLLEGES FOUNDATION 201 W. SHERIDAN, STE C-3 SAN ANTONIO, TX 78204	N/A	PUBLIC	GENERAL	75,000.
ALAMO HEIGHTS ISD - MUSIC PROGRAM 7101 BROADWAY SAN ANTONIO, TX 78209	N/A	PUBLIC	GENERAL	2,500.
ALAMO HEIGHTS ISD - MULES 7101 BROADWAY SAN ANTONIO, TX 78209	N/A	PUBLIC	GENERAL	7,375.
ALAMO HEIGHTS LITTLE LEAGUE P.O. BOX 6114 SAN ANTONIO, TX 78209	N/A	PUBLIC	GENERAL	2,850.
Total SEE CONTINUATION SHEET(S)				353,425.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AVANCE SAN ANTONIO 118 N. MEDINA, 3RD FLOOR SAN ANTONIO, TX 78207	N/A	PUBLIC	GENERAL	2,500.
BOY SCOUTS - ALAMO AREA COUNCIL 2226 NW MILITARY HWY SAN ANTONIO, TX 78213	N/A	PUBLIC	GENERAL	18,100.
BROADCASTERS FOUNDATION OF AMERICA 7 LINCOLN AVE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL	12,500.
CATHOLIC TELEVISION OF SAN ANTONIO 2718 W WOODLAWN AVE SAN ANTONIO, TX 78228	N/A	PUBLIC	GENERAL	5,000.
CITY YEAR SAN ANTONIO 287 COLUMBUS AVE BOSTON, MA 02216	N/A	PUBLIC	GENERAL	2,500.
CLARITY CHILD GUIDANCE CENTER 8535 TOM SLICK SAN ANTONIO, TX 78229	N/A	PUBLIC	GENERAL	5,000.
FOUNDATION FOR CULTURAL ARTS - LAS CASAS 222 E. HOUSTON STREET, STE 640 SAN ANTONIO, TX 78205	N/A	PUBLIC	GENERAL - REVERSE GRANT	<1,000.>
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132	N/A	PUBLIC	GENERAL	3,000.
HAVEN FOR HOPE 1 HAVEN FOR HOPE WAY SAN ANTONIO, TX 78207	N/A	PUBLIC	GENERAL	100,000.
JUNIOR ACHIEVEMENT 403 E. RAMSEY, SUITE 201 SAN ANTONIO, TX 78216	N/A	PUBLIC	GENERAL	8,500.
Total from continuation sheets				263,600.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEUKEMIA AND LYMPHOMA SOCIETY PO BOX 4072 PITTSFIELD, MA 01202	N/A	PUBLIC	GENERAL	1,000.
PHIL HARDBERGER PARK CONSERVANCY 13203 BLANCO ROAD SAN ANTONIO, TX 78216	N/A	PUBLIC	GENERAL	5,000.
SAISD FOUNDATION 141' LAVACA SAN ANTONIO, TX 78210	N/A	PUBLIC	GENERAL	3,000.
SAN ANTONIO CAN ACADEMY 502 E. SOUTHCROSS AVENUE SAN ANTONIO, TX 78214	N/A	PUBLIC	GENERAL	25,000.
SNIPSA 6336 NEW BRAUNFELS #185 SAN ANTONIO, TX 78209	N/A	PUBLIC	GENERAL	2,500.
ST. ANTHONY DE PADUA CATHOLIC CHURCH - ACTS RETREAT 102 LORENZ ROAD SAN ANTONIO, TX 78209	N/A	PUBLIC	GENERAL	2,000.
ST. AUSTIN CATHOLIC SCHOOL 1911 SAN ANTONIO STREET SAN ANTONIO, TX 78705	N/A	PUBLIC	GENERAL	500.
UNITED WAY BEXAR COUNTY 700 S. ALAMO SAN ANTONIO, TX 78205	N/A	PUBLIC	GENERAL	55,000.
YMCA GREATER SAN ANTONIO 3233 N. ST. MARY'S SAN ANTONIO, TX 78212	N/A	PUBLIC	GENERAL	10,000.
YOUNG LIFE SAN ANTONIO 10500 HERITAGE BLVD STE 120 SAN ANTONIO, TX 78216	N/A	PUBLIC	GENERAL	1,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME THRU BROKERAGE ACCOUNTS	36,678.	0.	36,678.	36,678.	
TO PART I, LINE 4	36,678.	0.	36,678.	36,678.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,890.	1,418.		472.
TO FORM 990-PF, PG 1, LN 16B	1,890.	1,418.		472.

FORM 990-PF	TAXES	STATEMENT	3
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	19.	19.		0.
2012 FORM 990-PF TAXES	1,700.	0.		0.
2013 FORM 990-PF ESTIMATED TAXES	1,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,719.	19.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROKERAGE FEES	5,288.	5,288.			0.
TO FORM 990-PF, PG 1, LN 23	5,288.	5,288.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
BROKERAGE ACCOUNT - 6628	295,472.		367,566.	
BROKERAGE ACCOUNT - 6630	218,825.		301,144.	
BROKERAGE ACCOUNT - 2283	81,595.		107,357.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	595,892.		776,067.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
BROKERAGE ACCOUNT - 6923	COST	82,614.	119,370.	
BROKERAGE ACCOUNT - 6919	COST	270,079.	263,679.	
BROKERAGE ACCOUNT - 6922	COST	174,932.	181,235.	
BROKERAGE ACCOUNT - 2188	COST	153,193.	178,556.	
BROKERAGE ACCOUNT - 2266	COST	62,857.	57,848.	
BROKERAGE ACCOUNT - 2284	COST	115,886.	131,459.	
TOTAL TO FORM 990-PF, PART II, LINE 13		859,561.	932,147.	

CLEAR CHANNEL COMMUNICATIONS FOUNDATION
GAIN/LOSS ATTACHMENT

ST / LT	ACCT	Symbol	Description	Quantity	Acquired Date	Sale Date	Proceeds	Cost	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
LT	52188	HL MIX	**HARDING LOEVNER FUNDS INC INTL EQUITY PORTFOLIO INSTL CL	1,556.28	8/1/2011	1/9/2013	25,000.00	24,265.45	-	734.55
LT	52188	HL MIX	**HARDING LOEVNER FUNDS INC INTL EQUITY PORTFOLIO INSTL CL	3,087.96	8/1/2011	4/4/2013	50,000.00	48,147.36	-	1,852.64
LT	52266	HIIFX	**MUTUAL FD SER TR CATALYST SMH HIGH INCOME FD CL A	7,840.91	12/19/2011	4/4/2013	50,000.00	49,249.40	-	750.60
LT	52283	LKSMX	**LKCM FDS SMALL MID CAP EQUITY FD INSTL CL	5,951.35	2/24/2012	12/10/2013	75,200.00	58,631.22	-	16,568.78
ST	52284	VDE	VANGUARD SECTOR INDEX FDS VANGUARD ENERGY ETF	240.00	2/24/2012	1/9/2013	25,062.80	26,679.00	(1,616.20)	-
ST	56628	ESV	***ENSCO PLC NEW CLASS A ORD	30.00	3/20/2013	12/6/2013	1,766.66	1,730.40	36.26	-
ST	56628	AFL	AFLAC INC	40.00	8/16/2013	12/6/2013	2,637.35	2,418.78	218.57	-
ST	56628	DRI	DARDEN RESTAURANTS INC	170.00	4/11/2012	3/5/2013	7,888.04	8,527.85	(639.81)	-
ST	56628	GD	GENERAL DYNAMICS CORP	20.00	2/24/2012	2/4/2013	1,305.21	1,447.40	(142.19)	-
ST	56628	GD	GENERAL DYNAMICS CORP	10.00	8/27/2012	2/4/2013	652.60	678.12	(25.52)	-
ST	56628	GEF	GREIF INC CL A FORMERLY GREIF BROS CORP	50.00	2/24/2012	2/4/2013	2,370.10	2,569.50	(199.40)	-
ST	56628	GEF	GREIF INC CL A FORMERLY GREIF BROS CORP	60.00	8/27/2012	2/4/2013	2,844.11	2,479.61	364.50	-
ST	56628	NSC	NORFOLK SOUTHERN CORP	50.00	12/20/2012	12/6/2013	4,434.92	3,142.10	1,292.82	-
ST	56628	NTRS	NORTHERN TRUST CORP	30.00	4/3/2013	12/6/2013	1,736.96	1,631.87	105.09	-
ST	56628	QCOM	QUALCOMM INC	40.00	5/10/2013	12/6/2013	2,928.94	2,580.42	348.52	-
ST	56628	UTX	UNITED TECHNOLOGIES CORP	20.00	2/4/2013	12/6/2013	2,193.96	1,805.48	388.48	-
ST	56628	WAG	WALGREEN CO	80.00	12/20/2012	12/6/2013	4,503.32	2,992.33	1,510.99	-
ST	56628	WMB	WILLIAMS COMPANIES INC	30.00	2/21/2013	12/6/2013	1,079.98	1,018.30	61.68	-
LT	56628	ACE	***ACE LIMITED	20.00	5/31/2011	12/6/2013	2,010.76	1,377.66	-	633.10
LT	56628	PRE	***PARTNERRE LTD	100.00	10/20/2008	4/4/2013	9,144.95	5,405.12	-	3,739.83
LT	56628	WSH	***WILLIS GROUP HOLDINGS PLC	60.00	7/25/2012	12/6/2013	2,686.15	2,195.83	-	490.32
LT	56628	APD	AIR PRODUCTS & CHEMICALS INC	100.00	6/7/2011	8/8/2013	10,724.71	9,136.47	-	1,588.24
LT	56628	ALB	ALBEMARLE CORP	10.00	11/7/2011	12/6/2013	681.78	537.71	-	144.07
LT	56628	ALB	ALBEMARLE CORP	10.00	8/27/2012	12/6/2013	681.79	566.80	-	114.99
LT	56628	AXP	AMERICAN EXPRESS COMPANY	60.00	3/28/2012	12/6/2013	5,119.71	3,526.77	-	1,592.94
LT	56628	T	AT&T INC	10.00	9/10/2008	12/6/2013	330.39	321.21	-	9.18
LT	56628	BAX	BAXTER INTERNATIONAL INC	10.00	9/13/2012	12/6/2013	657.18	609.64	-	47.54
LT	56628	BLK	BLACKROCK INC	10.00	1/11/2012	12/6/2013	2,980.74	1,828.31	-	1,152.43
LT	56628	CVX	CHEVRON CORPORATION	10.00	9/5/2008	12/6/2013	1,205.87	795.73	-	410.14
LT	56628	LLY	ELI LILLY & CO	10.00	2/17/2010	12/6/2013	487.79	346.68	-	141.11
LT	56628	EGN	ENERGEN CORP	180.00	9/26/2011	3/1/2013	8,162.89	7,282.36	-	880.53
LT	56628	GD	GENERAL DYNAMICS CORP	70.00	9/9/2008	2/4/2013	4,568.23	6,040.77	-	(1,472.54)
LT	56628	GD	GENERAL DYNAMICS CORP	30.00	9/13/2010	2/4/2013	1,957.81	1,900.80	-	57.01
LT	56628	GPC	GENUINE PARTS CO	30.00	9/11/2008	12/6/2013	2,419.45	1,257.65	-	1,161.80
LT	56628	GEF	GREIF INC CL A FORMERLY GREIF BROS CORP	95.00	3/17/2011	2/4/2013	4,503.19	5,909.54	-	(1,406.35)

ST / LT	ACCT	Symbol	Description	Quantity	Acquired Date	Sale Date	Proceeds	Cost	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
LT	56628	HP	HELMERICH & PAYNE INC	50.00	9/25/2012	12/6/2013	4,052.42	2,354.19	-	1,698.23
LT	56628	JNJ	JOHNSON & JOHNSON	40.00	9/11/2008	12/6/2013	3,731.33	2,824.16	-	907.17
LT	56628	LLTC	LINEAR TECHNOLOGY CORP	60.00	9/12/2008	12/6/2013	2,619.55	1,792.80	-	826.75
LT	56628	MRK	MERCK & CO INC	30.00	8/18/2009	12/6/2013	1,458.87	922.82	-	536.05
LT	56628	MSFT	MICROSOFT CORP	110.00	1/23/2012	12/6/2013	4,212.22	3,272.65	-	939.57
LT	56628	OMC	OMNICO GROUP INC	60.00	2/15/2011	12/6/2013	4,232.32	2,920.92	-	1,311.40
LT	56628	PAYX	PAYCHEX INC	220.00	5/18/2010	3/7/2013	7,496.90	6,689.22	-	807.68
LT	56628	PAYX	PAYCHEX INC	30.00	9/13/2010	3/7/2013	1,022.30	795.00	-	227.30
LT	56628	TROW	PRICE T ROWE GROUP INC	30.00	9/9/2008	12/6/2013	2,384.95	1,855.83	-	529.12
LT	56628	PG	PROCTER & GAMBLE CO	20.00	9/9/2008	12/6/2013	1,651.37	1,444.77	-	206.60
LT	56628	SYK	STRYKER CORP	40.00	9/5/2008	12/6/2013	2,944.94	2,600.46	-	344.48
LT	56628	TXN	TEXAS INSTRUMENTS INCORPORATED	100.00	7/23/2012	12/6/2013	4,299.92	2,643.76	-	1,656.16
LT	56628	UPS	UNITED PARCEL SVC INC CL B	20.00	5/18/2009	12/6/2013	2,042.06	1,054.00	-	988.06
LT	56628	UPS	UNITED PARCEL SVC INC CL B	10.00	10/25/2010	12/6/2013	1,021.03	714.70	-	306.33
LT	56628	UPS	UNITED PARCEL SVC INC CL B	10.00	8/27/2012	12/6/2013	1,021.03	772.15	-	248.88
LT	56628	GWV	W W GRAINGER INC	10.00	9/5/2008	12/6/2013	2,572.35	870.72	-	1,701.63
ST	56630	DEO	***DIAGEO PLC-SPONSORED ADR REPSTG 4 ORD SHS	15.00	6/19/2013	8/1/2013	1,871.98	1,819.42	52.56	-
ST	56630	DEO	***DIAGEO PLC-SPONSORED ADR REPSTG 4 ORD SHS	8.00	6/25/2013	8/1/2013	998.39	937.95	60.44	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	7.00	9/5/2013	11/29/2013	699.05	636.95	62.10	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	2.00	9/5/2013	12/2/2013	195.66	181.98	13.68	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	7.00	9/6/2013	12/2/2013	684.82	638.70	46.12	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	2.00	9/6/2013	12/3/2013	192.93	182.49	10.44	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	5.00	9/26/2013	12/3/2013	482.34	463.25	19.09	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	3.00	9/26/2013	12/5/2013	286.49	277.95	8.54	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	5.00	9/27/2013	12/5/2013	477.48	462.69	14.79	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	4.00	9/27/2013	12/9/2013	386.43	370.15	16.28	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	5.00	10/1/2013	12/9/2013	483.03	469.37	13.66	-
ST	56630	RYCEY	***ROLLS ROYCE HOLDINGS PLC SPONSORED ADR	7.00	10/1/2013	12/11/2013	676.12	657.11	19.01	-
ST	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	18.00	6/26/2013	9/27/2013	898.03	890.79	7.24	-
ST	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	20.00	6/27/2013	10/1/2013	975.36	1,002.49	(27.13)	-
ST	56630	SAP	***SAP SE SPONSORED ADR	6.00	3/6/2013	4/4/2013	465.76	501.17	(35.41)	-
ST	56630	SAP	***SAP SE SPONSORED ADR	27.00	3/6/2013	11/22/2013	2,191.35	2,255.26	(63.91)	-
ST	56630	SAP	***SAP SE SPONSORED ADR	2.00	3/6/2013	11/25/2013	164.00	167.06	(3.06)	-
ST	56630	SAP	***SAP SE SPONSORED ADR	17.00	4/5/2013	11/25/2013	1,393.97	1,342.60	51.37	-
ST	56630	SAP	***SAP SE SPONSORED ADR	9.00	5/2/2013	11/25/2013	737.98	723.57	14.41	-
ST	56630	SAP	***SAP SE SPONSORED ADR	3.00	5/24/2013	11/25/2013	245.99	235.85	10.14	-
ST	56630	SAP	***SAP SE SPONSORED ADR	6.00	5/24/2013	11/26/2013	487.65	471.70	15.95	-
ST	56630	SAP	***SAP SE SPONSORED ADR	11.00	6/7/2013	11/26/2013	894.03	855.45	38.58	-
ST	56630	SHPG	***SHIRE PLC AMERICAN DEPOSITARY SHARES	5.00	2/23/2012	2/19/2013	473.27	538.40	(65.13)	-
ST	56630	SHPG	***SHIRE PLC AMERICAN DEPOSITARY SHARES	3.00	3/29/2012	2/19/2013	283.96	306.65	(22.69)	-
ST	56630	SHPG	***SHIRE PLC AMERICAN DEPOSITARY SHARES	12.00	3/29/2012	2/21/2013	1,120.34	1,226.58	(106.24)	-

ST / LT	ACCT	Symbol	Description	Quantity	Acquired Date	Sale Date	Proceeds	Cost	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
ST	56630	ALXN	ALEXION PHARMACEUTICALS INC	11.00	2/21/2013	4/4/2013	1,063.85	954.00	109.85	-
ST	56630	ALXN	ALEXION PHARMACEUTICALS INC	4.00	2/21/2013	7/30/2013	428.79	346.91	81.88	-
ST	56630	ALXN	ALEXION PHARMACEUTICALS INC	13.00	2/21/2013	8/1/2013	1,511.24	1,127.46	383.78	-
ST	56630	AGN	ALLERGAN INC	20.00	8/6/2012	6/24/2013	1,653.54	1,720.29	(66.75)	-
ST	56630	AGN	ALLERGAN INC	10.00	5/15/2013	6/24/2013	826.77	1,052.78	(226.01)	-
ST	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	11.00	12/5/2012	5/24/2013	691.27	769.09	(77.82)	-
ST	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	14.00	12/5/2012	5/28/2013	892.59	978.85	(86.26)	-
ST	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	11.00	12/17/2012	5/28/2013	701.32	816.32	(115.00)	-
ST	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	2.00	1/11/2013	5/28/2013	127.51	158.18	(30.67)	-
ST	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	11.00	1/11/2013	5/29/2013	691.07	869.98	(178.91)	-
ST	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	17.00	2/7/2013	5/29/2013	1,068.02	1,318.51	(250.49)	-
ST	56630	DVA	DAVITA HEALTHCARE PARTNERS INC	14.00	12/21/2012	3/7/2013	1,647.83	1,583.31	64.52	-
ST	56630	EBAY	EBAY INC	45.00	6/20/2012	4/4/2013	2,470.48	1,958.69	511.79	-
ST	56630	EBAY	EBAY INC	2.00	7/19/2012	4/4/2013	109.80	87.65	22.15	-
ST	56630	EL	ESTEE LAUDER COMPANIES INC CL A	21.00	11/9/2012	4/4/2013	1,349.33	1,220.64	128.69	-
ST	56630	EL	ESTEE LAUDER COMPANIES INC CL A	11.00	11/9/2012	5/9/2013	749.13	639.38	109.75	-
ST	56630	FB	FACEBOOK INC CL A	66.00	11/5/2012	3/5/2013	1,796.10	1,414.94	381.16	-
ST	56630	FB	FACEBOOK INC CL A	14.00	11/5/2012	3/6/2013	387.62	300.14	87.48	-
ST	56630	FB	FACEBOOK INC CL A	111.00	11/8/2012	3/6/2013	3,073.31	2,287.08	786.23	-
ST	56630	KMI	KINDER MORGAN INC	33.00	1/7/2013	4/4/2013	1,240.62	1,230.23	10.39	-
ST	56630	KMI	KINDER MORGAN INC	43.00	1/7/2013	10/15/2013	1,503.98	1,603.02	(99.04)	-
ST	56630	KMI	KINDER MORGAN INC	25.00	1/10/2013	10/15/2013	874.41	936.34	(61.93)	-
ST	56630	KMI	KINDER MORGAN INC	12.00	1/10/2013	12/4/2013	392.39	449.45	(57.06)	-
ST	56630	KMI	KINDER MORGAN INC	12.00	1/23/2013	12/4/2013	392.39	456.01	(63.62)	-
ST	56630	KMI	KINDER MORGAN INC	26.00	1/23/2013	12/5/2013	850.38	988.01	(137.63)	-
ST	56630	KMI	KINDER MORGAN INC	23.00	2/6/2013	12/5/2013	752.26	872.98	(120.72)	-
ST	56630	KMI	KINDER MORGAN INC	3.00	2/6/2013	12/12/2013	96.20	113.87	(17.67)	-
ST	56630	KMI	KINDER MORGAN INC	16.00	3/5/2013	12/12/2013	513.08	613.81	(100.73)	-
ST	56630	KMI	KINDER MORGAN INC	11.00	4/25/2013	12/12/2013	352.74	443.55	(90.81)	-
ST	56630	KMI	KINDER MORGAN INC	11.00	4/25/2013	12/16/2013	354.88	443.55	(88.67)	-
ST	56630	KMI	KINDER MORGAN INC	24.00	9/18/2013	12/16/2013	774.27	871.35	(97.08)	-
ST	56630	PX	PRAXAIR INC	7.00	4/17/2013	11/5/2013	856.26	780.66	75.60	-
ST	56630	PX	PRAXAIR INC	3.00	4/18/2013	11/5/2013	366.97	338.01	28.96	-
ST	56630	PX	PRAXAIR INC	3.00	4/18/2013	11/8/2013	365.25	338.00	27.25	-
ST	56630	PX	PRAXAIR INC	4.00	4/22/2013	11/8/2013	486.99	443.71	43.28	-
ST	56630	PCP	PRECISION CASTPARTS CORP	5.00	8/7/2012	4/4/2013	918.76	796.06	122.70	-
ST	56630	PCP	PRECISION CASTPARTS CORP	6.00	8/9/2012	4/4/2013	1,102.51	970.25	132.26	-
ST	56630	PCP	PRECISION CASTPARTS CORP	2.00	8/9/2012	6/5/2013	410.00	323.42	86.58	-
ST	56630	PCP	PRECISION CASTPARTS CORP	2.00	8/9/2012	6/19/2013	432.62	323.42	109.20	-
ST	56630	PCP	PRECISION CASTPARTS CORP	3.00	8/14/2012	6/19/2013	648.93	486.80	162.13	-
ST	56630	PCP	PRECISION CASTPARTS CORP	4.00	8/14/2012	7/8/2013	919.68	649.06	270.62	-
ST	56630	PCP	PRECISION CASTPARTS CORP	3.00	8/14/2012	7/12/2013	679.79	486.79	193.00	-

ST / LT	ACCT	Symbol	Description	Quantity	Acquired Date	Sale Date	Proceeds	Cost	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
ST	56630	PCP	PRECISION CASTPARTS CORP	3.00	8/24/2012	7/12/2013	679.78	491.44	188.34	-
ST	56630	SBUX	STARBUCKS CORP	30.00	8/1/2012	4/4/2013	1,727.32	1,340.07	387.25	-
ST	56630	SBUX	STARBUCKS CORP	4.00	8/6/2012	4/4/2013	230.31	177.16	53.15	-
ST	56630	SBUX	STARBUCKS CORP	13.00	8/6/2012	5/9/2013	794.50	575.76	218.74	-
ST	56630	SBUX	STARBUCKS CORP	14.00	8/6/2012	6/19/2013	925.38	620.05	305.33	-
ST	56630	SBUX	STARBUCKS CORP	11.00	8/6/2012	7/19/2013	741.11	487.18	253.93	-
ST	56630	SBUX	STARBUCKS CORP	8.00	8/6/2012	7/29/2013	567.88	354.31	213.57	-
ST	56630	SBUX	STARBUCKS CORP	3.00	8/14/2012	7/29/2013	212.95	140.94	72.01	-
ST	56630	SBUX	STARBUCKS CORP	3.00	10/11/2012	9/25/2013	227.21	143.90	83.31	-
ST	56630	SBUX	STARBUCKS CORP	22.00	10/11/2012	10/3/2013	1,680.21	1,055.27	624.94	-
ST	56630	SBUX	STARBUCKS CORP	2.00	10/25/2012	10/3/2013	152.75	93.42	59.33	-
ST	56630	SBUX	STARBUCKS CORP	14.00	10/25/2012	10/8/2013	1,070.43	653.93	416.50	-
ST	56630	SBUX	STARBUCKS CORP	14.00	10/25/2012	10/11/2013	1,077.35	653.92	423.43	-
ST	56630	SBUX	STARBUCKS CORP	10.00	2/14/2013	10/11/2013	769.53	560.93	208.60	-
ST	56630	SBUX	STARBUCKS CORP	21.00	2/14/2013	10/15/2013	1,612.01	1,177.95	434.06	-
ST	56630	TWX	TIME WARNER INC	32.00	3/7/2013	4/4/2013	1,848.31	1,814.83	33.48	-
ST	56630	TJX	TJX COMPANIES INC NEW	15.00	10/15/2012	4/4/2013	704.43	652.55	51.88	-
ST	56630	TJX	TJX COMPANIES INC NEW	21.00	10/17/2012	4/4/2013	986.21	912.39	73.82	-
ST	56630	TJX	TJX COMPANIES INC NEW	15.00	10/17/2012	6/5/2013	740.98	651.70	89.28	-
ST	56630	TJX	TJX COMPANIES INC NEW	4.00	10/17/2012	9/10/2013	212.05	173.79	38.26	-
ST	56630	TJX	TJX COMPANIES INC NEW	17.00	10/18/2012	9/10/2013	901.22	742.83	158.39	-
ST	56630	TJX	TJX COMPANIES INC NEW	3.00	10/25/2012	10/21/2013	169.78	125.55	44.23	-
ST	56630	UNP	UNION PACIFIC CORP	8.00	8/29/2012	3/7/2013	1,077.78	987.72	90.06	-
ST	56630	UNP	UNION PACIFIC CORP	7.00	8/29/2012	4/4/2013	956.22	864.25	91.97	-
ST	56630	UNP	UNION PACIFIC CORP	4.00	9/7/2012	4/4/2013	546.41	491.13	55.28	-
ST	56630	UNP	UNION PACIFIC CORP	6.00	9/7/2012	5/9/2013	913.51	736.69	176.82	-
ST	56630	UNP	UNION PACIFIC CORP	1.00	4/18/2013	11/8/2013	153.00	144.88	8.12	-
ST	56630	UNP	UNION PACIFIC CORP	4.00	4/18/2013	11/11/2013	617.21	579.50	37.71	-
ST	56630	UNP	UNION PACIFIC CORP	6.00	9/6/2013	11/11/2013	925.82	958.92	(33.10)	-
ST	56630	GWV	W W GRAINGER INC	6.00	6/20/2012	2/6/2013	1,288.41	1,131.09	157.32	-
ST	56630	GWV	W W GRAINGER INC	5.00	6/20/2012	2/7/2013	1,065.18	942.57	122.61	-
ST	56630	GWV	W W GRAINGER INC	1.00	6/22/2012	2/7/2013	213.04	185.53	27.51	-
ST	56630	GWV	W W GRAINGER INC	6.00	6/22/2012	2/22/2013	1,335.19	1,113.15	222.04	-
ST	56630	GWV	W W GRAINGER INC	3.00	6/22/2012	3/7/2013	686.24	556.58	129.66	-
ST	56630	GWV	W W GRAINGER INC	3.00	11/5/2012	3/7/2013	686.23	609.40	76.83	-
ST	56630	GWV	W W GRAINGER INC	2.00	11/5/2012	3/8/2013	458.25	406.27	51.98	-
ST	56630	GWV	W W GRAINGER INC	6.00	12/19/2012	3/8/2013	1,374.73	1,205.41	169.32	-
ST	56630	YUM	YUM BRANDS INC	9.00	8/23/2012	4/4/2013	606.71	588.33	18.38	-
ST	56630	YUM	YUM BRANDS INC	18.00	8/27/2012	4/4/2013	1,213.43	1,156.38	57.05	-
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	10.00	6/24/2010	2/6/2013	487.79	296.91	-	190.88
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	20.00	8/25/2010	2/6/2013	975.58	576.81	-	398.77
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	17.00	8/25/2010	3/18/2013	869.61	490.29	-	379.32

ST / LT	ACCT	Symbol	Description	Quantity	Acquired Date	Sale Date	Proceeds	Cost	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	18.00	8/25/2010	4/4/2013	928.69	519.13	-	409.56
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	6.00	8/10/2011	4/4/2013	309.56	200.18	-	109.38
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	12.00	8/10/2011	4/8/2013	612.43	400.35	-	212.08
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	14.00	8/10/2011	5/9/2013	764.58	467.07	-	297.51
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	3.00	8/10/2011	9/12/2013	145.71	100.09	-	45.62
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	18.00	12/15/2011	9/12/2013	874.29	616.31	-	257.98
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	16.00	12/15/2011	9/18/2013	795.72	547.83	-	247.89
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	11.00	12/15/2011	9/23/2013	561.10	376.63	-	184.47
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	4.00	2/24/2012	9/23/2013	204.03	166.48	-	37.55
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	11.00	2/24/2012	9/25/2013	557.00	457.82	-	99.18
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	4.00	8/28/2012	9/25/2013	202.55	179.46	-	23.09
LT	56630	SBMRY	***SABMILLER PLC SPONSORED ADR	21.00	8/28/2012	9/26/2013	1,073.64	942.14	-	131.50
LT	56630	SLB	***SCHLUMBERGER LTD	5.00	4/26/2010	4/4/2013	366.33	365.80	-	0.53
LT	56630	SLB	***SCHLUMBERGER LTD	13.00	5/27/2010	4/4/2013	952.44	797.30	-	155.14
LT	56630	SLB	***SCHLUMBERGER LTD	7.00	5/27/2010	6/6/2013	502.77	429.31	-	73.46
LT	56630	SLB	***SCHLUMBERGER LTD	23.00	8/4/2010	6/6/2013	1,651.95	1,473.50	-	178.45
LT	56630	SLB	***SCHLUMBERGER LTD	2.00	8/4/2010	6/7/2013	146.89	128.13	-	18.76
LT	56630	SLB	***SCHLUMBERGER LTD	22.00	11/3/2010	6/7/2013	1,615.81	1,586.32	-	29.49
LT	56630	SLB	***SCHLUMBERGER LTD	8.00	11/3/2010	6/10/2013	583.12	576.85	-	6.27
LT	56630	SLB	***SCHLUMBERGER LTD	15.00	2/24/2012	6/10/2013	1,093.36	1,217.55	-	(124.19)
LT	56630	SLB	***SCHLUMBERGER LTD	10.00	1/10/2011	1/11/2013	964.13	754.53	-	209.60
LT	56630	SLB	***SHIRE PLC AMERICAN DEPOSITARY SHARES	18.00	1/14/2011	2/14/2013	1,671.46	1,406.88	-	264.58
LT	56630	SLB	***SHIRE PLC AMERICAN DEPOSITARY SHARES	2.00	1/14/2011	2/15/2013	189.36	156.32	-	33.04
LT	56630	SLB	***SHIRE PLC AMERICAN DEPOSITARY SHARES	10.00	1/23/2012	2/15/2013	946.79	995.09	-	(48.30)
LT	56630	SLB	***SHIRE PLC AMERICAN DEPOSITARY SHARES	5.00	1/23/2012	2/19/2013	473.27	497.55	-	(24.28)
LT	56630	TCEHY	***TENCENT HOLDINGS LIMITED UNSPONSORED ADR REPRESENTING B SH	49.00	11/16/2010	4/4/2013	1,502.00	1,133.14	-	368.86
LT	56630	AGN	ALLERGAN INC	14.00	9/10/2010	1/23/2013	1,450.04	923.56	-	526.48
LT	56630	AGN	ALLERGAN INC	1.00	9/10/2010	1/25/2013	103.93	65.97	-	37.96
LT	56630	AGN	ALLERGAN INC	5.00	8/10/2011	1/25/2013	519.63	358.73	-	160.90
LT	56630	AGN	ALLERGAN INC	12.00	8/10/2011	2/7/2013	1,267.93	860.94	-	406.99
LT	56630	AGN	ALLERGAN INC	9.00	8/10/2011	3/7/2013	976.97	645.71	-	331.26
LT	56630	AGN	ALLERGAN INC	9.00	8/10/2011	3/12/2013	977.90	645.71	-	332.19
LT	56630	AGN	ALLERGAN INC	10.00	8/10/2011	4/4/2013	1,133.36	717.45	-	415.91
LT	56630	AGN	ALLERGAN INC	4.00	1/23/2012	4/4/2013	453.34	359.02	-	94.32
LT	56630	AGN	ALLERGAN INC	11.00	1/23/2012	6/24/2013	909.45	987.30	-	(77.85)
LT	56630	AGN	ALLERGAN INC	20.00	2/3/2012	6/24/2013	1,653.54	1,721.85	-	(68.31)
LT	56630	AGN	ALLERGAN INC	10.00	2/24/2012	6/24/2013	826.77	889.60	-	(62.83)
LT	56630	AGN	ALLERGAN INC	10.00	3/28/2012	6/24/2013	826.77	958.82	-	(132.05)
LT	56630	AAPL	APPLE INC	1.00	4/1/2009	4/4/2013	426.20	108.54	-	317.66
LT	56630	AAPL	APPLE INC	7.00	6/9/2009	4/4/2013	2,983.36	1,011.72	-	1,971.64
LT	56630	AAPL	APPLE INC	2.00	6/9/2009	4/5/2013	831.42	289.06	-	542.36
LT	56630	AAPL	APPLE INC	1.00	6/9/2009	4/9/2013	415.98	144.53	-	271.45

ST / LT	ACCT	Symbol	Description	Quantity	Acquired Date	Sale Date	Proceeds	Cost	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
LT	56630	AAPL	APPLE INC	1.00	6/18/2009	4/9/2013	415.98	139.00	-	276.98
LT	56630	AAPL	APPLE INC	6.00	6/18/2009	4/17/2013	2,417.27	833.97	-	1,583.30
LT	56630	AAPL	APPLE INC	3.00	6/18/2009	4/22/2013	1,184.67	416.98	-	767.69
LT	56630	AAPL	APPLE INC	4.00	4/23/2010	4/22/2013	1,579.55	1,080.44	-	499.11
LT	56630	AAPL	APPLE INC	16.00	4/23/2010	4/24/2013	6,404.89	4,321.76	-	2,083.13
LT	56630	AAPL	APPLE INC	3.00	2/24/2012	4/24/2013	1,200.92	1,577.07	-	(376.15)
LT	56630	CELG	CELGENE CORP	20.00	9/8/2008	3/15/2013	2,233.50	1,330.91	-	902.59
LT	56630	CELG	CELGENE CORP	31.00	9/8/2008	4/4/2013	3,590.83	2,062.91	-	1,527.92
LT	56630	CELG	CELGENE CORP	18.00	9/8/2008	9/5/2013	2,612.77	1,197.82	-	1,414.95
LT	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	3.00	8/22/2011	4/4/2013	221.99	175.40	-	46.59
LT	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	20.00	12/20/2011	4/4/2013	1,479.96	1,361.22	-	118.74
LT	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	2.00	2/8/2012	4/4/2013	148.00	142.58	-	5.42
LT	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	13.00	2/8/2012	5/15/2013	799.74	926.74	-	(127.00)
LT	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	4.00	2/23/2012	5/15/2013	246.08	285.12	-	(39.04)
LT	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	11.00	2/23/2012	5/23/2013	702.51	784.08	-	(81.57)
LT	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	13.00	5/8/2012	5/23/2013	830.25	774.56	-	55.69
LT	56630	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	12.00	5/8/2012	5/24/2013	754.12	714.98	-	39.14
LT	56630	DISCA	DISCOVERY COMMUNICATIONS INC COM SER A	15.00	4/28/2011	4/4/2013	1,157.17	663.76	-	493.41
LT	56630	DISCA	DISCOVERY COMMUNICATIONS INC COM SER A	6.00	5/2/2011	4/4/2013	462.87	271.49	-	191.38
LT	56630	DG	DOLLAR GENERAL CORPORATION	30.00	4/28/2011	4/4/2013	1,500.46	1,006.41	-	494.05
LT	56630	DG	DOLLAR GENERAL CORPORATION	15.00	5/6/2011	4/4/2013	750.23	496.54	-	253.69
LT	56630	DG	DOLLAR GENERAL CORPORATION	22.00	5/6/2011	7/26/2013	1,163.38	728.25	-	435.13
LT	56630	DG	DOLLAR GENERAL CORPORATION	13.00	5/6/2011	7/29/2013	686.58	430.33	-	256.25
LT	56630	EBAY	EBAY INC	2.00	5/11/2011	7/29/2013	105.63	67.79	-	37.84
LT	56630	ECL	ECOLAB INC	11.00	7/19/2012	12/6/2013	559.84	482.10	-	77.74
LT	56630	ECL	ECOLAB INC	12.00	2/15/2012	3/15/2013	941.73	745.96	-	195.77
LT	56630	ECL	ECOLAB INC	8.00	2/15/2012	4/4/2013	634.37	497.31	-	137.06
LT	56630	ECL	ECOLAB INC	15.00	2/24/2012	4/4/2013	1,189.43	945.63	-	243.80
LT	56630	ECL	ECOLAB INC	13.00	2/24/2012	7/19/2013	1,189.61	819.54	-	370.07
LT	56630	ECL	ECOLAB INC	2.00	2/24/2012	7/31/2013	183.54	126.08	-	57.46
LT	56630	ECL	ECOLAB INC	10.00	2/28/2012	7/31/2013	917.68	618.60	-	299.08
LT	56630	ECL	ECOLAB INC	10.00	2/28/2012	10/3/2013	965.40	618.60	-	346.80
LT	56630	ECL	ECOLAB INC	9.00	5/1/2012	10/21/2013	912.27	576.09	-	336.18
LT	56630	ECL	ECOLAB INC	8.00	5/1/2012	11/19/2013	837.58	512.08	-	325.50
LT	56630	FDO	FAMILY DOLLAR STORES INC	16.00	1/19/2012	4/4/2013	922.73	885.03	-	37.70
LT	56630	FDO	FAMILY DOLLAR STORES INC	4.00	1/19/2012	8/13/2013	280.58	221.26	-	59.32
LT	56630	FDO	FAMILY DOLLAR STORES INC	6.00	1/24/2012	8/13/2013	420.86	340.39	-	80.47
LT	56630	FDO	FAMILY DOLLAR STORES INC	12.00	1/24/2012	8/19/2013	844.77	680.77	-	164.00
LT	56630	FDO	FAMILY DOLLAR STORES INC	7.00	1/24/2012	8/20/2013	489.98	397.12	-	92.86
LT	56630	FDO	FAMILY DOLLAR STORES INC	3.00	2/24/2012	8/20/2013	209.99	166.50	-	43.49
LT	56630	FDO	FAMILY DOLLAR STORES INC	11.00	2/24/2012	8/21/2013	771.48	610.50	-	160.98
LT	56630	FDO	FAMILY DOLLAR STORES INC	1.00	2/24/2012	8/22/2013	71.15	55.50	-	15.65

ST / LT	ACCT	Symbol	Description	Quantity	Acquired Date	Sale Date	Proceeds	Cost	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
LT	56630	FDO	FAMILY DOLLAR STORES INC	9.00	8/6/2012	8/22/2013	640.38	598.11	-	42.27
LT	56630	FDO	FAMILY DOLLAR STORES INC	11.00	8/6/2012	8/23/2013	781.19	731.02	-	50.17
LT	56630	GE	GENERAL ELECTRIC CO	55.00	2/7/2011	1/23/2013	1,184.79	1,157.66	-	27.13
LT	56630	GE	GENERAL ELECTRIC CO	2.00	2/9/2011	1/23/2013	43.08	42.96	-	0.12
LT	56630	GE	GENERAL ELECTRIC CO	26.00	2/9/2011	1/25/2013	563.06	558.47	-	4.59
LT	56630	GE	GENERAL ELECTRIC CO	21.00	2/9/2011	3/15/2013	477.64	451.07	-	26.57
LT	56630	GE	GENERAL ELECTRIC CO	41.00	2/9/2011	4/4/2013	934.88	880.66	-	54.22
LT	56630	GE	GENERAL ELECTRIC CO	39.00	2/23/2011	4/4/2013	889.27	804.32	-	84.95
LT	56630	GE	GENERAL ELECTRIC CO	51.00	2/23/2011	5/2/2013	1,116.42	1,051.81	-	64.61
LT	56630	GE	GENERAL ELECTRIC CO	10.00	2/23/2011	5/3/2013	223.88	206.24	-	17.64
LT	56630	GE	GENERAL ELECTRIC CO	33.00	3/28/2011	5/3/2013	738.82	661.57	-	77.25
LT	56630	GE	GENERAL ELECTRIC CO	32.00	3/28/2011	5/15/2013	725.71	641.52	-	84.19
LT	56630	GE	GENERAL ELECTRIC CO	12.00	4/21/2011	5/15/2013	272.14	244.06	-	28.08
LT	56630	GE	GENERAL ELECTRIC CO	33.00	4/21/2011	6/12/2013	766.12	671.15	-	94.97
LT	56630	GE	GENERAL ELECTRIC CO	5.00	5/11/2011	6/12/2013	116.08	103.39	-	12.69
LT	56630	GE	GENERAL ELECTRIC CO	30.00	5/11/2011	9/10/2013	703.82	620.36	-	83.46
LT	56630	GE	GENERAL ELECTRIC CO	8.00	1/26/2012	9/10/2013	187.69	155.04	-	32.65
LT	56630	GE	GENERAL ELECTRIC CO	62.00	1/26/2012	9/12/2013	1,467.88	1,201.59	-	266.29
LT	56630	GE	GENERAL ELECTRIC CO	28.00	2/2/2012	9/12/2013	662.91	535.01	-	127.90
LT	56630	GE	GENERAL ELECTRIC CO	42.00	2/2/2012	9/20/2013	1,003.73	802.51	-	201.22
LT	56630	GE	GENERAL ELECTRIC CO	45.00	2/23/2012	9/20/2013	1,075.43	885.30	-	190.13
LT	56630	GOOGL	GOOGLE INC CL A	2.00	4/23/2010	4/4/2013	1,582.06	1,092.78	-	489.28
LT	56630	ISRG	INTUITIVE SURGICAL INC COM	2.00	7/22/2010	4/4/2013	991.72	633.17	-	358.55
LT	56630	ISRG	INTUITIVE SURGICAL INC COM	2.00	9/15/2010	4/4/2013	991.71	577.03	-	414.68
LT	56630	LVS	LAS VEGAS SANDS CORP	15.00	9/26/2011	4/4/2013	788.76	638.00	-	150.76
LT	56630	LVS	LAS VEGAS SANDS CORP	24.00	9/27/2011	4/4/2013	1,262.02	1,107.84	-	154.18
LT	56630	LVS	LAS VEGAS SANDS CORP	1.00	9/27/2011	11/22/2013	69.25	46.16	-	23.09
LT	56630	LVS	LAS VEGAS SANDS CORP	15.00	9/30/2011	11/22/2013	1,038.79	600.00	-	438.79
LT	56630	LVS	LAS VEGAS SANDS CORP	7.00	10/11/2011	11/22/2013	484.77	317.28	-	167.50
LT	56630	LVS	LAS VEGAS SANDS CORP	22.00	10/11/2011	12/19/2013	1,679.43	997.15	-	682.28
LT	56630	MON	MONSANTO CO	6.00	11/28/2011	1/11/2013	579.84	423.81	-	156.03
LT	56630	MON	MONSANTO CO	11.00	11/28/2011	3/7/2013	1,118.20	776.99	-	341.21
LT	56630	MON	MONSANTO CO	8.00	11/28/2011	3/15/2013	826.24	565.08	-	261.16
LT	56630	MON	MONSANTO CO	4.00	12/14/2011	3/15/2013	413.12	273.04	-	140.08
LT	56630	MON	MONSANTO CO	20.00	12/14/2011	4/4/2013	2,106.75	1,365.22	-	741.53
LT	56630	PCP	PRECISION CASTPARTS CORP	4.00	8/24/2012	10/21/2013	954.97	655.26	-	299.71
LT	56630	PCP	PRECISION CASTPARTS CORP	3.00	8/24/2012	11/8/2013	736.27	491.44	-	244.83
LT	56630	PCP	PRECISION CASTPARTS CORP	4.00	10/26/2012	12/20/2013	1,052.07	674.20	-	377.87
LT	56630	PCP	PRECISION CASTPARTS CORP	4.00	10/26/2012	12/23/2013	1,057.50	674.21	-	383.29
LT	56630	PCP	PRECISION CASTPARTS CORP	2.00	10/26/2012	12/26/2013	532.63	337.10	-	195.53
LT	56630	PCP	PRECISION CASTPARTS CORP	1.00	11/28/2012	12/26/2013	266.31	182.60	-	83.71
LT	56630	PCP	PRECISION CASTPARTS CORP	3.00	11/28/2012	12/27/2013	790.51	547.79	-	242.72

ST / LT	ACCT	Symbol	Description	Quantity	Acquired Date	Sale Date	Proceeds	Cost	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
LT	56630	SBUX	STARBUCKS CORP	13.00	8/14/2012	9/10/2013	944.47	610.76	-	333.71
LT	56630	SBUX	STARBUCKS CORP	14.00	8/14/2012	9/25/2013	1,060.33	657.74	-	402.59
LT	56630	TJX	TJX COMPANIES INC NEW	13.00	10/18/2012	10/21/2013	735.73	568.04	-	167.69
LT	56630	TJX	TJX COMPANIES INC NEW	22.00	10/25/2012	11/22/2013	1,371.61	920.67	-	450.94
LT	56630	UNP	UNION PACIFIC CORP	5.00	9/7/2012	10/23/2013	762.17	613.90	-	148.27
LT	56630	UNP	UNION PACIFIC CORP	4.00	9/11/2012	10/23/2013	609.73	499.87	-	109.86
LT	56630	UNP	UNION PACIFIC CORP	6.00	9/11/2012	10/24/2013	914.90	749.81	-	165.09
LT	56630	UNP	UNION PACIFIC CORP	8.00	9/11/2012	11/5/2013	1,210.47	999.74	-	210.73
LT	56630	UNP	UNION PACIFIC CORP	2.00	9/11/2012	11/6/2013	304.03	249.93	-	54.10
LT	56630	UNP	UNION PACIFIC CORP	5.00	10/26/2012	11/6/2013	760.06	613.24	-	146.82
LT	56630	UNP	UNION PACIFIC CORP	5.00	10/26/2012	11/7/2013	762.83	613.23	-	149.60
LT	56630	UNP	UNION PACIFIC CORP	10.00	10/26/2012	11/8/2013	1,530.09	1,226.47	-	303.62
LT	56630	UNP	UNION PACIFIC CORP	3.00	11/6/2012	11/8/2013	459.03	387.47	-	71.56
LT	56630	V	VISA INC CL A COMMON STOCK	10.00	4/21/2011	4/4/2013	1,644.56	789.78	-	854.78
LT	56630	V	VISA INC CL A COMMON STOCK	2.00	4/27/2011	4/4/2013	328.91	158.12	-	170.79
LT	56630	V	VISA INC CL A COMMON STOCK	8.00	4/27/2011	12/2/2013	1,624.99	632.48	-	992.51
LT	56630	YUM	YUM BRANDS INC	2.00	8/27/2012	11/27/2013	152.93	128.49	-	24.44
LT	56630	YUM	YUM BRANDS INC	18.00	9/12/2012	11/27/2013	1,376.34	1,201.84	-	174.50
LT	56919	PTTAX	**PIMCO TOTAL RETURN FUND-CL A	2,673.64	4/26/2010	1/9/2013	30,000.00	29,626.91	-	373.09
LT	56919	VFSUX	**VANGUARD FIXED INCOME SECS SHORT TERM INVT GRADE FD ADMIRAL	1,849.03	4/26/2010	1/9/2013	20,000.00	19,823.58	-	176.42
LT	56922	GEGAX	**ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND CL A	1,563.09	4/26/2010	1/9/2013	25,000.00	19,822.47	-	5,177.53
TOTAL - SHORT TERM SALES									9,708.39	-
TOTAL - LONG TERM SALES									-	84,140.28
GRAND TOTAL									9,708.39	84,140.28

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	CLEAR CHANNEL COMMUNICATIONS FOUNDATION	74-2908486
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	250 W. NOTTINGHAM, STE 400	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SAN ANTONIO, TX 78209	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

DEBORAH WILLIAMS

- The books are in the care of ☒ 250 W. NOTTINGHAM, STE 400 - SAN ANTONIO, TX 78209
Telephone No. ☒ 210-570-1210 Fax No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	\$	2,068.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	2,068.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date

Form 8868 (Rev. 1-2014)