Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. 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*.**

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
THORNEY POINT FOUNDATION

A Employer identification number
74-3070101

Number and street (or P O box number if mail is not delivered to street address)
6677 RICHMOND HIGHWAY

Room/suite

B Telephone number (see instructions)
(703) 299-8980

City or town, state or province, country, and ZIP or foreign postal code
ALEXANDRIA, VA 22306

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,980,097

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

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

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,070,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	15	15		
	4	Dividends and interest from securities	25,353	25,353		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	29,639			
	b	Gross sales price for all assets on line 6a 268,852				
	7	Capital gain net income (from Part IV, line 2)		29,639		
	8	Net short-term capital gain			5,037	
	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)	309			
	12	**Total.** Add lines 1 through 11	1,125,316	55,007	5,037	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,115	3,115		
	c	Other professional fees (attach schedule)	4,466	4,466		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	566	566		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,147	8,147		0
	25	Contributions, gifts, grants paid	70,500			70,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	78,647	8,147		70,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,046,669			
	b	**Net investment income** (if negative, enter -0-)		46,860		
	c	**Adjusted net income** (if negative, enter -0-)			5,037	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	46,946	73,706	73,706
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		1,000	1,000
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	790,339	1,809,249	1,905,391
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	837,285	1,883,955	1,980,097
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	837,285	1,883,955	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	837,285	1,883,955	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	837,285	1,883,955	

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	837,285
2	Enter amount from Part I, line 27a	2	1,046,669
3	Other increases not included in line 2 (itemize) ▶	3	1
4	Add lines 1, 2, and 3	4	1,883,955
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	1,883,955

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)
1 a	SHORT TERM - SEE ATTACHED STATEMENT	P	2012-01-01	2013-01-01
b	LONG TERM - SEE ATTACHED STATEMENT	P	2005-01-01	2013-01-01
c	LONG TERM DISTRIBUTIONS-SEE ATTACHED	P	2005-01-01	2013-01-01
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	156,049		151,012	5,037
b	110,667		88,201	22,466
c	2,136			2,136
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				5,037
b				22,466
c				2,136
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	29,639
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	5,037

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	40,000	762,687	0 05245
2011	37,000	772,084	0 04792
2010	41,000	670,080	0 06119
2009	333,894	502,856	0 66400
2008	425,206	975,999	0 43566

2	**Total** of line 1, column (d).	2	1 26121
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 25224
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,206,061
5	Multiply line 4 by line 3.	5	304,219
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	469
7	Add lines 5 and 6.	7	304,688
8	Enter qualifying distributions from Part XII, line 4.	8	70,500

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 ▶ ☐ 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	937
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	937
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	937
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,800		
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	1,800
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	863
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 863 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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? *If "Yes," attach a conformed copy of the changes*	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 **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶SUZANNE S BROCK Telephone no ▶(703) 299-9911

Located at ▶6677 RICHMOND HIGHWAY ALEXANDIRA VA ZIP +4 ▶22306

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(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 page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SUZANNE S BROCK 6677 RICHMOND HIGHWAY ALEXANDRIA, VA 22306	President 2 00	0		
DAVID H BROCK 6677 RICHMOND HIGHWAY ALEXANDRIA, VA 22306	VICE PRES 1 00	0		
LISA S BROCK 6677 RICHMOND HIGHWAY ALEXANDRIA, VA 22306	VICE PRES 1 00	0		
GEOFFREY S BROCK 6677 RICHMOND HIGHWAY ALEXANDRIA, VA 22306	VICE PRES 1 00	0		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3 . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,169,997
b	Average of monthly cash balances	1b	54,430
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,224,427
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	
3	Subtract line 2 from line 1d	3	1,224,427
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,366
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,206,061
6	**Minimum investment return.** Enter 5% of line 5	6	60,303

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	60,303
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 937		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	937
3	Distributable amount before adjustments Subtract line 2c from line 1	3	59,366
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	59,366
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	59,366

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	70,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	70,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	70,500

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				59,366
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 376,994				
b From 2009. 308,963				
c From 2010. 7,995				
d From 2011.				
e From 2012. 2,593				
f **Total** of lines 3a through e.	696,545			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 70,500				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				59,366
e Remaining amount distributed out of corpus	11,134			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	707,679			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	376,994			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	330,685			
10 Analysis of line 9				
a Excess from 2009. . . . 308,963				
b Excess from 2010. . . . 7,995				
c Excess from 2011. . . .				
d Excess from 2012. . . . 2,593				
e Excess from 2013. . . . 11,134				

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

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

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

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

Part XV **Supplementary Information (Complete this part only if the 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))

SUZANNE S BROCK

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				70,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	15	
4 Dividends and interest from securities. . . .			14	25,353	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	21	
8 Gain or (loss) from sales of assets other than inventory			18	29,639	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a LITIGATION PROCEEDS			1	288	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				55,316	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 55,316

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-03-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
MARSHA H MURPHY CPA				P00939516
Firm's name ▶ M H Murphy & Associates LLC			Firm's EIN ▶	
Firm's address ▶ 3319 Duke Street Alexandria, VA 22314			Phone no (703) 370-9100	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST ALBAN'S SCHOOL 3000 WISCONSIN AVE NW WASHINGTON, DC 20016	N/A	NA	SCHOLARSHIP FUNDING & GENERAL SUPPORT	45,500
ST PAUL'S CHURCH 228 S PITT ST ALEXANDRIA, VA 22314	N/A	NA	GENERAL SUPPORT	3,000
ST PAUL'S DAY SCHOOL 228 S PITT ST ALEXANDRIA, VA 22314	N/A	NA	GENERAL SUPPORT	1,000
PARTNERS IN MINISTRY SWARTHMORE COL 500 COLLEGE AVENUE SWARTHMORE, PA 19081	N/A	NA	GENERAL SUPPORT	1,000
ST THERESA CATHOLIC CHURCH 1401 LYONS AVENUE SOUTH LAKE TAHOE, CA 96150	N/A	NA	GENERAL SUPPORT	1,500
DUKE UNIVERSITY 2127 CAMPUS DRIVE DURHAM, NC 27708	N/A	NA	GENERAL SUPPORT	5,000
LAKE TAHOE COMMUNITY PRESBYTERIAN C 2733 LAKE TAHOE BLVD SOUTH LAKE TAHOE, CA 96150	N/A	NA	GENERAL SUPPORT	1,000
NATIONAL CATHEDRAL SCHOOL MOUNT SAINT ALBAN WASHINGTON, DC 20016	N/A	NA	SCHOLARSHIP FUNDING	3,000
ALEXANDRIA HOSPITAL FNDN 4320 SEMINARY RD ALEXANDRIA, VA 22304	N/A	NA	GENERAL SUPPORT	2,000
WASHINGTON NATIONAL CATHEDRAL 3101 WISCONSIN AVE WASHINGTON, DC 20016	N/A	NA	GENERAL SUPPORT	500
OUR LADY OF TAHOE CATHOLIC CHURCH PO BOX 115 ZEPHYR COVE, NV 89448	N/A	NA	GENERAL SUPPORT	1,000
ART LEAGUE OF ALEXANDRIA 105 N UNION STREET ALEXANDRIA, VA 22314	N/A	NA	GENERAL SUPPORT	500
ANIMAL WELFARE LEAGUE 4101 EISENHOWER AVENUE ALEXANDRIA, VA 22304	N/A	NA	GENERAL SUPPORT	500
CORPUS CHRISTI CATHOLIC CHURCH 15100 ENTERPRISE COURT CHANTILLY, VA 20151	N/A	NA	GENERAL SUPPORT	5,000
Total . . . . ▶ **3a**				70,500

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
THORNEY POINT FOUNDATION	74-3070101

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the $33\frac{1}{3}$% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THORNEY POINT FOUNDATION

Employer identification number
74-3070101

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SUZANNE S BROCK 409 S WASHINGTON ST ALEXANDRIA, VA 22304	$ 1,070,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
THORNEY POINT FOUNDATION

Employer identification number
74-3070101

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THORNEY POINT FOUNDATION

Employer identification number
74-3070101

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

TY 2013 Accounting Fees Schedule

Name: THORNEY POINT FOUNDATION

EIN: 74-3070101

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MURPHY & ASSTS	3,115	3,115	0	0

TY 2013 Other Expenses Schedule

Name: THORNEY POINT FOUNDATION
EIN: 74-3070101
Software ID: 13000170
Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	566	566		

TY 2013 Other Income Schedule

Name: THORNEY POINT FOUNDATION

EIN: 74-3070101

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	288		
Other Investment Income	21		

TY 2013 Other Increases Schedule

Name: THORNEY POINT FOUNDATION

EIN: 74-3070101

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
Rounding	1

TY 2013 Other Professional Fees Schedule

Name: THORNEY POINT FOUNDATION

EIN: 74-3070101

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - BERNSTEIN PG	4,466	4,466	0	0

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)

01/01/2013 - 12/31/2013

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

888-17454	10.00	JM SMUCKER CO/THE	Short-Term	05/22/13	12/24/13	$ 1,028.77	$ 1,024.25	$ 4 52
888-17454	10.00	JM SMUCKER CO/THE	Short-Term	02/06/13	12/24/13	$ 1,028.77	$ 893.75	$ 135.02
888-17454	9 00	JM SMUCKER CO/THE	Short-Term	01/09/13	12/24/13	$ 925.89	$ 808.08	$ 117.81
888-17454	6.00	JM SMUCKER CO/THE	Short-Term	12/28/12	12/24/13	$ 617.26	$ 512.25	$ 105.01
888-17454	40.00	CISCO SYSTEMS INC	Short-Term	05/22/13	12/16/13	$ 813.02	$ 951.00	$ (137.98)
888-17454	5.00	INTUITIVE SURGICAL INC	Short-Term	07/19/13	12/05/13	$ 1,838.38	$ 1,947.62	$ (109 24)
888-17454	5 00	INTUITIVE SURGICAL INC	Short-Term	05/22/13	12/05/13	$ 1,838.38	$ 2,381.36	$ (542.98)
888-17454	2 00	INTUITIVE SURGICAL INC	Short-Term	04/22/13	12/05/13	$ 735.35	$ 960.95	$ (225.60)
888-17454	35.00	WELLPOINT INC	Short-Term	05/22/13	12/03/13	$ 3,250.22	$ 2,752.22	$ 498 00
888-17454	24 00	O'REILLY AUTOMOTIVE INC	Short-Term	10/23/13	11/25/13	$ 3,002.15	$ 3,208.93	$ (206.78)
888-17454	30.00	KRAFT FOODS GROUP INC-W/I	Short-Term	05/22/13	11/20/13	$ 1,582.77	$ 1,698 75	$ (115.98)
888-17454	25.00	KRAFT FOODS GROUP INC-W/I	Short-Term	01/08/13	11/20/13	$ 1,318 98	$ 1,141.60	$ 177.38
888-17454	7.00	GOLDMAN SACHS GROUP INC	Short-Term	05/22/13	11/18/13	$ 1,163.55	$ 1,119.33	$ 44 22
888-17454	20.00	KINDER MORGAN INC	Short-Term	05/20/13	11/18/13	$ 713.34	$ 820.70	$ (107.36)
888-17454	17 00	GOLDMAN SACHS GROUP INC	Short-Term	01/09/13	11/18/13	$ 2,825 78	$ 2,273.07	$ 552.71
888-17454	5.00	CITRIX SYSTEMS INC	Short-Term	05/22/13	11/14/13	$ 279.69	$ 324.67	$ (44.98)
888-17454	10.00	CITRIX SYSTEMS INC	Short-Term	05/22/13	11/14/13	$ 559.37	$ 647.85	$ (88.48)
888-17454	10 00	CITRIX SYSTEMS INC	Short-Term	01/07/13	11/14/13	$ 559.38	$ 679.85	$ (120.47)
888-17454	15 00	CAPITAL ONE FINANCIAL CORP	Short-Term	04/09/13	10/25/13	$ 1,057.09	$ 839.13	$ 217.96
888-17454	50.00	FIDELITY NATIONAL FINANCIAL IN	Short-Term	05/22/13	10/24/13	$ 1,355.61	$ 1,260.25	$ 95 36
888-17454	13 00	PETSMART	Short-Term	02/27/13	10/24/13	$ 944.29	$ 828.45	$ 115.84
888-17454	17.00	PETSMART	Short-Term	12/24/12	10/24/13	$ 1,234.84	$ 1,182 57	$ 52 27
888-17454	20.00	CAMPBELL SOUP CO	Short-Term	08/23/13	10/23/13	$ 854 24	$ 926 70	$ (72.46)
888-17454	60.00	CAMPBELL SOUP CO	Short-Term	03/25/13	10/23/13	$ 2,562.71	$ 2,624.31	$ (61.60)
888-17454	105.00	EMC CORP/MASS	Short-Term	08/23/13	10/22/13	$ 2,538.33	$ 2,767.76	$ (229.43)
888-17454	145 00	EMC CORP/MASS	Short-Term	07/25/13	10/22/13	$ 3,505.31	$ 3,856.07	$ (350.76)
888-17454	20.00	BOEING CO/THE	Short-Term	05/06/13	10/18/13	$ 2,439.56	$ 1,887.96	$ 551.60
888-17454	10.00	KINDER MORGAN INC	Short-Term	11/12/12	10/18/13	$ 353.79	$ 326.13	$ 27.66
888-17454	20 00	KINDER MORGAN INC	Short-Term	10/31/12	10/18/13	$ 707.59	$ 699.50	$ 8.09
888-17454	7.00	EOG RESOURCES INC	Short-Term	05/22/13	10/04/13	$ 1,214.58	$ 930.12	$ 284.46
888-17454	4.00	EOG RESOURCES INC	Short-Term	01/31/13	10/04/13	$ 694.04	$ 501.66	$ 192 38
888-17454	1.00	PRICELINE COM INC	Short-Term	04/11/13	10/02/13	$ 1,065.67	$ 729.04	$ 336.63
888-17454	3.00	AMAZON.COM INC	Short-Term	11/14/12	10/02/13	$ 957.01	$ 673.26	$ 283.75
888-17454	75 00	ABERCROMBIE & FITCH CO-CL A	Short-Term	07/22/13	09/30/13	$ 2,650.50	$ 3,704.93	$ (1,054.43)
888-17454	15.00	MONSANTO CO	Short-Term	02/27/13	09/20/13	$ 1,588 79	$ 1,504.72	$ 84.07
888-17454	10.00	MONSANTO CO	Short-Term	02/19/13	09/20/13	$ 1,059.20	$ 1,024.30	$ 34.90
888-17454	30.00	DISCOVER FINANCIAL SERVICES	Short-Term	05/22/13	09/19/13	$ 1,580.41	$ 1,464.45	$ 115.96
888-17454	23.00	STERICYCLE INC	Short-Term	02/28/13	09/19/13	$ 2,689.11	$ 2,208.65	$ 480.46
888-17454	70.00	DISCOVER FINANCIAL SERVICES	Short-Term	11/16/12	09/19/13	$ 3,687.61	$ 2,727.59	$ 960.02
888-17454	25 00	EXXON MOBIL CORP	Short-Term	05/22/13	09/12/13	$ 2,205.31	$ 2,321.62	$ (116.31)
888-17454	35.00	EXXON MOBIL CORP	Short-Term	03/11/13	09/12/13	$ 3,087.44	$ 3,127.82	$ (40.38)
888-17454	35.00	FIDELITY NATIONAL FINANCIAL IN	Short-Term	09/20/12	09/04/13	$ 864.65	$ 701 35	$ 163.30
888-17454	20.00	GAMESTOP CORP-CLASS A	Short-Term	07/01/13	08/26/13	$ 1,052.77	$ 843.70	$ 209 07
888-17454	10 00	ALLERGAN INC	Short-Term	05/15/13	08/26/13	$ 899.00	$ 1,038.73	$ (139 73)
888-17454	40 00	GAMESTOP CORP-CLASS A	Short-Term	02/05/13	08/26/13	$ 2,105.55	$ 1,043.96	$ 1,061 59
888-17454	10 00	MONSANTO CO	Short-Term	02/19/13	08/23/13	$ 962.38	$ 1,024 30	$ (61.92)
888-17454	100.00	APPLIED MATERIALS INC	Short-Term	05/22/13	08/08/13	$ 1,555 99	$ 1,457.00	$ 98.99

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
888-17454	25 00	DIAMOND OFFSHORE DRILLING	Short-Term	05/22/13	08/08/13	$ 1,725.24	$ 1,800.62	$ (75.38)
888-17454	20 00	DIAMOND OFFSHORE DRILLING	Short-Term	11/12/12	08/08/13	$ 1,380.19	$ 1,314.33	$ 65.86
888-17454	30 00	DIAMOND OFFSHORE DRILLING	Short-Term	11/07/12	08/08/13	$ 2,070 29	$ 2,041 65	$ 28 64
888-17454	25.00	HARLEY DAVIDSON INC	Short-Term	05/22/13	07/25/13	$ 1,454 94	$ 1,462.87	$ (7 93)
888-17454	5.00	HARLEY DAVIDSON INC	Short-Term	05/08/13	07/25/13	$ 290.99	$ 289 02	$ 1.97
888-17454	1.00	EOG RESOURCES INC	Short-Term	01/31/13	07/25/13	$ 146.37	$ 125 41	$ 20.96
888-17454	95 00	GENERAL ELECTRIC CO	Short-Term	05/22/13	07/16/13	$ 2,234.49	$ 2,280.47	$ (45.98)
888-17454	10.00	EXXON MOBIL CORP	Short-Term	03/11/13	07/16/13	$ 929.49	$ 893.66	$ 35 83
888-17454	10 00	EXXON MOBIL CORP	Short-Term	08/17/12	07/16/13	$ 929.50	$ 885.54	$ 43.96
888-17454	25.00	GENERAL ELECTRIC CO	Short-Term	08/16/12	07/16/13	$ 588 03	$ 523.59	$ 64 44
888-17454	20 00	ILLINOIS TOOL WORKS	Short-Term	03/15/13	07/15/13	$ 1,437.24	$ 1,237.10	$ 200 14
888-17454	5 00	HARLEY DAVIDSON INC	Short-Term	05/08/13	07/05/13	$ 275.58	$ 289.03	$ (13.45)
888-17454	20.00	FISERV INC	Short-Term	05/22/13	07/02/13	$ 1,737.30	$ 1,792.50	$ (55.20)
888-17454	15.00	FISERV INC	Short-Term	05/21/13	07/02/13	$ 1,302 98	$ 1,349.12	$ (46.14)
888-17454	14 00	FISERV INC	Short-Term	01/08/13	07/02/13	$ 1,216.11	$ 1,142 26	$ 73.85
888-17454	16 00	FISERV INC	Short-Term	12/21/12	07/02/13	$ 1,389 84	$ 1,275.65	$ 114.19
888-17454	13.00	F5 NETWORKS INC	Short-Term	05/22/13	06/24/13	$ 882.35	$ 1,080 88	$ (198.53)
888-17454	14.00	F5 NETWORKS INC	Short-Term	02/01/13	06/24/13	$ 950.23	$ 1,492.20	$ (541.97)
888-17454	5.00	ALTRIA GROUP INC	Short-Term	07/26/12	06/24/13	$ 173.72	$ 178 61	$ (4.89)
888-17454	40.00	SAFEWAY INC	Short-Term	05/22/13	06/13/13	$ 1,004.51	$ 952 20	$ 52 31
888-17454	75.00	SAFEWAY INC	Short-Term	03/25/13	06/13/13	$ 1,883.46	$ 1,942.31	$ (58.85)
888-17454	12 00	IDEXX LABS CORP	Short-Term	08/06/12	06/10/13	$ 1,008.16	$ 1,080.04	$ (71.88)
888-17454	60.00	AMETEK INC	Short-Term	08/15/12	06/06/13	$ 2,561.05	$ 1,982 40	$ 578 65
888-17454	10 00	MONSANTO CO	Short-Term	02/19/13	05/21/13	$ 1,074.42	$ 1,024.30	$ 50 12
888-17454	5.00	EVEREST RE GROUP LTD	Short-Term	12/27/12	05/20/13	$ 661.10	$ 544 98	$ 116 12
888-17454	4.00	GOLDMAN SACHS GROUP INC	Short-Term	01/09/13	05/17/13	$ 631.15	$ 534 84	$ 96 31
888-17454	15.00	JM SMUCKER CO/THE	Short-Term	12/28/12	05/17/13	$ 1,533.97	$ 1,280.62	$ 253.35
888-17454	30.00	MEDTRONIC INC	Short-Term	09/24/12	05/17/13	$ 1,483.37	$ 1,312 51	$ 170.86
888-17454	15.00	MICROSOFT CORP	Short-Term	09/12/12	05/17/13	$ 515 25	$ 464 23	$ 51 02
888-17454	15.00	MERCK & CO. INC.	Short-Term	08/21/12	05/17/13	$ 680.15	$ 652.73	$ 27.42
888-17454	5.00	MERCK & CO. INC.	Short-Term	08/21/12	05/17/13	$ 226.66	$ 217 57	$ 9.09
888-17454	5.00	MICROSOFT CORP	Short-Term	08/16/12	05/17/13	$ 171 75	$ 151.71	$ 20 04
888-17454	30.00	TYSON FOODS INC-CL A	Short-Term	09/19/12	05/16/13	$ 750.88	$ 498 37	$ 252.51
888-17454	10.00	PHILIP MORRIS INTERNATIONAL	Short-Term	05/21/12	05/16/13	$ 960.59	$ 845.24	$ 115 35
888-17454	30.00	US BANCORP	Short-Term	02/06/13	05/14/13	$ 1,012.86	$ 1,005.30	$ 7 56
888-17454	35.00	US BANCORP	Short-Term	08/20/12	05/14/13	$ 1,181.67	$ 1,159.32	$ 22 35
888-17454	45.00	US BANCORP	Short-Term	06/12/12	05/14/13	$ 1,519.29	$ 1,373.34	$ 145 95
888-17454	5 00	TYSON FOODS INC-CL A	Short-Term	09/19/12	05/09/13	$ 124.82	$ 83.06	$ 41 76
888-17454	2 00	CST BRANDS INC	Short-Term	02/14/13	'05/03/13	$ 60.05	$ 81.74	$ (21 69)
888-17454	8 00	CST BRANDS INC	Short-Term	01/23/13	05/03/13	$ 240.18	$ 230.07	$ 10.11
888-17454	15 00	ALTRIA GROUP INC	Short-Term	05/21/12	05/03/13	$ 549.73	$ 473 49	$ 76.24
888-17454	20.00	EATON CORP PLC	Short-Term	08/14/12	05/01/13	$ 1,192.99	$ 913 23	$ 279.76
888-17454	10 00	INTUIT INC	Short-Term	02/07/13	04/25/13	$ 559.58	$ 629 46	$ (69.88)
888-17454	10.00	INTUIT INC	Short-Term	01/24/13	04/25/13	$ 559.59	$ 636.51	$ (76.92)
888-17454	15 00	INTUIT INC	Short-Term	05/09/12	04/25/13	$ 839.38	$ 848 70	$ (9.32)
888-17454	2 00	IDEXX LABS CORP	Short-Term	08/06/12	04/23/13	$ 173.71	$ 180.01	$ (6 30)
888-17454	9 00	IDEXX LABS CORP	Short-Term	07/18/12	04/23/13	$ 781.72	$ 826.96	$ (45.24)
888-17454	4 00	LINKEDIN CORP - A	Short-Term	11/08/12	04/19/13	$ 702.65	$ 398.50	$ 304.15
888-17454	30.00	TIBCO SOFTWARE INC	Short-Term	08/22/12	04/19/13	$ 557.50	$ 867.45	$ (309.95)
888-17454	10 00	TIBCO SOFTWARE INC	Short-Term	05/24/12	04/19/13	$ 185.84	$ 294.57	$ (108.73)
888-17454	15 00	EXXON MOBIL CORP	Short-Term	06/08/12	04/11/13	$ 1,333 54	$ 1,197.56	$ 135.98

Capital Gains and Losses

888-17454	30 00	ASTRAZENECA PLC-SPONS ADR	Short-Term	08/29/12	04/05/13	$ 1,511.67	$ 1,410.36	$ 101.31
888-17454	5.00	ASTRAZENECA PLC-SPONS ADR	Short-Term	05/17/12	04/05/13	$ 251.94	$ 212.20	$ 39.74
888-17454	7.00	IDEXX LABS CORP	Short-Term	07/18/12	04/02/13	$ 637 43	$ 643.20	$ (5.77)
888-17454	11.00	SHERWIN-WILLIAMS CO/THE	Short-Term	06/13/12	03/22/13	$ 1,852 05	$ 1,441.82	$ 410 23
888-17454	1.00	SHERWIN-WILLIAMS CO/THE	Short-Term	06/13/12	03/22/13	$ 168.40	$ 131.08	$ 37.32
888-17454	11.00	ULTA SALON COSMETICS & FRAGRAN	Short-Term	12/13/12	03/21/13	$ 863.59	$ 1,040.60	$ (177.01)
888-17454	13 00	AMGEN INC	Short-Term	05/17/12	03/21/13	$ 1,221.69	$ 927 94	$ 293 75
888-17454	15.00	MCKESSON CORP	Short-Term	05/31/12	03/19/13	$ 1,586.83	$ 1,313 85	$ 272.98
888-17454	15.00	HARRIS CORP	Short-Term	01/08/13	03/15/13	$ 664.02	$ 738.52	$ (74.50)
888-17454	15 00	HARRIS CORP	Short-Term	10/04/12	03/15/13	$ 664.02	$ 766.99	$ (102.97)
888-17454	100 00	MGM RESORTS INTERNATIONAL	Short-Term	06/01/12	03/14/13	$ 1,322.87	$ 1,047.00	$ 275.87
888-17454	8 00	F5 NETWORKS INC	Short-Term	04/27/12	03/14/13	$ 732.64	$ 1,086.19	$ (353.55)
888-17454	20.00	MGM RESORTS INTERNATIONAL	Short-Term	04/11/12	03/14/13	$ 264.58	$ 270.91	$ (6.33)
888-17454	10.00	COACH INC	Short-Term	05/24/12	03/07/13	$ 490.09	$ 688.17	$ (198 08)
888-17454	14.00	COACH INC	Short-Term	04/26/12	03/07/13	$ 686.12	$ 1,015.95	$ (329 83)
888-17454	5.00	VISA INC - CLASS A SHRS	Short-Term	04/13/12	03/01/13	$ 789.93	$ 611.60	$ 178 33
888-17454	25.00	DIRECTV	Short-Term	11/08/12	02/25/13	$ 1,215.22	$ 1,240.64	$ (25 42)
888-17454	9.00	ULTA SALON COSMETICS & FRAGRAN	Short-Term	12/04/12	02/19/13	$ 767 34	$ 902.20	$ (134.86)
888-17454	10.00	MGM RESORTS INTERNATIONAL	Short-Term	04/11/12	02/19/13	$ 127.63	$ 135.45	$ (7 82)
888-17454	30.00	MGM RESORTS INTERNATIONAL	Short-Term	02/29/12	02/19/13	$ 382 91	$ 418.02	$ (35.11)
888-17454	20.00	MARSH & MCLENNAN COS INC	Short-Term	01/08/13	02/12/13	$ 708.56	$ 700.43	$ 8 13
888-17454	35.00	MARSH & MCLENNAN COS INC	Short-Term	12/21/12	02/12/13	$ 1,239.97	$ 1,225.09	$ 14.88
888-17454	2.00	CHIPOTLE MEXICAN GRILL-CL A	Short-Term	06/15/12	02/11/13	$ 648.41	$ 801.93	$ (153.52)
888-17454	10.00	ASTRAZENECA PLC-SPONS ADR	Short-Term	05/17/12	02/11/13	$ 473.46	$ 424.40	$ 49.06
888-17454	15.00	HARRIS CORP	Short-Term	10/04/12	02/08/13	$ 700.14	$ 766.99	$ (66 85)
888-17454	10.00	EXXON MOBIL CORP	Short-Term	06/08/12	02/06/13	$ 895.86	$ 798.37	$ 97.49
888-17454	13.00	PROCTER & GAMBLE CO	Short-Term	05/21/12	02/06/13	$ 980.03	$ 822.12	$ 157.91
888-17454	30.00	BB&T CORP	Short-Term	09/14/12	02/05/13	$ 924.43	$ 1,018.84	$ (94.41)
888-17454	40.00	BB&T CORP	Short-Term	09/13/12	02/05/13	$ 1,232.57	$ 1,313.20	$ (80.63)
888-17454	6.00	MCKESSON CORP	Short-Term	05/31/12	02/01/13	$ 626.82	$ 525.54	$ 101.28
888-17454	10.00	TIBCO SOFTWARE INC	Short-Term	05/24/12	02/01/13	$ 237.32	$ 294 58	$ (57.26)
888-17454	7.00	MCKESSON CORP	Short-Term	05/08/12	02/01/13	$ 731 28	$ 628.14	$ 103.14
888-17454	20.00	TIBCO SOFTWARE INC	Short-Term	04/05/12	02/01/13	$ 474 63	$ 656.34	$ (181.71)
888-17454	8.00	COACH INC	Short-Term	04/26/12	01/31/13	$ 407 46	$ 580.55	$ (173.09)
888-17454	3 00	COACH INC	Short-Term	04/16/12	01/31/13	$ 152.80	$ 224.01	$ (71.21)
888-17454	1 00	NATIONAL - OILWELL INC	Short-Term	02/16/12	01/24/13	$ 73 92	$ 84.54	$ (10.62)
888-17454	9 00	NATIONAL - OILWELL INC	Short-Term	02/14/12	01/24/13	$ 665 26	$ 754.73	$ (89.47)
888-17454	65.00	NV ENERGY INC	Short-Term	07/25/12	01/23/13	$ 1,213 15	$ 1,158 14	$ 55.01
888-17454	29.75	AB DISCOVERY VALUE FUND CL ADV	Short-Term	06/18/12	01/22/13	$ 550.00	$ 476 53	$ 73.47
888-17454	13 00	STARZ-LIBERTY CAPITAL	Short-Term	10/24/12	01/16/13	$ 202.26	$ 166.63	$ 35 63
888-17454	8.00	UNITED TECHNOLOGIES CORP	Short-Term	09/07/12	01/10/13	$ 677.08	$ 634.26	$ 42.82

Capital Gains and Losses

888-17454	17.00	UNITED TECHNOLOGIES CORP	Short-Term	08/27/12	01/10/13	$ 1,438.78	$ 1,372.32	$ 66.46
888-17454	10.00	INTL BUSINESS MACHINES CORP	Short-Term	05/31/12	01/10/13	$ 1,920.97	$ 1,943.51	$ (22.54)
888-17454	25.00	TIBCO SOFTWARE INC	Short-Term	03/16/12	01/10/13	$ 555.10	$ 762 37	$ (207 27)
888-17454	7.00	PARTNERRE LTD	Short-Term	11/09/12	01/09/13	$ 581 27	$ 559 34	$ 21 93
888-17454	5 00	LIBERTY MEDIA CORP - LIBER-A	Short-Term	10/24/12	01/09/13	$ 606 15	$ 559 79	$ 46.36
888-17454	6.00	SHERWIN-WILLIAMS CO/THE	Short-Term	06/13/12	01/09/13	$ 970.56	$ 786.45	$ 184.11
888-17454	30.00	PULTE GROUP INC	Short-Term	09/05/12	01/07/13	$ 568.63	$ 419.57	$ 149.06
		TOTAL SHORT TERM				$ 156,048.71	$ 151,011.49	$ 5,037.22
888-17454	25.00	CISCO SYSTEMS INC	Long-Term	03/30/12	12/16/13	$ 508.13	$ 528.70	$ (20.57)
888-17454	32 00	CISCO SYSTEMS INC	Long-Term	02/27/12	12/16/13	$ 650.41	$ 643 76	$ 6 65
888-17454	38.00	CISCO SYSTEMS INC	Long-Term	02/09/12	12/16/13	$ 772.36	$ 774.24	$ (1.88)
888-17454	1 00	INTL BUSINESS MACHINES CORP	Long-Term	11/12/12	12/13/13	$ 172 96	$ 189.60	$ (16 64)
888-17454	4.00	INTL BUSINESS MACHINES CORP	Long-Term	09/21/12	12/13/13	$ 691.84	$ 828 02	$ (136.18)
888-17454	6.00	INTL BUSINESS MACHINES CORP	Long-Term	08/16/12	12/13/13	$ 1,037.77	$ 1,192.83	$ (155.06)
888-17454	5.00	INTL BUSINESS MACHINES CORP	Long-Term	05/31/12	12/13/13	$ 864 81	$ 971.75	$ (106.94)
888-17454	1.00	INTUITIVE SURGICAL INC	Long-Term	11/14/12	12/05/13	$ 367.68	$ 530.56	$ (162.88)
888-17454	2.00	INTUITIVE SURGICAL INC	Long-Term	11/08/12	12/05/13	$ 735.35	$ 1,065.47	$ (330.12)
888-17454	3.00	INTUITIVE SURGICAL INC	Long-Term	10/12/12	12/05/13	$ 1,103.03	$ 1,486.79	$ (383 76)
888-17454	30.00	WELLPOINT INC	Long-Term	05/17/12	12/03/13	$ 2,785.90	$ 1,977.30	$ 808.60
888-17454	5.00	THE WALT DISNEY CO.	Long-Term	10/03/11	11/27/13	$ 353.31	$ 148.83	$ 204 48
888-17454	10.00	THE WALT DISNEY CO.	Long-Term	08/09/11	11/27/13	$ 706.62	$ 334.01	$ 372.61
888-17454	10 00	BIOGEN IDEC INC	Long-Term	08/20/12	11/26/13	$ 2,898.23	$ 1,445.22	$ 1,453 01
888-17454	4.00	AMAZON COM INC	Long-Term	11/14/12	11/21/13	$ 1,470.19	$ 897.67	$ 572.52
888-17454	30 00	KRAFT FOODS GROUP INC-W/I	Long-Term	10/05/12	11/20/13	$ 1,582.77	$ 1,428.13	$ 154.64
888-17454	10.00	KRAFT FOODS GROUP INC-W/I	Long-Term	08/02/12	11/20/13	$ 527.59	$ 403.25	$ 124 34
888-17454	10 00	KINDER MORGAN INC	Long-Term	11/12/12	11/18/13	$ 356.67	$ 326.13	$ 30 54
888-17454	40.00	CISCO SYSTEMS INC	Long-Term	02/09/12	11/18/13	$ 855 58	$ 814.99	$ 40.59
888-17454	10.00	CISCO SYSTEMS INC	Long-Term	12/22/11	11/18/13	$ 213.90	$ 182.00	$ 31.90
888-17454	13.00	CITRIX SYSTEMS INC	Long-Term	10/31/12	11/14/13	$ 727.19	$ 817.57	$ (90.38)
888-17454	10 00	CITRIX SYSTEMS INC	Long-Term	06/30/11	11/14/13	$ 559.38	$ 786.90	$ (227.52)
888-17454	2 00	CITRIX SYSTEMS INC	Long-Term	05/27/11	11/14/13	$ 111.88	$ 174.34	$ (62.46)
888-17454	10 00	WELLPOINT INC	Long-Term	09/06/11	11/06/13	$ 877.12	$ 616 10	$ 261.02
888-17454	10 00	WELLPOINT INC	Long-Term	05/26/11	11/06/13	$ 877.12	$ 761 07	$ 116.05
888-17454	10 00	WELLPOINT INC	Long-Term	04/29/11	11/06/13	$ 877.12	$ 761 87	$ 115.25
888-17454	15.00	WELLPOINT INC	Long-Term	04/26/11	11/06/13	$ 1,315.68	$ 1,095 07	$ 220.61
888-17454	11.00	WELLPOINT INC	Long-Term	04/07/11	11/06/13	$ 964.83	$ 761 24	$ 203.59
888-17454	4.00	WELLPOINT INC	Long-Term	03/04/11	11/06/13	$ 350.85	$ 271.46	$ 79 39
888-17454	30.00	CIT GROUP INC	Long-Term	11/29/11	11/04/13	$ 1,448 25	$ 948.45	$ 499 80
888-17454	15 00	LYONDELLBASELL INDU-CL A	Long-Term	08/22/11	11/01/13	$ 1,110 53	$ 6.87	$ 1,103.66
888-17454	25 00	FIDELITY NATIONAL FINANCIAL IN	Long-Term	09/28/12	10/24/13	$ 677.80	$ 532.37	$ 145.43
888-17454	25.00	FIDELITY NATIONAL FINANCIAL IN	Long-Term	09/20/12	10/24/13	$ 677.80	$ 500 97	$ 176.83
888-17454	60.00	KINDER MORGAN INC	Long-Term	10/16/12	10/18/13	$ 2,122 76	$ 2,110.50	$ 12.26

Capital Gains and Losses

888-17454	25.00	COGNIZANT TECH SOLUTIONS-A	Long-Term	04/10/12	10/15/13	$	2,157.57	$	1,898.38	$	259 19
888-17454	50 00	DELTA AIR LINES INC	Long-Term	07/20/11	10/14/13	$	1,200 75	$	412 07	$	788.68
888-17454	5.00	DELTA AIR LINES INC	Long-Term	02/23/11	10/14/13	$	120.08	$	52.63	$	67.45
888-17454	35.00	MACY'S INC	Long-Term	07/18/12	10/11/13	$	1,489 74	$	1,193.01	$	296.73
888-17454	45.00	DELTA AIR LINES INC	Long-Term	02/23/11	10/10/13	$	1,103.95	$	473.72	$	630.23
888-17454	3.00	PRECISION CASTPARTS CORP	Long-Term	10/03/11	10/02/13	$	685 81	$	460.22	$	225 59
888-17454	3.00	PRECISION CASTPARTS CORP	Long-Term	08/04/11	10/02/13	$	685.81	$	453.61	$	232.20
888-17454	15 00	WAL-MART STORES INC	Long-Term	05/21/12	09/17/13	$	1,127.75	$	942.67	$	185 08
888-17454	10.00	THE WALT DISNEY CO.	Long-Term	08/09/11	09/10/13	$	625.63	$	334.01	$	291.62
888-17454	10 00	THE WALT DISNEY CO.	Long-Term	07/08/11	09/10/13	$	625.64	$	393.91	$	231.73
888-17454	10.00	BIOGEN IDEC INC	Long-Term	08/20/12	09/05/13	$	2,271.36	$	1,445.21	$	826 15
888-17454	4.00	CHEVRON CORP	Long-Term	08/17/12	08/23/13	$	475 75	$	451 26	$	24.49
888-17454	9 00	CHEVRON CORP	Long-Term	06/08/12	08/23/13	$	1,070.44	$	901.42	$	169.02
888-17454	10.00	TIME WARNER CABLE	Long-Term	11/22/11	08/15/13	$	1,113.96	$	591.69	$	522.27
888-17454	9.00	TIME WARNER CABLE	Long-Term	04/15/10	08/15/13	$	1,002.56	$	472.25	$	530.31
888-17454	50.00	APPLIED MATERIALS INC	Long-Term	07/17/12	08/08/13	$	777 99	$	516.00	$	261.99
888-17454	50.00	APPLIED MATERIALS INC	Long-Term	03/08/12	08/08/13	$	778 00	$	611.25	$	166.75
888-17454	100.00	APPLIED MATERIALS INC	Long-Term	12/22/11	08/08/13	$	1,555 99	$	1,053 85	$	502.14
888-17454	15.00	NATIONAL - OILWELL INC	Long-Term	04/27/12	07/26/13	$	1,070.90	$	1,134.97	$	(64.07)
888-17454	5.00	NATIONAL - OILWELL INC	Long-Term	03/27/12	07/26/13	$	356.97	$	393.15	$	(36.18)
888-17454	10.00	NATIONAL - OILWELL INC	Long-Term	03/27/12	07/25/13	$	713 83	$	786 29	$	(72.46)
888-17454	5.00	NATIONAL - OILWELL INC	Long-Term	02/16/12	07/25/13	$	356.92	$	422 71	$	(65.79)
888-17454	5.00	EOG RESOURCES INC	Long-Term	07/25/11	07/25/13	$	731.84	$	533.31	$	198.53
888-17454	3.00	EOG RESOURCES INC	Long-Term	01/20/11	07/25/13	$	439.10	$	302.57	$	136.53
888-17454	3.00	CITRIX SYSTEMS INC	Long-Term	05/27/11	07/19/13	$	194.88	$	261 51	$	(66 63)
888-17454	5 00	CITRIX SYSTEMS INC	Long-Term	03/18/11	07/19/13	$	324.79	$	332.89	$	(8.10)
888-17454	10.00	CITRIX SYSTEMS INC	Long-Term	02/11/11	07/19/13	$	649 58	$	703.50	$	(53.92)
888-17454	2 00	CITRIX SYSTEMS INC	Long-Term	10/27/10	07/19/13	$	129.92	$	128.55	$	1 37
888-17454	11.00	TIME WARNER CABLE	Long-Term	04/15/10	07/19/13	$	1,283 21	$	577.19	$	706.02
888-17454	20.00	EXXON MOBIL CORP	Long-Term	06/08/12	07/16/13	$	1,858.99	$	1,596 74	$	262.25
888-17454	35 00	GENERAL ELECTRIC CO	Long-Term	02/06/12	07/16/13	$	823.23	$	669 62	$	153 61
888-17454	20.00	GENERAL ELECTRIC CO	Long-Term	05/25/11	07/16/13	$	470.42	$	384.84	$	85 58
888-17454	15.00	HARLEY DAVIDSON INC	Long-Term	11/02/11	07/05/13	$	826 74	$	583.95	$	242.79
888-17454	20 00	HARLEY DAVIDSON INC	Long-Term	10/21/11	06/27/13	$	1,074.28	$	743 36	$	330.92
888-17454	8.00	F5 NETWORKS INC	Long-Term	05/24/12	06/24/13	$	542.99	$	881.70	$	(338.71)
888-17454	20 00	ALTRIA GROUP INC	Long-Term	05/21/12	06/24/13	$	694 88	$	631.33	$	63.55
888-17454	5 00	GENERAL ELECTRIC CO	Long-Term	05/25/11	06/24/13	$	114.55	$	96.21	$	18.34
888-17454	45 00	GENERAL ELECTRIC CO	Long-Term	12/31/10	06/24/13	$	1,030.93	$	820.57	$	210.36
888-17454	25 00	KROGER CO	Long-Term	11/23/10	06/24/13	$	842 10	$	575.97	$	266.13
888-17454	4 00	APPLE INC	Long-Term	04/21/10	06/24/13	$	1,602.95	$	1,031.76	$	571 19
888-17454	150 00	MICRON TECHNOLOGY INC	Long-Term	11/01/11	05/23/13	$	1,708.66	$	805.50	$	903 16
888-17454	1.00	PRECISION CASTPARTS CORP	Long-Term	08/04/11	05/17/13	$	211.97	$	151.21	$	60 76
888-17454	3.00	PRECISION CASTPARTS CORP	Long-Term	06/20/11	05/17/13	$	635.91	$	465.43	$	170 48
888-17454	3 00	PRECISION CASTPARTS CORP	Long-Term	06/14/11	05/17/13	$	635.91	$	459.84	$	176 07
888-17454	12.00	UNITEDHEALTH GROUP INC	Long-Term	04/13/12	05/14/13	$	746.18	$	697 08	$	49.10
888-17454	13.00	UNITEDHEALTH GROUP INC	Long-Term	10/31/11	05/14/13	$	808 37	$	632.78	$	175.59
888-17454	1.00	SCHLUMBERGER LTD	Long-Term	09/16/10	05/14/13	$	76 86	$	58.05	$	18.81
888-17454	9.00	SCHLUMBERGER LTD	Long-Term	04/15/10	05/14/13	$	691.75	$	601.08	$	90 67
888-17454	25.00	TYSON FOODS INC-CL A	Long-Term	07/11/11	05/09/13	$	624 08	$	460.27	$	163 81

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Global Wealth Management

Capital Gains and Losses

888-17454	40.00	KROGER CO	Long-Term	11/23/10	05/07/13	$	1,390.90	$	921.55	$	469.35
888-17454	35.00	APPLIED MATERIALS INC	Long-Term	10/26/11	05/03/13	$	517 64	$	420.34	$	97.30
888-17454	15.00	APPLIED MATERIALS INC	Long-Term	10/17/11	05/03/13	$	221.85	$	172.42	$	49.43
888-17454	60.00	ALTRIA GROUP INC	Long-Term	03/18/11	05/03/13	$	2,198.91	$	1,485 98	$	712 93
888-17454	25.00	PFIZER INC	Long-Term	08/13/09	05/03/13	$	722.67	$	396.26	$	326 41
888-17454	25.00	PFIZER INC	Long-Term	06/11/09	05/03/13	$	722 67	$	364.82	$	357.85
888-17454	10 00	SCHLUMBERGER LTD	Long-Term	04/15/10	05/01/13	$	736.69	$	667.87	$	68.82
888-17454	15.00	INTUIT INC	Long-Term	08/03/11	04/25/13	$	839.38	$	685.88	$	153.50
888-17454	10.00	INTUIT INC	Long-Term	02/22/11	04/25/13	$	559 59	$	528.95	$	30 64
888-17454	10 00	STARBUCKS CORP	Long-Term	11/01/10	04/23/13	$	592.47	$	287.87	$	304.60
888-17454	20.00	WELLS FARGO & COMPANY	Long-Term	11/14/11	04/05/13	$	735.38	$	502.50	$	232.88
888-17454	10.00	MICRON TECHNOLOGY INC	Long-Term	11/01/11	04/05/13	$	94.70	$	53.70	$	41.00
888-17454	65.00	MICRON TECHNOLOGY INC	Long-Term	10/14/11	04/05/13	$	615.53	$	362 25	$	253.28
888-17454	10.00	NOBLE ENERGY INC	Long-Term	07/14/10	04/04/13	$	1,129.60	$	671 28	$	458.32
888-17454	1.00	GOOGLE INC-CL A	Long-Term	04/23/10	04/04/13	$	793 68	$	547 51	$	246 17
888-17454	20.00	TYSON FOODS INC-CL A	Long-Term	06/23/11	03/22/13	$	480.31	$	370.98	$	109.33
888-17454	5 00	TYSON FOODS INC-CL A	Long-Term	06/23/11	03/22/13	$	120 07	$	92 75	$	27 32
888-17454	15.00	TYSON FOODS INC-CL A	Long-Term	04/29/11	03/22/13	$	360.23	$	299.04	$	61.19
888-17454	15 00	LORILLARD INC	Long-Term	10/28/11	03/21/13	$	597 66	$	567.60	$	30 06
888-17454	27.00	LORILLARD INC	Long-Term	10/06/11	03/21/13	$	1,075.80	$	1,011.55	$	64.25
888-17454	13 00	LORILLARD INC	Long-Term	08/10/11	03/21/13	$	517.98	$	436.37	$	81.61
888-17454	5.00	CITIGROUP INC	Long-Term	05/02/11	03/21/13	$	229 82	$	228.35	$	1.47
888-17454	12 00	CITIGROUP INC	Long-Term	04/19/11	03/21/13	$	551.58	$	558.92	$	(7.34)
888-17454	10.00	CITIGROUP INC	Long-Term	04/08/11	03/21/13	$	459 65	$	457.98	$	1 67
888-17454	18.00	CITIGROUP INC	Long-Term	03/30/11	03/21/13	$	827.36	$	785.36	$	42.00
888-17454	10.00	CITIGROUP INC	Long-Term	03/09/11	03/21/13	$	459.65	$	468.83	$	(9.18)
888-17454	11.00	LORILLARD INC	Long-Term	08/10/11	03/01/13	$	420.86	$	369 23	$	51.63
888-17454	9.00	LORILLARD INC	Long-Term	08/09/11	03/01/13	$	344.34	$	296.26	$	48.08
888-17454	15.00	MGM RESORTS INTERNATIONAL	Long-Term	12/23/11	02/19/13	$	191.45	$	146.52	$	44.93
888-17454	15.00	MGM RESORTS INTERNATIONAL	Long-Term	12/23/11	02/15/13	$	192.95	$	146 52	$	46.43
888-17454	85 00	MGM RESORTS INTERNATIONAL	Long-Term	12/23/11	02/15/13	$	1,093 41	$	830 30	$	263.11
888-17454	2.00	UNITEDHEALTH GROUP INC	Long-Term	10/31/11	02/15/13	$	114.27	$	97 35	$	16 92
888-17454	8.00	UNITEDHEALTH GROUP INC	Long-Term	08/11/11	02/15/13	$	457.09	$	341 06	$	116 03
888-17454	10.00	BP PLC-SPONS ADR	Long-Term	11/23/11	02/13/13	$	425 94	$	400.95	$	24.99
888-17454	15.00	BP PLC-SPONS ADR	Long-Term	10/31/11	02/13/13	$	638.90	$	672 81	$	(33 91)
888-17454	20.00	BP PLC-SPONS ADR	Long-Term	10/10/11	02/13/13	$	851.87	$	765 00	$	86 87
888-17454	15.00	BP PLC-SPONS ADR	Long-Term	10/06/11	02/13/13	$	638.91	$	547 79	$	91 12
888-17454	45.00	BP PLC-SPONS ADR	Long-Term	09/14/11	02/13/13	$	1,916.71	$	1,704 35	$	212 36
888-17454	15.00	BP PLC-SPONS ADR	Long-Term	09/06/11	02/13/13	$	638.91	$	534 21	$	104 70
888-17454	10.00	ASTRAZENECA PLC-SPONS ADR	Long-Term	11/23/11	02/11/13	$	473 47	$	430.30	$	43 17
888-17454	10.00	ASTRAZENECA PLC-SPONS ADR	Long-Term	07/25/11	02/11/13	$	473.47	$	497.13	$	(23 66)
888-17454	10.00	UNITEDHEALTH GROUP INC	Long-Term	08/11/11	02/07/13	$	572.03	$	426.32	$	145.71
888-17454	10.00	CITRIX SYSTEMS INC	Long-Term	10/27/10	02/07/13	$	718.21	$	642.78	$	75.43
888-17454	25.00	AT&T INC	Long-Term	04/20/11	02/06/13	$	883 48	$	759.83	$	123 65
888-17454	35.00	ASTRAZENECA PLC-SPONS ADR	Long-Term	11/29/10	01/31/13	$	1,694 95	$	1,656.51	$	38 44
888-17454	35.00	ASTRAZENECA PLC-SPONS ADR	Long-Term	06/07/10	01/31/13	$	1,694 95	$	1,491 49	$	203.46
888-17454	10.00	ASTRAZENECA PLC-SPONS ADR	Long-Term	05/13/10	01/31/13	$	484.27	$	432 69	$	51.58

Capital Gains and Losses: Details

Account: THORNEY POINT FOUNDATION (888-17454)

01/01/2013 - 12/31/2013

BERNSTEIN
Global Wealth Management

Capital Gains and Losses

Account No.	Qty.	Description	Type	Purchase Date	Sale Date	Total Proceeds		Total Cost		Gain/(Loss)	
888-17454	25 00	PFIZER INC	Long-Term	06/26/07	01/24/13	$	674.10	$	640 12	$	33.98
888-17454	50 00	NV ENERGY INC	Long-Term	10/05/11	01/23/13	$	933 20	$	708.40	$	224.80
888-17454	10.00	NV ENERGY INC	Long-Term	08/17/11	01/23/13	$	186 64	$	146.37	$	40.27
888-17454	2 00	UNITEDHEALTH GROUP INC	Long-Term	08/11/11	01/23/13	$	111.29	$	85.26	$	26 03
888-17454	8.00	UNITEDHEALTH GROUP INC	Long-Term	08/08/11	01/23/13	$	445.18	$	341.24	$	103 94
888-17454	15.00	ALTRIA GROUP INC	Long-Term	03/18/11	01/09/13	$	477 72	$	371.50	$	106.22
888-17454	25.00	ALTRIA GROUP INC	Long-Term	09/24/10	01/09/13	$	796.19	$	599.03	$	197.16
888-17454	17 00	UNITEDHEALTH GROUP INC	Long-Term	08/08/11	01/08/13	$	883.72	$	725.12	$	158 60
888-17454	15.00	CIT GROUP INC	Long-Term	11/29/11	01/07/13	$	595 70	$	474.23	$	121.47
888-17454	10 00	WELLPOINT INC	Long-Term	03/04/11	01/07/13	$	595.13	$	678.64	$	(83.51)
		TOTAL LONG TERM				$	110,666.96	$	88,201.34	$	22,465.62
		Total				**$**	**266,715.67**	**$**	**239,212.83**	**$**	**27,602.84**

DISTRIBUTIONS FROM BERNSTEIN FUNDS	Long-Term	$2,136.00		0	$2,136.00
Total		$268,851.67	$	239,212.83	$ 29,638.84

Holdings

Account: THORNEY POINT FOUNDATION (888-17454)

As of December 31, 2013

BERNSTEIN Global Wealth Management

Qty.	Holding	Total Cost	Market Value
40,069 580	CASH	$ 40,070	$ 40,070
56,925.585	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	$ 770,964	$ 760,530
18,209 619	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	$ 311,065	$ 297,545
2,117 322	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	$ 62,455	$ 57,909
2,116.727	AB DISCOVERY GROWTH FND CL ADV	$ 16,900	$ 20,807
650 000	PFIZER INC	$ 15,771	$ 19,910
35 000	APPLE INC	$ 15,472	$ 19,639
864 980	AB DISCOVERY VALUE FUND CL ADV	$ 16,133	$ 18,787
325 000	WELLS FARGO & COMPANY	$ 12,349	$ 14,755
13,000	GOOGLE INC-CL A	$ 9,948	$ 14,569
150 000	SCHLUMBERGER LTD	$ 12,024	$ 13,555
175.000	DANAHER CORP	$ 10,546	$ 13,510
250 000	CITIGROUP INC	$ 11,267	$ 13,028
250 000	AMERICAN INTERNATIONAL GROUP	$ 11,445	$ 12,763
130 000	JOHNSON & JOHNSON	$ 9,509	$ 11,907
425.000	HEWLETT-PACKARD CO	$ 12,441	$ 11,943
750 000	BANK OF AMERICA CORP	$ 9,448	$ 11,678
140.000	HOME DEPOT INC	$ 9,609	$ 11,528
175 000	TJX COMPANIES INC	$ 8,764	$ 11,153
50.000	VISA INC - CLASS A SHRS	$ 8,120	$ 11,134
110.000	COGNIZANT TECH SOLUTIONS-A	$ 8,047	$ 11,108
65.000	UNION PACIFIC CORP	$ 9,139	$ 10,963
160.000	CBS CORP-CLASS B NON VOTING	$ 8,269	$ 10,212
120.000	MEAD JOHNSON NUTRITION CO	$ 10,023	$ 10,077
105.000	OCCIDENTAL PETROLEUM CORP	$ 9,621	$ 10,037
110 000	AMERICAN EXPRESS CO	$ 8,501	$ 9,980
120.000	HESS CORP	$ 9,670	$ 9,960
190 000	LINCOLN NATIONAL CORP	$ 6,949	$ 9,808
35 000	BIOGEN IDEC INC	$ 7,727	$ 9,791
115 000	ILLINOIS TOOL WORKS	$ 8,292	$ 9,717
110 000	ANSYS INC	$ 8,223	$ 9,592
80 000	COSTCO WHOLESALE CORP	$ 9,176	$ 9,521
85 000	ALLERGAN INC	$ 8,555	$ 9,442
40 000	INTERCONTINENTALEXCHANGE GROUP	$ 5,726	$ 8,997
35 000	WW GRAINGER INC	$ 8,552	$ 8,940
225.000	KROGER CO	$ 5,915	$ 8,894
170.000	COMCAST CORP-CLASS A	$ 6,329	$ 8,867
150 000	MEDTRONIC INC	$ 7,699	$ 8,651
170 000	VALERO ENERGY CORP	$ 6,789	$ 8,568
550.000	FORD MOTOR CO	$ 7,171	$ 8,487
250 000	CONAGRA FOODS INC	$ 8,003	$ 8,425
65 000	PARKER HANNIFIN CORP	$ 7,216	$ 8,362
95.000	VIACOM INC-CLASS B	$ 5,471	$ 8,297
90 000	MARATHON PETROLEUM CORP	$ 7,693	$ 8,256
60.000	BOEING CO/THE	$ 6,212	$ 8,189
115.000	TIME WARNER INC	$ 5,789	$ 8,018
105 000	GILEAD SCIENCES INC	$ 6,111	$ 7,891
100.000	WAL-MART STORES INC	$ 7,493	$ 7,907
190 000	AMDOCS LTD	$ 7,081	$ 7,861
145 000	FIDELITY NATIONAL INFORMATION	$ 6,074	$ 7,784
95.000	LYONDELLBASELL INDU-CL A	$ 5,270	$ 7,627
19.000	AMAZON.COM INC	$ 5,299	$ 7,577
90.000	AON PLC	$ 6,943	$ 7,550
85.000	PHILIP MORRIS INTERNATIONAL	$ 7,588	$ 7,486
90 000	AMERICAN TOWER CORP	$ 6,904	$ 7,184
6.000	PRICELINE.COM INC	$ 4,641	$ 6,974
90.000	CAPITAL ONE FINANCIAL CORP	$ 5,573	$ 6,895
65 000	PARTNERRE LTD	$ 5,849	$ 6,853
95 000	CVS/CAREMARK CORP	$ 6,335	$ 6,799
135.000	VERIZON COMMUNICATIONS INC	$ 6,527	$ 6,634
60 000	BECTON DICKINSON & CO	$ 5,347	$ 6,629
24 000	PRECISION CASTPARTS CORP	$ 4,386	$ 6,463
110.000	JPMORGAN CHASE & CO	$ 5,559	$ 6,433
35 000	SHERWIN-WILLIAMS CO/THE	$ 5,993	$ 6,423
65.000	CHUBB CORP	$ 5,775	$ 6,303
300 000	PULTE GROUP INC	$ 5,490	$ 6,122
160 000	MICROSOFT CORP	$ 5,292	$ 5,989
35 000	CELGENE CORP	$ 4,649	$ 5,914

Holdings

Account: THORNEY POINT FOUNDATION (888-17454)

As of December 31, 2013

BERNSTEIN Global Wealth Management

Qty	Holding	Total Cost	Market Value
65 000	RAYTHEON COMPANY	$ 5,383	$ 5,932
75,000	STARBUCKS CORP	$ 3,303	$ 5,879
195 000	GANNETT CO	$ 5,052	$ 5,794
250 000	ELECTRONIC ARTS INC	$ 5,925	$ 5,735
70 000	NIKE INC -CL B	$ 5,198	$ 5,522
100 000	EBAY INC	$ 5,141	$ 5,489
35 000	EVEREST RE GROUP LTD	$ 4,326	$ 5,455
80 000	NOBLE ENERGY INC	$ 4,106	$ 5,449
350 000	GENWORTH FINANCIAL INC-CL A	$ 4,312	$ 5,436
70 000	WALT DISNEY CO/THE	$ 3,427	$ 5,408
100 000	CIT GROUP INC	$ 4,068	$ 5,213
35,000	LIBERTY MEDIA CORP	$ 4,218	$ 5,126
35 000	FEDEX CORP	$ 4,839	$ 5,035
120,000	GENERAL MOTORS CO	$ 4,631	$ 4,904
120 000	ALTRIA GROUP INC	$ 4,381	$ 4,665
85 000	MACY'S INC	$ 3,432	$ 4,560
24 000	INTL BUSINESS MACHINES CORP	$ 4,938	$ 4,502
35 000	CHEVRON CORP	$ 4,226	$ 4,372
35 000	BERKSHIRE HATHAWAY INC-CL B	$ 3,276	$ 4,150
35,000	MONSANTO CO	$ 3,613	$ 4,079
45,000	AMPHENOL CORP-CL A	$ 3,646	$ 4,022
80,000	REYNOLDS AMERICAN INC	$ 3,697	$ 4,034
60,000	VERISK ANALYTICS INC-CL A	$ 3,899	$ 3,943
18,000	AFFILIATED MANAGERS GROUP INC	$ 2,637	$ 3,904
50 000	EATON CORP PLC	$ 2,634	$ 3,806
185 000	REGAL ENTERTAINMENT GROUP-A	$ 3,563	$ 3,598
40,000	PEPSICO INC	$ 3,257	$ 3,332
65 000	HALLIBURTON CO	$ 3,153	$ 3,299
15,000	LINKEDIN CORP - A	$ 2,183	$ 3,252
75 000	PATTERSON COS INC	$ 2,905	$ 3,090
60,000	MERCK & CO INC	$ 2,792	$ 3,016
85 000	AT&T INC	$ 2,779	$ 2,989
20,000	POLARIS INDUSTRIES INC	$ 2,575	$ 2,913
80 000	KINDER MORGAN INC	$ 3,209	$ 2,880
50,000	HASBRO INC	$ 2,507	$ 2,751
5,000	CHIPOTLE MEXICAN GRILL-CL A	$ 1,674	$ 2,664
80 000	HEALTH NET INC	$ 2,260	$ 2,374
23 000	MCDONALD'S CORP	$ 2,081	$ 2,232
30,000	ASSURANT INC	$ 1,927	$ 1,991
20 000	VERTEX PHARMACEUTICALS INC	$ 896	$ 1,486
	NET PORTFOLIO VALUE	**$ 1,849,319**	**$ 1,945,461**
	CASH IN BURKE AND HERBERT	$33,636	$33,636
	TOTAL HOLDINGS OF THE FOUNDATION	$1,882,955	$1,979,097