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

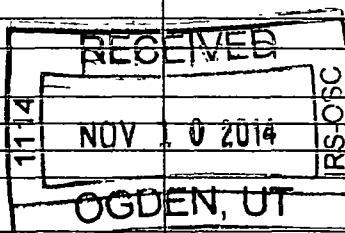
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2013

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

Name of foundation Phillips Family Foundation		A Employer identification number 75-0590214
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 17149		B Telephone number (see the instructions) (713) 784-3204
City or town, state or province, country and ZIP or foreign postal code Sugar Land TX 77496-7149		C If exemption application is pending, check here ☐
G Check all that apply		D 1 Foreign organizations, check here ☐
☐ Initial return	☐ Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Final return	☐ Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Address change	☐ Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 12,724,404.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

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)
1 Contributions, gifts, grants, etc. received (all sch.)		4,023,383.			
2 Ck ☐ if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		351,662.	351,662.	351,662.	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10		1,886,891.			
b Gross sales price for all assets on line 6a		12,142,607.			
7 Capital gain net income (from Part IV, line 2)			1,886,891.		
8 Net short-term capital gain				44,718.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit/(loss) (all sch.)					
11 Other income (attach schedule) See Line 11 Stmt		37,727.	47,915.		
12 Total. Add lines 1 through 11.		6,299,663.	2,286,468.	396,380.	
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 sch.) L-16b Stmt.		6,525.			
c Other prof fees (attach sch.) L-16c Stmt.		55,373.			
17 Interest		28.			
18 Taxes (attach schedule) (see instrs) See Line 18 Stmt		74,929.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt		4,646.			
24 Total operating and administrative expenses. Add lines 13 through 23		141,501.			
25 Contributions, gifts, grants paid		1,438,467.			1,438,467.
26 Total expenses and disbursements. Add lines 24 and 25		1,579,968.			1,438,467.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,719,695.			
b Net investment income (if negative, enter -0-)			2,286,468.		
c Adjusted net income (if negative, enter -0-)				396,380.	



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		5,915,024.	2,575,515.	2,575,515.
	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)		17,138.	2,061.	2,061.
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) . . L-13 Stmt		3,677,021.	9,906,507.	10,038,247.
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)				
15		Other assets (describe . . L-15 Stmt)		0.	108,581.	108,581.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		9,609,183.	12,592,664.	12,724,404.
17		Accounts payable and accrued expenses				
18		Grants payable				
NET ASSETS OR FUND BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
		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. ☒ X				
27	Capital stock, trust principal, or current funds		9,609,183.	12,592,664.		
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		9,609,183.	12,592,664.		
31	Total liabilities and net assets/fund balances (see instructions)		9,609,183.	12,592,664.		

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	9,609,183.
2	Enter amount from Part I, line 27a	2	4,719,695.
3	Other increases not included in line 2 (itemize) <u>Unrealized Gains</u>	3	25,909.
4	Add lines 1, 2, and 3	4	14,354,787.
5	Decreases not included in line 2 (itemize) <u>See Other Decreases Stmt</u>	5	1,762,123.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	12,592,664.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement Attached			Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 12,142,607.		10,255,716.	1,886,891.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a 0.	0.	0.	1,886,891.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 1,886,891.
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 44,718.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	1,855,031.	7,684,636.	0.241395
2011	1,210,233.	5,145,008.	0.235225
2010	1,328,350.	4,096,844.	0.324237
2009	1,056,350.	2,325,269.	0.454292
2008	1,325,150.	2,129,732.	0.622214
2 Total of line 1, column (d)			2 1.877363
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 0.375473
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 10,321,943.
5 Multiply line 4 by line 3			5 3,875,611.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 22,865.
7 Add lines 5 and 6			7 3,898,476.
8 Enter qualifying distributions from Part XII, line 4			8 1,438,467.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	45,729.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	45,729.
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	45,729.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	46,000.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	46,000.	
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	271.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	271.	Refunded	11

Part VIIA Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
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?		X
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		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
4 a 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, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX – Texas		
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

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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 Jay F. Rea Telephone no. (281) 565-9200			
Located at P.O. Box 17149 Sugar Land TX ZIP +4 77496-7149				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
and enter the amount of tax-exempt interest received or accrued during the year 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a 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)?	1 b	
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

5 a 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)?

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)

6 a 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

If 'Yes' to 6b, file Form 8870

7 a 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? ☐ Yes ☒ 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
D. Martin Phillips 1100 Louisiana, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Liane M. Phillips 1100 Louisiana, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.
Gary R. Petersen 1100 Louisiana, Suite 4900 Houston, TX 77002	Trustee 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 None

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		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	0.
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	

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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	1 a 9,102,987.
b	Average of monthly cash balances	1 b 1,376,143.
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c)	1 d 10,479,130.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 10,479,130.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 157,187.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 10,321,943.
6	Minimum investment return. Enter 5% of line 5	6 516,097.

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	1 516,097.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a 45,729.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b
c	Add lines 2a and 2b	2 c 45,729.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 470,368.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 470,368.
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.	7 470,368.

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	1 a 1,438,467.
b	Program-related investments — total from Part IX-B.	1 b
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)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4 1,438,467.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 1,438,467.

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				470,368.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,221,341.			
b From 2009	940,217.			
c From 2010	1,127,967.			
d From 2011	969,513.			
e From 2012	1,516,801.			
f Total of lines 3a through e	5,775,839.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,438,467.				
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)				
d Applied to 2013 distributable amount				470,368.
e Remaining amount distributed out of corpus	968,099.			
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	6,743,938.			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,221,341.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,522,597.			
10 Analysis of line 9.				
a Excess from 2009	940,217.			
b Excess from 2010	1,127,967.			
c Excess from 2011	969,513.			
d Excess from 2012	1,516,801.			
e Excess from 2013	968,099.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.**b** Check box to indicate whether the foundation is a private operating foundation described in section☐ 4942(j)(3) or☐ 4942(j)(5)**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

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 foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

D. Martin and Liane M. Phillips

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines:**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement Attached				1,438,467.
Total			3 a	1,438,467.
b Approved for future payment				
Total			3 b	

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

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

OMB No 1545-0047

2013

Name of the organization

Phillips Family Foundation

Employer identification number

75-0590214

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 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 foundationCheck 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 33-1/3% 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 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 to 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**BAA** For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,
or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

Phillips Family Foundation

75-0590214

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	D. Martin and Liane Phillips 26 Sandalwood Houston TX 77024	\$ 318,646.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	D. Martin and Liane Phillips 26 Sandalwood Houston TX 77024	\$ 3,704,737.	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

Employer identification number

Phillips Family Foundation

75-0590214

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
1	5581 shrs Dodge & Cox Intl Fund	\$ 198,070.	06/25/13
1	1613 shrs Harbor Intl Fund	\$ 99,312.	06/25/13
1	12929 shrs Homstead Small Co. Stock	\$ 400,153.	06/25/13
1	6914 shrs Longleaf Partners Fund	\$ 198,363.	06/25/13
1	12181 shrs Longleaf Partners Small-Cap	\$ 400,999.	06/25/13
1	13251 shrs Oakmark International Fund	\$ 299,075.	06/05/13

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

Phillips Family Foundation

75-0590214

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
1	3024 shrs Scout Internation Fund	\$ 99,096.	06/25/13
1	23832 shrs of Dodge & Cox Intl Fund	\$ 996,893.	12/19/13
1	30432 shrs Longleaf Partners Fund	\$ 1,012,777.	12/19/13
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Miscellaneous StatementAmount Due From Director

The Foundation made grants to several charities during 2013 that were determined during the preparation of the 2013 Form 990-PF to have had quid-pro-quos that benefited one or more of the directors. The total amount of the quid-pro-quo has been reported as a receivable as of December 31, 2013 and collected from the directors during 2014.

Total

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Mutual Fund Capital Gain Dist	47,915.	47,915.	
Partnership Other Income	-11,341.		
Nontaxable Distributions	1,153.		
Total	37,727.	47,915.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	73,502.			
Foreign Tax	1,427.			
Total	74,929.			

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Fees and misc	330.			
Partnership investment expenses	4,316.			
Total	4,646.			

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Unrealized Gain on Contributed Equity Fund	1,745,496.
Bond Premium Amortization	10,654.
Taxable Gain in Excess of Books	5,973.
Total	1,762,123.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rea & Associates	Tax Preparation	6,525.			
Total		6,525.			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	Investment Fees	55,373.			
Total		<u>55,373.</u>			

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Statement Attached	9,906,507.	10,038,247.
Total	<u>9,906,507.</u>	<u>10,038,247.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Due from The Endowment Fund	0.	108,581.	108,581.
Total	<u>0.</u>	<u>108,581.</u>	<u>108,581.</u>

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox	
				Amount	
12th Man Foundation P O Box 2800 College Station, Texas 77841-2800	N/A	Public	Unrestricted use by 12th Man Foundation	Person or Business 100 00	☒
American Diabetes Association 2400 Augusta Drive, Suite 175 Houston, Texas 77057	N/A	Public	Unrestricted use by American Diabetes Association	Person or Business 100 00	☒
American Heart Association 10060 Buffalo Speedway Houston, Texas 77054	N/A	Public	Unrestricted use by American Heart Association	Person or Business 15,000 00	☒
Athletes Caring Together 838 Margaret Place Shreveport, Louisiana 71101	N/A	Public	Unrestricted use by Athletes Caring Together	Person or Business 10,000 00	☒
Boys & Girls Country 18806 Roberts Road Hockley, Texas 77447	N/A	Public	Unrestricted use by Boys & Girls Country	Person or Business 10,000 00	☒
Boy Scouts of America 2225 North Loop West Houston, Texas 77008	N/A	Public	Unrestricted use by Boy Scouts of America	Person or Business 8,333 33	☒
Bridges to Life P O Box 570895 Houston, Texas 7754-0895	N/A	Public	Unrestricted use by Bridges to Life	Person or Business 25,000 00	☒
Broach Foundation 3703 Elmora Street Houston, Texas 77005	N/A	Public	Unrestricted use by Broach Foundation	Person or Business 15,000 00	☒
Campus Crusade for Christ 100 Lake Hart Drive Orlando, Florida	N/A	Public	Unrestricted use by Campus Crusade for Christ	Person or Business 100 00	☒
Casa de esperanza P O Box 66581 Houston, Texas 77266	N/A	Public	Unrestricted use by Casa de esperanza	Person or Business 1,000 00	☒
Clayton Dabney for Kids with Cancer 6500 Greenville Avenue Suite 342 Dallas, Texas 75206	N/A	Public	Unrestricted use by Clayton Dabney for Kids with Cancer	Person or Business 17,912 50	☒
Cornerstone Recovery 6699 Portwest Drive Suite 140 Houston, Texas 77024	N/A	Public	Unrestricted use by Cornerstone Recovery	Person or Business 10,000 00	☒
Covenant House 1111 Lovett Blvd Houston, Texas 77006	N/A	Public	Unrestricted use by Covenant House	Person or Business 12,500 00	☒
Dallas Theological Seminary 6000 Dale Carnegie Lane Houston, Texas 77036-3211	N/A	Public	Unrestricted use by Dallas Theological Seminary	Person or Business 10,000 00	☒
DePelchin Children's Center 4950 Memorial Drive Houston, Texas 77007	N/A	Public	Unrestricted use by DePelchin Children's Center	Person or Business 100 00	☒
Faith in Practice 7500 Beechwood St #208 Houston, Texas 77074	N/A	Public	Unrestricted use by Faith in Practice	Person or Business 51,000 00	☒
Family Legacy 5005 West Royal Lane, Suite 252 Irving, Texas 75063	N/A	Public	Unrestricted use by Family Legacy	Person or Business 34,433 00	☒
Greater Houston Community Foundation 5120 Woodway Drive Houston, Texas 77056	N/A	Public	Unrestricted use by Greater Houston Community Foundation	Person or Business 500 00	☒
Houston Livestock Show and Rodeo 8334 Fannin St, Reliant Center Houston, Texas 77054	N/A	Public	Unrestricted use by Houston Livestock Show and Rodeo	Person or Business 1,000 00	☒
Insight for Living PO Box 269000 Plano, Texas 75026-9000	N/A	Public	Unrestricted use by Insight for Living	Person or Business 50 00	☒

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox	Amount
Impact Houston Church of Christ 1704 Weber Houston, Texas 77007	N/A	Public	Unrestricted use by Impact Houston Church of Christ	Person or Business ☒	65,000 00
Junior Achievement 2115 East Governors Circle Houston, Texas 77092	N/A	Public	Unrestricted use by Junior Achievement	Person or Business ☒	5,000 00
Laity Renewal Foundation 719 Earl Garrett St Kerrville, Texas 78028-3324	N/A	Public	Unrestricted use by Laity Renewal Foundation	Person or Business ☒	1,000 00
LSU Foundation 3838 West Lakeshore Drive Baton Rouge, LA 70808	N/A	Public	Unrestricted use by LSU Foundation	Person or Business ☒	63,000 00
Robert & Janice McNair Foundation 109 North Post Oak Lane Suite 600 Houston, Texas 77024	N/A	Public	Unrestricted use by Robert & Janice McNair Foundation	Person or Business ☒	5,000 00
M D Anderson Cancer Center P O Box 301439 Houston, Texas 77230-1439	N/A	Public	Unrestricted use by M D Anderson Cancer Center	Person or Business ☒	400 00
Memorial Assistance Ministries 1625 Blalock Road Houston, Texas 77080	N/A	Public	Unrestricted use by Memorial Assistance Ministries	Person or Business ☒	1,500 00
Memorial Hermann Foundation 929 Gessner Suite 2650 Houston, Texas 77024	N/A	Public	Unrestricted use by Memorial Hermann Foundation	Person or Business ☒	12,500 00
Memorial Drive Presbyterian Church 11612 Memorial Drive Houston, Texas 77024	N/A	Public	Unrestricted use by Memorial Drive Presbyterian Church	Person or Business ☒	500,300 00
National Multiple Sclerosis Society 8111 North Stadium Drive Houston, Texas 77054	N/A	Public	Unrestricted use by National Multiple Sclerosis Society	Person or Business ☒	10,000 00
Northwestern University 1999 Campus Drive, Box 50 Evanston, IL 60208	N/A	Public	Unrestricted use by Northwestern University	Person or Business ☒	100 00
OneGoal 215 Superior St Suite 700 Chicago, Illinois 60654	N/A	Public	Unrestricted use by OneGoal	Person or Business ☒	175,000 00
Presbyterian Children's Homes 4407 Bee Cave Road, Suite 520 Austin, Texas 78746-6496	N/A	Public	Unrestricted use by Presbyterian Children's Homes	Person or Business ☒	200,000 00
Sarah Friend Heart Foundation 706 Delaware St Shreveport, Louisiana 71106	N/A	Public	Unrestricted use by Sarah Friend Heart Foundation	Person or Business ☒	2,000 00
Small Steps Nurturing Center 1709 DePelchin Houston, Texas 77007	N/A	Public	Unrestricted use by Small Steps Nurturing Center	Person or Business ☒	50,938 34
Souper Bowl of Caring P O Box 23224 Columbia, SC 29224	N/A	Public	Unrestricted use by Souper Bowl of Caring	Person or Business ☒	5,000 00
Sunflower County Freedom Project PO Box 701 120 Delta Ave Sunflower, MS 38778	N/A	Public	Unrestricted use by Sunflower County Freedom Project	Person or Business ☒	2,500 00
Tiger Athletic Foundation P O Box 711 Baton Rouge, LA 70821	N/A	Public	Unrestricted use by Tiger Athletic Foundation	Person or Business ☒	17,000 00
University of Texas P O Box 7458 Austin, Texas 78713	N/A	Public	Unrestricted use by University of Texas	Person or Business ☒	25,000 00
Williams Education Fund 1651 Naismith Dr Lawrence, KS 66045	N/A	Public	Unrestricted use by Williams Education Fund	Person or Business ☒	100 00

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox	
				Amount	
WorkFaith Connection 10120 Northwest Freeway Suite 200 Houston, Texas 77092	N/A	Public	Unrestricted use by WorkFaith Connection	Person or Business 50,000 00	☒
Yellowstone Academy 3000 Trulley St Houston, Texas 77004-1743	N/A	Public	Unrestricted use by Yellowstone Academy	Person or Business 25,000 00	☒
Total.....3a				1,438,467	

		Beginning of Year	End of year	
		Book Value	Book Value	Fair Market Value
2,344 000	SPDR Gold Trust	0 00	340,227 66	272,185 28
28,109 680	Drehaus Active Income Fund	0 00	301,797 79	302,741 25
57,018 460	Gabelli ABC Arbitrage Fund	0 00	587,746 60	579,307 54
1,690 010	Harbor International Fund	0 00	96,743 01	120,007 68
4,698 310	Homestead Small Cap Fund	0 00	131,300 58	173,179 78
7,141 470	Invesco Select Companies Fund	0 00	156,006 39	168,253 03
50,207 553	Iron Strategic Income Fund	0 00	584,245 38	582,909 69
5,318 023	Longleaf Small Cap Fund	0 00	152,171 36	172,623 03
4,534 650	Oakmark International	0 00	97,276 16	119,351 99
85,531 759	PIMCO All Asset All Authority	0 00	922,226 87	846,764 41
28,682 101	PIMCO Corporate Bond Fund	0 00	307,059 42	293,704 71
143,063 900	PIMCO Fundamental Advantage TR	0 00	622,728 62	567,963 68
26,839 404	PIMCO Fundamental Index Plus F	0 00	175,717 57	182,776 34
15,091 540	PIMCO International StocksPlus	0 00	115,230 58	121,185 07
26,036 853	PIMCO Real Return Fund	0 00	300,293 98	285,624 28
27,275 160	PIMCO Total Return	0 00	299,139 60	291,571 46
44,811 168	Templeton Global Bond Fund	0 00	589,783 40	586,578 19
8,528.007	Vanguard Dividend Growth Fund	0 00	158,879 21	182,158 23
50,000 000	California St Dept Wtr Res Pwr Supply	59,075 59	0 00	0 00
25,000 000	Georgia St Ser A Jul12 05 000%Jl01 18	30,376 03	0 00	0 00
50,000 000	King Cnty Wash Swr Rev	55,122 57	0 00	0 00
25,000 000	Madison Wis Prom NTS Ser A	28,147 01	0 00	0 00
25,000 000	Minnesota St Trunk Hwy Ser B	29,575 65	0 00	0 00
50,000 000	New York St Lcl Govt	55,276 16	0 00	0 00
50,000 000	Ohio State Common Schs Ser C	61,336 45	0 00	0 00
50,000 000	Seattle Wash & Impt-Ltd Tax It Ser B RF	60,699 47	0 00	0 00
50,000 000	Washington St Var Purp Ser A	61,211 50	0 00	0 00
70,000 000	Coca-Cola HBC Finance BV	75,034 96	73,220 15	74,776 80
35,000 000	Dell Inc	41,068 10	0 00	0 00
70,000 000	Glaxosmithkline Capital Company	77,918 34	76,548 66	80,579 80
70,000 000	General Elec Cap Corp	75,624 73	74,208 76	77,984 20
45,000 000	General Elec Cap Corp	46,907 85	46,621 19	46,837 80
45,000 000	Goldman Sachs Group Inc	48,696 47	47,964 59	51,518 70
45,000 000	JP Morgan Chase & Co	50,747 35	49,679 33	51,816 60
45,000 000	JP Morgan Chase & Co	44,690 40	44,690 40	48,373 20
45,000 000	Philip Morris Intl Inc	46,849 39	46,623 08	48,659 85
542 380	3M Compnay	48,569 82	0 00	0 00
773 450	Abbott Labs	45,709 08	0 00	0 00
5 536	Air Products&Chem	460 10	0 00	0 00
1,394 000	Automatic Data Proc	47,931 56	87,715 12	112,633 83
872 000	Baxter Interntl Inc	47,407 50	0 00	0 00
458 209	Chevron Corp	48,336 15	0 00	0 00
885 000	C H Robinson Worldwide, Inc New	53,112 58	0 00	0 00
3,997 000	CSX Corp	0 00	102,928 38	114,993 69
1,356 920	Coca Cola Com	48,913 51	0 00	0 00
1,136 000	Eaton Corp	58,964 76	0 00	0 00
1,653 000	Emerson Electric Company	0 00	96,430 02	116,007 54
1,164 000	Exxon Mobil Corp Com	49,046 26	101,960 09	117,796 80
783 681	Genl Dynamics Corp Com	51,703 75	0 00	0 00
558 000	Genuine Parts Company	0 00	112,015 16	112,972 02
768 000	Honeywell Intl Inc Del	48,260 51	0 00	0 00
1,181 000	Johnson & Johnson Com	366 18	98,735 49	108,167 79
2,530 000	Linear Technology Corp	47,743 83	90,275 95	115,241 50
1,154 592	McDonalds Corp Com	53,758 44	111,169 76	112,030 06
1,255 896	Medtronic Inc Com	47,742 40	0 00	0 00
1,636 000	Microsoft Corp	46,710 27	0 00	0 00
1,011 000	Northrop Grumman Corp	0 00	96,880 69	115,870 71
2,569 000	Paychex Inc	47,557 77	90,613 92	116,966 57
1,319 000	Proctor & Gamble Company	0 00	101,948 17	107,379 79
1,852 000	Quest Diagnostics, Inc	0 00	111,063 51	99,156 08
1,289 000	Raytheon Company	0 00	100,029 45	116,912 30
4 667	3M Company	0 00	584 46	654 55
1,000 000	United Technologies Corp	0 00	96,150 43	113,800 00
1,390 500	Wal-Mart Stores Inc	43,938 31	97,698 08	109,261 43
27,143 000	Blackrock Multi Asset Income Fund	0 00	304,091 51	307,266 32
784 464	Ishares Core Value S&P Small Cap ETD	0 00	60,821 26	85,608 55
1,710 000	First Tr Mid Cap Cpre Alphadex Fund	0 00	75,777 13	86,286 60
1,950 000	SPDR S&P Oil & Gas Equip Fund	0 00	76,478 13	85,254 00
4,989 000	Guggenheim Frontier Market ETF	0 00	84,045 69	80,988 96
17,699 349	Prudential ST Corporate Bond Fund	0 00	201,263 57	201,064 60
14,490 845	Pnnicipal Global Diversified Income Fund	0 00	203,790 21	203,741 28
23,659 571	Arbitrage Funds CI I	169,068 43	304,456 47	304,262 08

		Beginning of Year	End of year	
		Book Value	Book Value	Fair Market Value
2,344 000	SPDR Gold Trust	0 00	340,227 66	272,185 28
3,404 209	Permanent Portfolio Fund	163,042 52	0 00	0 00
61,454 457	Columbia Strategic	373,678 11	0 00	0 00
571 479	iShares S&P SmallCap 600	37,045 58	0 00	0 00
713 293	iShares Russell Midcap	38,629 97	0 00	0 00
20,683 150	Hatteras Long/Short Debt Fund	0 00	200,513 60	203,315 36
24,428 312	Loomis Sayles Strategic	373,246 58	0 00	0 00
5,196 974	MFS International Divers	42,397 82	71,831 38	86,165 80
997 000	SPDR S&P Emerging Mkts	44,695 93	0 00	0 00
4,929 000	Elements-Rogers TR	41,776 75	0 00	0 00
81,528 000	ML Systematic Momentum	116,831 93	119,999 25	102,145 00
6,671 000	The Endowment Fund	492,017 00	309,109 50	272,871 00
Total		3,677,021.42	9,906,506.72	10,038,246.80

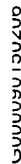
Quantity	Description	How Acquired	Date Acquired	Date Sold	Proceeds	Cost	Adjustments	Gain/(Loss)
		P-Purchased D-Donated						
Short-Term Capital Gains and Losses								
	See Charles Schwab Statement Attached	P	Various	Various	3,084,507.88	3,096,956.65	0.00	(12,448.77)
	See Merrill Lynch Statement Attached	P	Various	Various	690,375.74	689,468.05	0.00	907.69
	See Merrill Lynch Statement Attached	P	Various	Various	474,618.50	486,160.23	0.00	(11,541.73)
	See Merrill Lynch Statement Attached	P	Various	Various	2,602,615.08	2,535,834.20	1,020.57	67,801.45
Total Short Term					6,852,117.20	6,808,419.13	1,020.57	44,718.64
Long-Term Capital Gains and Losses								
	See Charles Schwab Statement Attached	D	Various	Various	3,629,897.57	1,891,982.28	0.00	1,737,915.29
	See Merrill Lynch Statement Attached	P	Various	Various	203,773.00	198,682.96	0.00	5,090.04
	See Merrill Lynch Statement Attached	P	Various	Various	26,368.50	26,195.00	0.00	173.50
	See Merrill Lynch Statement Attached	P	Various	Various	699,821.33	617,222.23	0.00	82,599.10
	See Merrill Lynch Statement Attached	P	Various	Various	730,629.73	714,275.06	40.57	16,395.24
Total Long Term					5,290,490.13	3,448,357.53	40.57	1,842,173.17
Grand Total					12,142,607.33	10,256,776.66	1,061.14	1,886,891.81

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DELAFIELD FUND: DEFIX	583 9420	02/04/13	06/18/13	\$20,000 00	\$18,691 99	\$1,308.01
DELAFIELD FUND: DEFIX	2,540 8000	02/04/13	07/26/13	\$89,537 79	\$81,331 01	\$8,206 78
DELAFIELD FUND: DEFIX	818 2340	06/27/13	10/18/13	\$30,438 30	\$27,329.00	\$3,109 30
Security Subtotal				\$139,976.09	\$127,352.00	\$12,624.09
DRIEHAUS ACTIVE INCM FD: LCMAX	2,336 0000	02/04/13	03/01/13	\$25,085 41	\$25,112 00	(\$26 59)
DRIEHAUS ACTIVE INCM FD: LCMAX	3,810.0000	02/04/13	05/01/13	\$41,098 05	\$40,957 50	\$140 55
Security Subtotal				\$66,183.46	\$66,069.50	\$113.96
HARBOR INTERNATIONAL FUND INST CL HAINX	304.4140	02/04/13	06/18/13	\$19,980 00	\$19,327.58	\$652 42
Security Subtotal				\$19,980.00	\$19,327.58	\$652.42
HOMESTEAD SMALL COMPANY STOCK FD HSCSX	1,055.8030	02/04/13	05/01/13	\$30,355 64	\$29,904.44	\$451.20
Security Subtotal				\$30,355.64	\$29,904.44	\$451.20
INVESCO SELECT COMPANIES FD CL Y: ATIYX	585.8390	02/04/13	03/01/13	\$12,101.00	\$12,009.72	\$91.28

Schwab One® Account of
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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
INVESCO SELECT COMPANIES FD CL Y: ATIYX	915 9510	02/04/13	05/01/13	\$19,618 00	\$18,777 03	\$840 97
INVESCO SELECT COMPANIES FD CL Y: ATIYX	361.4040	02/04/13	10/18/13	\$8,679 00	\$7,408 80	\$1,270 20
Security Subtotal				\$40,398.00	\$38,195.55	\$2,202.45
LONGLEAF PARTNERS FUND: LLPFX	349.4730	02/04/13	03/01/13	\$9,933.00	\$10,020.81	(\$87 81)
LONGLEAF PARTNERS FUND: LLPFX	592 6420	02/04/13	05/01/13	\$17,137 00	\$16,993 45	\$143 55
LONGLEAF PARTNERS FUND: LLPFX	2,546.1610	02/04/13	07/26/13	\$78,287 82	\$73,008 74	\$5,279.08
Security Subtotal				\$105,357.82	\$100,023.00	\$5,334.82
LONGLEAF PARTNERS SMALL CAP FUND: LLSCX	394.1290	02/04/13	03/01/13	\$12,265 00	\$12,022 88	\$242 12
LONGLEAF PARTNERS SMALL CAP FUND: LLSCX	613.6040	02/04/13	05/01/13	\$19,781.00	\$18,717 96	\$1,063 04
Security Subtotal				\$32,046.00	\$30,740.84	\$1,305.16
LOOMIS SAYLES STRATEGIC INCOME FD CL Y: NEZYX	17,712 2980	multiple	11/22/13	\$289,901.32	\$289,296.49	\$604.83
Security Subtotal				\$289,901.32	\$289,296.49	\$604.83

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method First In First Out [FIFO]

Short-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
METROPOLITAN WEST MWSIX	STRATEGIC INCM I	35,052 4300	multiple	11/22/13	\$288,783 02	\$288,531 14	\$251 88
Security Subtotal					\$288,783.02	\$288,531.14	\$251.88
OAKMARK INTL FD CLASS I	OAKIX	839 6310	02/04/13	06/18/13	\$20,000 00	\$18,631 41	\$1,368 59
Security Subtotal					\$20,000.00	\$18,631.41	\$1,368.59
PIMCO ALL ASSET ALL PAUIX	AUTHORITY CL INST	11,037 0040	02/04/13	03/01/13	\$122,241.00	\$122,629 13	(\$388 13)
PIMCO ALL ASSET ALL PAUIX	AUTHORITY CL INST.	2,408 4230	02/04/13	05/01/13	\$26,851 15	\$26,759 33	\$91 82
Security Subtotal					\$149,092.15	\$149,388.46	(\$296.31)
PIMCO FUNDAMENTAL ADVTG ABSOLUTE RTRN STRAT INS PFATX		31,893 3330	02/04/13	05/01/13	\$143,471.00	\$141,620.28	\$1,850 72
Security Subtotal					\$143,471.00	\$141,620.28	\$1,850.72
PIMCO FUNDAMENTAL INDEX PLUS AR FD INSTL CL PXTIX		3,494 3280	02/04/13	05/01/13	\$23,388 61	\$21,745 37	\$1,643.24
Security Subtotal					\$23,388.61	\$21,745.37	\$1,643.24



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INSTITUTIONALSchwab One® Account of
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**January 1 - December 31,
2013****2013 Year-End Schwab Gain/Loss Report****Realized Gain or (Loss) (continued)**

Accounting Method First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PIMCO FUNDAMENTAL INDEX PLUS TR FD INSTL CL: PXTIX	1,825 7460	02/04/13	03/01/13	\$11,610 00	\$11,361 71	\$248 29
Security Subtotal				\$11,610.00	\$11,361.71	\$248.29
PIMCO INTL STKSPLUS AR STRAT USD HEDGED I: PISIX	1,065 9150	08/26/13	10/18/13	\$8,486.00	\$8,125 63	\$360 37
Security Subtotal				\$8,486.00	\$8,125.63	\$360.37
PIMCO INVESTMENT GRADE CORP BD INSTL PIGIX	3,411.7490	multiple	03/01/13	\$38,003 00	\$37,813 52	\$189 48
PIMCO INVESTMENT GRADE CORP BD INSTL PIGIX	9,387 7640	02/04/13	05/01/13	\$106,596 00	\$104,026.62	\$2,569 38
PIMCO INVESTMENT GRADE CORP BD INSTL PIGIX	25,745 1640	02/04/13	10/18/13	\$274,137 00	\$285,284 37	(\$11,147 37)
Security Subtotal				\$418,736.00	\$427,124.51	(\$8,388.51)
PIMCO REAL RETURN FUND INSTL CL: PRRIX	3,797 3860	multiple	03/01/13	\$46,433 57	\$46,332 93	\$100 64
PIMCO REAL RETURN FUND INSTL CL: PRRIX	4,160 6160	02/04/13	05/01/13	\$51,293 00	\$50,764 49	\$528.51
PIMCO REAL RETURN FUND INSTL CL: PRRIX	24,344.2580	02/04/13	10/18/13	\$275,528 00	\$297,029 05	(\$21,501 05)
Security Subtotal				\$373,254.57	\$394,126.47	(\$20,871.90)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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INSTITUTIONALSchwab One® Account of
PHILLIPS FAMILY FOUNDATIONReport Period
**January 1 - December 31,
2013**
Account Number
3026-3049**2013 Year-End Schwab Gain/Loss Report****Realized Gain or (Loss) (continued)**

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD DIV GROWTH FD INVESTOR SHRS: VDIGX	638 2070	02/04/13	03/01/13	\$11,372 00	\$11,186.87	\$185 13
VANGUARD DIV GROWTH FD INVESTOR SHRS: VDIGX	1,177 6960	02/04/13	05/01/13	\$22,259 74	\$20,643 34	\$1,616 40
Security Subtotal				\$33,631.74	\$31,830.21	\$1,801.53
Total Short-Term				\$3,084,507.88	\$3,096,956.65	(\$12,448.77)

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DODGE & COX INTL STOCK FUND DODFX	5,581 0000	02/10/09	06/27/13	\$203,434 26	\$108,666 27 ^a	\$94,767 99
DODGE & COX INTL STOCK FUND: DODFX	23,832 0000	02/10/09	12/19/13	\$996,843.56	\$464,026 97 ^a	\$532,816 59
Security Subtotal				\$1,200,277.82	\$572,693.24	\$627,584.58
HARBOR INTERNATIONAL FUND INST CL HAINX	1,080.8530	02/10/09	06/27/13	\$67,634 00	\$38,362 40 ^a	\$29,271 60
HARBOR INTERNATIONAL FUND INST CL HAINX	149 6710	02/10/09	10/18/13	\$10,671 00	\$5,312 23 ^a	\$5,358 77
Security Subtotal				\$78,305.00	\$43,674.63	\$34,630.37

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
HOMESTEAD SMALL COMPANY STOCK FD HSCSX	11,657 7640	11/14/11	06/27/13	\$367,054 00	\$261,629 36	\$105,424 64
Security Subtotal				\$367,054.00	\$261,629.36	\$105,424.64
LONGLEAF PARTNERS FUND, LLPFX	5,572 9400	02/10/09	06/27/13	\$162,235 00	\$87,612 08 ^a	\$74,622 92
LONGLEAF PARTNERS FUND, LLPFX	1,341 0600	02/10/09	07/26/13	\$41,234 10	\$21,082 78 ^a	\$20,151 32
LONGLEAF PARTNERS FUND, LLPFX	30,432 0000	02/10/09	12/19/13	\$1,012,727 96	\$478,420 90 ^a	\$534,307 06
Security Subtotal				\$1,216,197.06	\$587,115.76	\$629,081.30
LONGLEAF PARTNERS SMALL CAP FUND: LLSCX	10,957.2110	02/10/09	06/27/13	\$365,374 00	\$149,027.44	\$216,346 56
LONGLEAF PARTNERS SMALL CAP FUND: LLSCX	306.1170	02/10/09	10/18/13	\$10,939 00	\$4,163 45	\$6,775.55
Security Subtotal				\$376,313.00	\$153,190.89	\$223,122.11
OAKMARK INTL FD CLASS I, OAKIX	11,908 0100	05/10/10	06/27/13	\$273,527 00	\$203,626 97 ^a	\$69,900 03
OAKMARK INTL FD CLASS I, OAKIX	329.3350	05/10/10	07/26/13	\$8,128 00	\$5,631.63 ^a	\$2,496.37
OAKMARK INTL FD CLASS I, OAKIX	272 8400	05/10/10	10/18/13	\$7,263 00	\$4,665 56 ^a	\$2,597 44
Security Subtotal				\$288,918.00	\$213,924.16	\$74,993.84

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report



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Schwab One® Account of
PHILLIPS FAMILY FOUNDATION

Account Number
3026-3049

Report Period
January 1 - December 31,
2013

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SCOUT INTL FD: UMBWX	2,018.4310	02/10/09	06/27/13	\$67,678.00	\$39,884.20 ^a	\$27,793.80
SCOUT INTL FD: UMBWX	1,005.5690	02/10/09	08/23/13	\$35,154.69	\$19,870.04 ^a	\$15,284.65
Security Subtotal				\$102,832.69	\$59,754.24	\$43,078.45
Total Long-Term				\$3,629,897.57	\$1,891,982.28	\$1,737,915.29
Total Realized Gain or (Loss)				\$6,714,405.45	\$4,988,938.93	\$1,725,466.52

Schwab has provided realized gain/loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options.



Account No.
583-02539

Taxpayer No.
75-0590214

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PHILLIPS FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities". A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities". Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B

2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

ISHARES 7-10 YEAR CUSIP Number 464287440

TREAS BOND	08/19/13	11/06/13	9,181.72	8,978.04	0.00	203.68
90,000 Sale	08/19/13	12/13/13	20,838.28	20,649.49	0.00	188.79
207,000 Sale	11/20/13	12/13/13	302.01	304.26	0.00	(2.25)
3,000 Sale			30,322.01	29,931.79	0.00	390.22
Security Subtotal						

ISHARES 1-3 YEAR CUSIP Number 464287457

TREASURY BOND ETF	08/19/13	11/06/13	7,520.39	7,504.26	0.00	16.13
89,000 Sale	08/19/13	11/20/13	17,250.94	17,200.77	0.00	50.17
204,000 Sale			24,771.33	24,705.03	0.00	66.30
Security Subtotal						

ISHARES 20+ YEAR CUSIP Number 464287432

TREASURY BOND ETF	06/27/13	08/06/13	423.75	438.54	14.79 (W)	0.00
4,000 Sale	06/27/13	08/06/13	1,483.14	1,534.90	0.00	(51.76)
14,000 Sale	06/27/13	11/06/13	523.94	548.18	24.24 (W)	0.00
5,000 Sale	06/27/13	11/06/13	7,125.61	7,455.24	0.00	(329.63)
68,000 Sale	06/27/13	12/13/13	16,930.02	17,980.27	0.00	(1,050.25)
164,000 Sale						



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PHILLIPS FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ISHARES 20+ YEAR TREASURY BOND ETF								
4 0000	Sale	07/10/13	12/13/13	412 92	425 47	0 00 (Y)	(12 55)	
5 0000	Sale	07/11/13	12/13/13	516 17	538 59	0 00 (Y)	(22 42)	
Security Subtotal				27,415.55	28,921.19	39.03	(1,466.61)	
ISHARES TRUST SHS ISHARE EMERGING MARKET LOCAL CURRENCY BOND ETF								
125 0000	Sale	06/27/13	08/06/13	6,195.74	6,178.97	0 00	16 77	
494 0000	Sale	06/27/13	08/19/13	23,736 80	24,419 23	0 00	(682 43)	
155 0000	Sale	06/27/13	11/06/13	7,704 46	7,660 68	0 00	43 78	
358 0000	Sale	06/27/13	11/20/13	17,607.35	17,693 68	0 00	(86 33)	
Security Subtotal				55,244.35	55,952.56	0.00	(708.21)	
ISHARES INTERMEDIATE CREDIT BOND ETF								
279 0000	Sale	11/20/13	12/13/13	30,201 81	30,209 20	0 00	(7 39)	
ISHARES 10-20 YEAR TREASURY BOND ETF								
144 0000	Sale	11/20/13	12/13/13	17,643 05	17,714 88	0 00	(71 83)	
ISHARES IBOX\$ HIGH YIELD CORPORATE BOND								
32 0000	Sale	06/27/13	08/06/13	2,933 39	2,927 36	0 00	6 03	
100 0000	Sale	06/27/13	11/06/13	9,286 13	9,147 99	0 00	138 14	
174 0000	Sale	06/27/13	12/13/13	16,160 85	15,917 50	0 00	243 35	
54 0000	Sale	08/19/13	12/13/13	5,015 43	4,879 41	0 00	136 02	
155 0000	Sale	11/20/13	12/13/13	14,396 18	14,387 08	0 00	9 10	
Security Subtotal				47,791.98	47,259.34	0.00	532 64	
ISHARES 10+ YR CRD BOND BLACKROCK								
399 0000	Sale	06/27/13	08/06/13	22,117 63	22,250 13	0 00	(132 50)	
602 0000	Sale	06/27/13	08/19/13	32,401 43	33,570 37	0 00	(1,168 94)	
502 0000	Sale	06/27/13	11/06/13	27,786.26	27,993.89	0 00	(207.63)	



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PHILLIPS FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
IShares 10+ YR CRD BOND								
		CUSIP Number 464289511						
BLACKROCK								
470 0000	Sale	06/27/13	11/20/13	25,743.10	26,209.42	0.00	(466.32)	
683 0000	Sale	06/27/13	12/13/13	37,646.16	38,087.31	0.00	(441.15)	
Security Subtotal				145,694.58	148,111.12	0.00	(2,416.54)	
BLACKROCK FLOATING RATE INCOME PORTFOLIO CL INST								
		CUSIP Number 09256H187						
.0240 Sale				0.25	0.25	0.00	0.00	
1128.0000	Sale	06/27/13	08/06/13	11,798.88	11,719.92	0.00	78.96	
2390	Sale	06/27/13	08/06/13	2.50	2.49	0.00	0.01	
378 0000	Sale	06/27/13	08/19/13	3,950.10	3,927.42	0.00	22.68	
2140	Sale	06/27/13	08/19/13	2.24	2.23	0.00	0.01	
7610	Sale	06/27/13	08/19/13	7.95	7.90	0.00	0.05	
2586.0000	Sale	06/27/13	11/06/13	27,153.00	26,868.54	0.00	284.46	
2590	Sale	06/27/13	11/06/13	2.72	2.69	0.00	0.03	
5931 0000	Sale	06/27/13	12/13/13	62,275.50	61,623.09	0.00	652.41	
7100	Sale	11/20/13	12/13/13	7.45	7.39	0.00	0.06	
511.0000	Sale	11/20/13	12/13/13	5,365.51	5,365.50	0.00	0.01	
Security Subtotal				110,566.10	109,527.42	0.00	1,038.68	
BLACKROCK GNMA INST								
		CUSIP Number 091929695						
1170 Sale				1.13	1.14	0.00	(0.01)	
1 0000	Sale	06/27/13	08/06/13	9.67	9.72	0.05 (W)	0.00	
39.0000	Sale	06/27/13	08/06/13	377.13	379.08	1.95 (W)	0.00	
859 0000	Sale	06/27/13	08/06/13	8,306.53	8,349.48	0.00	(42.95)	
2365.0000	Sale	06/27/13	11/06/13	23,035.10	22,987.80	0.00	47.30	
0260	Sale	06/27/13	11/06/13	0.26	0.00	0.00	0.26	
8410	Sale	08/19/13	11/06/13	8.18	7.99	0.00	0.19	
5376 0000	Sale	06/27/13	12/13/13	51,555.83	52,254.98	0.00	(699.15)	
1 0000	Sale	07/10/13	12/13/13	9.59	9.74	0.00 (Y)	(0.15)	
39 0000	Sale	07/10/13	12/13/13	374.01	372.45	0.00 (Y)	1.56	
1 0000	Sale	11/20/13	12/13/13	9.59	9.71	0.00	(0.12)	
8340	Sale	11/20/13	12/13/13	8.00	8.07	0.00	(0.07)	
77.0000	Sale	11/20/13	12/13/13	738.44	745.36	0.00	(6.92)	
Security Subtotal				84,433.46	85,135.52	2.00	(700.06)	



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2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
	BLACKROCK HI YLD BD PORTFOLIO INST CL	CUSIP Number	091929638					
	2560 Sale	06/27/13	08/06/13	2 08	2 04	0 00	0 04	
1763 0000	Sale	06/27/13	08/06/13	14,315 56	14,033 48	0 00	282 08	
0960 Sale		06/27/13	08/19/13	0 77	0 76	0 00	0 01	
70 0000	Sale	06/27/13	08/19/13	564 90	557 20	0 00	7 70	
2130 Sale		06/27/13	08/19/13	1 72	1 70	0 00	0 02	
3714 0000	Sale	06/27/13	11/06/13	30,677 64	29,563 44	0 00	1,114 20	
3860 Sale		06/27/13	11/06/13	3 19	3 07	0 00	0 12	
342 0000	Sale	06/27/13	11/20/13	2,828 34	2,722 32	0 00	106 02	
0180 Sale		06/27/13	11/20/13	0 15	0 00	0 00	0 15	
4010 Sale		06/27/13	11/20/13	3 32	3 19	0 00	0 13	
8179 0000	Sale	06/27/13	12/13/13	67,885 70	65,104 99	0 00	2,780 71	
9820 Sale		06/27/13	12/13/13	8 15	7 81	0 00	0 34	
	Security Subtotal			116,291.52	112,000.00	0 00	4,291.52	

Covered Short Term Capital Gains and Losses Subtotal

948.72

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

WASHINGTON ST VAR PURP SER A	CUSIP Number	93974CX96				
AUG12 05.000%AUG01 19 50000 0000 Sale	07/19/12	06/18/13	58,870 50	60,441 48	0 00	(1,570 98)
MADISON W/S PROM NTS SER A	CUSIP Number	55844RFP4				
OCT12 04 000%OCT01 16 25000 0000 Sale	09/19/12	06/18/13	27,291 75	27,754 56	0 00	(462 81)
NEW MEXICO ST SEVERANCE TAX SER A	CUSIP Number	647310H87				
JUL09 05 000%JUL01 18 25000 0000 Sale	05/14/13	06/18/13	28,995 25	29,891 03	0 00	(895 78)
CAMBRIDGE MASS MUN PURP LN LT	CUSIP Number	132285T98				
FEB13 03 000%FEB15 16 25000 0000 Sale	02/26/13	06/18/13	26,290 75	26,649 80	0 00	(359 05)



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1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
WILLIAMSON CNTY TEX LTD TAX LT RF			CUSIP Number 969887L71					
APR13 02 000%FEB15 17		04/18/13	06/18/13	25,516 75	26,187 35	0.00	(670 60)	
25000 0000 Sale								
OHIO STATE COMMON SCHS			CUSIP Number 677521XS0					
SER C RF		07/20/12	02/25/13	61,368 00	61,086 06	0.00	281 94	
JUN12 05 000%SEP15 19								
50000 0000 Sale								
GARLAND TEX WTR & SWR REV & IMPT RF			CUSIP Number 366168JU7					
MAY13 02 000%MAR01 17		05/07/13	06/18/13	25,479 00	26,052 55	0.00	(573 55)	
25000 0000 Sale								
ALIEF TEX INDPT SCH DIST SCH BLDG RF PSF GTD			CUSIP Number 016249JG0					
JUN13 02 000%FEB15 16		05/08/13	06/18/13	25,465 25	25,905 18	0.00	(439 93)	
25000 0000 Sale								
ALIEF TEX INDPT SCH DIST SCH BLDG RF PSF GTD			CUSIP Number 016249JH8					
JUN13 02 000%FEB15 17		05/08/13	06/18/13	25,406 25	26,104 47	0.00	(698 22)	
25000 0000 Sale								
CHARLESTON CNTY SC TRANSN SALES TAX RF			CUSIP Number 160069JUM0					
MAY13 05 000%NOV01 20		05/10/13	06/18/13	29,809 25	31,273 66	0.00	(1,464 41)	
25000 0000 Sale								
AMES IOWA & CORP PURP RF			CUSIP Number 030807P21					
MAY13 02 000%JUN01 19		05/15/13	06/18/13	24,860 75	25,925 01	0.00	(1,064 26)	
25000 0000 Sale								
FORSYTH CNTY GA SCH DIST RF			CUSIP Number 346604HE4					
JUN13 05 000%FEB01 20		05/17/13	06/18/13	29,349 75	30,663 53	0.00	(1,313 78)	
25000 0000 Sale								



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1e. Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
GEORGIA ST SER A JUL12 05 000%JUL01 18 25000 0000 Sale		07/19/12	06/18/13	29,199.75	29,925.59	0.00	(725.84)	
CALIFORNIA ST DEPT WTR RES PWR SUPPLY REV H RF MAR08 05 000%MAY01 21 50000 0000 Sale		08/20/12	06/18/13	56,715.50	58,299.96	0.00	(1,584.46)	
Noncovered Short Term Capital Gains and Losses Subtotal				474,618.50	486,160.23	0.00	(11,541.73)	
NET SHORT TERM CAPITAL GAINS AND LOSSES				1,164,994.24	1,175,628.28	41.03	(10,593.01)	

LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c:

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

SEATTLE WASH & IMPT-LTD TAX LT SER B RF MAR10 05 000%AUG01 20 50000 0000 Sale		03/30/12	06/18/13	59,639.00	60,078.05	0.00	(439.05)	
NEW YORK ST LCL GOVT ASSISTANCE CORP C RF OID JUL93 05 500%APR01 17 50000 0000 Sale		02/16/11	06/18/13	57,353.50	54,720.60	0.00	2,632.90	
MINNESOTA ST ST TRUNK HWY SER B OCT11 05 000%OCT01 18 25000 0000 Sale		09/29/11	06/18/13	29,229.50	29,215.93	0.00	13.57	
KING CNTY WASH SWR REV SER JAN11 05 000%JAN01 18 50000 0000 Sale		01/11/11	06/18/13	57,551.00	54,668.38	0.00	2,882.62	



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1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
Noncovered Long Term Capital Gains and Losses Subtotal								
				203,773.00	198,682.96	0.00	5,090.04	
NET LONG TERM CAPITAL GAINS AND LOSSES								
				203,773.00	198,682.96	0.00	5,090.04	

OTHER TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

NEW MEXICO ST CAP PROJS CUSIP Number 647293PM5

APR13 02 000%MAR01 17
25000.0000 Sale

03/20/13	04/16/13	26,368.50	26,195.00	0.00	N/C
Other Transactions Subtotal					
		26,368.50	26,195.00	0.00	

TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES
TOTAL REPORTED SALES PROCEEDS

1,395,135.74
1,395,135.74

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations. The Wash Sale Loss Disallowed column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount from either the cost basis on purchases or proceeds from short sales. Please refer to the instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

(Y) The gain or loss of this transaction includes an adjustment to basis for the deferred loss amount on one or more previous "Wash Sales."

N/C Results may not be calculated for transactions which involve the amortization of premium, the repayment of principal, the sale of partnership interest, derivative products purchased in the secondary market, or the determination of ordinary income and/or capital items for discount and zero-coupon issues.



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The following sections are provided to facilitate your review and the preparation of your tax return

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

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2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
ABBOTT LABS								
284 0000	Sale	02/10/12	02/05/13	9,642.95	7,501.69	0.00	2,141.26	
1 0000	Sale	02/16/12	02/05/13	33.95	26.30	0.00	7.65	
7 0000	Sale	02/16/12	02/05/13	237.67	186.64	0.00	51.03	
15 0000	Sale	03/01/12	02/05/13	509.31	411.48	0.00	97.83	
6 0000	Sale	05/16/12	02/05/13	203.72	178.64	0.00	25.08	
86 0000	Sale	07/13/12	02/05/13	2,920.05	2,695.42	0.00	224.63	
1 0000	Sale	08/16/12	02/05/13	33.95	30.15	0.00	3.80	
5 0000	Sale	08/16/12	02/05/13	169.77	159.39	0.00	10.38	
201 0000	Sale	09/06/12	02/05/13	6,824.78	6,426.67	0.00	398.11	
8 0000	Sale	11/16/12	02/05/13	271.64	242.08	0.00	29.56	
3 0000	Sale	02/19/13	03/22/13	100.88	105.37	0.00	(4.49)	
5324	Sale	02/19/13	04/22/13	19.64	16.62	0.00	3.02	
Security Subtotal				20,968.31	17,980.45	0.00	2,987.86	



Merrill Lynch
Bank of America Corporation

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1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AIR PRODUCTS&CHEM								
QTY SOLD 5763								
5763	Sale	02/12/13	02/25/13	49.83	46.82	0.00	3.01	
641 0000	Sale	05/07/13	07/02/13	58,147.23	57,779.42	0.00	367.81	
80 0000	Sale	05/08/13	07/02/13	7,257.07	7,239.20	0.00	17.87	
41 0000	Sale	06/12/13	07/02/13	3,719.25	3,895.76	0.00	(176.51)	
Security Subtotal				69,173.38	68,961.20	0.00	212.18	
ABBVIE INC SHS								
0287Y109								
284 0000	Sale	02/10/12	02/05/13	10,673.91	8,134.94	0.00	2,538.97	
1 0000	Sale	02/16/12	02/05/13	37.58	28.52	0.00	9.06	
7 0000	Sale	02/16/12	02/05/13	263.08	202.39	0.00	60.69	
15 0000	Sale	03/01/12	02/05/13	563.76	446.21	0.00	117.55	
6 0000	Sale	05/16/12	02/05/13	225.50	193.71	0.00	31.79	
86 0000	Sale	07/13/12	02/05/13	3,232.24	2,922.95	0.00	309.29	
1 0000	Sale	08/16/12	02/05/13	37.58	32.69	0.00	4.89	
5 0000	Sale	08/16/12	02/05/13	187.92	172.85	0.00	15.07	
201 0000	Sale	09/06/12	02/05/13	7,554.45	6,969.17	0.00	585.28	
8 0000	Sale	11/16/12	02/05/13	300.68	262.52	0.00	38.16	
0048	Sale	02/19/13	02/25/13	0.19	0.17	0.00	0.02	
Security Subtotal				23,076.89	19,366.12	0.00	3,710.77	
AUTOMATIC DATA PROC								
053015103								
89 0000	Sale	04/10/12	03/22/13	5,703.88	4,803.88	0.00	900.00	
BAXTER INTERNTL INC								
071813109								
184 0000	Sale	09/06/12	08/13/13	13,599.98	10,817.36	0.00	2,782.62	
43 0000	Sale	04/09/13	08/13/13	3,178.25	3,030.64	0.00	147.61	
119 0000	Sale	05/08/13	08/13/13	8,795.64	8,438.19	0.00	357.45	
51 0000	Sale	06/12/13	08/13/13	3,769.56	3,583.77	0.00	185.79	
70 0000	Sale	07/02/13	08/13/13	5,173.91	4,876.16	0.00	297.75	
54 0000	Sale	07/10/13	08/13/13	3,991.31	3,857.22	0.00	134.09	
Security Subtotal				38,508.65	34,603.34	0.00	3,905.31	
CSX CORP								
126408103								
95 0000	Sale	08/13/13	09/11/13	2,479.46	2,410.95	0.00	68.51	



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1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CHEVRON CORP								
1 0000	Sale	06/12/12	06/04/13	123 19	104 04	0 00	19 15	
3 0000	Sale	06/12/12	06/04/13	369 57	301 39	0 00	68 18	
73 0000	Sale	07/13/12	06/04/13	8,992 98	7,706 61	0 00	1,286 37	
97 0000	Sale	09/06/12	06/04/13	11,949 58	10,995 92	0 00	953 66	
4 0000	Sale	09/11/12	06/04/13	492 76	456 32	0 00	36 44	
1 0000	Sale	12/11/12	06/04/13	123 19	105 73	0 00	17 46	
4 0000	Sale	12/11/12	06/04/13	492 76	428 92	0 00	63 84	
24 0000	Sale	02/05/13	06/04/13	2,956 60	2,783 28	0 00	173 32	
3 0000	Sale	03/12/13	06/04/13	369 57	356 38	0 00	13 19	
34 0000	Sale	04/09/13	06/04/13	4,188 52	4,018 80	0 00	169 72	
1 0000	Sale	05/08/13	06/04/13	123 19	123 37	0 18 (W)	0 00	
4 0000	Sale	05/08/13	06/04/13	492 77	493 48	0 71 (W)	0 00	
1 0000	Sale	05/08/13	06/04/13	123 19	123 37	0 18 (W)	0 00	
46 0000	Sale	05/08/13	06/04/13	5,666 84	5,675 01	0 00 (Y)	(8 17)	
1 0000	Sale	05/15/13	07/02/13	119 14	116 99	0 00 (Y)	2 15	
1 0000	Sale	05/15/13	07/02/13	119 15	122 07	2 92 (WY)	0 00	
3 0000	Sale	05/15/13	07/02/13	357 45	366 21	0 00 (Y)	(8 76)	
1 0000	Sale	05/16/13	07/02/13	119 15	121 35	0 00 (Y)	(2 20)	
1 0000	Sale	05/23/13	08/13/13	122 58	126 30	0 00 (Y)	(3 72)	
2007	Sale	06/11/13	08/26/13	24 02	24 46	0 00	(0 44)	
Security Subtotal				37,326 20	34,550 00	3.99	2,780 19	
C.H. ROBINSON WORLDWIDE, INC. NEW								
455.0000	Sale	05/02/12	01/04/13	28,663 94	28,140 92	0 00	523 02	
111.0000	Sale	07/13/12	01/04/13	6,992 74	6,694 97	0 00	297 77	
319 0000	Sale	09/06/12	01/04/13	20,096 27	18,276 69	0 00	1,819 58	
Security Subtotal				55,752 95	53,112 58	0.00	2,640 37	
COCA COLA COM								
2 0000	Sale	07/03/12	05/08/13	84 36	75 60	0 00	8 76	
6 0000	Sale	07/03/12	05/08/13	253 09	236 50	0 00	16 59	
166 0000	Sale	07/13/12	05/08/13	7,002 39	6,402 62	0 00	599 77	
1 0000	Sale	08/10/12	05/08/13	42 18	78 91	0 00	(36 73)	
400.0000	Sale	09/06/12	05/08/13	16,873 24	15,258 40	0 00	1,614 84	
1 0000	Sale	10/02/12	05/08/13	42 18	38 83	0 00	3 35	
11 0000	Sale	10/02/12	05/08/13	464 01	424 61	0 00	39 40	
11 0000	Sale	12/18/12	05/08/13	464 01	412 47	0 00	51 54	
120 0000	Sale	02/05/13	05/08/13	5,061 98	4,551 08	0 00	510 90	
1 0000	Sale	04/02/13	05/08/13	42 18	37 96	0 00	4 22	



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COCA COLA COM								
		CUSIP Number	191216100					
10 0000	Sale	04/02/13	05/08/13	421.83	405.09	0.00	16.74	
33 0000	Sale	04/09/13	05/08/13	1,392.06	1,347.39	0.00	44.67	
1290	Sale	04/02/13	05/20/13	5.52	5.23	0.00	0.29	
1801 0000	Sale	07/02/13	08/13/13	71,336.36	72,575.26	0.00	(1,238.90)	
94 0000	Sale	07/10/13	08/13/13	3,723.28	3,821.05	0.00	(97.77)	
Security Subtotal				107,208.67	105,671.00	0.00	1,537.67	
DU PONT E I DE NEMOURS								
		CUSIP Number	263534109					
1298 0000	Sale	08/13/13	12/06/13	79,234.25	77,641.43	0.00	1,592.82	
22 0000	Sale	09/11/13	12/06/13	1,342.95	1,290.74	0.00	52.21	
285 0000	Sale	10/01/13	12/06/13	17,397.36	16,714.11	0.00	683.25	
Security Subtotal				97,974.56	95,646.28	0.00	2,328.28	
ELEMENTS - ROGERS TR								
		CUSIP Number	870297801					
SV = 4126.81 - ROGRTR								
DUE OCTOBER 24, 2022								
187 0000	Sale	07/13/12	06/21/13	1,501.77	1,562.39	0.00	(60.62)	
897 0000	Sale	02/05/13	06/21/13	7,203.68	8,055.06	0.00	(851.38)	
673 0000	Sale	03/22/13	06/21/13	5,404.77	5,787.19	0.00	(382.42)	
1291 0000	Sale	04/09/13	06/21/13	10,367.85	10,838.72	0.00	(470.87)	
847 0000	Sale	05/08/13	06/21/13	6,802.14	7,072.45	0.00	(270.31)	
486 0000	Sale	06/12/13	06/21/13	3,903.01	3,985.20	0.00	(82.19)	
Security Subtotal				35,183.22	37,301.01	0.00	(2,117.79)	
EATON CORP PLC								
		CUSIP Number	G29183103					
1136.0000	Sale	12/04/12	02/05/13	66,318.87	58,964.76	0.00	7,354.11	
EMERSON ELEC CO								
		CUSIP Number	291011104					
21 0000	Sale	01/04/13	02/05/13	1,184.79	1,156.93	0.00	27.86	
47 0000	Sale	01/04/13	03/22/13	2,666.72	2,589.31	0.00	77.41	
133 0000	Sale	01/04/13	08/13/13	8,306.24	7,327.20	0.00	979.04	
24 0000	Sale	01/04/13	09/11/13	1,523.01	1,322.20	0.00	200.81	
Security Subtotal				13,680.76	12,395.64	0.00	1,285.12	
ISHARES RUSSELL MIDCAP GROWTH								
		CUSIP Number	464287481					
11 0000	Sale	07/13/12	07/11/13	825.50	645.70	0.00	179.80	
1 0000	Sale	12/27/12	07/11/13	75.04	62.20	0.00	12.84	
4.0000	Sale	12/27/12	07/11/13	300.18	248.94	0.00	51.24	



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1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ISHARES RUSSELL MIDCAP GROWTH								
		CUSIP Number	464287481					
66.0000	Sale	02/05/13	07/11/13	4,953.04	4,431.17	0.00	521.87	
28.0000	Sale	03/22/13	07/11/13	2,101.29	1,936.48	0.00	164.81	
1.0000	Sale	04/02/13	07/11/13	75.04	69.49	0.00	5.55	
143.0000	Sale	04/09/13	07/11/13	10,731.59	9,823.93	0.00	907.66	
38.0000	Sale	05/08/13	07/11/13	2,851.75	2,759.56	0.00	92.19	
56.0000	Sale	06/12/13	07/11/13	4,202.59	4,035.92	0.00	166.67	
2.0000	Sale	07/10/13	07/11/13	150.09	148.37	0.00	1.72	
54.0000	Sale	07/10/13	07/11/13	4,052.50	4,007.34	0.00	45.16	
9582	Sale	07/10/13	07/22/13	73.03	65.38	0.00	7.65	
				30,391.64	28,234.48	0.00	2,157.16	
Security Subtotal								
FIRST TR MID CAP CORE ALPHADEX FD								
		CUSIP Number	33735B108					
88.0000	Sale	07/11/13	10/01/13	4,094.60	3,892.24	0.00	202.36	
211.0000	Sale	07/11/13	12/06/13	10,320.76	9,332.53	0.00	988.23	
				14,415.36	13,224.77	0.00	1,190.59	
Security Subtotal								
SPDR S P OIL GAS EQUIP								
		CUSIP Number	78464A748					
36.0000	Sale	06/21/13	10/01/13	1,534.29	1,400.48	0.00	133.81	
150.0000	Sale	06/21/13	12/06/13	6,431.91	5,835.31	0.00	596.60	
				7,966.20	7,235.79	0.00	730.41	
Security Subtotal								
GUGGENHEIM FRONTIER MRKT ETF								
		CUSIP Number	18383Q838					
331.0000	Sale	10/01/13	12/06/13	5,540.87	5,576.09	0.00	(35.22)	
Security Subtotal								
GENL DYNAMICS CORP COM								
		CUSIP Number	369550108					
180.0000	Sale	02/10/12	02/05/13	11,841.29	12,656.70	0.00	(815.41)	
5.0000	Sale	02/13/12	02/05/13	328.92	353.45	0.00	(24.53)	
17.0000	Sale	03/01/12	02/05/13	1,118.34	1,236.75	0.00	(118.41)	
4.0000	Sale	05/14/12	02/05/13	263.14	264.51	0.00	(1.37)	
195.0000	Sale	07/13/12	02/05/13	12,828.07	12,610.71	0.00	217.36	
1.0000	Sale	08/13/12	02/05/13	65.78	66.13	0.00	(0.35)	
5.0000	Sale	08/13/12	02/05/13	328.92	317.24	0.00	11.68	
197.0000	Sale	09/06/12	02/05/13	12,959.66	13,078.83	0.00	(119.17)	
8.0000	Sale	11/12/12	02/05/13	526.28	516.48	0.00	9.80	



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GENL DYNAMICS CORP COM								
7 0000	Sale	12/27/12	369550108 02/05/13	460 50	483 97	0 00	(23 47)	
.6812	Sale	12/27/12	02/25/13	46 19	45 33	0 00	0 86	
Security Subtotal				40,767.09	41,630.10	0.00	(863.01)	
HONEYWELL INTL INC DEL								
90.0000	Sale	11/02/12	438516106 03/22/13	6,758 85	5,655 53	0 00	1,103 32	
678.0000	Sale	11/02/12	07/02/13	52,769 52	42,604 98	0 00	10,164 54	
37 0000	Sale	02/05/13	07/02/13	2,879 75	2,572 98	0 00	306 77	
54.0000	Sale	04/09/13	07/02/13	4,202 88	3,960 36	0 00	242 52	
78 0000	Sale	05/08/13	07/02/13	6,070 83	6,010 68	0 00	60 15	
48 0000	Sale	06/12/13	07/02/13	3,735 90	3,750 67	0 00	(14 77)	
Security Subtotal				76,417.73	64,555.20	0.00	11,862.53	
SPDR S&P EMERGING MRKTS								
DIVID ETF								
114 0000	Sale	02/05/13	10/01/13	4 647 10	5 351 15	0 00	(704 05)	
147 0000	Sale	03/22/13	10/01/13	5 992 32	6 511 35	0 00	(519 03)	
211 0000	Sale	04/09/13	10/01/13	8 601 22	9 405 30	0 00	(804 08)	
86.0000	Sale	05/08/13	10/01/13	3 505 71	3 964 52	0 00	(458 81)	
87.0000	Sale	06/12/13	10/01/13	3 546 47	3 593 97	0 00	(47 50)	
323 0000	Sale	07/02/13	10/01/13	13 166 81	12 305 33	0 00	861 48	
102 0000	Sale	07/10/13	10/01/13	4 157 94	3 851 51	0 00	306 43	
76 0000	Sale	08/13/13	10/01/13	3 098 08	3 058 24	0 00	39 84	
80 0000	Sale	09/11/13	10/01/13	3 261 14	3 264 68	0 00	(3 54)	
Security Subtotal				49,976.79	51,306.05	0.00	(1,329.26)	
JOHNSON AND JOHNSON COM								
5 0000	Sale	07/19/12	478160104 02/05/13	372 79	344 12	0 00 (Y)	28 67	
3334	Sale	12/12/12	02/25/13	25 45	22 06	0 00	3 39	
48 0000	Sale	03/22/13	08/13/13	4 477 36	3 824 40	0 00	652 96	
Security Subtotal				4,875.60	4,190.58	0.00	685.02	
LINEAR TECHNOLOGY CORP								
78 0000	Sale	11/02/12	535678106 03/22/13	2,912 45	2,519 63	0 00	392 82	
159.0000	Sale	11/02/12	08/13/13	6,432 08	5,136 18	0 00	1,295 90	
Security Subtotal				9,344.53	7,655.81	0.00	1,688.72	



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MEDTRONIC INC COM								
221 0000	Sale	09/06/12	08/13/13	12,117.89	9,180.34	0.00	2,937.55	
46 0000	Sale	04/09/13	08/13/13	2,522.27	2,141.30	0.00	380.97	
1 0000	Sale	04/29/13	08/13/13	54.83	40.94	0.00	13.89	
6 0000	Sale	04/29/13	08/13/13	328.99	279.42	0.00	49.57	
128 0000	Sale	05/08/13	08/13/13	7,018.51	6,192.19	0.00	826.32	
76 0000	Sale	06/12/13	08/13/13	4,167.24	3,957.27	0.00	209.97	
73 0000	Sale	07/10/13	08/13/13	4,002.75	3,863.89	0.00	138.86	
7 0000	Sale	07/29/13	08/13/13	383.83	389.06	5.23 (W)	0.00	
.5920	Sale	07/29/13	08/26/13	31.23	29.15	0.00	2.08	
7 0000	Sale	08/27/13	12/06/13	406.34	383.64	0.00 (Y)	22.70	
1425 0000	Sale	09/11/13	12/06/13	82,721.10	77,032.79	0.00	5,688.31	
332 0000	Sale	10/01/13	12/06/13	19,272.57	17,720.77	0.00	1,551.80	
				133,027.55	121,210.76	5.23	11,822.02	
Security Subtotal								
MICROSOFT CORP								
396 0000	Sale	02/05/13	12/06/13	15,154.77	10,912.18	0.00	4,242.59	
50 0000	Sale	04/09/13	12/06/13	1,913.48	1,450.50	0.00	462.98	
27 0000	Sale	05/08/13	12/06/13	1,033.28	892.08	0.00	141.20	
111 0000	Sale	06/12/13	12/06/13	4,247.93	3,901.21	0.00	346.72	
51 0000	Sale	07/02/13	12/06/13	1,951.75	1,730.43	0.00	221.32	
112 0000	Sale	07/10/13	12/06/13	4,286.20	3,884.83	0.00	401.37	
151 0000	Sale	08/13/13	12/06/13	5,778.71	4,884.25	0.00	894.46	
450 0000	Sale	10/01/13	12/06/13	17,221.36	15,077.48	0.00	2,143.88	
				51,587.48	42,732.96	0.00	8,854.52	
Security Subtotal								
PAYCHEX INC								
135 0000	Sale	04/10/12	03/22/13	4,636.38	4,140.45	0.00	495.93	
PROCTER & GAMBLE CO								
38 0000	Sale	02/05/13	03/22/13	2,934.29	2,902.35	0.00	31.94	
23 0000	Sale	02/05/13	08/13/13	1,880.45	1,756.68	0.00	123.77	
				4,814.74	4,659.03	0.00	155.71	
Security Subtotal								
RAYTHEON CO DELAWARE NEW								
6 0000	Sale	08/13/13	09/11/13	463.31	461.73	0.00	1.58	



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1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
TARGET CORP								
	COM	CUSIP Number	87612E106					
784.0000	Sale	03/22/13	05/07/13	55,286.43	53,613.45	0.00	1,672.98	
36.0000	Sale	04/09/13	05/07/13	2,538.67	2,478.69	0.00	59.98	
5.0000	Sale	06/04/13	08/13/13	355.64	362.04	6.40 (W)	0.00	
893.0000	Sale	06/04/13	12/06/13	56,653.79	64,659.45	0.00	(8,005.66)	
51.0000	Sale	06/12/13	12/06/13	3,235.54	3,553.68	0.00	(318.14)	
94.0000	Sale	07/02/13	12/06/13	5,963.55	6,537.65	0.00	(574.10)	
5.0000	Sale	07/03/13	12/06/13	317.21	330.58	0.00 (Y)	(13.37)	
55.0000	Sale	07/10/13	12/06/13	3,489.31	3,939.64	0.00	(450.33)	
96.0000	Sale	09/11/13	12/06/13	6,090.44	6,224.27	0.00	(133.83)	
283.0000	Sale	10/01/13	12/06/13	17,954.14	18,037.23	0.00	(83.09)	
	Security Subtotal			151,884.72	159,736.68	6.40	(7,845.56)	
3M COMPANY								
	COM	CUSIP Number	88579Y101					
50.0000	Sale	11/02/12	03/22/13	5,316.93	4,476.09	0.00	840.84	
48.0000	Sale	11/02/12	08/13/13	5,703.74	4,297.05	0.00	1,406.69	
4.0000	Sale	12/13/12	12/06/13	512.29	371.80	0.00	140.49	
9.0000	Sale	02/05/13	12/06/13	1,152.65	913.50	0.00	239.15	
3.0000	Sale	03/13/13	12/06/13	384.21	315.39	0.00	68.82	
30.0000	Sale	04/09/13	12/06/13	3,842.18	3,166.80	0.00	675.38	
68.0000	Sale	05/08/13	12/06/13	8,708.95	7,355.56	0.00	1,353.39	
33.0000	Sale	06/12/13	12/06/13	4,226.40	3,637.43	0.00	588.97	
1.0000	Sale	06/13/13	12/06/13	128.07	101.60	0.00	26.47	
3.0000	Sale	06/13/13	12/06/13	384.21	326.84	0.00	57.37	
28.0000	Sale	07/02/13	12/06/13	3,586.04	3,043.32	0.00	542.72	
35.0000	Sale	07/10/13	12/06/13	4,482.55	3,972.85	0.00	509.70	
3.0000	Sale	09/13/13	12/06/13	384.21	355.47	0.00	28.74	
130.0000	Sale	10/01/13	12/06/13	16,649.50	15,533.38	0.00	1,116.12	
	Security Subtotal			55,461.93	47,867.08	0.00	7,594.85	
UNITED TECHS CORP								
	COM	CUSIP Number	913017109					
50.0000	Sale	02/05/13	03/22/13	4,675.43	4,485.05	0.00	190.38	
88.0000	Sale	02/05/13	08/13/13	9,417.16	7,893.69	0.00	1,523.47	
6.0000	Sale	02/05/13	09/11/13	645.11	538.21	0.00	106.90	
	Security Subtotal			14,737.70	12,916.95	0.00	1,820.75	



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PRUDENTIAL SHORT TERM
CORPORATE BOND FD INC Z

3622 0000	Sale	10/04/13	11/12/13	2 24	2 24	0 00	0 00	
		10/04/13	11/12/13	41,218 36	41,182 14	0 00	36 22	
	Security Subtotal			41,220 60	41,184 38	0 00	36 22	

ARBITRAGE FUNDS CL I

990 0000	Sale	04/10/12	03875R205	12,563 10	13,068 00	504 90 (W)	0 00	
1 0000	Sale	04/10/12	04/09/13	12 69	13 20	0 51 (W)	0 00	
933 0000	Sale	04/10/12	04/09/13	11,839 77	12,315 60	475 83 (W)	0 00	
1996 0000	Sale	04/10/12	04/09/13	25,329 24	26,347 20	0 00	(1,017 96)	
2340	Sale	04/10/12	04/09/13	2 97	3 09	0 00	(0 12)	
2990	Sale	03/22/13	04/09/13	3 79	3 79	0 00	0 00	
3970	Sale	06/12/13	07/02/13	5 08	5 06	0 00	0 02	
566 0000	Sale	02/05/13	09/30/13	7,267 44	7,199 52	0 00	67 92	
1 0000	Sale	08/13/13	09/30/13	12 84	12 80	0 00	0 04	
2156 0000	Sale	08/13/13	09/30/13	27,683 06	27,683 04	0 00	0 02	
8080	Sale	09/11/13	09/30/13	10 37	10 38	0 00	(0 01)	
438 0000	Sale	09/11/13	09/30/13	5,623 93	5,628 30	0 00	(4 37)	
	Security Subtotal			90,354 28	92,289 98	981 24	(954 46)	

COLUMBIA STRATEGIC
INCOME FUND CL Z

2440	Sale	06/24/13	19765L694	1 47	1 47	0 00	0 00	
250 0000	Sale	10/25/12	10/04/13	1,525 00	1,580 00	0 00	(55 00)	
1 0000	Sale	11/27/12	10/04/13	6 10	6 27	0 00	(0 17)	
243 0000	Sale	11/27/12	10/04/13	1,482 30	1,538 19	0 00	(55 89)	
387 0000	Sale	12/18/12	10/04/13	2,360 70	2,449 70	0 00	(89 00)	
1 0000	Sale	12/18/12	10/04/13	6 10	6 34	0 00	(0 24)	
188 0000	Sale	12/18/12	10/04/13	1,146 80	1,190 03	0 00	(43 23)	
1 0000	Sale	01/25/13	10/04/13	6 10	6 34	0 00	(0 24)	
186 0000	Sale	01/25/13	10/04/13	1,134 60	1,182 96	0 00	(48 36)	
1 0000	Sale	02/25/13	10/04/13	6 09	6 33	0 00	(0 24)	
188 0000	Sale	02/25/13	10/04/13	1,146 80	1,186 27	0 00	(39 47)	
189 0000	Sale	03/25/13	10/04/13	1,152 90	1,194 48	0 00	(41 58)	
1 0000	Sale	04/25/13	10/04/13	6 09	6 34	0 00	(0 25)	
207 0000	Sale	04/25/13	10/04/13	1,262 70	1,320 65	0 00	(57 95)	
7776 0000	Sale	05/08/13	10/04/13	47,433 66	49,999 68	0 00	(2,566 02)	
235 0000	Sale	05/23/13	10/04/13	1,433 50	1,492 24	0 00	(58 74)	
1 0000	Sale	08/26/13	10/04/13	6 10	6 15	0 00	(0 05)	
113 0000	Sale	08/26/13	10/04/13	689 30	681 39	0 00	7 91	



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COLUMBIA STRATEGIC INCOME FUND CL Z								
	6400 Sale	09/24/13	10/04/13	3 90	3 87	0 00	0 03	
	112 0000 Sale	09/24/13	10/04/13	683 21	685 44	0 00	(2 23)	
Security Subtotal				61,493 42	64,544 14	0 00	(3,050 72)	
MFS INTERNATIONAL DIVERSIFICATION FUND CL I								
	3530 Sale	09/11/13	10/01/13	5 73	5 57	0 00	0 16	
	1360 Sale	09/11/13	12/06/13	2 23	2 15	0 00	0 08	
Security Subtotal				7 96	7 72	0 00	0 24	
HATTERAS LONG/SHORT DEBT FUND CL INSTL								
	4480 Sale	09/26/13	10/04/13	4 34	4 33	0 00	0 01	
	22440 0000 Sale	06/25/13	10/04/13	217,668 01	213,820 85	0 00	3,847 16	
	1000 Sale	09/26/13	11/12/13	0 98	0 96	0 00	0 02	
	4441 0000 Sale	06/25/13	11/12/13	43,521 80	42,316 33	0 00	1,205 47	
Security Subtotal				261,195 13	256,142 47	0 00	5,052 66	
PNC ULTRA SHORT BOND FUND CL I								
	4750 Sale	10/04/13	11/12/13	4 74	4 74	0 00	0 00	
	44661 0000 Sale	10/04/13	11/12/13	445,270 17	445,270 17	0 00	0 00	
Security Subtotal				445,274 91	445,274 91	0 00	0 00	
BLACKROCK MULTI ASSET INCOME PORTFOLIO INSTL								
	87 0000 Sale	04/09/13	09/30/13	958 75	971 80	0 00	(13 05)	
	60 0000 Sale	06/28/13	09/30/13	661 20	655 79	0 00	5 41	
	1 0000 Sale	07/02/13	09/30/13	11 01	10 97	0 00	0 04	
	303 0000 Sale	07/02/13	09/30/13	3,339 06	3,314 82	0 00	24 24	
	1 0000 Sale	07/10/13	09/30/13	11 01	10 94	0 00	0 07	
	894 0000 Sale	07/10/13	09/30/13	9,851 89	9,789 30	0 00	62 59	
	63 0000 Sale	07/31/13	09/30/13	694 26	694 26	0 00	0 00	
	84 0000 Sale	04/09/13	09/30/13	925 68	938 28	12 60 (W)	0 00	
	14004 0000 Sale	04/09/13	09/30/13	154,324 06	156,424 67	0 00	(2,100 61)	
	1500 0000 Sale	08/13/13	09/30/13	16,530 02	16,515 00	0 00	15 02	
	1 0000 Sale	08/30/13	09/30/13	11 02	10 92	0 00	0 10	
	74 0000 Sale	08/30/13	09/30/13	815 48	801 42	0 00	14 06	



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BLACKROCK MULTI ASSET INCOME PORTFOLIO INSTL CUSIP Number 09256H336

1054 0000	Sale	09/11/13	09/30/13	11,615.10	11,562.38	0.00	52.72	
7600	Sale	09/30/13	09/30/13	8.38	8.26	0.00	0.12	
1 0000	Sale	04/30/13	09/30/13	11.01	11.18	0.17	(W)	
40 0000	Sale	04/30/13	09/30/13	440.79	452.40	0.00	(11.61)	
1548 0000	Sale	05/08/13	09/30/13	17,058.96	17,647.20	0.00	(588.24)	
65 0000	Sale	05/31/13	09/30/13	716.30	728.65	0.00	(12.35)	
1 0000	Sale	06/12/13	09/30/13	11.02	11.29	0.00	(0.27)	
890.0000	Sale	06/12/13	09/30/13	9,807.80	9,843.40	0.00	(35.60)	
1 0000	Sale	05/04/13	10/21/13	11.03	11.18	0.15	(WY)	
10 0000	Sale	04/13/13	10/21/13	110.40	111.70	1.30	(WY)	
73.0000	Sale	04/13/13	10/21/13	805.93	815.42	9.49	(WY)	
4660	Sale	10/04/13	10/21/13	5.14	5.13	0.00	0.01	
Security Subtotal				228,735.30	231,346.36	23.71	(2,587.35)	

LOOMIS SAYLES STRATEGIC INC FD CL Y CUSIP Number 543487250

6160	Sale	05/29/13	06/25/13	9.51	10.05	0.00	(0.54)	
1 0000	Sale	12/21/12	10/04/13	16.04	15.51	0.00	0.53	
264 0000	Sale	12/21/12	10/04/13	4,234.56	4,084.08	0.00	150.48	
1 0000	Sale	01/29/13	10/04/13	16.03	15.68	0.00	0.35	
78.0000	Sale	01/29/13	10/04/13	1,251.12	1,231.61	0.00	19.51	
95.0000	Sale	02/26/13	10/04/13	1,523.80	1,474.39	0.00	49.41	
91 0000	Sale	03/27/13	10/04/13	1,459.64	1,437.80	0.00	21.84	
1 0000	Sale	04/26/13	10/04/13	16.04	15.90	0.00	0.14	
85 0000	Sale	04/26/13	10/04/13	1,363.40	1,371.04	0.00	(7.64)	
3043 0000	Sale	05/08/13	10/04/13	48,809.75	49,996.49	0.00	(1,186.74)	
1 0000	Sale	07/29/13	10/04/13	16.04	15.68	0.00	0.36	
52 0000	Sale	07/29/13	10/04/13	834.08	825.24	0.00	8.84	
59.0000	Sale	08/28/13	10/04/13	946.36	915.08	0.00	31.28	
1 0000	Sale	09/26/13	10/04/13	16.04	15.70	0.00	0.34	
1730	Sale	09/26/13	10/04/13	2.77	2.76	0.00	0.01	
46 0000	Sale	09/26/13	10/04/13	737.85	734.16	0.00	3.69	
Security Subtotal				61,253.03	62,161.17	0.00	(908.14)	

PERMANENT PORTFOLIO FUND

CUSIP Number 714199106

3232 0000	Sale	04/10/12	04/09/13	158,238.71	154,812.80	0.00	3,425.91	
1 0000	Sale	07/13/12	04/09/13	48.96	47.53	0.00	1.43	
74.0000	Sale	07/13/12	04/09/13	3,623.04	3,463.94	0.00	159.10	
1 0000	Sale	09/06/12	04/09/13	48.95	48.74	0.00	0.21	



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1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
PERMANENT PORTFOLIO FUND								
40.0000	Sale	09/06/12	04/09/13	1,958.40	1,950.80	0.00	7.60	
24.0000	Sale	12/05/12	04/09/13	1,175.04	1,160.87	0.00	14.17	
32.0000	Sale	12/05/12	04/09/13	1,566.72	1,547.83	0.00	18.89	
24.0000	Sale	02/05/13	04/09/13	1,175.04	1,193.76	0.00	(18.72)	
1.0000	Sale	03/22/13	04/09/13	48.95	49.27	0.00	(0.32)	
2220	Sale	03/22/13	04/09/13	10.87	10.85	0.00	0.02	
317.0000	Sale	03/22/13	04/09/13	15,520.35	15,494.96	0.00	25.39	
Security Subtotal				183,415.03	179,781.35	0.00	3,633.68	
Covered Short Term Capital Gains and Losses Subtotal				2,602,615.08	2,535,834.20	1,020.57	67,801.45	
NET SHORT TERM CAPITAL GAINS AND LOSSES				2,602,615.08	2,535,834.20	1,020.57	67,801.45	

LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

ABBOTT LABS								
48.0000	Sale	11/01/11	02/05/13	1,629.79	1,230.38	0.00	399.41	
6.0000	Sale	11/16/11	02/05/13	203.72	155.96	0.00	47.76	
89.0000	Sale	11/23/11	02/05/13	3,021.91	2,237.79	0.00	784.12	
16.0000	Sale	01/04/12	02/05/13	543.26	432.62	0.00	110.64	
Security Subtotal				5,398.68	4,056.75	0.00	1,341.93	
AIR PRODUCTS&CHEM								
5.0000	Sale	09/26/11	02/05/13	439.09	416.81	0.00 (Y)	22.28	
ABBVIE INC SHS								
48.0000	Sale	11/01/11	02/05/13	1,804.03	1,334.25	0.00	469.78	
6.0000	Sale	11/16/11	02/05/13	225.50	169.12	0.00	56.38	
89.0000	Sale	11/23/11	02/05/13	3,344.99	2,426.69	0.00	918.30	
16.0000	Sale	01/04/12	02/05/13	601.34	469.13	0.00	132.21	
Security Subtotal				5,975.86	4,399.19	0.00	1,576.67	



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AUTOMATIC DATA PROC								
25.0000	Sale	04/10/12	053015103 08/13/13	1,823.23	1,349.41	0.00	473.82	
20.0000	Sale	04/10/12	09/11/13	1,480.57	1,079.52	0.00	401.05	
	Security Subtotal			3,303.80	2,428.93	0.00	874.87	
BAXTER INTERNTL INC								
58.0000	Sale	11/02/11	071813109 02/05/13	3,996.23	3,169.69	0.00	826.54	
21.0000	Sale	11/02/11	03/22/13	1,486.66	1,147.64	0.00	339.02	
35.0000	Sale	11/23/11	03/22/13	2,477.77	1,680.72	0.00	797.05	
125.0000	Sale	11/23/11	08/13/13	9,239.11	6,002.58	0.00	3,236.53	
57.0000	Sale	01/04/12	08/13/13	4,213.03	2,831.19	0.00	1,381.84	
129.0000	Sale	02/10/12	08/13/13	9,534.76	7,301.40	0.00	2,233.36	
35.0000	Sale	03/01/12	08/13/13	2,586.95	2,035.25	0.00	551.70	
228.0000	Sale	07/13/12	08/13/13	16,852.14	12,421.67	0.00	4,430.47	
	Security Subtotal			50,386.65	36,590.14	0.00	13,796.51	
CHEVRON CORP								
2.0000	Sale	10/07/11	166764100 03/22/13	242.19	188.82	0.00	53.37	
41.0000	Sale	11/01/11	03/22/13	4,964.99	4,223.00	0.00	741.99	
1.0000	Sale	11/01/11	06/04/13	123.19	103.00	0.00	20.19	
58.0000	Sale	11/23/11	06/04/13	7,145.11	5,494.34	0.00	1,650.77	
3.0000	Sale	12/13/11	06/04/13	369.57	313.29	0.00	56.28	
160.0000	Sale	02/10/12	06/04/13	19,710.65	16,799.28	0.00	2,911.37	
10.0000	Sale	03/01/12	06/04/13	1,231.91	1,093.10	0.00	138.81	
	Security Subtotal			33,787.61	28,214.83	0.00	5,572.78	
COCA COLA COM								
135.0000	Sale	01/04/12	191216100 03/22/13	5,396.14	4,701.03	0.00	695.11	
79.0000	Sale	01/04/12	05/08/13	3,332.46	2,750.98	0.00	581.48	
470.0000	Sale	02/10/12	05/08/13	19,826.03	15,901.09	0.00	3,924.94	
60.0000	Sale	03/01/12	05/08/13	2,530.98	2,084.70	0.00	446.28	
2.0000	Sale	04/03/12	05/08/13	84.36	69.58	0.00	14.78	
12.0000	Sale	04/03/12	05/08/13	506.19	443.45	0.00	62.74	
	Security Subtotal			31,676.16	25,950.83	0.00	5,725.33	
EXXON MOBIL CORP COM								
20.0000	Sale	02/10/12	30231G102 03/22/13	1,781.16	1,672.80	0.00	108.36	



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1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ELEMENTS - ROGERS TR SV = 4126.81 - ROGRTR DUE OCTOBER 24, 2022								
957 0000	Sale	02/10/12	06/21/13	7,685.53	8,478.92	0.00	(793.39)	
ISHARES RUSSELL MIDCAP GROWTH								
52 0000	Sale	02/10/12	07/11/13	3,902.39	3,162.64	0.00	739.75	
1 0000	Sale	07/03/12	07/11/13	75.04	56.35	0.00	18.69	
2 0000	Sale	07/03/12	07/11/13	150.09	119.08	0.00	31.01	
Security Subtotal				4,127.52	3,338.07	0.00	789.45	
GENL DYNAMICS CORP COM								
17 0000	Sale	10/07/11	02/05/13	1,118.34	1,017.62	0.00	100.72	
66 0000	Sale	11/01/11	02/05/13	4,341.80	4,106.52	0.00	235.28	
1 0000	Sale	11/11/11	02/05/13	65.78	63.24	0.00	2.54	
4 0000	Sale	11/11/11	02/05/13	263.13	257.87	0.00	5.26	
76 0000	Sale	11/23/11	02/05/13	4,999.65	4,628.40	0.00	371.25	
Security Subtotal				10,788.70	10,073.65	0.00	715.05	
SPDR S&P EMERGING MKRKS DIVID ETF								
95 0000	Sale	07/13/12	10/01/13	3,872.58	4,189.48	0.00	(316.90)	
61 0000	Sale	09/06/12	10/01/13	2,486.61	2,693.15	0.00	(206.54)	
Security Subtotal				6,359.19	6,882.63	0.00	(523.44)	
MCDONALDS CORP COM								
23 0000	Sale	11/01/11	03/22/13	2,286.39	2,134.86	0.00	151.53	
6 0000	Sale	11/01/11	03/22/13	596.44	554.40	0.00 (Y)	42.04	
23 0000	Sale	11/23/11	03/22/13	2,286.40	2,116.00	0.00	170.40	
7 0000	Sale	11/23/11	09/11/13	680.32	644.00	0.00	36.32	
Security Subtotal				5,849.55	5,449.26	0.00	400.29	
MEDTRONIC INC COM								
1 0000	Sale	06/20/11	02/05/13	46.89	41.48	0.00 (Y)	5.41	
9 0000	Sale	06/20/11	02/05/13	422.00	368.09	0.00 (Y)	53.91	
40 0000	Sale	10/07/11	02/05/13	1,875.60	1,310.63	0.00	564.97	
7 0000	Sale	10/31/11	02/05/13	328.23	244.65	0.00	83.58	
3 0000	Sale	11/01/11	02/05/13	140.68	101.51	0.00	39.17	
28 0000	Sale	11/01/11	03/22/13	1,285.73	947.38	0.00	338.35	



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MEDTRONIC INC								
	COM	CUSIP Number	585055106					
23 0000	Sale	11/01/11	07/02/13	1,190.92	778.21	0.00	412.71	
68 0000	Sale	11/01/11	08/13/13	3,728.57	2,300.79	0.00	1,427.78	
113.0000	Sale	11/23/11	08/13/13	6,196.02	3,843.70	0.00	2,352.32	
306 0000	Sale	02/10/12	08/13/13	16,778.60	12,149.12	0.00	4,629.48	
183.0000	Sale	03/01/12	08/13/13	10,034.26	6,927.23	0.00	3,107.03	
245 0000	Sale	07/13/12	08/13/13	13,433.85	9,201.76	0.00	4,232.09	
8 0000	Sale	07/30/12	08/13/13	438.65	311.43	0.00	127.22	
	Security Subtotal			55,900.00	38,525.98	0.00	17,374.02	
MICROSOFT CORP								
	COM	CUSIP Number	594918104					
23 0000	Sale	09/14/11	03/22/13	649.27	615.63	0.00	33.64	
77 0000	Sale	10/07/11	03/22/13	2,173.67	2,028.95	0.00	144.72	
32.0000	Sale	11/01/11	03/22/13	903.35	841.17	0.00	62.18	
41 0000	Sale	11/01/11	09/11/13	1,344.78	1,077.74	0.00	267.04	
78 0000	Sale	11/01/11	12/06/13	2,985.03	2,050.34	0.00	934.69	
344 0000	Sale	11/23/11	12/06/13	13,164.75	8,447.40	0.00	4,717.35	
276 0000	Sale	02/10/12	12/06/13	10,562.41	8,448.36	0.00	2,114.05	
15 0000	Sale	03/01/12	12/06/13	574.04	482.55	0.00	91.49	
389.0000	Sale	07/13/12	12/06/13	14,886.89	11,404.39	0.00	3,482.50	
361 0000	Sale	09/06/12	12/06/13	13,815.34	11,313.74	0.00	2,501.60	
	Security Subtotal			61,059.53	46,710.27	0.00	14,349.26	
PAYCHEX INC								
	COM	CUSIP Number	704326107					
141 0000	Sale	04/10/12	08/13/13	5,671.03	4,324.47	0.00	1,346.56	
14 0000	Sale	04/10/12	09/11/13	565.59	429.38	0.00	136.21	
	Security Subtotal			6,236.62	4,753.85	0.00	1,482.77	
3M COMPANY								
	COM	CUSIP Number	88579Y101					
440 0000	Sale	11/02/12	12/06/13	56,352.02	39,389.58	0.00	16,962.44	
WAL-MART STORES INC								
	COM	CUSIP Number	931142103					
71 0000	Sale	11/01/11	03/22/13	5,269.50	4,022.15	0.00	1,247.35	
2 0000	Sale	11/01/11	08/13/13	153.43	113.30	0.00	40.13	
7 0000	Sale	11/23/11	08/13/13	537.04	398.02	0.00	139.02	
	Security Subtotal			5,959.97	4,533.47	0.00	1,426.50	



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1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ARBITRAGE FUNDS CL I								
640 0000	Sale	04/10/12	03875R205	8,185 60	8,448 00	262 40 (W)	0 00	
306 0000	Sale	04/10/12	07/02/13	3,913 74	4,039 20	125 46 (W)	0 00	
5236 0000	Sale	04/10/12	07/02/13	66,968 44	69,115 20	0 00	(2,146 76)	
1532 0000	Sale	04/10/12	09/30/13	19,670 88	20,222 40	0 00	(551 52)	
990 0000	Sale	04/10/12	09/30/13	12,711 60	13,107 60	0 00 (Y)	(396 00)	
640 0000	Sale	04/10/12	09/30/13	8,217 60	8,416 00	0 00 (Y)	(198 40)	
1 0000	Sale	04/12/12	09/30/13	12 83	13 15	0 00 (Y)	(0 32)	
141 0000	Sale	04/12/12	09/30/13	1,810 43	1,807 62	0 00 (Y)	2 81	
1 0000	Sale	04/12/12	09/30/13	12 84	12 82	0 00 (Y)	0 02	
287 0000	Sale	04/12/12	09/30/13	3,685 08	3,679 33	0 00 (Y)	5 75	
306 0000	Sale	04/18/12	09/30/13	3,929 04	4,048 38	0 00 (Y)	(119 34)	
1 0000	Sale	05/09/12	09/30/13	12 84	13 60	0 00 (Y)	(0 76)	
933 0000	Sale	05/09/12	09/30/13	11,979 72	12,343 59	0 00 (Y)	(363 87)	
1 0000	Sale	09/06/12	09/30/13	12 83	13 08	0 00	(0 25)	
762 0000	Sale	09/06/12	09/30/13	9,784 08	9,959 34	0 00	(175 26)	
Security Subtotal				150,907.55	155,239.31	387.86	(3,943.90)	

COLUMBIA STRATEGIC INCOME FUND CL Z								
1 0000	Sale	05/17/11	10/04/13	6 09	6 28	0 00 (Y)	(0 19)	
275 0000	Sale	04/25/12	10/04/13	1,677 50	1,682 99	0 00	(5 49)	
1 0000	Sale	05/24/12	10/04/13	6 10	6 05	0 00	0 05	
280 0000	Sale	05/24/12	10/04/13	1,708 00	1,688 39	0 00	19 61	
279 0000	Sale	06/25/12	10/04/13	1,701 90	1,599 11	0 00	2 79	
248 0000	Sale	05/17/11	10/04/13	1,512 79	1,515 27	0 00 (Y)	(2 48)	
110 0000	Sale	06/16/11	10/04/13	671 00	686 40	0 00 (Y)	(15 40)	
1 0000	Sale	01/25/12	10/04/13	6 10	5 94	0 00	0 16	
228 0000	Sale	01/25/12	10/04/13	1,390 80	1,377 12	0 00	13 68	
1 0000	Sale	02/13/12	10/04/13	6 10	6 07	0 00	0 03	
12254 0000	Sale	02/13/12	10/04/13	74,749 43	74,994 48	0 00	(245 05)	
1 0000	Sale	02/24/12	10/04/13	6 10	6 13	0 00	(0 03)	
272 0000	Sale	02/24/12	10/04/13	1,659 20	1,670 07	0 00	(10 87)	
275 0000	Sale	03/23/12	10/04/13	1,677 50	1,680 24	0 00	(2 74)	
1 0000	Sale	04/25/12	10/04/13	6 10	6 13	0 00	(0 03)	
275 0000	Sale	07/26/12	10/04/13	1,677 50	1,705 00	0 00	(27 50)	
1 0000	Sale	08/27/12	10/04/13	6 09	6 17	0 00	(0 08)	
274 0000	Sale	08/27/12	10/04/13	1,671 40	1,709 76	0 00	(38 36)	
273 0000	Sale	09/25/12	10/04/13	1,665 30	1,722 63	0 00	(57 33)	
Security Subtotal				91,805.00	92,174.23	0.00	(369.23)	



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LOOMIS SAYLES STRATEGIC INC FD CL Y								
1 0000	Sale	05/17/11	06/25/13	15 45	15 57	0 12 (WY)	0 00	
104 0000	Sale	05/17/11	06/25/13	1,606 80	1,619 28	12 48 (WY)	0 00	
1 0000	Sale	06/03/11	06/25/13	15 45	15 31	0 00 (Y)	0 14	
129 0000	Sale	06/03/11	06/25/13	1,993 05	1,972 41	0 00 (Y)	20 64	
1 0000	Sale	05/17/11	10/04/13	16 04	16 39	0 00 (Y)	(0 35)	
104 0000	Sale	05/17/11	10/04/13	1,668 16	1,709 76	0 00 (Y)	(41 60)	
14 0000	Sale	05/17/11	10/04/13	224 56	229 46	0 00 (Y)	(4 90)	
1 0000	Sale	05/18/11	10/04/13	16 03	15 39	0 00 (Y)	0 64	
103 0000	Sale	05/18/11	10/04/13	1,652 12	1,598 56	0 00 (Y)	53 56	
83 0000	Sale	01/25/12	10/04/13	1,331 32	1,223 42	0 00	107 90	
4980 0000	Sale	02/13/12	10/04/13	79,879 21	74,998 80	0 00	4,880 41	
133 0000	Sale	02/24/12	10/04/13	2,133 32	2,004 31	0 00	129 01	
1 0000	Sale	03/26/12	10/04/13	16 04	14 89	0 00	1 15	
102 0000	Sale	03/26/12	10/04/13	1,636 08	1,542 24	0 00	93 84	
1 0000	Sale	04/24/12	10/04/13	16 03	15 06	0 00	0 97	
119 0000	Sale	04/24/12	10/04/13	1,908 76	1,783 81	0 00	124 95	
167 0000	Sale	05/24/12	10/04/13	2,678 68	2,428 17	0 00	250 51	
1 0000	Sale	06/25/12	10/04/13	16 04	14 66	0 00	1 38	
121 0000	Sale	06/25/12	10/04/13	1,940 84	1,782 32	0 00	158 52	
1 0000	Sale	07/24/12	10/04/13	16 04	14 73	0 00	1 31	
109 0000	Sale	07/24/12	10/04/13	1,748 36	1,603 38	0 00	144 98	
119 0000	Sale	08/23/12	10/04/13	1,908 76	1,783 81	0 00	124 95	
100 0000	Sale	09/24/12	10/04/13	1,604 00	1,541 00	0 00	63 00	
Security Subtotal				104,041.14	97,942.73	12.60	6,111.01	
Covered Long Term Capital Gains and Losses Subtotal				699,821.33	617,222.23	400.46	82,999.56	

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

DELL INC GLB	CUSIP Number	24702RAJ0
05 875% JUN 15 2019		
35000 0000 Sale	02/13/12	09/23/13
	35,227 50	40,431 39
	0 00	(5,203 89)



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2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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ELEMENTS - ROGERS TR
SV = 4126.81 - ROGRTR
DUE OCTOBER 24, 2022

2115.0000	Sale	10/07/11	06/21/13	16,985.26	17,533.35	0.00	(548.09)	
767.0000	Sale	11/01/11	06/21/13	6,159.67	6,580.86	0.00	(421.19)	
903.0000	Sale	11/23/11	06/21/13	7,251.86	7,621.23	0.00	(369.37)	
	Security Subtotal			30,396.79	31,735.44	0.00	(1,338.65)	

ISHARES CORE S&P SMALL
CAP ETF

32.0000	Sale	08/11/11	07/02/13	2,932.43	1,938.56	0.00	993.87	
37.0000	Sale	08/11/11	10/01/13	3,726.21	2,241.46	0.00	1,484.75	
7.0000	Sale	08/11/11	12/06/13	749.33	424.06	0.00	325.27	
102.0000	Sale	09/14/11	12/06/13	10,918.93	6,553.86	0.00	4,365.07	
	Security Subtotal			18,326.90	11,157.94	0.00	7,168.96	

ISHARES RUSSELL MIDCAP
GROWTH

8.0000	Sale	08/11/11	07/02/13	578.31	408.64	0.00	169.67	
112.0000	Sale	08/11/11	07/11/13	8,405.15	5,720.96	0.00	2,684.19	
212.0000	Sale	09/14/11	07/11/13	15,909.75	11,670.60	0.00	4,239.15	
1.0000	Sale	09/30/11	07/11/13	75.04	61.20	0.00	13.84	
2.0000	Sale	09/30/11	07/11/13	150.09	101.18	0.00	48.91	
39.0000	Sale	10/07/11	07/11/13	2,926.79	1,989.00	0.00	937.79	
125.0000	Sale	11/01/11	07/11/13	9,380.75	6,915.00	0.00	2,465.75	
143.0000	Sale	11/23/11	07/11/13	10,731.57	7,450.23	0.00	3,281.34	
	Security Subtotal			48,157.45	34,316.81	0.00	13,840.64	

SPDR S&P EMERGING MKRKS
DIVID ETF

481.0000	Sale	10/07/11	10/01/13	19,607.52	21,442.98	0.00	(1,835.46)	
142.0000	Sale	11/01/11	10/01/13	5,788.50	6,686.78	0.00	(898.28)	
218.0000	Sale	11/23/11	10/01/13	8,886.57	9,683.54	0.00	(796.97)	
	Security Subtotal			34,282.59	37,813.30	0.00	(3,530.71)	

COLUMBIA STRATEGIC
INCOME FUND CL Z

1.0000	Sale	05/17/11	06/25/13	6.02	6.11	0.09 (W)	0.00	
248.0000	Sale	05/17/11	06/25/13	1,492.96	1,515.28	22.32 (W)	0.00	
110.0000	Sale	05/17/11	06/25/13	662.20	672.10	9.90 (W)	0.00	



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1099-B

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
COLUMBIA STRATEGIC INCOME FUND CL Z								
		CUSIP Number	19765L694					
13746 0000	Sale	05/17/11	06/25/13	82,750.92	83,988.06	0.00	(1,237.14)	
120 0000	Sale	05/23/11	06/25/13	722.39	728.40	0.00	(6.01)	
1 0000	Sale	06/10/11	06/25/13	6.02	6.07	0.00	(0.05)	
16501 0000	Sale	06/10/11	06/25/13	99,336.02	99,996.06	0.00	(660.04)	
194 0000	Sale	06/21/11	06/25/13	1,167.88	1,165.94	0.00	1.94	
1 0000	Sale	06/29/11	06/25/13	6.02	6.04	0.00	(0.02)	
4202 0000	Sale	06/29/11	06/25/13	25,296.05	25,296.04	0.00	0.01	
8754 0000	Sale	06/29/11	10/04/13	53,399.40	52,699.08	0.00	700.32	
1 0000	Sale	07/21/11	10/04/13	6.10	6.03	0.00	0.07	
249 0000	Sale	07/21/11	10/04/13	1,518.89	1,511.43	0.00	7.46	
1 0000	Sale	08/22/11	10/04/13	6.10	6.00	0.00	0.10	
251 0000	Sale	08/22/11	10/04/13	1,531.09	1,498.46	0.00	32.63	
1 0000	Sale	09/21/11	10/04/13	6.09	5.93	0.00	0.16	
266 0000	Sale	09/21/11	10/04/13	1,622.59	1,574.72	0.00	47.87	
266 0000	Sale	10/21/11	10/04/13	1,622.60	1,577.37	0.00	45.23	
1 0000	Sale	11/21/11	10/04/13	6.09	5.92	0.00	0.17	
269 0000	Sale	11/21/11	10/04/13	1,640.90	1,589.78	0.00	51.12	
520 0000	Sale	12/21/11	10/04/13	3,172.00	3,083.59	0.00	88.41	
				275,978.33	276,938.41	32.31	(927.77)	
Security Subtotal								
MFS INTERNATIONAL DIVERSIFICATION FUND CL I								
		CUSIP Number	55273G298					
159 0000	Sale	09/14/11	10/01/13	2,578.98	1,966.83	0.00	612.15	
417 0000	Sale	09/14/11	12/06/13	6,826.29	5,158.29	0.00	1,668.00	
				9,405.27	7,125.12	0.00	2,280.15	
Security Subtotal								
LOOMIS SAYLES STRATEGIC INC FD CL Y								
		CUSIP Number	543487250					
1 0000	Sale	06/21/11	06/25/13	15.45	15.31	0.00	0.14	
78 0000	Sale	06/21/11	06/25/13	1,205.10	1,191.05	0.00	14.05	
1791 0000	Sale	06/29/11	06/25/13	27,670.96	27,384.39	0.00	286.57	
1920	Sale	06/29/11	06/25/13	2.97	2.94	0.00	0.03	
14 0000	Sale	05/17/11	06/25/13	216.30	217.28	0.98	0.00	(W)
1 0000	Sale	05/17/11	06/25/13	15.45	15.52	0.07	0.00	(W)
103 0000	Sale	05/17/11	06/25/13	1,591.35	1,598.56	7.21	0.00	(W)
5195 0000	Sale	05/17/11	06/25/13	80,262.75	80,626.40	0.00	(363.65)	
1 0000	Sale	05/24/11	06/25/13	15.44	15.49	0.00	(0.05)	
49 0000	Sale	05/24/11	06/25/13	757.04	756.56	0.00	0.48	
1 0000	Sale	06/10/11	06/25/13	15.45	15.41	0.00	0.04	



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1099-B

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LOOMIS SAYLES STRATEGIC INC FD CL Y								
6501 0000	Sale	06/10/11	06/25/13	100,440.46	99,985.38	0.00	455.08	
3309 0000	Sale	06/29/11	10/04/13	53,076.36	50,594.61	0.00	2,481.75	
1 0000	Sale	07/26/11	10/04/13	16.04	15.34	0.00	0.70	
101 0000	Sale	07/26/11	10/04/13	1,620.03	1,567.52	0.00	52.51	
108 0000	Sale	08/23/11	10/04/13	1,732.32	1,600.56	0.00	131.76	
1 0000	Sale	09/20/11	10/04/13	16.04	14.96	0.00	1.08	
105 0000	Sale	09/20/11	10/04/13	1,684.19	1,541.39	0.00	142.80	
102 0000	Sale	10/25/11	10/04/13	1,636.08	1,504.50	0.00	131.58	
1 0000	Sale	11/22/11	10/04/13	16.04	14.46	0.00	1.58	
141 0000	Sale	11/22/11	10/04/13	2,261.64	2,009.24	0.00	252.40	
1 0000	Sale	12/20/11	10/04/13	16.04	14.23	0.00	1.81	
285 0000	Sale	12/20/11	10/04/13	4,571.40	4,055.55	0.00	515.85	
Security Subtotal				278,854.90	274,756.65	8.26	4,106.51	
Noncovered Long Term Capital Gains and Losses Subtotal				730,629.73	714,275.06	40.57	16,395.24	
NET LONG TERM CAPITAL GAINS AND LOSSES				1,430,451.06	1,331,497.29	441.03	99,394.80	

OTHER TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

ABBVIE INC SHS QTY SOLD	4543 4495	Sale	CUSIP Number	00287Y109	01/31/13	02/25/13	17.29	N/A	0.00	N/A
Other Transactions Subtotal							17.29		0.00	

TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES 4,033,083.43
TOTAL REPORTED SALES PROCEEDS 4,033,083.43

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations. The Wash Sale Loss Disallowed column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount from either the cost basis on purchases or proceeds from short sales. Please refer to the instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

(Y) The gain or loss of this transaction includes an adjustment to basis for the deferred loss amount on one or more previous "Wash Sales."