Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: ROBERT AND MICHELLE DIENER FOUNDATION

A Employer identification number: 75-2919060

Number and street (or P O box number if mail is not delivered to street address): 3010 LBY FREEWAY, SUITE 748

Room/suite:

B Telephone number: 305-865-9300

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75234

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 30,611,073.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	745,001.	744,990.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	465,959.			
	b Gross sales price for all assets on line 6a 22,874,006.				
	7 Capital gain net income (from Part IV, line 2)		465,959.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	26,977.	21,070.	0.	STATEMENT 2
	12 Total Add lines 1 through 11	1,237,937.	1,232,019.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	2,469.	1,235.	0.	1,234.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	1,145.	1,145.	0.	0.
	18 Taxes STMT 3	18,689.	95.	0.	94.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,544.	0.	0.	1,544.
	22 Printing and publications				
	23 Other expenses STMT 4	19,896.	19,896.	0.	0.
	24 Total operating and administrative expenses Add lines 13 through 23	43,743.	22,371.	0.	2,872.
	25 Contributions, gifts, grants paid	1,840,917.			1,840,917.
	26 Total expenses and disbursements. Add lines 24 and 25	1,884,660.	22,371.	0.	1,843,789.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<646,723.>			
	b Net investment income (if negative, enter -0-)		1,209,648.		
	c Adjusted net income (if negative, enter -0-)			0.	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	356,168.	349,238.	349,238.
	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			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	28,875,502.	28,235,710.	30,261,835.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	29,231,670.	28,584,948.	30,611,073.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	1,000,000.	1,000,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	1,000,000.	1,000,000.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	28,231,670.	27,584,948.	
	30	**Total net assets or fund balances**	28,231,670.	27,584,948.	
	31	**Total liabilities and net assets/fund balances**	29,231,670.	28,584,948.	

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	28,231,670.
2	Enter amount from Part I, line 27a	2	<646,723.>
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	27,584,948.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,584,948.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT D-1	P	VARIOUS	VARIOUS
b	SEE STATEMENT D-1	P	VARIOUS	VARIOUS
c	FLOWTHROUGH INVESTMENT GAIN	P	VARIOUS	VARIOUS
d	FLOWTHROUGH INVESTMENT GAIN	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	8,536,975.		8,437,605.	99,370.
b	14,153,766.		13,970,442.	183,324.
c	5,906.			5,906.
d	106,236.			106,236.
e	71,123.			71,123.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				99,370.
b				183,324.
c				5,906.
d				106,236.
e				71,123.

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 } 2 465,959.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,349,734.	29,903,571.	.078577
2011	1,589,109.	30,943,985.	.051354
2010	1,360,656.	29,491,594.	.046137
2009	1,559,339.	27,313,690.	.057090
2008	1,953,292.	34,290,747.	.056963

2	Total of line 1, column (d)	2	.290121
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	.058024
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	30,669,467.
5	Multiply line 4 by line 3	5	1,779,565.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,096.
7	Add lines 5 and 6	7	1,791,661.
8	Enter qualifying distributions from Part XII, line 4	8	1,843,789.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	12,096.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	12,096.
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	12,096.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,896.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	18,896.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	7.
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	6,793.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 6,793. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ ROBERT DIENER Telephone no ▶305-865-9300

Located at ▶5521 GREENVILLE AVE, STE 104-540, DALLAS, TX ZIP+4 ▶75206

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT B. DIENER 3010 LBJ FWY, SUITE 748 DALLAS, TX 75234	DIRECTOR 5.00	0.	0.	0.
MICHELLE S. DIENER 3010 LBJ FWY, SUITE 748 DALLAS, TX 75234	DIRECTOR 5.00	0.	0.	0.
DAVID S. LITMAN 3010 LBJ FWY, SUITE 748 DALLAS, TX 75234	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	30,683,006.
b	Average of monthly cash balances		1b	453,509.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	31,136,515.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	31,136,515.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	467,048.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	30,669,467.
6	**Minimum investment return** Enter 5% of line 5		6	1,533,473.

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	1,533,473.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 12,096.		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b 454.		
c	Add lines 2a and 2b		2c	12,550.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,520,923.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,520,923.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,520,923.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,843,789.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,843,789.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	12,096.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,831,693.

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				1,520,923.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			468,703.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,843,789.				
a Applied to 2012, but not more than line 2a			468,703.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,375,086.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				145,837.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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					
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).)

SEE STATEMENT 7

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 address of the person to whom applications should be addressed:

ROBERT & MICHELLE DIENER, 305-865-9300
5521 GREENVILLE AVENUE, SUITE 104-540, DALLAS, TX 75206

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

NO SPECIFIC FORM

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AISH HATORAH, INC. 1407 BROADWAY, SUITE 1703A NEW YORK, NY 10018	NONE	PUBLIC CHARITY	RELIGIOUS	5,618.
ALEPH INSTITUTE 9540 COLLINS AVE. SURFSIDE, FL 33154	NONE	PUBLIC CHARITY	RELIGIOUS	108.
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	RELIGIOUS	175,000.
BETH MOSHE 2225 NE 121ST STREET NORTH MIAMI, FL 33181	NONE	PUBLIC CHARITY	RELIGIOUS	1,880.
CHABAD CENTER AT CORNELL 102 WILLARD WAY ITHACA, NY 14850	NONE	PUBLIC CHARITY	RELIGIOUS	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,840,917.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	745,001.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	21,379.	
8 Gain or (loss) from sales of assets other than inventory			18	465,959.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MERCER PRIVATE					
b INVESTMENT PARTNERS LP	900099	5,598.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		5,598.		1,232,339.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,237,937.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Signature of officer or trustee — Date 11/13 — ▶ CPA Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MICHAEL L. CARTER	M Carter	11/13/14		P01237454

Firm's name ▶ CARTER MANNIX & COMPANY — Firm's EIN ▶ 75-2126048

Firm's address ▶ 4305 MACARTHUR AVE.
DALLAS, TX 75209

Phone no. 214-880-0380

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHABAD HOUSE AT UNIVERSITY OF MICHIGAN 715 HILL STREET ANN ARBOR, MI 48104	NONE	PUBLIC CHARITY	RELIGIOUS	1,800.
CORNELL UNIVERSITY / CORNELL LAW SCHOOL P.O. BOX 223623 PITTSBURG, PA 15251-2623	NONE	PUBLIC CHARITY	EDUCATION	45,000.
FIDELITY CHARITABLE GIFT FUND P.O. BOX 770001 CINCINNATI, OH 45277	NONE	PUBLIC CHARITY	VARIOUS RELIGIOUS/EDUCATION/PR	1,200,000.
FLORIDA STATE UNIVERSITY / EQUESTRIAN 325 HAYDEN ROAD #304 TALLAHASSEE, FL 32304	NONE	PUBLIC CHARITY	EDUCATION	100.
FRIENDS OF IR DAVID 575 LEXINGTON AVE., 4TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC CHARITY	RELIGIOUS	25,000.
GREATER MIAMI JEWISH FEDERATION 4200 BISCAYNE BLVD MIAMI, FL 33137	NONE	PUBLIC CHARITY	JEWISH EDUCATION	128,791.
HFLA OF SOUTH FLORIDA 18900 NE 25TH AVENUE MIAMI, FL 33180	NONE	PUBLIC CHARITY	JEWISH EDUCATION	300.
HILLEL COMMUNITY DAY SCHOOL 19000 N.E. 25TH AVE. NORTH MIAMI BEACH, FL 33180	NONE	PUBLIC CHARITY	JEWISH EDUCATION	13,600.
HILLEL DAY SCHOOL OF BOCA 21011 95TH AVE S BOCA RATON, FL 33428	NONE	PUBLIC CHARITY	RELIGIOUS	180.
HONEST REPORTING 10024 SKOKEE BLVD, SUITE 202 SKOKIE, IL 60077	NONE	PUBLIC CHARITY	EDUCATION	10,000.
Total from continuation sheets				1,657,311.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL CANCER ADVOCACY NETWORK 27 WEST MORTEN AVENUE PHOENIX, AZ 85021-7246	NONE	PUBLIC CHARITY	CANCER RESEARCH/EDUCATION	1,800.
INTOWN CHABAD 2723 ROUTH STREET DALLAS, TX 75201	NONE	PUBLIC CHARITY	RELIGIOUS	10,000.
ISRAEL 21C 44 MONTGOMERY STREET, 41ST FLOOR SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	RELIGIOUS	1,000.
JEWISH COMMUNITY SERVICES 735 NE 125TH STREET MIAMI, FL 33161	NONE	PUBLIC CHARITY	RELIGIOUS	33,060.
LEHRMAN COMMUNITY DAY SCHOOL 727 77TH STREET MIAMI BEACH, FL 33141	NONE	PUBLIC CHARITY	EDUCATION	10,000.
LEMONADE DAY 101 PARKLAND BOULEVARD, SUITE 202 SUGARLAND, TX 77478	NONE	PUBLIC CHARITY	CANCER RESEARCH/EDUCATION	250.
LIGA CONTRA EL CANCER - LEAGUE AGAINST CANCER 9350 WEST BAY HARBOR DRIVE BAY HARBOR, FL 33154	NONE	PUBLIC CHARITY	FREE CANCER TREATMENT	100.
MACCABIAH GAMES 1926 ARCH STREET 4R PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	JEWISH SPORTS/EDUCATION	100.
MIAMI CHILDREN'S MUSEUM 701 ARENA BLVD MIAMI, FL 33136	NONE	PUBLIC CHARITY	CHILDREN'S MUSEUM/BUILDING	30,000.
MIAMI FOUNDATION 200 S BISCAYNE BLVD #505 MIAMI, FL 33131	NONE	PUBLIC CHARITY	VARIOUS RELIGIOUS/EDUCATION/PR	100.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL MUSEUM OF AM JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL E PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY	JEWISH EDUCATION	100.
P'ELIM LEV L'ACHIM 1034 EAST 12TH STREET BROOKLYN, NY 11230	NONE	PUBLIC CHARITY	JEWISH EDUCATION	500.
ROCKLAND JEWISH ACADEMY 450 W NYACK RD WEST NYACK, NY 10994	NONE	PUBLIC CHARITY	EDUCATION	180.
SHUL OF BAL HARBOR 9540 COLLINS AVENUE SURFSIDE, FL 33154	NONE	PUBLIC CHARITY	VARIOUS RELIGIOUS/EDUCATION/PR	1,350.
SOUTH FLORIDA FOR JEWISH ETHICS 4000 ALTON ROAD MIAMI BEACH, FL 33140	NONE	PUBLIC CHARITY	RELIGIOUS	1,800.
TALMUDIC COLLEGE OF FLORIDA 4000 ALTON ROAD MIAMI BEACH, FL 33140	NONE	PUBLIC CHARITY	JEWISH EDUCATION	5,400.
TEMPLE MENORAH 620 75TH STREET MIAMI BEACH, FL 33141	NONE	PUBLIC CHARITY	JEWISH EDUCATION	21,000.
TULANE UNIVERSITY 1555 POYDRAS STREET #1000 NEW ORLEANS, LA 70112	NONE	PUBLIC CHARITY	EDUCATION	70,000.
UNIVERSITY OF FLORIDA 1938 W UNIVERSITY AVENUE GAINESVILLE, FL 32603	NONE	PUBLIC CHARITY	EDUCATION	25,000.
UNIVERSITY OF MIAMI P.O. BOX 248106 CORAL GABLES, FL 33124	NONE	PUBLIC CHARITY	EDUCATION	1,000.
Total from continuation sheets				

ROBERT AND MICHELLE DIENER FOUNDATION 75-2919060

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF MICHIGAN HILLEL 1429 HILL STREET ANN ARBOR, MI 48104	NONE	PUBLIC CHARITY	SPECIAL NEEDS EDUCATION	1,800.
YOUNG ISRAEL OF BAL HARBOUR 9592 HARDING AVE SURFSIDE, FL 33154	NONE	PUBLIC CHARITY	RELIGIOUS	18,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	796,382.	71,123.	725,259.	725,259.	725,259.
INTEREST INCOME	19,742.	0.	19,742.	19,731.	19,742.
TO PART I, LINE 4	816,124.	71,123.	745,001.	744,990.	745,001.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	14,938.	14,629.	0.
OTHER INCOME	6,441.	6,441.	0.
MERCER PRIVATE INVESTMENT PARTNERS LP	5,598.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	26,977.	21,070.	0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	189.	95.	0.	94.
2012 EXTENSION	2,000.	0.	0.	0.
2013 ESTIMATED TAX PAYMENTS	16,500.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	18,689.	95.	0.	94.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	19,896.	19,896.	0.	0.
TO FORM 990-PF, PG 1, LN 23	19,896.	19,896.	0.	0.

FOOTNOTES STATEMENT 5

INFORMATION REQUIRED UNDER REG. SECTION 53.4942(A)-3(7)(II):

1) DISTRIBUTABLE AMOUNTS DETERMINED UNDER SECTION 4942(D) FOR PRIOR YEARS (2002 IS FIRST YEAR OF START-UP PERIOD):

2001	56,462.
2002	298,023.
2003	18,704.
2004	1,609,826.
2005	1,667,572.
2006	1,837,546.
2007	1,960,119.
2008	1,695,932.
2009	1,360,907.
2010	1,467,738.
2011	1,525,706.
2012	1,477,281.

2) ACTUAL PAYMENTS MADE IN CASH OR ITS EQUIVALENT FOR EXEMPT PURPOSES:

2001	202,340.
2002	261,694.
2003	416,497.
2004	404,640.
2005	843,054.
2006	1,536,297.
2007	1,960,863.
2008	1,971,897.
2009	1,564,117.
2010	1,367,498.
2011	1,610,584.
2012	1,367,632.
2013	1,843,789.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STOCKS, BONDS AND OTHER INVESTMENTS	COST	28,231,490.	30,257,615.
ACCRUED INTEREST AND DIVIDENDS	COST	4,220.	4,220.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,235,710.	30,261,835.

FORM 990-PF PART XV - LINE 1A STATEMENT 7
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ROBERT B. DIENER
MICHELLE S. DIENER

Robert and Michelle Diener Foundation
75-2919060
Capital Gains

1/1/2013 through 12/31/2013

	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
SHORT TERM							
	legg mason	43,290.04	4/5/2013	5/28/2013	500,000.00	507,792.20	-7,792.20
	legg mason	41,961.45	4/5/2013	7/24/2013	464,932.85	492,207.80	-27,274.95
	legg mason	140.051	4/30/2013	7/24/2013	1,551.77	1,673 61	-121 84
	legg mason	184.085	5/31/2013	7/24/2013	2,039.66	2,100 41	-60 75
	legg mason	105.158	6/18/2013	7/24/2013	1,165.15	1,179 77	-14.62
	legg mason	312.135	6/18/2013	7/24/2013	3,458.46	3,514 79	-56 33
	legg mason	83.571	6/28/2013	7/24/2013	925.97	921 79	4.18
	blackrock multi asset inc	18,165.30	8/6/2013	12/10/2013	203,814.72	200,000 00	3,814.72
	blackrock multi asset inc	40 868	8/30/2013	12/10/2013	458 54	442 6	15.94
	blackrock multi asset inc	76 311	9/30/2013	12/10/2013	856 21	840.95	15.26
	blackrock multi asset inc	67.881	10/31/2013	12/10/2013	761.62	764.34	-2.72
	blackrock multi asset inc	81.96	11/29/2013	12/10/2013	919 59	922 87	-3.28
	Pimco Unconstnaned Boı	44,923.63	5/28/2013	12/13/2013	500,000.00	518,418 69	-18,418 69
	Brown Advisory FDS	119.619	1/3/2013	2/26/2013	1,852.90	1,756 01	96.89
	pimco total return fund	325.864	6/4/2012	5/28/2013	3,617.10	3,675 75	-58.65
	pimco total return fund	271 926	7/3/2012	5/28/2013	3,018 39	3,072 76	-54 37
	pimco total return fund	217 714	8/2/2012	5/28/2013	2,416 63	2,497.18	-80 55
	pimco total return fund	234.53	9/5/2012	5/28/2013	2,603.29	2,697.09	-93 80
	pimco total return fund	188 761	10/2/2012	5/28/2013	2,095.25	2,185 85	-90.60
	pimco total return fund	277 265	11/2/2012	5/28/2013	3,077 65	3,213 50	-135 85
	pimco total return fund	284.325	12/4/2012	5/28/2013	3,156 02	3,303.86	-147 84
	pimco total return fund	1,342.40	12/14/2012	5/28/2013	14,900.68	15,249.66	-348 98
	pimco total return fund	985 299	12/14/2012	5/28/2013	10,936.85	11,193.00	-256 15
	pimco total return fund	0.009	12/17/2012	5/28/2013	0.1	0.1	0.00
	pimco total return fund	0.026	12/17/2012	5/28/2013	0.29	0 3	-0 01
	pimco total return fund	1,025 01	12/31/2012	5/28/2013	11,377 59	11,521.06	-143 47
	pimco total return fund	225 457	1/3/2013	5/28/2013	2 502 58	2,534 14	-31 56
	pimco total return fund	172.574	2/4/2013	5/28/2013	1,915.58	1,931.10	-15 52
	pimco total return fund	193.93	3/4/2013	5/28/2013	2,152 63	2,177 83	-25.20
	pimco total return fund	248.097	4/2/2013	5/28/2013	2,753.88	2,788 61	-34 73
	pimco total return fund	291 62	5/2/2013	5/28/2013	3,236 99	3,306.97	-69 98
	legg mason	43,290 04	2/26/2013	5/28/2013	500,000 00	499,134.20	865 80
	john hancock fds	76,028.62	5/28/2013	7/19/2013	838,595 71	850,000 00	-11,404 29
	pimco low duration	9,737.10	5/28/2013	7/24/2013	100,000 00	101,460.56	-1,460 56
	vanguard INTM / fixed inc	319.78	8/1/2012	7/24/2013	3,143.44	3,322 51	-179 07
	vanguard INTM / fixed inc	313.09	9/4/2012	7/24/2013	3,077 67	3,256.14	-178.47
	vanguard INTM / fixed inc	297.324	10/1/2012	7/24/2013	2,922.69	3,110 01	-187.32
	vanguard INTM / fixed inc	301.776	11/1/2012	7/24/2013	2,966.46	3,171.67	-205 21
	vanguard INTM / fixed inc	287 386	12/3/2012	7/24/2013	2,825 00	3,017.55	-192 55
	vanguard INTM / fixed inc	707.509	12/31/2012	7/24/2013	6,954 81	7,315.64	-360.83
	vanguard INTM / fixed inc	193.507	12/31/2012	7/24/2013	1,902.17	2,000 86	-98 69
	vanguard INTM / fixed inc	171.018	1/2/2013	7/24/2013	1,681.11	1,764.91	-83 80
	vanguard INTM / fixed inc	169 479	2/1/2013	7/24/2013	1,665 98	1,735 46	-69.48
	vanguard INTM / fixed inc	153 109	3/1/2013	7/24/2013	1,505.06	1,575 49	-70 43
	vanguard INTM / fixed inc	55 356	4/2/2013	7/24/2013	544 15	564 08	-19 93
	vanguard INTM / fixed inc	143 905	4/2/2013	7/24/2013	1,414.59	1,466 39	-51.80
	vanguard INTM / fixed inc	336 75	4/2/2013	7/24/2013	3,310 25	3,431 48	-121.23
	vanguard INTM / fixed inc	119 35	5/1/2013	7/24/2013	1,173.21	1,228.11	-54 90
	vanguard INTM / fixed inc	124 801	6/3/2013	7/24/2013	1,226 79	1,256.75	-29 96
	vanguard INTM / fixed inc	124 052	7/1/2013	7/24/2013	1,219 43	1 213 23	6.20
	Virtus Opportunities	111.326	12/21/2012	11/7/2013	3,029 18	2,928 98	100.20
	Virtus Opportunities	14,888 66	2/26/2013	11/7/2013	405,120 38	397,527 18	7,593.20
	doubleline FDS	489.941	12/4/2012	11/7/2013	5,374 65	5,565 73	-191 08
	doubleline FDS	548.131	1/3/2013	11/7/2013	6,013.00	6,210.32	-197 32
	doubleline FDS	450 213	2/4/2013	11/7/2013	4,938 84	5,105 42	-166 58
	doubleline FDS	418 833	3/4/2013	11/7/2013	4,594.60	4,753 76	-159.16
	doubleline FDS	433 791	4/2/2013	11/7/2013	4,758 69	4,919.19	-160 50
	doubleline FDS	421 384	5/2/2013	11/7/2013	4,622.58	4,807.99	-185 41
	doubleline FDS	441 735	6/4/2013	11/7/2013	4,845 83	4,978.35	-132 52
	doubleline FDS	454 506	7/2/2013	11/7/2013	4,986 92	5,014 19	-27.27
	doubleline FDS	283 832	8/2/2013	11/7/2013	3,113 64	3 110 80	2.84
	doubleline FDS	189 504	9/4/2013	11/7/2013	2,078 86	2 061 81	17.05
	PIMCO FDS PAC	4,820 80	12/31/2012	11/18/2013	49,798 91	53,944 80	4,145 89
	PIMCO FDS PAC	1,301.51	1/3/2013	11/18/2013	13,444 64	14,433 79	989 15
	PIMCO FDS PAC	1,436.55	3/25/2013	11/18/2013	14,839 58	15,701.51	-861.93
	PIMCO FDS PAC	1,110 38	6/24/2013	11/18/2013	11,470.17	11,359 14	111.03
	PIMCO FDS PAC	842.312	9/23/2013	11/18/2013	8,701.08	8,684.24	16.84
	pimco low duration	124,619.91	5/28/2013	12/9/2013	1,291,062.24	1,298,539.44	-7,477 20

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
pimco low duration	34.278	6/4/2013	12/9/2013	355.12	356.49	-1 37
pimco low duration	193 407	7/2/2013	12/9/2013	2,003.70	1,982.42	21.28
pimco low duration	204.718	8/2/2013	12/9/2013	2,120.88	2,104.50	16.38
pimco low duration	173.33	9/4/2013	12/9/2013	1,795.70	1,771 43	24.27
pimco low duration	124 401	10/2/2013	12/9/2013	1,288.79	1,281 33	7.46
pimco low duration	155.247	11/4/2013	12/9/2013	1,608.36	1,605.25	3 11
ishares tr eafe mini	8,300.00	9/14/2012	4/3/2013	494,502 91	455,338.00	39,164 91
vanguard msci europe	8,200.00	3/5/2013	7/24/2013	422,460.58	399,123 44	23,337.14
ishares TR etf	11,300 00	9/14/2012	9/9/2013	748,602 52	691,108 00	57,494 52
ishares TR etf	2,720 00	3/8/2013	9/9/2013	180,194 59	175,299 97	4,894 62
Fed US trsy Cash Reserv	3,014 57	7/18/2012	2/27/2013	3,014.57	3,014.57	0 00
Fed US trsy Cash Reserv	15,850 10	9/30/2012	2/27/2013	15,850 10	15,850.10	0.00
Fed US trsy Cash Reserv	0 34	11/30/2012	2/27/2013	0 34	0.34	0 00
federated us trsy csh rese	900,000 00	4/4/2013	4/5/2013	900,000.00	900,000.00	0 00
Van Eck Fds Global	4 35	12/21/2012	5/28/2013	193 49	181.5	11 99
Van Eck Fds Global	9.709	12/21/2012	5/28/2013	431 86	405.1	26 76
ishares high divd	4,070 00	2/27/2013	11/7/2013	283,926.39	255,596 00	28,330.39
Tortoise MLP Fund	980.576	11/30/2012	11/18/2013	26,390 76	24,024 12	2,366 64
Tortoise MLP Fund	929 262	3/1/2013	11/18/2013	25,009 72	24,504 64	505.08
Tortoise MLP Fund	909 433	6/3/2013	11/18/2013	24,476 05	24,654 73	-178.68
Tortoise MLP Fund	605 311	9/3/2013	11/18/2013	16,291.07	16,658.16	-367.09
Tortoise MLP Fund	0 031	9/3/2013	11/19/2013	0 84	0.84	0.00
vanguard Div Aprrec Inde	1,430 00	7/29/2013	12/10/2013	105,503 71	99,674 29	5,829.42
vanguard Div Aprrec Inde	2,840 00	8/6/2013	12/10/2013	209,531 83	199,513 12	10,018.71
TOTAL SHORT TERM				8,536,975 13	8,437,604.61	99,370 52
LONG TERM						
GS Mezz	8,519.00	12/18/2006	2/19/2013	8,519 00	8,519.00	0.00
GS Mezz	8,285.00	12/18/2006	4/25/2013	8,285.00	8,285.00	0.00
GS Mezz	3,949 00	7/9/2007	4/25/2013	3,949.00	3,949.00	0 00
GS Mezz	10,367 00	7/9/2007	7/29/2013	10,367 00	10,367.00	0 00
GS Mezz	41,248.00	7/9/2007	8/13/2013	41,248.00	41,248 00	0.00
GS Mezz	26,096 00	7/9/2007	9/30/2013	26,096 00	26,096.00	0.00
GS Mezz	10,000.00	7/9/2007	11/25/2013	10,000.00	10,000.00	0 00
GS Mezz	65,000 00	7/9/2007	12/19/2013	65,000.00	65,000 00	0 00
Brown Advisory FDS	67,177.24	5/25/2011	2/26/2013	1,040,575.51	912,938.75	127,636.76
templeton global bd fd	22,471.91	2/2/2010	2/26/2013	300,000 00	286,741 57	13,258 43
neuberger berman Incom	33,185.84	11/4/2011	2/26/2013	315,929.21	300,000 00	15,929 21
JPM Int'l Currency	12,354 52	9/27/2011	3/7/2013	138,000 00	137,872 47	127.53
vanguard INTM / fixed inc	3,913.89	11/30/2010	3/11/2013	40,000 00	40,273.97	-273 97
vanguard INTM / fixed inc	13,000.98	11/30/2010	3/13/2013	133,000 00	133,780.06	-780.06
Aberdeen Fds emrgn mkt	6,289 31	12/5/2011	5/28/2013	100,000 00	84,968.55	15,031 45
westwood/advisors inner	11,037.53	2/17/2012	5/28/2013	150,000.00	132,781.46	17,218 54
Van Eck Fds Global	4,363 95	5/18/2010	5/28/2013	200,000 00	179,684 10	20,315 90
PIMCO FDS PAC	23,041 48	2/17/2012	5/28/2013	250,000.00	247,004.61	2,995.39
pimco all asset authority I	19,731.65	8/13/2010	5/28/2013	250,000.00	241,120.76	8,879 24
pimco total return fund	66,294 37	5/18/2010	5/28/2013	735,869.61	739,182.22	-3,312 61
pimco total return fund	647 068	6/2/2010	5/28/2013	7,182 48	7,182.45	0 03
pimco total return fund	836.217	7/2/2010	5/28/2013	9,282 04	9,415.80	-133.76
pimco total return fund	886.282	8/3/2010	5/28/2013	9,837.76	10,103.62	-265.86
pimco total return fund	815.029	9/2/2010	5/28/2013	9,046 85	9,405 43	-358.58
pimco total return fund	834 723	10/4/2010	5/28/2013	9,265.45	9,682 79	-417.34
pimco total return fund	914.065	11/2/2010	5/28/2013	10,146.15	10,685.42	-539.27
pimco total return fund	957.559	12/2/2010	5/28/2013	10,628.94	11,002.35	-373.41
pimco total return fund	8,384 97	12/10/2010	5/28/2013	93,073.41	90,557 65	2,515.76
pimco total return fund	3,834 01	12/10/2010	5/28/2013	42,557 61	41,407 29	1,150 32
pimco total return fund	824.958	1/4/2011	5/28/2013	9,157.06	8,950.79	206.27
pimco total return fund	683 807	2/1/2011	5/28/2013	7,590 28	7,419.31	170.97
pimco total return fund	708.468	3/2/2011	5/28/2013	7,864.02	7,708.13	155 89
pimco total return fund	737.45	4/4/2011	5/28/2013	8,185.72	8,023.46	162.26
pimco total return fund	735.92	5/15/2011	5/28/2013	8,168.74	8,117.20	51 54
pimco total return fund	740.256	6/2/2011	5/28/2013	8,216 87	8,187.23	29 64
pimco total return fund	713 606	7/1/2011	5/28/2013	7,921.05	7,842.53	78 52
pimco total return fund	668.385	8/1/2011	5/28/2013	7,419.09	7,419 07	0.02
pimco total return fund	632.841	9/2/2011	5/28/2013	7,024 56	6,967.58	56.98
pimco total return fund	731 3	10/4/2011	5/28/2013	8,117.45	7,890.73	226.72
pimco total return fund	719.327	11/2/2011	5/28/2013	7,984.55	7,847.86	136.69
pimco total return fund	717.292	12/2/2011	5/28/2013	7,961.96	7,732.41	229.55
pimco total return fund	1,430.26	12/30/2011	5/28/2013	15,875.96	15,489.75	386.21
pimco total return fund	698.05	1/4/2012	5/28/2013	7,748.38	7,587.80	160.58

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pimco total return fund	494.245	2/2/2012	5/28/2013	5,486 14	5,496 00	-9.86
pimco total return fund	417.927	3/2/2012	5/28/2013	4,639.00	4,647.35	-8.35
pimco total return fund	327.257	4/3/2012	5/28/2013	3,632.56	3,629.28	3.28
pimco total return fund	300.263	5/2/2012	5/28/2013	3,332 93	3,368.95	-36 02
parametric/eaton vance e	2,022.25	9/5/2008	5/28/2013	100,000 00	83,174 94	16,825 06
vanguard INTM / fixed inc	32,647.81	11/30/2010	7/24/2013	320,927.97	335,945 96	-15,017 99
vanguard INTM / fixed inc	757.388	12/31/2010	7/24/2013	7,445 12	7,482 99	-37 87
vanguard INTM / fixed inc	1,121.33	12/31/2010	7/24/2013	11,022 65	11,078.72	-56 07
vanguard INTM / fixed inc	380.507	1/3/2011	7/24/2013	3,740 38	3,774.63	-34 25
vanguard INTM / fixed inc	378.347	2/1/2011	7/24/2013	3,719 15	3,760.77	-41.62
vanguard INTM / fixed inc	343.775	3/2/2011	7/24/2013	3,379 31	3,417.12	-37.81
vanguard INTM / fixed inc	841.451	3/25/2011	7/24/2013	8,271 46	8,313.54	-42.08
vanguard INTM / fixed inc	20 276	3/27/2011	7/24/2013	199.31	200 33	-1 02
vanguard INTM / fixed inc	384 005	4/1/2011	7/24/2013	3,774 77	3,767.09	7.68
vanguard INTM / fixed inc	370.269	5/15/2011	7/24/2013	3,639 74	3,687 88	-48 14
vanguard INTM / fixed inc	375.212	6/1/2011	7/24/2013	3,688.33	3,770.88	-82.55
vanguard INTM / fixed inc	363.768	7/1/2011	7/24/2013	3,575 84	3,612 22	-36 38
vanguard INTM / fixed inc	370 731	8/1/2011	7/24/2013	3,644.29	3,751.80	-107.51
vanguard INTM / fixed inc	368.608	9/2/2011	7/24/2013	3,623.42	3,726.63	-103.21
vanguard INTM / fixed inc	359.204	10/3/2011	7/24/2013	3,530.98	3,606.41	-75.43
vanguard INTM / fixed inc	365 322	11/1/2011	7/24/2013	3,591 12	3,708 02	-116 90
vanguard INTM / fixed inc	360.74	12/1/2011	7/24/2013	3,546 07	3,592 97	-46 90
vanguard INTM / fixed inc	115 122	12/30/2011	7/24/2013	1,131 65	1,147 77	-16 12
vanguard INTM / fixed inc	1,224.48	12/30/2011	7/24/2013	12,036.66	12,208 09	-171 43
vanguard INTM / fixed inc	370.261	12/31/2011	7/24/2013	3,639 67	3,698.91	-59.24
vanguard INTM / fixed inc	358.243	1/31/2012	7/24/2013	3,521.53	3,646.91	-125 38
vanguard INTM / fixed inc	327.49	3/1/2012	7/24/2013	3,219.23	3,343.67	-124.44
vanguard INTM / fixed inc	148.248	4/2/2012	7/24/2013	1,457 28	1,494 34	-37 06
vanguard INTM / fixed inc	391 798	4/2/2012	7/24/2013	3,851 37	3,949.32	-97 95
vanguard INTM / fixed inc	350 666	4/2/2012	7/24/2013	3,447 05	3,534 71	-87 66
vanguard INTM / fixed inc	337.003	5/1/2012	7/24/2013	3,312.74	3,427 32	-114 58
vanguard INTM / fixed inc	341.285	6/1/2012	7/24/2013	3,354.83	3,477.69	-122 86
vanguard INTM / fixed inc	319 272	7/2/2012	7/24/2013	3,138 44	3,259.77	-121.33
Aberdeen Fds emrgn mkt	17,349.06	12/5/2011	7/29/2013	250,000 00	234,385.84	15,614.16
First Eagle	1,513 43	2/23/2012	7/29/2013	80,000.00	74,233.84	5,766.16
parametric/eaton vance e	4,056.04	9/5/2008	7/29/2013	190,552.91	166,825.06	23,727 85
parametric/eaton vance e	1,265.37	9/19/2008	7/29/2013	59,447 09	49,653.12	9,793 97
doubleline FDS	45,413 26	6/15/2012	7/29/2013	500,000 00	509,082.66	-9,082 66
First Eagle	6,551.85	2/23/2012	9/9/2013	350,000 00	321,368 39	28,631 61
PIMCO FDS PAC	39,408.87	2/17/2012	9/9/2013	400,000.00	422,463.05	-22,463 05
pimco all asset authority	31,545 34	8/13/2010	9/9/2013	380,436 85	385,484 10	-5,047 25
pimco all asset authority	1,622 15	9/20/2010	9/9/2013	19,563 15	19,903 81	-340 66
Virtus Opportunities	13,187 64	2/23/2012	9/9/2013	350,000.00	317,558.40	32,441.60
doubleline FDS	4,612.55	6/15/2012	9/11/2013	50,000 00	51,706.64	-1,706.64
First Eagle	3,646.97	2/23/2012	11/7/2013	200,000.00	178,884 02	21,115 98
Van Eck Fds Global	4,060.09	5/18/2010	11/7/2013	200,000.00	167,172.58	32,827 42
Virtus Opportunities	370.841	2/23/2012	11/7/2013	10,090 58	8,929 85	1,160.73
Virtus Opportunities	64.677	6/22/2012	11/7/2013	1,759.86	1,477.87	281 99
doubleline FDS	57,021.47	6/15/2012	11/7/2013	625,525.55	639,210.70	-13,685 15
doubleline FDS	553.924	7/3/2012	11/7/2013	6,076 55	6,192.87	-116 32
doubleline FDS	538.697	8/2/2012	11/7/2013	5,909 51	6,065 73	-156 22
doubleline FDS	550.054	9/5/2012	11/7/2013	6,034.09	6,237.61	-203.52
doubleline FDS	506.566	10/2/2012	11/7/2013	5,557.03	5,774.85	-217.82
doubleline FDS	507.719	11/2/2012	11/7/2013	5,569.68	5,772.77	-203.09
parametric/eaton vance e	4,051.04	9/19/2008	11/7/2013	200,000.00	158,962.93	41,037.07
RS Inv Tr GLBL	2,651 11	9/14/2012	11/7/2013	100,000.00	104,718 96	-4,718 96
PIMCO FDS PAC	87,807.88	2/17/2012	11/18/2013	907,055.14	941,300.20	-34,245 06
PIMCO FDS PAC	1,537.36	3/26/2012	11/18/2013	15,880.89	16,280.60	-399.71
PIMCO FDS PAC	930.491	6/25/2012	11/18/2013	9,611.97	9,639.89	-27 92
PIMCO FDS PAC	1,485.68	9/24/2012	11/18/2013	15,347.07	16,580.19	-1,233 12
westwood/advisors inner	35,169.29	2/17/2012	12/16/2013	476,192 13	423,086 51	53,105 62
westwood/advisors inner	419.1	3/30/2012	12/16/2013	5,674.61	5,016.63	657.98
westwood/advisors inner	426.574	6/29/2012	12/16/2013	5,775.81	5,067.70	708.11
westwood/advisors inner	912.662	8/27/2012	12/16/2013	12,357.44	11,234.87	1,122 57
vanguard index growth vi	4,418.00	10/6/2008	3/5/2013	327,013.51	219,814.91	107,198.60
powershares Int'l dividen	4,793.00	3/20/2012	5/28/2013	83,013.31	74,243 57	8,769.74
powershares Int'l dividen	3,857.00	3/21/2012	5/28/2013	66,802.07	59,783.50	7,018.57
market vectors Gold Min	4,120.00	2/17/2012	11/7/2013	99,786.15	223,345.20	-123,559 05
Tortoise MLP Fund	5,316.00	5/24/2012	11/20/2013	139,164.58	123,043.21	16,121.37
Tortoise MLP Fund	9,824.00	6/18/2012	11/20/2013	257,176 97	237,448.37	19,728.60

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
Tortoise MLP Fund	4,232 00	6/19/2012	11/20/2013	110,787 15	102,288 43	8,498 72
market vectors Gold Mine	1,487 00	2/17/2012	12/9/2013	31,033.15	80,610.27	-49,577 12
market vectors Gold Mine	7,216.00	3/28/2012	12/9/2013	150,595.29	352,809.15	-202,213 86
Tortoise MLP Fund	746	8/5/2011	3/11/2013	20,022.41	17,538.46	2,483.95
Vanguard Specialized Di	925	9/28/2010	4/5/2013	60,223.18	45,328.51	14,894 67
Vanguard Specialized Di	4,102.00	9/28/2010	5/28/2013	284,604.52	201,013.59	83,590 93
S&P North Am nataural F	4,960.00	2/21/2012	5/28/2013	202,559.89	208,690 02	-6,130.13
Tortoise MLP Fund	3,080.00	8/5/2011	5/28/2013	90,280.00	72,410 80	17,869 20
Van Eck Fds Global	734.726	10/15/2009	5/28/2013	32,680.61	30,655 72	2,024 89
Van Eck Fds Global	20.506	12/23/2010	5/28/2013	912 11	855.59	56 52
Van Eck Fds Global	27.064	12/23/2011	5/28/2013	1,203 81	1,129.22	74 59
Van Eck Fds Global	5.235	12/23/2011	5/28/2013	232.85	218 43	14 42
Tortoise MLP Fund	6,174.00	8/5/2011	7/24/2013	178,408.82	145,150.74	33,258.08
Tortoise MLP Fund	10,926.00	8/9/2011	7/24/2013	315,726 40	264,307 59	51,418.81
S&P North Am nataural F	4,725.00	2/21/2012	11/7/2013	200,397.46	198,802.49	1,594.97
Tortoise MLP Fund	10,644 00	8/9/2011	11/18/2013	286,467 62	257,485 81	28,981 81
Tortoise MLP Fund	538 648	9/1/2011	11/18/2013	14,496 92	12,943.70	1,553 22
Tortoise MLP Fund	539.724	12/7/2011	11/18/2013	14,525.87	13,244.82	1,281 05
Tortoise MLP Fund	509.359	3/8/2012	11/18/2013	13,708.65	13,467.45	241 20
Tortoise MLP Fund	580.049	6/1/2012	11/18/2013	15,611.17	13,677.56	1,933.61
Tortoise MLP Fund	14,590 00	6/15/2012	11/18/2013	392,668 42	364,049.68	28,618 74
Tortoise MLP Fund	8,610.00	6/18/2012	11/18/2013	231,725.50	215,039.92	16,685 58
Tortoise MLP Fund	951.638	9/4/2012	11/18/2013	25,611.94	23,629.18	1,982 76
market vectors Gold Mine	3,063.00	3/28/2012	11/26/2013	67,167.04	150,001.24	-82,834.20
Paulson & Co	5,000.00	7/21/2011	3/26/2013	235,902.71	500,000.00	-264,097.29
Marathon Liquidating		7/1/2006	1/3/2013	21,896 97	0 00	21,896 97
Marathon Liquidating		7/1/2006	5/3/2013	13,406 31	0.00	13,406 31
Marathon Liquidating		7/1/2006	7/3/2013	25,918.86	0.00	25,918 86
TOTAL LONG TERM				14,153,765.83	13,970,441 52	183,324 31
OVERALL TOTAL				22,690,740 96	22,408,046 13	282,694 83