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OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private FoundationDepartment of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation TWILIGHT & MARC FREEDMAN FOUNDATION			A Employer identification number 76-0683871	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31			B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name			Foreign province/state/county	
Foreign postal code				
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,058,229 (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 <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	243,928			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,901	30,901		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	366,169			
	b Gross sales price for all assets on line 6a 754,192				
	7 Capital gain net income (from Part IV, line 2)		366,169		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	640,998	397,070	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	16,776	10,065		6,710
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,059	112		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	17,835	10,177	0	6,710
	25 Contributions, gifts, grants paid	247,500			247,500
	26 Total expenses and disbursements. Add lines 24 and 25	265,335	10,177	0	254,210
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	375,663				
b Net investment income (if negative, enter -0-)		386,893			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2013)

HTA

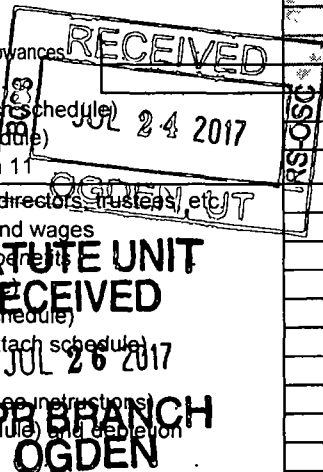
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Form 990-PF (2013) TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871

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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	6,885	214	212	
	2	Savings and temporary cash investments	61,688	61,364	61,364	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	1,307,539	1,453,271	1,996,653	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,376,112	1,514,849	2,058,229		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,376,112	1,514,849		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	1,376,112	1,514,849			
31	Total liabilities and net assets/fund balances (see instructions)	1,376,112	1,514,849			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,376,112
2	Enter amount from Part I, line 27a	2	375,663
3	Other increases not included in line 2 (itemize) ▶ GAIN ON PY SALES SETTLES IN CY	3	2,481
4	Add lines 1, 2, and 3	4	1,754,256
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	239,407
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,514,849

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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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	366,169
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	0

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

☐ Yes ☒ No**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	200,705	1,514,914	0.132486
2011	197,874	1,650,228	0.119907
2010	184,546	1,247,599	0.147921
2009	172,891	1,107,337	0.156132
2008	163,633	1,381,071	0.118483

2 Total of line 1, column (d)	2	0.674929
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	0.134986
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,774,836
5 Multiply line 4 by line 3	5	239,578
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,869
7 Add lines 5 and 6	7	243,447
8 Enter qualifying distributions from Part XII, line 4 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	8	254,210

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,869
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	3,869
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,869
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,986
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	883
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,869
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/></p> <p>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 <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 40px;"></td> <td style="width: 33%; height: 40px;"></td> <td style="width: 33%; height: 40px;"></td> </tr> <tr> <td style="text-align: center;">5b</td> <td style="text-align: center;">N/A</td> <td></td> </tr> <tr> <td style="text-align: center;">6b</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td style="text-align: center;">7b</td> <td style="text-align: center;">N/A</td> <td></td> </tr> </table>				5b	N/A		6b		X	7b	N/A	
5b	N/A												
6b		X											
7b	N/A												

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
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

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

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

Total number of other employees paid over \$50,000	▶	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
.....	
2	
.....	
3	
.....	
4	
.....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
.....	
2	
.....	
All other program-related investments See instructions	
3 NONE	
.....	
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	1,731,981
b	Average of monthly cash balances	1b	69,883
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,801,864
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,801,864
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	27,028
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,774,836
6	Minimum investment return. Enter 5% of line 5	6	88,742

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	88,742
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,869
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,869
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,873
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	84,873
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	84,873

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	254,210
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	254,210
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	3,869
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	250,341

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				84,873
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	94,863			
b From 2009	120,222			
c From 2010	125,572			
d From 2011	120,388			
e From 2012	130,931			
f Total of lines 3a through e	591,976			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 254,210				
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				84,873
e Remaining amount distributed out of corpus	169,337			
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	761,313			
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				
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)	94,863			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	666,450			
10 Analysis of line 9				
a Excess from 2009	120,222			
b Excess from 2010	125,572			
c Excess from 2011	120,388			
d Excess from 2012	130,931			
e Excess from 2013	169,337			

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

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

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

	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

MARC FREEDMAN

TWILIGHT FREEDMAN

- 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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	247,500
b Approved for future payment NONE				
Total			▶ 3b	0

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

- | | | |
|---|--|----|
| 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 |
| | (2) Other assets | 1a |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONALD J ROMAN

Preparer's signature

2025

Date	
------	--

7/16/2014

Check ☒ if self-employed

PTIN

P00364310

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no	412-355-6000
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Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2013▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

TWILIGHT & MARC FREEDMAN FOUNDATION

Employer identification number

76-0683871

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 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).

Name of organization TWILIGHT & MARC FREEDMAN FOUNDATION	Employer identification number 76-0683871
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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	625 SHARES OF SYSCO STOCK	\$ 21,563	2/3/2004
1	45 SHARES OF NUVEEN STOCK	\$ 890	4/23/2008
1	41 SHARES OF PRUDENTIAL STOCK	\$ 2,351	7/27/2012
1	5000 SHARES OF SYSCO STOCK	\$ 167,750	2/13/2004
1	750 SHARE OF SYSCO STOCK	\$ 25,354	2/13/2004
1	39 SHARES OF HANCOCK STOCK	\$ 698	12/31/2009

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Page 4

Name of organization TWILIGHT & MARC FREEDMAN FOUNDATION	Employer identification number 76-0683871
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$0
 Use duplicate copies of Part III if additional space is needed

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

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 1 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year**Name**

INSTITUTE FOR HUMAN UNDERSTANDING

Street

636 N VIEW DR

City

ROCHESTER

State

VT

Zip Code

05767

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

SHRINER'S HOSPITAL FOR CHILDREN

Street

PO BOX 31356

City

TAMPA

State

FL

Zip Code

33631

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,000

Name

US FUND FOR UNICEF

Street

125 MAIDEN LANE

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

MARCH OF DIMES

Street

1275 MAMARONECK AVE

City

WHITE PLAINS

State

NY

Zip Code

10605

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,000

Name

AUTISM SPEAKS

Street

1 EAST 33RD STREET 4TH FLOOR

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

JUVENILE DIABETES RESEARCH FOUNDATION

Street

26 BROADWAY 14TH FLOOR

City

NEW YORK

State

NY

Zip Code

10004

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 2 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HADASSAH HOUSTON CHAPTER

Street

4654 BEECHNUT STREET

City

HOUSTON

State

TX

Zip Code

77096

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

COOPERATIVE FOR EDUCATION

Street

2300 MONTANA AVE STE 301

City

CINCINNATI

State

OH

Zip Code

45211

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

HABITAT FOR HUMANITY INTERNATIONAL INC

Street

121 HABITAT ST

City

AMERICUS

State

GA

Zip Code

31709

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

LATIN AMERICAN YOUTH CENTER

Street

1419 COLUMBIA RD NW

City

WASHINGTON

State

DC

Zip Code

20009

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

AMERICAN NATIONAL RED CROSS

Street

2025 E ST

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

26,000

Name

ST JUDE CHILDREN'S RESEARCH HOSPITAL

Street

501 ST JUDE PLACE

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 3 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year**Name**

ONE FUND BOSTON INC

Street

18 TREMONT ST STE 330

City

BOSTON

State

MA

Zip Code

02108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

UNIVERSITY OF TEXAS FDN

Street

PO BOX 250

City

AUSTIN

State

TX

Zip Code

78767

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

BROOKWOOD COMMUNITY

Street

1752 FM 1489 ROAD

City

BROOKSHIRE

State

TX

Zip Code

77423

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

ALS ASSOCIATION

Street

8600 WURZBACH RD STE 7000

City

SAN ANTONIO

State

TX

Zip Code

78240

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

HOUSTON READ COMMISSION

Street

2401 PORTSMOUTH #230

City

HOUSTON

State

TX

Zip Code

77098

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

UNITED WAY HOUSTON

Street

PO BOX 3247

City

HOUSTON

State

TX

Zip Code

77253 3247

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

35,000

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 4 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

RONALD MCDONALD HOUSE

Street

402 MAIN STREET

City

HOUSTON

State

TX

Zip Code

77002

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,000

Name

HOPE STONE, INC

Street

1210 WEST CLAY SUITE 26

City

HOUSTON

State

TX

Zip Code

77019

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

FAIR HAVEN UNITED METHODIST CHURCH

Street

1330 GESSNER DR

City

HOUSTON

State

TX

Zip Code

77055

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Short Term CG Distributions										Amount	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses			Net Gain or Loss							
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments								
Totals															754,192	0	388,023	366,169			
Capital Gains/Losses															0	0	0	0			
Other sales															0	0	0	0			
1	VERIZON COMMUNICATIONS CO	92343V104			2/13/2012		4/25/2013	8,124	5,891					2,233							
2	VERIZON COMMUNICATIONS CO	92343V104			2/14/2012		4/25/2013	633	456					177							
3	VERIZON COMMUNICATIONS CO	92343V104			9/14/2009		5/1/2013	1,432	790					642							
4	VERIZON COMMUNICATIONS CO	92343V104			12/2/2009		5/1/2013	9,088	5,282					3,786							
5	VERIZON COMMUNICATIONS CO	92343V104			12/2/2009		5/2/2013	210	124					86							
6	VERIZON COMMUNICATIONS CO	92343V104			2/14/2012		5/2/2013	3,725	2,698					1,027							
7	VERIZON COMMUNICATIONS CO	92343V104			5/7/2012		5/2/2013	4,197	3,245					952							
8	VERIZON COMMUNICATIONS CO	92343V104			5/8/2012		5/2/2013	7,502	5,616					1,886							
9	WESTN DIGITAL CORP DEL	958102105			9/14/2009		1/14/2013	14,342	11,456					2,886							
10	WESTN DIGITAL CORP DEL	958102105			12/2/2009		1/15/2013	11,195	9,904					1,291							
11	ALLEGION PLC SHS	G0176J109			11/14/2012		12/10/2013	927	618					309							
12	ALLEGION PLC SHS	G0176J109			11/13/2012		12/10/2013	2,443	1,644					799							
13	ALLEGION PLC SHS	G0176J109			11/14/2012		12/11/2013	1,523	1,011					512							
14	WESTN DIGITAL CORP DEL	958102105			12/2/2009		1/14/2013	618	550					68							
15	ALLEGION PLC SHS	G0176J109			11/15/2012		12/11/2013	2,411	1,588					823							
16	ACTIVISION BLIZZARD INC	00507V109			8/16/2011		8/8/2013	4,904	3,054					1,850							
17	ACTIVISION BLIZZARD INC	00507V109			8/15/2011		8/8/2013	6,192	3,870					2,322							
18	ACTIVISION BLIZZARD INC	00507V109			8/16/2011		8/9/2013	8,797	5,603					3,194							
19	ACTIVISION BLIZZARD INC	00507V109			6/27/2012		8/9/2013	873	458					215							
20	ALTERA CORP COM	021441100			11/8/2010		1/14/2013	8,273	8,089					184							
21	ALTERA CORP COM	021441100			11/9/2010		1/15/2013	2,156	2,126					30							
22	ALTERA CORP COM	021441100			1/16/2010		1/15/2013	3,422	3,385					37							
23	AMGEN INC COM PV \$0.001	031162100			10/18/2010		1/14/2013	1,303	858					445							
24	AMGEN INC COM PV \$0.001	031162100			12/2/2009		1/14/2013	2,258	1,503					755							
25	AMGEN INC COM PV \$0.001	031162100			10/19/2010		1/14/2013	3,648	2,422					1,226							
26	APPLE INC	037833100			5/5/2010		8/8/2013	3,895	2,033					1,862							
27	APPLE INC	037833100			5/4/2010		8/8/2013	8,313	4,688					3,625							
28	APPLE INC	037833100			5/3/2010		8/8/2013	7,851	4,524					3,327							
29	CST BRANDS INC SHS	12846R105			11/30/2011		5/13/2013	28	16					12							
30	CST BRANDS INC SHS	12846R105			11/30/2011		5/15/2013	98	53					45							
31	CST BRANDS INC SHS	12846R105			11/14/2011		5/15/2013	1,077	600					477							
32	CST BRANDS INC SHS	12846R105			11/15/2011		5/15/2013	718	405					313							
33	CST BRANDS INC SHS	12846R105			11/29/2011		5/15/2013	1,142	555					587							
34	CAPITAL ONE FINL	14040H105			4/6/2010		4/29/2013	20,005	15,088					4,919							
35	CAPITAL ONE FINL	14040H105			6/27/2012		4/29/2013	459	426					33							
36	CHEVRON CORP	168764100			6/25/2007		1/14/2013	1,010	747					263							
37	CHEVRON CORP	168764100			12/2/2009		1/14/2013	7,852	5,534					2,318							
38	CHEVRON CORP	168764100			1/4/2008		1/14/2013	337	281					56							
39	CHEVRON CORP	168764100			6/27/2012		10/10/2013	923	820					103							
40	CHEVRON CORP	168764100			12/2/2009		10/10/2013	14,542	9,992					4,550							
41	DISCOVER FINL SVCS	254709108			5/23/2011		1/14/2013	5,128	3,177					1,951							
42	DISCOVER FINL SVCS	254709108			5/16/2011		1/14/2013	7,156	4,521					2,635							
43	EXXON MOBIL CORP COM	30231G102			9/14/2009		8/8/2013	18,317	14,024					4,293							
44	EXXON MOBIL CORP COM	30231G102			12/2/2009		8/8/2013	4,854	4,041					813							
45	FOREST LABS INC	345838106			9/14/2009		12/9/2013	2,582	2,075					507							
46	FOREST LABS INC	345838106			9/14/2009		12/9/2013	2,582	2,075					507							
47	FOREST LABS INC	345838106			9/14/2009		1/31/2013	2,584	2,075					509							
48	FOREST LABS INC	345838106			9/14/2009		2/1/2013	2,584	2,075					509							
49	FOREST LABS INC	345838106			9/14/2009		2/1/2013	2,559	2,075					484							
50	FOREST LABS INC	345838106			9/14/2009		2/1/2013	2,673	2,163					510							
51	FOREST LABS INC	345838106			9/14/2009		2/6/2013	2,555	2,075					460							
52	FOREST LABS INC	345838106			12/2/2009		2/1/2013	1,241	1,112					129							
53	GOLDMAN SACHS GROUP INC	38141G104			9/25/2012		10/10/2013	11,447	8,474					2,973							
54	GOLDMAN SACHS GROUP INC	38141G104			9/24/2012		10/10/2013	6,429	4,783					1,646							
55	HANCOCK PREF INCOME 3	41021P103			12/31/2009		8/8/2013	613	588					24							
56	INTL BUSINESS MACHINES	459200101			2/2/2013		8/8/2013	3,574	3,812					-239							
57	INTL BUSINESS MACHINES	459200101			2/22/2013		8/8/2013	10,533	11,212					-679							
58	INTL BUSINESS MACHINES	459200101			2/21/2013		8/8/2013	2,089	2,186					-117							
59	KLA TENCOR CORP PV\$0.001	482480100			1/14/2013		10/10/2013	7,402	6,874					528							
60	KLA TENCOR CORP PV\$0.001	482480100			8/28/2012		5/23/2013	3,453	3,238					214							
61	KLA TENCOR CORP PV\$0.001	482480100			8/28/2012		5/24/2013	2,403	2,282					141							
62	KLA TENCOR CORP PV\$0.001	482480100			8/29/2012		5/24/2013	1,147	1,097					50							
63	KLA TENCOR CORP PV\$0.001	482480100			8/29/2012		5/28/2013	1,813	1,515					98							
64	KLA TENCOR CORP PV\$0.001	482480100			8/30/2012		5/28/2013	1,947	1,792					155							
65	KLA TENCOR CORP PV\$0.001	482480100			8/30/2012		5/29/2013	788	834					66							
66	KLA TENCOR CORP PV\$0.001	482480100			8/31/2012		5/29/2013	2,780	2,569					211							
67	KLA TENCOR CORP PV\$0.001	482480100			9/4/2012		5/30/2013	2,868	2,644					224							
68	L BRANDS INC	501797104			6/1/2010		4/29/2013	701	356					345							

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount			
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments
Short Term CG Distributions										Capital Gains/Losses		Other sales	
										Gross Sales	Cost, Other Basis and Expenses	388,023	0
										754,192	0	0	0
										366,169	0	0	0
69	X	L BRANDS INC	507797104		6/2/2010		4/29/2013	9,007	4,607		0	4,400	
70	X	L BRANDS INC	507797104		6/2/2010		4/30/2013	4,990	2,559		0	2,431	
71	X	MARATHON OIL CORP	565849106		12/2/2009		1/14/2013	1,695	1,043		0	652	
72	X	INTL PAPER CO	460148103		12/17/2012		10/10/2013	8,716	7,591		0	1,125	
73	X	MARATHON OIL CORP	565849106		9/14/2009		1/14/2013	7,198	4,413		0	2,785	
74	X	MARATHON OIL CORP	565849106		12/2/2009		1/15/2013	3,095	1,908		0	1,177	
75	X	MARATHON OIL CORP	565849106		8/22/2011		1/15/2013	5,597	4,507		0	1,090	
76	X	MICROSOFT CORP	594918104		3/23/2009		8/8/2013	1,353	747		0	606	
77	X	MICROSOFT CORP	594918104		4/1/2009		8/8/2013	2,867	1,708		0	1,159	
78	X	MICROSOFT CORP	594918104		5/6/2009		8/8/2013	2,126	1,313		0	813	
79	X	MICROSOFT CORP	594918104		11/10/2009		8/8/2013	2,802	2,537		0	265	
80	X	MICROSOFT CORP	594918104		3/28/2009		8/8/2013	1,675	865		0	710	
81	X	NRG ENERGY INC	629377508		9/14/2009		1/14/2013	10,006	11,834		0	-1,828	
82	X	NRG ENERGY INC	629377508		12/2/2009		1/14/2013	3,072	3,311		0	-239	
83	X	NRG ENERGY INC	629377508		12/2/2009		1/15/2013	3,119	3,336		0	-217	
84	X	NEW NEWS CORP LLC SHS	652498109		10/4/2012		7/16/2013	12	9		0	3	
85	X	NEW NEWS CORP LLC SHS	652498109		8/30/2010		7/18/2013	2,756	1,026		0	1,730	
86	X	NEW NEWS CORP LLC SHS	652498109		8/31/2010		7/18/2013	1,518	566		0	952	
87	X	NEW NEWS CORP LLC SHS	652498109		10/4/2012		7/18/2013	1,580	1,172		0	408	
88	X	NIKE INC CL B	654108103		12/11/2012		9/18/2013	4,966	3,624		0	1,362	
89	X	NIKE INC CL B	654108103		12/11/2012		9/19/2013	7,409	5,262		0	2,147	
90	X	NIKE INC CL B	654108103		12/11/2012		9/20/2013	1,033	745		0	288	
91	X	NIKE INC CL B	654108103		12/12/2012		9/20/2013	4,409	3,186		0	1,223	
92	X	NIKE INC CL B	654108103		12/12/2012		9/23/2013	9,498	6,870		0	2,628	
93	X	NUVEEN ENERGY MLP TOTAL	670740103		4/23/2008		4/10/2013	928	619		0	309	
94	X	PRUDENTIAL FINANCIAL INC	744320102		7/27/2012		4/10/2013	2,375	2,307		0	88	
95	X	RAYTHEON CO DELAWARE N	755111507		9/14/2009		10/21/2013	7,145	4,393		0	2,752	
96	X	RAYTHEON CO DELAWARE N	755111507		9/14/2009		10/22/2013	9,309	5,688		0	3,621	
97	X	RAYTHEON CO DELAWARE N	755111507		9/14/2009		10/23/2013	8,600	5,179		0	3,421	
98	X	RAYTHEON CO DELAWARE N	755111507		12/2/2009		10/23/2013	3,071	2,082		0	989	
99	X	ROSS STORES INC COM	778296103		12/2/2009		2/26/2013	1,188	472		0	716	
100	X	SYSCO CORPORATION	871829107		2/13/2004		12/4/2013	187,151	900		0	186,251	
101	X	SYSCO CORPORATION	871829107		2/13/2004		4/10/2013	21,677	150		0	21,527	
102	X	SYSCO CORPORATION	871829107		2/13/2004		8/17/2013	25,100	130		0	24,970	
103	X	SYSCO CORPORATION	871829107		2/13/2004		11/22/2013	25,384	135		0	25,249	
104	X	TIME WARNER CABLE INC	887321207		9/17/2012		6/4/2013	4,268	4,153		0	115	
105	X	TIME WARNER CABLE INC	887321207		9/17/2012		6/4/2013	1,620	1,569		0	51	
106	X	TIME WARNER CABLE INC	887321207		9/18/2012		6/4/2013	2,668	2,593		0	75	
107	X	TIME WARNER CABLE INC	887321207		9/18/2012		6/5/2013	3,273	3,241		0	32	
108	X	TIME WARNER CABLE INC	887321207		9/19/2012		6/5/2013	842	837		0	5	
109	X	TIME WARNER CABLE INC	887321207		9/19/2012		6/6/2013	2,442	2,418		0	24	
110	X	TIME WARNER CABLE INC	887321207		9/20/2012		6/6/2013	1,785	1,775		0	10	
111	X	TIME WARNER CABLE INC	887321207		9/20/2012		8/5/2013	935	747		0	188	
112	X	TIME WARNER CABLE INC	887321207		9/24/2012		8/5/2013	7,130	5,860		0	1,270	
113	X	TIME WARNER CABLE INC	887321207		9/25/2012		8/5/2013	2,688	2,202		0	486	
114	X	TIME WARNER CABLE INC	887321207		10/4/2012		8/5/2013	9,234	7,852		0	1,382	
115	X	TIME WARNER CABLE INC	887321207		10/4/2012		8/6/2013	800	696		0	104	
116	X	TIME WARNER CABLE INC	887321207		2/26/2013		8/6/2013	686	516		0	170	
117	X	TWENTY-FIRST CENTURY	90130A101		10/4/2012		10/10/2013	13,396	9,108		0	4,288	
118	X	TWENTY-FIRST CENTURY	90130A101		8/31/2010		10/10/2013	3,944	1,344		0	2,600	
119	X	UNITEDHEALTH GROUP INC	91324P102		12/13/2010		2/20/2013	8,064	5,395		0	2,669	
120	X	UNITEDHEALTH GROUP INC	91324P102		12/14/2010		2/20/2013	7,953	5,266		0	2,687	
121	X	UNITEDHEALTH GROUP INC	91324P102		12/14/2010		2/21/2013	2,042	1,363		0	679	
122	X	UNITEDHEALTH GROUP INC	91324P102		1/3/2011		2/21/2013	6,458	4,339		0	2,119	
123	X	UNITEDHEALTH GROUP INC	91324P102		1/3/2011		2/22/2013	8,893	6,044		0	2,849	

Part I, Line 16c (990-PF) - Other Professional Fees

		16,776	10,065	0	6,710
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MLTC FEEAS AS AGENT	16,776	10,065		6,710

Part I, Line 18 (990-PF) - Taxes

		1,059	112	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	112	112		
2	ESTIMATED EXCISE PAYMENTS	947			

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	GAIN ON PY SALES SETTLES IN CY	1	2,481
2	Total	2	2,481

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	459
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	238,948
3	Total	3	239,407

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions													Amount	
Short Term CG Distributions													Amount	
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1	VERIZON COMMUNICATIONS COM	92343V104		2/13/2012	4/23/2013	8,124			5,891	2,233				366,169
2	VERIZON COMMUNICATIONS COM	92343V104		2/14/2012	4/23/2013	633			456	177				2,233
3	VERIZON COMMUNICATIONS COM	92343V104		9/14/2009	5/1/2013	1,432			790	642				3,785
4	VERIZON COMMUNICATIONS COM	92343V104		12/22/2009	5/1/2013	9,068			5,282	3,786				1,027
5	VERIZON COMMUNICATIONS COM	92343V104		12/22/2009	5/2/2013	210			124	86				1,686
6	VERIZON COMMUNICATIONS COM	92343V104		2/14/2012	5/2/2013	3,725			2,698	1,027				1,686
7	VERIZON COMMUNICATIONS COM	92343V104		5/7/2012	5/2/2013	4,197			3,245	952				2,886
8	VERIZON COMMUNICATIONS COM	92343V104		5/6/2012	5/2/2013	7,502			5,816	1,686				1,291
9	WEST DIGITAL CORP DEL	955102105		9/14/2009	1/14/2013	14,342			11,456	2,886				309
10	WEST DIGITAL CORP DEL	955102105		12/22/2009	1/15/2013	11,195			9,904	1,291				799
11	ALLEGION PLC SHS	60176L109		1/14/2012	12/10/2013	2,443			1,644	799				512
12	ALLEGION PLC SHS	60176L109		1/14/2012	12/10/2013	1,523			1,011	512				68
13	ALLEGION PLC SHS	60176L109		1/14/2012	12/10/2013	618			550	68				823
14	WEST DIGITAL CORP DEL	955102105		1/15/2012	12/10/2013	2,411			1,568	823				1,850
15	ALLEGION PLC SHS	60176L109		8/16/2011	8/8/2013	4,904			3,054	1,850				2,322
16	ACTIVISION BUZZARD INC	00507V109		8/15/2011	8/8/2013	6,192			3,870	2,322				3,194
17	ACTIVISION BUZZARD INC	00507V109		8/16/2011	8/9/2013	8,797			5,803	2,994				215
18	ACTIVISION BUZZARD INC	00507V109		8/27/2012	8/9/2013	673			458	215				184
19	ACTIVISION BUZZARD INC	00507V109		1/18/2010	1/14/2013	8,273			8,089	184				443
20	ALTERA CORP COM	021441100		1/18/2010	1/15/2013	2,156			2,126	30				755
21	ALTERA CORP COM	021441100		5/3/2010	8/8/2013	7,851			3,385	4,466				1,226
22	ALTERA CORP COM	021441100		1/18/2010	1/15/2013	3,422			858	2,564				1,662
23	AMGEN INC COM PV \$0.001	031162100		10/18/2010	1/14/2013	1,303			1,503	2,199				3,645
24	AMGEN INC COM PV \$0.001	031162100		12/22/2009	1/14/2013	2,558			2,422	1,336				3,327
25	AMGEN INC COM PV \$0.001	031162100		10/19/2010	1/14/2013	3,648			2,033	1,615				12
26	APPLE INC	037833100		5/5/2010	8/8/2013	3,695			2,033	1,662				45
27	APPLE INC	037833100		5/4/2010	8/8/2013	8,313			4,668	3,645				1951
28	APPLE INC	037833100		5/3/2010	8/8/2013	7,851			4,524	3,327				2,635
29	CST BRANDS INC SHS	12846R105		1/13/2011	5/13/2013	28			16	12				813
30	CST BRANDS INC SHS	12846R105		1/13/2011	5/15/2013	98			53	45				450
31	CST BRANDS INC SHS	12846R105		1/14/2011	5/15/2013	1,077			600	477				567
32	CST BRANDS INC SHS	12846R105		1/14/2011	5/15/2013	718			405	313				4,919
33	CST BRANDS INC SHS	12846R105		1/12/2011	5/15/2013	1,142			555	587				33
34	CAPITAL ONE FINL	14040H105		4/8/2010	4/29/2013	20,005			15,066	4,939				213
35	CAPITAL ONE FINL	14040H105		6/27/2012	4/29/2013	459			426	33				56
36	CHEVRON CORP	16676L100		6/25/2007	1/14/2013	747			534	213				103
37	CHEVRON CORP	16676L100		12/22/2009	1/14/2013	7,852			820	7,032				4,500
38	CHEVRON CORP	16676L100		1/4/2008	1/14/2013	923			992	1,069				1,951
39	CHEVRON CORP	16676L100		6/27/2012	10/10/2013	14,542			14,024	518				2,635
40	CHEVRON CORP	16676L100		12/22/2009	10/10/2013	923			992	1,069				4,293
41	DISCOVER FINL SVCS	254709108		5/23/2011	1/14/2013	5,128			3,177	1,951				813
42	DISCOVER FINL SVCS	254709108		5/16/2011	1/14/2013	7,156			4,521	2,635				507
43	EXXON MOBIL CORP COM	30231G102		1/14/2009	8/8/2013	18,317			14,024	4,293				509
44	EXXON MOBIL CORP COM	30231G102		12/22/2009	8/8/2013	4,854			4,041	813				509
45	FOREST LABS INC	345533106		9/14/2009	1/29/2013	2,582			2,075	507				484
46	FOREST LABS INC	345533106		9/14/2009	1/30/2013	2,582			2,075	509				510
47	FOREST LABS INC	345533106		9/14/2009	1/31/2013	2,584			2,075	509				460
48	FOREST LABS INC	345533106		9/14/2009	2/1/2013	2,584			2,075	509				129
49	FOREST LABS INC	345533106		9/14/2009	2/4/2013	2,559			2,075	484				2,973
50	FOREST LABS INC	345533106		9/14/2009	2/5/2013	2,673			2,163	510				1,846
51	FOREST LABS INC	345533106		9/14/2009	2/6/2013	2,535			2,075	460				2,973
52	FOREST LABS INC	345533106		12/22/2009	2/7/2013	1,241			1,112	129				1,846
53	GOLDMAN SACHS GROUP INC	38141G104		9/25/2012	10/10/2013	6,429			8,474	2,045				24
54	GOLDMAN SACHS GROUP INC	38141G104		9/24/2012	10/10/2013	6,429			8,474	2,045				238
55	J HANCOCK PREF INCOME 3	41021P103		12/31/2009	8/1/2013	613			589	24				117
56	JNTL BUSINESS MACHINES	459200101		2/20/2013	8/8/2013	3,574			3,812	238				528
57	JNTL BUSINESS MACHINES	459200101		2/22/2013	8/8/2013	10,533			11,212	679				214
58	JNTL BUSINESS MACHINES	459200101		2/21/2013	8/8/2013	2,069			2,186	117				141
59	JNTL PAPER CO	460146103		1/14/2013	10/10/2013	7,402			6,874	528				50
60	KLA TENCOR CORP PV\$0.001	482480100		8/28/2012	5/23/2013	3,453			3,239	214				98
61	KLA TENCOR CORP PV\$0.001	482480100		8/28/2012	5/24/2013	2,403			2,262	141				155
62	KLA TENCOR CORP PV\$0.001	482480100		8/29/2012	5/24/2013	1,147			1,097	50				66
63	KLA TENCOR CORP PV\$0.001	482480100		8/29/2012	5/28/2013	1,613			1,515	98				211
64	KLA TENCOR CORP PV\$0.001	482480100		8/30/2012	5/28/2013	1,947			1,792	155				224
65	KLA TENCOR CORP PV\$0.001	482480100		8/30/2012	5/29/2013	834			768	66				345
66	KLA TENCOR CORP PV\$0.001	482480100		8/31/2012	5/29/2013	2,780			2,569	211				4,400
67	KLA TENCOR CORP PV\$0.001	482480100		9/4/2012	5/30/2013	2,868			2,644	224				2,431
68	L BRANDS INC	501391104		6/1/2010	4/29/2013	701			356	345				652
69	L BRANDS INC	501391104		6/2/2010	4/29/2013	9,007			4,607	4,400				1,125
70	L BRANDS INC	501391104		6/2/2010	4/30/2013	4,990			2,559	2,431				2,785
71	MARATHON OIL CORP	565849106		12/22/2009	1/14/2013	1,695			1,043	652				1,177
72	INTL PAPER CO	460146103		12/17/2012	10/10/2013	8,716			7,591	1,125				1,090
73	MARATHON OIL CORP	565849106		9/14/2009	1/14/2013	7,198			4,413	2,785				606
74	MARATHON OIL CORP	565849106		12/22/2009	1/15/2013	3,085			1,908	1,177				1,159
75	MARATHON OIL CORP	565849106		6/22/2011	1/15/2013	5,597			4,507	1,090				813
76	MICROSOFT CORP	594918104		3/23/2011	8/8/2013	1,353			747	606				265
77	MICROSOFT CORP	594918104		4/1/2009	8/8/2013	2,867			1,708	1,161				710
78	MICROSOFT CORP	594918104		5/6/2009	8/8/2013	2,126			1,313	813				1,828
79	MICROSOFT CORP	594918104		11/10/2009	8/8/2013	2,802			2,537	265				239
80	MICROSOFT CORP	594918104		3/26/2009	8/8/2013	1,675			965	710				217
81	NRG ENERGY INC	629377508		9/14/2009	1/14/2013	10,066			11,834	1,768				3
82	NRG ENERGY INC	629377508		12/22/2009	1/14/2013	3,072			3,311	239				9
83	NRG ENERGY INC	629377508		12/22/2009	1/15/2013	3,119			3,336	217				0
84	NEW NEWS CORP LLC SHS	65248B109		10/4/2012	7/16/2013	12			9	3				0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions													Amount	
Short Term CG Distributions													0	0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses	
85 NEW NEWS CORP LLC SHS	85249B109		8/30/2010	7/16/2013	2,756			1,026	1,730	0	0	0	366,169	
86 NEW NEWS CORP LLC SHS	85249B109		8/30/2010	7/16/2013	566			0	952	0	0	0	1,730	
87 NEW NEWS CORP LLC SHS	85249B109		10/4/2012	7/16/2013	580			1,172	408	0	0	0	952	
88 NIKE INC CL B	654106103		12/17/2012	9/16/2013	4,986			0	1,362	0	0	0	408	
89 NIKE INC CL B	654106103		12/17/2012	9/16/2013	7,409			5,262	2,147	0	0	0	1,362	
90 NIKE INC CL B	654106103		12/17/2012	9/20/2013	1,033			0	288	0	0	0	2,147	
91 NIKE INC CL B	654106103		12/17/2012	9/20/2013	4,409			0	1,223	0	0	0	288	
92 NIKE INC CL B	654106103		12/17/2012	9/23/2013	9,498			6,870	2,628	0	0	0	1,223	
93 NUVEEN ENERGY MLP TOTAL	97074J103		4/23/2008	4/10/2013	928			0	369	0	0	0	2,628	
94 PRUDENTIAL FINANCIAL INC	744320102		7/27/2012	4/10/2013	3,375			0	309	0	0	0	369	
95 RAYTHEON CO DELAWARE NEW	735111507		9/14/2009	10/27/2013	9,145			2,307	2,752	0	0	0	309	
96 RAYTHEON CO DELAWARE NEW	735111507		9/14/2009	10/27/2013	9,308			4,838	3,621	0	0	0	2,752	
97 RAYTHEON CO DELAWARE NEW	735111507		9/14/2009	10/23/2013	8,600			3,576	3,421	0	0	0	3,621	
98 RAYTHEON CO DELAWARE NEW	735111507		12/22/2009	10/23/2013	3,071			2,093	969	0	0	0	3,421	
99 ROSS STORES INC COM	78298103		12/22/2009	2/26/2013	181			0	716	0	0	0	969	
100 SYSCO CORPORATION	871829107		2/13/2004	2/16/2013	167,180			0	166,251	0	0	0	716	
101 SYSCO CORPORATION	871829107		2/13/2004	2/16/2013	21,571			0	21,527	0	0	0	166,251	
102 SYSCO CORPORATION	871829107		2/13/2004	2/16/2013	24,700			0	24,970	0	0	0	21,527	
103 SYSCO CORPORATION	871829107		2/13/2004	2/16/2013	25,334			135	25,249	0	0	0	24,970	
104 TIME WARNER CABLE INC	887321207		9/17/2012	6/6/2013	2,358			0	115	0	0	0	25,249	
105 TIME WARNER CABLE INC	887321207		9/17/2012	6/6/2013	1,620			0	51	0	0	0	115	
106 TIME WARNER CABLE INC	887321207		9/17/2012	6/6/2013	2,668			0	75	0	0	0	51	
107 TIME WARNER CABLE INC	887321207		9/18/2012	6/5/2013	3,241			0	32	0	0	0	75	
108 TIME WARNER CABLE INC	887321207		9/19/2012	6/5/2013	842			0	5	0	0	0	32	
109 TIME WARNER CABLE INC	887321207		9/19/2012	6/6/2013	2,442			0	24	0	0	0	5	
110 TIME WARNER CABLE INC	887321207		9/20/2012	6/6/2013	1,785			0	10	0	0	0	24	
111 TIME WARNER CABLE INC	887321207		9/20/2012	6/6/2013	935			0	188	0	0	0	10	
112 TIME WARNER CABLE INC	887321207		9/24/2012	6/5/2013	2,130			0	1,270	0	0	0	188	
113 TIME WARNER CABLE INC	887321207		9/25/2012	6/5/2013	2,688			2,202	486	0	0	0	1,270	
114 TIME WARNER CABLE INC	887321207		10/4/2012	6/5/2013	9,234			7,652	1,382	0	0	0	486	
115 TIME WARNER CABLE INC	887321207		10/4/2012	6/6/2013	800			0	104	0	0	0	1,382	
116 TIME WARNER CABLE INC	887321207		2/26/2013	6/6/2013	666			516	170	0	0	0	104	
117 TWENTY-FIRST CENTURY	90130A101		10/4/2012	10/10/2013	13,396			9,108	4,288	0	0	0	170	
118 TWENTY-FIRST CENTURY	90130A101		8/31/2010	10/10/2013	3,944			0	2,600	0	0	0	4,288	
119 UNITEDHEALTH GROUP INC	91324P102		12/13/2010	2/20/2013	8,064			5,395	2,669	0	0	0	2,600	
120 UNITEDHEALTH GROUP INC	91324P102		12/14/2010	2/20/2013	7,953			5,266	2,687	0	0	0	2,669	
121 UNITEDHEALTH GROUP INC	91324P102		12/14/2010	2/21/2013	2,042			0	679	0	0	0	2,687	
122 UNITEDHEALTH GROUP INC	91324P102		1/3/2011	2/21/2013	4,339			4,339	2,119	0	0	0	679	
123 UNITEDHEALTH GROUP INC	91324P102		1/3/2011	2/22/2013	8,893			0	2,849	0	0	0	2,119	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	MARC FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		PRESIDENT	0.50			
2	TWILIGHT FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		VICE PRESIDENT	0.50			
3	MONICA FREEDMAN SNIDEMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50			
4	JENNIFER LYNIN HOLSOMBACH		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50			
5	GARY ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50			
6	BRIAN ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50			
7	WENDY FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	2,039
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	947
7 Total	7	2,986