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

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

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

THE REVE FOUNDATION
550 HAMILTON AVENUE #100
PALO ALTO, CA 94301

A Employer identification number
77-0483982

B Telephone number (see the instructions)
650-470-5300

C If exemption application is pending, check here

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

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

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

G Check all that apply

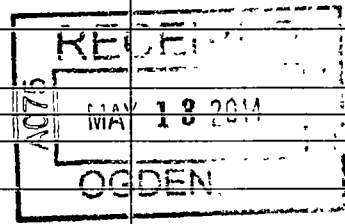
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 2,314,552.

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	1,156,093.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,656.	33,200.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	50,645.			
	b Gross sales price for all assets on line 6a	1,315,337.			
	7 Capital gain net income (from Part IV, line 2)		1,187,104.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,241,394.	1,220,304.	0.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	1,200.			
	b Accounting fees (attach sch) SEE ST 2	14,950.	9,000.		
	c Other prof fees (attach sch) SEE ST 3	3,297.	3,297.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	944.	587.		
	19 Depreciation (attach sch) 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	20,391.	12,884.		
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	20,391.	12,884.	0.	0.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,221,003.				
b Net investment income (if negative, enter -0)		1,207,420.			
c Adjusted net income (if negative, enter -0)			0.		



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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			
	2	Savings and temporary cash investments	4,798.	1,475.	1,475.
	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 sch)			
		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) STATEMENT 5	40,776.	40,776.	40,867.
	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) STATEMENT 6	945,541.	2,169,867.	2,272,210.	
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)	991,115.	2,212,118.	2,314,552.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	991,115.	2,212,118.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	991,115.	2,212,118.		
31	Total liabilities and net assets/fund balances (see instructions)	991,115.	2,212,118.		

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	991,115.
2	Enter amount from Part I, line 27a	2	1,221,003.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,212,118.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,212,118.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED EJ STMT - 11638	P	VARIOUS	VARIOUS
b SEE ATTACHED EJ STMT - 11663	P	VARIOUS	VARIOUS
c CAPITAL GAIN DIVIDEND	P	VARIOUS	VARIOUS
d 41,646 SHARES PANDORA MEDIA INC	D	VARIOUS	10/18/13
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 47,594.		43,755.	3,839.
b 69,375.		64,844.	4,531.
c 34,360.			34,360.
d 1,164,008.		19,634.	1,144,374.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			3,839.
b			4,531.
c			34,360.
d			1,144,374.
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	1,187,104.
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? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012		970,771.	
2011	100,000.	923,778.	0.108251
2010	241,112.	1,288,296.	0.187156
2009	294,195.	1,447,402.	0.203257
2008	344,987.	1,956,442.	0.176334

2 Total of line 1, column (d)	2	0.674998
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	0.135000
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,302,454.
5 Multiply line 4 by line 3	5	175,831.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,074.
7 Add lines 5 and 6	7	187,905.
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	24,148.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	24,148.
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	24,148.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013		6 a	
b Exempt foreign organizations – tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d		7	0.
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	24,148.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax. <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		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, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
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 ▶ <u>HOLDER & ZIMMERMAN INC., CPA'S</u> Telephone no ▶ <u>714-632-9972</u> Located at ▶ <u>1100 N. TUSTIN AVE., STE 102 ANAHEIM CA</u> ZIP + 4 ▶ <u>92807</u>			
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	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16		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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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"/>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ▶ 20 __, 20 __, 20 __, 20 __ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	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 __.		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d) N/A

6 a 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? Yes No

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5 b	N/A
	6 b	X
	7 b	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
PAUL H. ROSKOPH 550 HAMILTON AVE., STE 300 PALO ALTO, CA 94301	PRESIDENT 1.00	0.	0.	0.
ROBERT K. ROSKOPH 550 HAMILTON, STE 300 PALO ALTO, CA 94301	SECRETARY 1.00	0.	0.	0.
TAE YOO 1100 N. TUSTIN AVE., SUITE 102 ANAHEIM, CA 92807	MANAGER 1.00	0.	0.	0.

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

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

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

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 ----- -----	
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 N/A ----- -----	
2 ----- -----	
All other program-related investments. See instructions. 3 ----- -----	
Total. Add lines 1 through 3 ▶	0.

BAA Form 990-PF (2013)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1 a	1,220,302.
b Average of monthly cash balances	1 b	101,986.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	1,322,288.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,322,288.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,834.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,302,454.
6 Minimum investment return. Enter 5% of line 5	6	65,123.

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	65,123.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	24,148.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	24,148.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	40,975.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	40,975.
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	40,975.

Part XII Qualifying Distributions (see instructions)

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

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				40,975.
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 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	247,191.			
b From 2009	295,000.			
c From 2010	245,000.			
d From 2011	100,000.			
e From 2012				
f Total of lines 3a through e	887,191.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				0.
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))	40,975.			40,975.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	846,216.			
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 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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	206,216.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	640,000.			
10 Analysis of line 9				
a Excess from 2009	295,000.			
b Excess from 2010	245,000.			
c Excess from 2011	100,000.			
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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)
TAE YOO

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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				
Total				▶ 3 a
b Approved for future payment				
Total				▶ 3 b

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization

THE REVE FOUNDATION

Employer identification number

77-0483982

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,

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

Name of organization

Employer identification number

THE REVE FOUNDATION

77-0483982

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TAE YOO ----- 1100 N. TUSTIN AVE., SUITE 102 ----- ANAHEIM, CA 92807 -----	\$ 1,156,093.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE REVE FOUNDATION

77-0483982

Part III 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	PANDORA MEDIA INC, 41,646 SHARES ----- ----- -----	\$ 1,156,093.	10/18/13
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----

Name of organization THE REVE FOUNDATION	Employer identification number 77-0483982
----------------------------------------------------	-----------------------------------------------------

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____ N/A
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
-----	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2013 YEAR-END TAX SUMMARY

Recipient's Name:
 THE REVE FOUNDATION

Information as of May 05, 2014

Edward Jones Account Number:
 255-11638-1-5

The information provided for the proceeds from the broker and barter exchange transactions on your year-end tax summary is not a Form 1099. This information is not reported to the IRS.

Proceeds From Broker and Barter Exchange Transactions

Long-Term Transactions										Long Term
Description / CUSIP / Stock or Other Symbol	Quantity Sold	Date of Acquisition	Date of Sale or Exchange	Stocks, Bonds, etc. Sales Price Less Commissions (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Gain/Loss	Federal Income Tax Withheld		
FT DIVIDEND STRENGTH SERIES 12 / 30278R102 / DSTR12										
Redemption	1,000.00000	11/14/2011	11/15/2013	13,674.10	9,956.11	0.00	3,717.99	0.00		0.00
FT GLOBAL DIVIDEND SERIES 27 / 30278R151 / FGLD27										
Redemption	1,000.00000	11/14/2011	11/15/2013	10,739.80	9,952.05	0.00	787.75	0.00		0.00
AMERICAN FUNDS SH TERM BD FD A / 82524A102 / ASBAX										
Sale	1,491.05400	02/22/2011	05/03/2013	15,000.00	15,382.34	0.48	-382.34	0.00		0.00
Exchange	820.45600	Various	07/18/2013	8,179.95	8,464.32	0.00	-284.37	0.00		0.00
Subtotal	2,311.51000			23,179.95	23,846.66	0.48	-666.71	0.00		0.00
Totals				47,593.85	49,794.82	0.48	3,839.03	0.00		0.00

2013 YEAR-END TAX SUMMARY

Recipient's Name:
THE REVE FOUNDATION

Information as of May 05, 2014

Edward Jones Account Number:
255-11663-1-3

The information provided for the proceeds from the broker and barter exchange transactions on your year-end tax summary is not a Form 1099. This information is not reported to the IRS.

Proceeds From Broker and Barter Exchange Transactions

Long-Term Transactions										Long Term
Description / CUSIP / Stock or Other Symbol	Activity Type	Quantity Sold	Date of Acquisition	Date of Sale or Exchange	Stocks, Bonds, etc. Sales Price Less Commissions (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Gain/Loss	Federal Income Tax Withheld	
INVESCO COMSTOCK / 00143M661 / ACSDX	Sale	197.37300	02/25/2011	02/07/2013	3,748.11	3,278.58	0.00	469.53	0.00	0.00
BLACKROCK CAP APP / 09251R503 / MAFGX	Sale	127.50500	Various	01/18/2013	3,237.35	2,811.01	0.00	426.34	0.00	0.00
	Sale	490.10500	12/02/2011	01/18/2013	12,443.77	10,805.01	0.00	1,638.76	0.00	0.00
Subtotal		617.61000			15,681.12	13,616.02	0.00	2,065.10	0.00	0.00
FEDERATED TOTAL RETURN BONDS / 31428Q101 / FTRBX	Sale	771.97200	Various	06/06/2013	8,646.09	8,625.98	0.00	20.11	0.00	0.00
INVESTMENT CO OF AMERICA / 461308405 / AICFX	Sale	508.51900	Various	02/07/2013	15,998.01	14,777.74	0.00	1,220.27	0.00	0.00
JOHN HANCOCK INTL CORE / 47803T494 / GOCIX	Sale	565.67400	Various	02/07/2013	16,398.89	16,701.37	0.00	-302.48	0.00	0.00
	Sale	23.17900	Various	02/07/2013	671.96	684.36	0.00	-12.40	0.00	0.00
Subtotal		588.85300			17,070.85	17,385.73	0.00	-314.88	0.00	0.00
VANGUARD GROWTH ETF / 922908736 / VUG	Sale	72.00000	02/25/2011	02/07/2013	5,389.04	4,612.17	0.00	776.87	0.00	0.00
VANGUARD VALUE ETF / 922908744 / VTV	Sale	45.00000	02/25/2011	02/07/2013	2,842.31	2,547.90	0.00	294.41	0.00	0.00
Totals					69,375.53	64,844.12	0.00	4,531.41	0.00	0.00

CLIENT FND01

THE REVE FOUNDATION

77-0483982

5/06/14

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STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 1,200.			
TOTAL	<u>\$ 1,200.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HOLDER & ZIMMERMAN	\$ 14,950.	\$ 9,000.		
TOTAL	<u>\$ 14,950.</u>	<u>\$ 9,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 3,297.	\$ 3,297.		
TOTAL	<u>\$ 3,297.</u>	<u>\$ 3,297.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 322.			
FILING FEES	35.			
FOREIGN TAXES	587.	\$ 587.		
TOTAL	<u>\$ 944.</u>	<u>\$ 587.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

CLIENT FND01

THE REVE FOUNDATION

77-0483982

5/06/14

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STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CISCO SYSTEMS	COST	\$ 40,776.	\$ 40,867.
	TOTAL	\$ 40,776.	\$ 40,867.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FIRST TRUST BUILD AMERICA	COST	\$ 24,147.	\$ 24,364.
FIRST TRUST DIVIDEND STRENGTH	COST	13,720.	13,949.
FIRST TRUST GLOBAL DIVIDEND	COST	10,795.	10,857.
INVESCO BUILD AMERICA BONDS	COST	4,632.	4,723.
INVESCO BUILD AMERICA BONDS	COST	19,229.	19,626.
INVESCO INVESTMENT GRADE INCOME	COST	19,262.	17,727.
INVESCO QUAL MUNS INCOME TRUST	COST	14,692.	14,192.
AMCAP FUND CL A	COST	74,164.	85,291.
AMERICAN FUNDS GLOBAL	COST	46,938.	50,850.
AMERICAN FUNDS SHORT TERM BOND	COST	0.	0.
AMERICAN HIGH INCOME TRUST	COST	14,514.	14,044.
BOND FUND OF AMERICA	COST	32,205.	31,789.
CAPITAL INCOME BUILDER	COST	76,812.	80,480.
CAPITAL WORLD BOND FUND	COST	52,368.	50,464.
CAPITAL WORLD GROWTH & INCOME	COST	40,350.	47,882.
EUROPACIFIC GROWTH FUND	COST	47,832.	53,951.
FRANKLIN FEDERAL TAX-FREE	COST	41,822.	40,057.
FRANKLIN GLOBAL REAL ESTATE	COST	20,673.	21,818.
FRANKLIN INCOME FUND CL A	COST	17,059.	19,146.
FRANKLIN MUTUAL SHARES FUND	COST	51,322.	59,055.
FRANKLIN REAL RETURN FUND CL A	COST	41,820.	39,274.
FRANKLIN RISING DIVIDENDS FUND CL A	COST	51,050.	58,561.
FRANKLIN STRATEGIC INCOME FUND	COST	37,929.	37,228.
FRANKLIN UTILITIES FUND CL A	COST	21,769.	24,085.
FUNDAMENTAL INVESTORS FUND	COST	40,118.	47,147.
INCOME FUND OF AMERICA FUND	COST	78,195.	84,157.
INVESTMENT COMPANY OF AMERICA	COST	36,552.	40,915.
MUTUAL GLOBAL DISCOVERY FUND	COST	55,500.	58,063.
NEW WORLD FUND	COST	46,352.	47,514.
SMALLCAP WORLD FUND	COST	33,420.	36,543.
TAX EXEMPT BOND FUND OF AMERICA	COST	67,363.	66,960.
TEMPLETON GLOBAL BOND FUND CL A	COST	21,539.	21,160.
WASHINGTON MUTUAL INVESTORS FUND	COST	42,680.	50,630.
ISHARES MSCI EAFE INDEX FUND	COST	16,549.	18,921.
VANGUARD INDEX TR VANGUARD GROWTH	COST	20,332.	28,659.
VANGUARD INDEX TR VANGUARD VALUE	COST	20,723.	27,959.
VANGUARD TOTAL BD MARKET ETF	COST	34,613.	34,502.
BLACKROCK CAPITAL APPRECIATION	COST	0.	0.
CAPITAL WORLD BOND FUND	COST	5,848.	5,707.
COLUMBIA SMALLCAP VALUE FUND	COST	7,968.	8,427.
CREDIT SUISSE COMMODITY RETURN STRATEGY	COST	9,077.	8,191.
FEDERATED TOTAL RETURN BOND	COST	0.	0.

CLIENT FND01

THE REVE FOUNDATION

77-0483982

5/06/14

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
HARBOR INTERNATIONAL FUND	COST	\$ 19,606.	\$ 22,567.
INVESTMENT COMPANY OF AMERICA	COST	0.	0.
JOHN HANCOCK INTERNATIONAL CORE FUND	COST	0.	0.
JP MORGAN FEDERAL MONEY MARKET	COST	2,123.	2,123.
MORGAN STANLEY INTERNATIONAL	COST	9,319.	10,283.
NEW WORLD FUND CL	COST	9,352.	10,759.
OPPENHEIMER INTERNATIONAL	COST	12,198.	15,893.
T ROWE PRICE HIGH YIELD FUND	COST	12,813.	13,353.
INVESCO COMSTOCK FUND	COST	11,724.	16,706.
INVESCO GROWTH MIDCAP CORE EQUITY	COST	16,695.	19,578.
EATON VANCE ATLANTA CAP	COST	0.	0.
ISHARES CORE TOTAL US BOND	COST	0.	0.
AMERICAN TAX EXEMPT	COST	40,132.	39,869.
AMERICAN MUTUAL FUND	COST	51,297.	52,121.
FRANKLIN FLEX CAP GROWTH FUND	COST	22,783.	20,749.
FRANKLIN HIGH YIELD TAX FREE INC FUND	COST	15,060.	14,512.
FRANKLIN MUTUAL BEACON FUND	COST	40,328.	40,525.
GROWTH FUND OF AMERICA	COST	53,289.	52,379.
JOHN HANCOCK ALTERNATIVE	COST	15,317.	14,619.
JOHN HANCOCK BOND FUND	COST	70,531.	67,467.
JOHN HANCOCK FUNDS II EMERGING MRKTS	COST	15,193.	14,136.
JOHN HANCOCK GLOBAL SHAREHOLDER YIELD	COST	31,193.	29,548.
JOHN HANCOCK INVESTMENT GRADE BOND FUND	COST	50,510.	48,061.
JOHN HANCOCK STRATEGIC INCOME OPPORT FUND	COST	20,274.	19,320.
JOHN HANCOCK US GLOBAL LEADERS GROWTH FD	COST	51,418.	50,563.
NEW PERSPECTIVE FUND	COST	59,021.	58,339.
PACIFIC LIFE FUNDS	COST	99,646.	96,966.
TEMPLETON WORLD FUND	COST	32,541.	31,098.
ISHARES CORE TOTAL US BOND	COST	27,539.	27,778.
AFS INTERNATIONAL GROWTH & INCOME FUND	COST	17,577.	18,972.
EATON VANCE ATLANTIC CAP SMID CAP FUND	COST	5,664.	8,335.
JANUS FLEXIBLE BOND FUND	COST	8,779.	8,550.
JENSEN QUALITY GROWTH FUND	COST	13,095.	15,658.
MAINSTAY ICAP SELECT EQUITY	COST	16,725.	20,067.
TEMPLETON GLOBAL BOND FUND	COST	6,192.	6,448.
	TOTAL	\$ 2,169,867.	\$ 2,272,210.