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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

RECEIVED MAY 27 2014 OGDEN, UT IRS-OSC 818

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

THE WAITTE FOUNDATION
19 GLENRIDGE AVENUE
LOS GATOS, CA 95030

A Employer identification number 77-0527049

B Telephone number (see the instructions) 408-399-9168

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 [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] 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) ► $ 2,377,334.

J Accounting method: [X] 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)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	17.	17.	17.	
	4 Dividends and interest from securities	53,794.	53,794.	53,794.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	64,716.			
	b Gross sales price for all assets on line 6a 523,892.				
	7 Capital gain net income (from Part IV, line 2)		64,716.		
	8 Net short-term capital gain			12,670.	
	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) SEE STATEMENT 1	652.	652.		
	12 **Total.** Add lines 1 through 11	119,179.	119,179.	66,481.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	11,838.			10,654.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	2,500.			2,500.
	b Accounting fees (attach sch) SEE ST 3	6,300.			6,300.
	c Other prof fees (attach sch) SEE ST 4	9,454.	9,454.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 5	2,191.	681.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	322.			322.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	4,241.			3,688.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	36,846.	10,135.		23,464.
	25 Contributions, gifts, grants paid PART XV	87,300.			87,300.
	26 **Total expenses and disbursements.** Add lines 24 and 25	124,146.	10,135.	0.	110,764.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-4,967.			
	b **Net investment income** (if negative, enter -0-)		109,044.		
	c **Adjusted net income** (if negative, enter -0-)			66,481.	

SCANNED MAY 30 2014

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	55,190.	44,447.	44,447.
	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)	1,717,797.	1,710,682.	1,909,005.
	c Investments – corporate bonds (attach schedule)	390,508.	403,399.	423,882.
	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 ▶ SEE STATEMENT 7)		1.	
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	2,163,495.	2,158,529.	2,377,334.
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.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,066,250.	4,066,250.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-1,902,755.	-1,907,721.	
	30 Total net assets or fund balances (see instructions)	2,163,495.	2,158,529.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,163,495.	2,158,529.	

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	2,163,495.
2	Enter amount from Part I, line 27a	2	-4,967.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1.
4	Add lines 1, 2, and 3	4	2,158,529.
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	2,158,529.

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)
1a	SEE STATEMENT 9			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	64,716.
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	12,670.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	109,150.	2,082,059.	0.052424
2011	100,573.	2,149,546.	0.046788
2010	98,790.	2,082,563.	0.047437
2009	109,061.	1,927,005.	0.056596
2008	105,353.	2,509,816.	0.041976

2	**Total** of line 1, column (d)	2	0.245221
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	0.049044
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,119,521.
5	Multiply line 4 by line 3	5	103,950.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,090.
7	Add lines 5 and 6	7	105,040.
8	Enter qualifying distributions from Part XII, line 4	8	110,764.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter. ________ (attach copy of letter if necessary– see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	1,090.
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	1,090.
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	1,090.
6	Credits/Payments:			
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 882.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2,382.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	1,292.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ► 1,292.	**Refunded** ►	11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	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 *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► HTTP://WWW.AG.CA.GOV/CHARITIES/

14 The books are in care of ► GEOFFREY L. LAMB, CPA Telephone no. ► 408-371-6883

Located at ► 1999 S. BASCOM AVE, #1010, CAMPBELL, CA ZIP + 4 ► 95008

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ 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?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3 b	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)*

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
CAROL E. WAITTE 19 GLENRIDGE AVE. LOS GATOS, CA 95030	DIR/PRES 10.00	0.	5,103.	0.
BARRY K. WAITTE 19 GLENRIDGE AVE. LOS GATOS, CA 95030	DIR/TREAS 6.00	0.	6,735.	0.
TOBEY E. D. FITCH 19 GLENRIDGE AVE. LOS GATOS, CA 95030	DIRECTOR 4.00	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		
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.

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	2,101,980.
b Average of monthly cash balances		1b	49,818.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	2,151,798.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	2,151,798.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	32,277.
5 **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,119,521.
6 **Minimum investment return** Enter 5% of line 5		6	105,976.

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	105,976.
2a Tax on investment income for 2013 from Part VI, line 5	2a 1,090.		
b Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	1,090.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	104,886.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	104,886.
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	104,886.

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	110,764.
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	110,764.
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	1,090.
6 **Adjusted qualifying distributions** Subtract line 5 from line 4	6	109,674.

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					104,886.
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					
b From 2009	8,174.				
c From 2010					
d From 2011					
e From 2012	6,485.				
f **Total** of lines 3a through e		14,659.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 110,764.					
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					104,886.
e Remaining amount distributed out of corpus		5,878.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		20,537.			
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)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		20,537.			
10 Analysis of line 9					
a Excess from 2009	8,174.				
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	6,485.				
e Excess from 2013	5,878.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 10

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*				
SEE STATEMENT 11				
Total			► **3a**	87,300.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17.	
4 Dividends and interest from securities			14	53,794.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	64,716.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEC SETTLEMENT PROCEEDS			18	652.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				119,179.	

13 Total. Add line 12, columns (b), (d), and (e) ..... 13 119,179.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Carol Waitte | PRESIDENT

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	Preparer's signature	Date	Check ☒ if self-employed	PTIN
GEOFFREY L. LAMB, CPA	Geoffrey L Lamb	5-13-14		P00438610

Firm's name ► FOURNIER, MCDERMOTT & LAMB LLP — Firm's EIN ► 77-0264251

Firm's address ► 1999 S. BASCOM AVE, SUITE 1010
CAMPBELL, CA 95008 — Phone no (408) 371-6883

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SEC SETTLEMENT PROCEEDS	$ 652.	$ 652.	
TOTAL	$ 652.	$ 652.	$ 0.

STATEMENT 2
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	$ 2,500.			$ 2,500.
TOTAL	$ 2,500.	$ 0.	$ 0.	$ 2,500.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 6,300.			$ 6,300.
TOTAL	$ 6,300.	$ 0.	$ 0.	$ 6,300.

STATEMENT 4
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 MGMT - BERNSTEIN	$ 9,454.	$ 9,454.		
TOTAL	$ 9,454.	$ 9,454.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALIF FTB	$ 10.			
FOREIGN TAX W/H ON DIVIDS	681.	$ 681.		
IRS	1,500.			
TOTAL	$ 2,191.	$ 681.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA ATTORNEY GENERAL REGISTRY	$ 25.			$ 25.
OFFICE EXPENSE	381.			381.
OTHER MISC	272.			
SUPPLIES	703.			422.
TELEPHONE	2,656.			2,656.
TRAINING	204.			204.
TOTAL	$ 4,241.	$ 0.	$ 0.	$ 3,688.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ROUNDING	$ 1.	
TOTAL	$ 1.	$ 0.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ROUNDING	$ 1.
TOTAL	$ 1.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	20.00 JM SMUCKER CO/THE	PURCHASED	2/12/2013	12/27/2013
2	20.00 JM SMUCKER CO/THE	PURCHASED	1/17/2013	12/27/2013
3	15.00 JM SMUCKER CO/THE	PURCHASED	1/07/2013	12/27/2013
4	5.00 WW GRAINGER INC	PURCHASED	3/20/2013	12/20/2013
5	15.00 MARATHON PETROLEUM CORP	PURCHASED	3/20/2013	12/19/2013
6	6.00 AFFILIATED MANAGERS GROUP INC	PURCHASED	1/04/2013	12/19/2013
7	10.00 EVEREST RE GROUP LTD	PURCHASED	1/04/2013	12/11/2013
8	7.00 INTUITIVE SURGICAL INC	PURCHASED	8/20/2013	12/06/2013
9	4.00 INTUITIVE SURGICAL INC	PURCHASED	4/30/2013	12/06/2013
10	3.00 INTUITIVE SURGICAL INC	PURCHASED	1/31/2013	12/06/2013
11	50.00 KRAFT FOODS GROUP INC-W/I	PURCHASED	1/17/2013	11/26/2013
12	35.00 GOLDMAN SACHS GROUP INC	PURCHASED	1/17/2013	11/19/2013
13	25.00 KINDER MORGAN INC	PURCHASED	11/27/2012	11/19/2013
14	20.00 CITRIX SYSTEMS INC	PURCHASED	1/04/2013	11/15/2013
15	2.00 PRICELINE.COM INC	PURCHASED	4/12/2013	11/06/2013
16	135.00 CAMPBELL SOUP CO	PURCHASED	4/03/2013	10/28/2013
17	20.00 CAPITAL ONE FINANCIAL CORP	PURCHASED	4/09/2013	10/25/2013
18	125.00 EMC CORP/MASS	PURCHASED	8/29/2013	10/23/2013
19	50.00 EMC CORP/MASS	PURCHASED	8/13/2013	10/23/2013
20	150.00 EMC CORP/MASS	PURCHASED	7/30/2013	10/23/2013
21	25.00 PETSMART	PURCHASED	3/01/2013	10/23/2013
22	35.00 PETSMART	PURCHASED	1/04/2013	10/23/2013
23	25.00 KINDER MORGAN INC	PURCHASED	11/06/2012	10/21/2013
24	75.00 KINDER MORGAN INC	PURCHASED	10/25/2012	10/21/2013
25	25.00 BOEING CO/THE	PURCHASED	5/07/2013	10/18/2013
26	50.00 EMC CORP/MASS	PURCHASED	7/30/2013	10/16/2013
27	110.00 ABERCROMBIE & FITCH CO-CL A	PURCHASED	7/29/2013	10/11/2013
28	50.00 KINDER MORGAN INC	PURCHASED	10/25/2012	10/07/2013
29	5.00 AMAZON.COM INC	PURCHASED	11/14/2012	10/02/2013
30	145.00 DISCOVER FINANCIAL SERVICES	PURCHASED	11/30/2012	9/24/2013
31	30.00 MONSANTO CO	PURCHASED	2/22/2013	9/23/2013
32	35.00 STERICYCLE INC	PURCHASED	5/31/2013	9/19/2013
33	15.00 ALLERGAN INC	PURCHASED	5/07/2013	9/13/2013
34	25.00 AMERICAN INTERNATIONAL GROUP	PURCHASED	4/30/2013	9/13/2013
35	80.00 GAMESTOP CORP-CLASS A	PURCHASED	2/08/2013	9/13/2013
36	100.00 BANK OF AMERICA CORP	PURCHASED	1/04/2013	9/13/2013
37	5.00 LINKEDIN CORP - A	PURCHASED	11/29/2012	9/13/2013
38	75.00 FORD MOTOR CO	PURCHASED	11/08/2012	9/13/2013
39	50.00 FIDELITY NATIONAL FINANCIAL IN	PURCHASED	10/01/2012	9/13/2013
40	85.00 EXXON MOBIL CORP	PURCHASED	3/19/2013	9/12/2013
41	105.00 DIAMOND OFFSHORE DRILLING	PURCHASED	11/27/2012	8/14/2013
42	15.00 ALLERGAN INC	PURCHASED	5/07/2013	8/05/2013
43	20.00 VERTEX PHARMACEUTICALS INC	PURCHASED	11/06/2012	7/23/2013
44	5.00 EXXON MOBIL CORP	PURCHASED	3/19/2013	7/16/2013
45	15.00 EXXON MOBIL CORP	PURCHASED	8/20/2012	7/16/2013
46	75.00 GENERAL ELECTRIC CO	PURCHASED	8/17/2012	7/16/2013
47	30.00 FISERV INC	PURCHASED	5/22/2013	7/15/2013
48	25.00 FISERV INC	PURCHASED	1/17/2013	7/15/2013
49	35.00 FISERV INC	PURCHASED	1/04/2013	7/15/2013
50	155.00 SAFEWAY INC	PURCHASED	3/28/2013	6/21/2013
51	25.00 F5 NETWORKS INC	PURCHASED	2/08/2013	6/11/2013
52	25.00 IDEXX LABS CORP	PURCHASED	8/09/2012	6/07/2013
53	5.00 ALTRIA GROUP INC	PURCHASED	7/26/2012	6/07/2013
54	30.00 JM SMUCKER CO/THE	PURCHASED	1/07/2013	5/21/2013
55	60.00 MEDTRONIC INC	PURCHASED	9/28/2012	5/21/2013
56	40.00 MICROSOFT CORP	PURCHASED	9/19/2012	5/21/2013

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
57	45.00 MERCK & CO. INC.	PURCHASED	8/07/2012	5/21/2013
58	15.00 EVEREST RE GROUP LTD	PURCHASED	1/04/2013	5/20/2013
59	65.00 TYSON FOODS INC-CL A	PURCHASED	10/25/2012	5/20/2013
60	10.00 GOLDMAN SACHS GROUP INC	PURCHASED	1/17/2013	5/17/2013
61	25.00 PHILIP MORRIS INTERNATIONAL	PURCHASED	5/21/2012	5/16/2013
62	50.00 US BANCORP	PURCHASED	2/08/2013	5/15/2013
63	70.00 US BANCORP	PURCHASED	8/21/2012	5/15/2013
64	105.00 US BANCORP	PURCHASED	6/12/2012	5/15/2013
65	65.00 TYSON FOODS INC-CL A	PURCHASED	10/25/2012	5/09/2013
66	5.00 TYSON FOODS INC-CL A	PURCHASED	5/22/2012	5/09/2013
67	6.00 CST BRANDS INC	PURCHASED	2/21/2013	5/03/2013
68	15.00 CST BRANDS INC	PURCHASED	2/08/2013	5/03/2013
69	45.00 ALTRIA GROUP INC	PURCHASED	5/21/2012	5/03/2013
70	50.00 EATON CORP PLC	PURCHASED	8/14/2012	5/01/2013
71	15.00 EXXON MOBIL CORP	PURCHASED	7/13/2012	4/30/2013
72	40.00 INTUIT INC	PURCHASED	2/08/2013	4/25/2013
73	25.00 IDEXX LABS CORP	PURCHASED	8/09/2012	4/23/2013
74	50.00 TIBCO SOFTWARE INC	PURCHASED	8/23/2012	4/19/2013
75	30.00 EXXON MOBIL CORP	PURCHASED	7/13/2012	4/19/2013
76	40.00 TIBCO SOFTWARE INC	PURCHASED	5/24/2012	4/19/2013
77	75.00 ASTRAZENECA PLC-SPONS ADR	PURCHASED	8/30/2012	4/10/2013
78	15.00 IDEXX LABS CORP	PURCHASED	8/09/2012	4/01/2013
79	30.00 LORILLARD INC	PURCHASED	7/13/2012	4/01/2013
80	15.00 BECTON DICKINSON & CO	PURCHASED	7/30/2012	3/22/2013
81	25.00 ULTA SALON COSMETICS & FRAGRAN	PURCHASED	1/04/2013	3/21/2013
82	65.00 HARRIS CORP	PURCHASED	10/25/2012	3/21/2013
83	65.00 TYSON FOODS INC-CL A	PURCHASED	5/22/2012	3/21/2013
84	20.00 SHERWIN-WILLIAMS CO/THE	PURCHASED	5/18/2012	3/21/2013
85	25.00 AMGEN INC	PURCHASED	5/17/2012	3/21/2013
86	30.00 MCKESSON CORP	PURCHASED	6/01/2012	3/19/2013
87	3.00 F5 NETWORKS INC	PURCHASED	5/24/2012	3/15/2013
88	17.00 F5 NETWORKS INC	PURCHASED	4/23/2012	3/15/2013
89	75.00 MGM RESORTS INTERNATIONAL	PURCHASED	4/11/2012	3/14/2013
90	40.00 COACH INC	PURCHASED	7/13/2012	3/12/2013
91	9.00 LINKEDIN CORP - A	PURCHASED	11/29/2012	3/06/2013
92	10.00 VISA INC - CLASS A SHRS	PURCHASED	6/26/2012	3/01/2013
93	50.00 DIRECTV	PURCHASED	11/27/2012	2/26/2013
94	40.00 MARSH & MCLENNAN COS INC	PURCHASED	1/17/2013	2/25/2013
95	75.00 MARSH & MCLENNAN COS INC	PURCHASED	1/04/2013	2/25/2013
96	25.00 BP PLC-SPONS ADR	PURCHASED	4/13/2012	2/22/2013
97	15.00 ULTA SALON COSMETICS & FRAGRAN	PURCHASED	1/04/2013	2/19/2013
98	25.00 MGM RESORTS INTERNATIONAL	PURCHASED	2/24/2012	2/19/2013
99	142.15 AB DISCOVERY GROWTH FND CL ADV	PURCHASED	6/18/2012	2/12/2013
100	115.00 BB&T CORP	PURCHASED	9/19/2012	2/08/2013
101	20.00 EXXON MOBIL CORP	PURCHASED	7/13/2012	2/08/2013
102	4.00 CHIPOTLE MEXICAN GRILL-CL A	PURCHASED	6/15/2012	2/08/2013
103	25.00 ASTRAZENECA PLC-SPONS ADR	PURCHASED	2/24/2012	2/08/2013
104	30.00 PROCTER & GAMBLE CO	PURCHASED	5/21/2012	2/06/2013
105	25.00 COACH INC	PURCHASED	7/13/2012	2/01/2013
106	20.00 MCKESSON CORP	PURCHASED	6/01/2012	2/01/2013
107	10.00 TIBCO SOFTWARE INC	PURCHASED	5/24/2012	2/01/2013
108	15.00 MCKESSON CORP	PURCHASED	5/04/2012	2/01/2013
109	45.00 TIBCO SOFTWARE INC	PURCHASED	4/11/2012	2/01/2013
110	55.00 TIBCO SOFTWARE INC	PURCHASED	3/19/2012	2/01/2013
111	6.00 NATIONAL - OILWELL INC	PURCHASED	2/24/2012	1/24/2013
112	19.00 NATIONAL - OILWELL INC	PURCHASED	2/16/2012	1/24/2013

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
113	175.00 NV ENERGY INC	PURCHASED	7/25/2012	1/23/2013
114	62.30 AB DISCOVERY VALUE FUND CL ADV	PURCHASED	6/18/2012	1/23/2013
115	15.00 PARTNERRE LTD	PURCHASED	11/27/2012	1/17/2013
116	40.00 BB&T CORP	PURCHASED	9/19/2012	1/17/2013
117	15.00 SHERWIN-WILLIAMS CO/THE	PURCHASED	5/18/2012	1/17/2013
118	30.00 STARZ-LIBERTY CAPITAL	PURCHASED	10/31/2012	1/16/2013
119	20.00 UNITED TECHNOLOGIES CORP	PURCHASED	9/10/2012	1/10/2013
120	20.00 UNITED TECHNOLOGIES CORP	PURCHASED	8/27/2012	1/10/2013
121	10.00 LIBERTY MEDIA CORP - LIBER-A	PURCHASED	10/31/2012	1/09/2013
122	15.00 INTL BUSINESS MACHINES CORP	PURCHASED	5/31/2012	1/09/2013
123	10.00 CISCO SYSTEMS INC	PURCHASED	2/13/2012	1/04/2013
124	140.00 CISCO SYSTEMS INC	PURCHASED	1/06/2012	1/04/2013
125	65.00 CISCO SYSTEMS INC	PURCHASED	8/17/2012	12/26/2013
126	48.00 CISCO SYSTEMS INC	PURCHASED	4/03/2012	12/26/2013
127	67.00 CISCO SYSTEMS INC	PURCHASED	2/13/2012	12/26/2013
128	10.00 INTERCONTINENTALEXCHANGE GROUP	PURCHASED	9/05/2012	12/19/2013
129	15.00 COGNIZANT TECH SOLUTIONS-A	PURCHASED	4/11/2012	12/19/2013
130	20.00 WALT DISNEY CO/THE	PURCHASED	8/11/2011	12/19/2013
131	20.00 TJX COMPANIES INC	PURCHASED	9/28/2012	12/11/2013
132	54.73 AB DISCOVERY VALUE FUND CL ADV	PURCHASED	6/18/2012	12/11/2013
133	15.00 PHILIP MORRIS INTERNATIONAL	PURCHASED	5/21/2012	12/11/2013
134	5.00 STARBUCKS CORP	PURCHASED	6/10/2011	12/11/2013
135	594.44 OVERLAY A PORTFOLIO CLASS 1	PURCHASED	11/24/2010	12/11/2013
136	50.00 KROGER CO	PURCHASED	11/23/2010	12/11/2013
137	15.00 STARBUCKS CORP	PURCHASED	10/25/2010	12/11/2013
138	20.00 DANAHER CORP	PURCHASED	9/09/2009	12/11/2013
139	75.00 PFIZER INC	PURCHASED	6/26/2009	12/11/2013
140	598.48 BERNSTEIN INTERNATIONAL PORTFOLIO	PURCHASED	11/21/2005	12/11/2013
141	45.00 WELLPOINT INC	PURCHASED	5/17/2012	12/10/2013
142	20.00 WELLPOINT INC	PURCHASED	2/07/2012	12/10/2013
143	20.00 WELLPOINT INC	PURCHASED	8/26/2011	12/10/2013
144	15.00 BIOGEN IDEC INC	PURCHASED	8/30/2012	12/09/2013
145	11.00 INTUITIVE SURGICAL INC	PURCHASED	11/13/2012	12/06/2013
146	20.00 VIACOM INC-CLASS B	PURCHASED	6/10/2011	11/27/2013
147	49.00 KRAFT FOODS GROUP INC-W/I	PURCHASED	10/25/2012	11/26/2013
148	10.00 KRAFT FOODS GROUP INC-W/I	PURCHASED	8/21/2012	11/26/2013
149	21.00 KRAFT FOODS GROUP INC-W/I	PURCHASED	8/02/2012	11/26/2013
150	4.00 AMAZON.COM INC	PURCHASED	11/14/2012	11/21/2013
151	15.00 KINDER MORGAN INC	PURCHASED	11/06/2012	11/19/2013
152	70.00 CISCO SYSTEMS INC	PURCHASED	2/13/2012	11/18/2013
153	20.00 CITRIX SYSTEMS INC	PURCHASED	11/06/2012	11/15/2013
154	15.00 CITRIX SYSTEMS INC	PURCHASED	8/02/2011	11/15/2013
155	20.00 CITRIX SYSTEMS INC	PURCHASED	6/29/2011	11/15/2013
156	15.00 WELLPOINT INC	PURCHASED	7/08/2011	11/07/2013
157	15.00 WELLPOINT INC	PURCHASED	5/06/2011	11/07/2013
158	25.00 WELLPOINT INC	PURCHASED	4/27/2011	11/07/2013
159	30.00 WELLPOINT INC	PURCHASED	4/14/2011	11/07/2013
160	10.00 CIT GROUP INC	PURCHASED	1/31/2012	11/04/2013
161	30.00 CIT GROUP INC	PURCHASED	1/10/2012	11/04/2013
162	5.00 LYONDELLBASELL INDU-CL A	PURCHASED	10/04/2011	11/01/2013
163	30.00 LYONDELLBASELL INDU-CL A	PURCHASED	9/23/2011	11/01/2013
164	135.00 FIDELITY NATIONAL FINANCIAL IN	PURCHASED	10/01/2012	10/23/2013
165	15.00 MCDONALD'S CORP	PURCHASED	6/15/2012	10/23/2013
166	25.00 EBAY INC	PURCHASED	8/27/2012	10/16/2013
167	55.00 MACY'S INC	PURCHASED	7/18/2012	10/16/2013
168	40.00 COGNIZANT TECH SOLUTIONS-A	PURCHASED	4/11/2012	10/15/2013

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
169	35.00 DELTA AIR LINES INC	PURCHASED	9/26/2011	10/14/2013
170	90.00 DELTA AIR LINES INC	PURCHASED	9/26/2011	10/14/2013
171	40.00 DELTA AIR LINES INC	PURCHASED	1/26/2011	10/14/2013
172	10.00 EOG RESOURCES INC	PURCHASED	7/27/2011	10/04/2013
173	8.00 EOG RESOURCES INC	PURCHASED	7/21/2011	10/04/2013
174	10.00 PRECISION CASTPARTS CORP	PURCHASED	11/02/2011	10/02/2013
175	15.00 UNION PACIFIC CORP	PURCHASED	7/13/2012	9/25/2013
176	20.00 THE WALT DISNEY CO.	PURCHASED	8/11/2011	9/20/2013
177	10.00 INTERCONTINENTALEXCHANGE INC	PURCHASED	9/05/2012	9/13/2013
178	20.00 TIME WARNER INC	PURCHASED	8/02/2012	9/13/2013
179	30.00 MACY'S INC	PURCHASED	7/18/2012	9/13/2013
180	15.00 BERKSHIRE HATHAWAY INC-CL B	PURCHASED	7/17/2012	9/13/2013
181	268.60 AB DISCOVERY GROWTH FND CL ADV	PURCHASED	6/18/2012	9/13/2013
182	83.10 AB DISCOVERY VALUE FUND CL ADV	PURCHASED	6/18/2012	9/13/2013
183	3.00 CHIPOTLE MEXICAN GRILL-CL A	PURCHASED	6/15/2012	9/13/2013
184	30.00 JPMORGAN CHASE & CO	PURCHASED	3/23/2012	9/13/2013
185	50.00 CISCO SYSTEMS INC	PURCHASED	2/13/2012	9/13/2013
186	25.00 CIT GROUP INC	PURCHASED	1/10/2012	9/13/2013
187	15.00 HEWLETT-PACKARD CO	PURCHASED	8/22/2011	9/13/2013
188	15.00 WELLPOINT INC	PURCHASED	4/14/2011	9/13/2013
189	55.00 HEWLETT-PACKARD CO	PURCHASED	3/10/2011	9/13/2013
190	25.00 HEWLETT-PACKARD CO	PURCHASED	8/12/2010	9/13/2013
191	15.00 JOHNSON & JOHNSON	PURCHASED	7/01/2010	9/13/2013
192	15.00 SCHLUMBERGER LTD	PURCHASED	3/02/2009	9/13/2013
193	2.00 GOOGLE INC-CL A	PURCHASED	7/23/2008	9/13/2013
194	25.00 THE WALT DISNEY CO.	PURCHASED	8/11/2011	9/10/2013
195	5.00 THE WALT DISNEY CO.	PURCHASED	4/06/2011	9/10/2013
196	25.00 NOBLE ENERGY INC	PURCHASED	8/03/2010	9/09/2013
197	10.00 BIOGEN IDEC INC	PURCHASED	8/30/2012	9/06/2013
198	20.00 CHEVRON CORP	PURCHASED	6/08/2012	8/23/2013
199	125.00 APPLIED MATERIALS INC	PURCHASED	2/07/2012	8/16/2013
200	100.00 APPLIED MATERIALS INC	PURCHASED	1/23/2012	8/16/2013
201	100.00 APPLIED MATERIALS INC	PURCHASED	11/25/2011	8/16/2013
202	100.00 APPLIED MATERIALS INC	PURCHASED	10/14/2011	8/16/2013
203	15.00 TIME WARNER CABLE	PURCHASED	11/15/2011	8/15/2013
204	7.00 TIME WARNER CABLE	PURCHASED	8/18/2011	8/15/2013
205	12.00 PRECISION CASTPARTS CORP	PURCHASED	8/02/2011	8/09/2013
206	3.00 PRECISION CASTPARTS CORP	PURCHASED	6/17/2011	8/09/2013
207	40.00 HARLEY DAVIDSON INC	PURCHASED	7/13/2012	7/26/2013
208	20.00 NATIONAL - OILWELL INC	PURCHASED	4/13/2012	7/26/2013
209	20.00 NATIONAL - OILWELL INC	PURCHASED	3/28/2012	7/26/2013
210	5.00 NATIONAL - OILWELL INC	PURCHASED	3/16/2012	7/26/2013
211	8.00 TIME WARNER CABLE	PURCHASED	8/18/2011	7/23/2013
212	2.00 TIME WARNER CABLE	PURCHASED	8/18/2011	7/19/2013
213	10.00 CITRIX SYSTEMS INC	PURCHASED	6/29/2011	7/19/2013
214	15.00 CITRIX SYSTEMS INC	PURCHASED	1/11/2011	7/19/2013
215	7.00 TIME WARNER CABLE	PURCHASED	1/07/2011	7/19/2013
216	8.00 TIME WARNER CABLE	PURCHASED	1/07/2011	7/19/2013
217	13.00 TIME WARNER CABLE	PURCHASED	12/15/2009	7/19/2013
218	40.00 EXXON MOBIL CORP	PURCHASED	7/13/2012	7/16/2013
219	100.00 GENERAL ELECTRIC CO	PURCHASED	2/17/2010	7/16/2013
220	75.00 GENERAL ELECTRIC CO	PURCHASED	2/11/2010	7/16/2013
221	50.00 GENERAL ELECTRIC CO	PURCHASED	2/08/2010	7/16/2013
222	25.00 HARLEY DAVIDSON INC	PURCHASED	11/15/2011	7/05/2013
223	25.00 HARLEY DAVIDSON INC	PURCHASED	11/02/2011	7/05/2013
224	15.00 WELLPOINT INC	PURCHASED	3/14/2011	7/02/2013

**STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
225	5.00 APPLE INC	PURCHASED	10/16/2008	6/17/2013
226	20.00 F5 NETWORKS INC	PURCHASED	5/24/2012	6/11/2013
227	55.00 ALTRIA GROUP INC	PURCHASED	5/21/2012	6/07/2013
228	100.00 KROGER CO	PURCHASED	11/23/2010	6/07/2013
229	15.00 NATIONAL - OILWELL INC	PURCHASED	3/16/2012	6/05/2013
230	10.00 NATIONAL - OILWELL INC	PURCHASED	2/24/2012	6/05/2013
231	250.00 MICRON TECHNOLOGY INC	PURCHASED	10/25/2011	5/22/2013
232	50.00 MICRON TECHNOLOGY INC	PURCHASED	10/18/2011	5/22/2013
233	8.00 SHERWIN-WILLIAMS CO/THE	PURCHASED	5/18/2012	5/21/2013
234	25.00 CITIGROUP INC	PURCHASED	6/07/2011	5/21/2013
235	23.00 UNITEDHEALTH GROUP INC	PURCHASED	4/13/2012	5/15/2013
236	25.00 UNITEDHEALTH GROUP INC	PURCHASED	11/08/2011	5/15/2013
237	7.00 UNITEDHEALTH GROUP INC	PURCHASED	8/11/2011	5/15/2013
238	5.00 CITRIX SYSTEMS INC	PURCHASED	1/11/2011	5/14/2013
239	25.00 CITRIX SYSTEMS INC	PURCHASED	11/03/2010	5/14/2013
240	25.00 JPMORGAN CHASE & CO	PURCHASED	3/23/2012	5/13/2013
241	75.00 KROGER CO	PURCHASED	11/23/2010	5/07/2013
242	25.00 SCHLUMBERGER LTD	PURCHASED	3/02/2009	5/07/2013
243	150.00 APPLIED MATERIALS INC	PURCHASED	10/14/2011	5/03/2013
244	125.00 ALTRIA GROUP INC	PURCHASED	3/23/2011	5/03/2013
245	75.00 PFIZER INC	PURCHASED	6/26/2009	5/03/2013
246	40.00 INTUIT INC	PURCHASED	8/26/2011	4/25/2013
247	30.00 INTUIT INC	PURCHASED	2/23/2011	4/25/2013
248	20.00 INTUIT INC	PURCHASED	1/25/2011	4/25/2013
249	20.00 STARBUCKS CORP	PURCHASED	10/25/2010	4/23/2013
250	150.00 MICRON TECHNOLOGY INC	PURCHASED	10/18/2011	4/09/2013
251	5.00 WELLS FARGO & COMPANY	PURCHASED	2/16/2012	4/05/2013
252	38.00 WELLS FARGO & COMPANY	PURCHASED	11/16/2011	4/05/2013
253	50.00 PFIZER INC	PURCHASED	8/09/2007	4/05/2013
254	75.00 LORILLARD INC	PURCHASED	10/10/2011	4/01/2013
255	15.00 LORILLARD INC	PURCHASED	8/24/2011	4/01/2013
256	45.00 CITIGROUP INC	PURCHASED	5/18/2011	3/21/2013
257	40.00 CITIGROUP INC	PURCHASED	5/06/2011	3/21/2013
258	15.00 CITIGROUP INC	PURCHASED	4/27/2011	3/21/2013
259	25.00 CITIGROUP INC	PURCHASED	4/27/2011	3/19/2013
260	75.00 MGM RESORTS INTERNATIONAL	PURCHASED	3/07/2012	3/14/2013
261	100.00 MGM RESORTS INTERNATIONAL	PURCHASED	2/24/2012	3/14/2013
262	60.00 LORILLARD INC	PURCHASED	8/24/2011	3/07/2013
263	85.00 DELTA AIR LINES INC	PURCHASED	1/26/2011	2/28/2013
264	50.00 BP PLC-SPONS ADR	PURCHASED	10/31/2011	2/22/2013
265	50.00 BP PLC-SPONS ADR	PURCHASED	10/10/2011	2/22/2013
266	25.00 BP PLC-SPONS ADR	PURCHASED	10/07/2011	2/22/2013
267	100.00 BP PLC-SPONS ADR	PURCHASED	9/16/2011	2/22/2013
268	100.00 MGM RESORTS INTERNATIONAL	PURCHASED	1/31/2012	2/19/2013
269	175.00 MGM RESORTS INTERNATIONAL	PURCHASED	1/31/2012	2/15/2013
270	55.00 UNITEDHEALTH GROUP INC	PURCHASED	8/11/2011	2/15/2013
271	150.00 MICRON TECHNOLOGY INC	PURCHASED	10/18/2011	2/08/2013
272	25.00 ASTRAZENECA PLC-SPONS ADR	PURCHASED	9/14/2011	2/08/2013
273	10.00 ASTRAZENECA PLC-SPONS ADR	PURCHASED	11/23/2010	2/08/2013
274	35.00 AT&T INC	PURCHASED	4/27/2011	2/06/2013
275	65.00 ASTRAZENECA PLC-SPONS ADR	PURCHASED	11/23/2010	1/31/2013
276	100.00 ASTRAZENECA PLC-SPONS ADR	PURCHASED	6/01/2010	1/31/2013
277	90.00 NV ENERGY INC	PURCHASED	1/06/2012	1/23/2013
278	10.00 NV ENERGY INC	PURCHASED	8/16/2011	1/23/2013
279	2.00 GOOGLE INC-CL A	PURCHASED	7/23/2008	1/23/2013
280	35.00 ALTRIA GROUP INC	PURCHASED	3/23/2011	1/17/2013

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
281	50.00 ALTRIA GROUP INC	PURCHASED	9/29/2010	1/17/2013
282	15.00 ALTRIA GROUP INC	PURCHASED	9/23/2010	1/17/2013
283	33.00 UNITEDHEALTH GROUP INC	PURCHASED	8/11/2011	1/07/2013
284	20.00 UNITEDHEALTH GROUP INC	PURCHASED	6/23/2011	1/07/2013
285	125.00 NV ENERGY INC	PURCHASED	8/16/2011	1/04/2013
286	0.00 CST BRANDS INC	PURCHASED	1/01/2001	5/10/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	2,061.		1,793.	268.				$ 268.
2	2,061.		1,785.	276.				276.
3	1,546.		1,343.	203.				203.
4	1,242.		1,128.	114.				114.
5	1,294.		1,359.	-65.				-65.
6	1,253.		810.	443.				443.
7	1,516.		1,127.	389.				389.
8	2,638.		2,726.	-88.				-88.
9	1,508.		1,962.	-454.				-454.
10	1,131.		1,723.	-592.				-592.
11	2,652.		2,344.	308.				308.
12	5,857.		4,937.	920.				920.
13	884.		844.	40.				40.
14	1,124.		1,329.	-205.				-205.
15	2,124.		1,456.	668.				668.
16	5,800.		6,135.	-335.				-335.
17	1,410.		1,117.	293.				293.
18	2,939.		3,223.	-284.				-284.
19	1,176.		1,349.	-173.				-173.
20	3,527.		3,966.	-439.				-439.
21	1,819.		1,626.	193.				193.
22	2,547.		2,431.	116.				116.
23	885.		853.	32.				32.
24	2,655.		2,614.	41.				41.
25	3,049.		2,366.	683.				683.
26	1,243.		1,322.	-79.				-79.
27	3,714.		5,360.	-1,646.				-1,646.
28	1,744.		1,743.	1.				1.
29	1,592.		1,122.	470.				470.
30	7,398.		6,028.	1,370.				1,370.
31	3,178.		2,968.	210.				210.
32	4,097.		3,866.	231.				231.
33	1,329.		1,566.	-237.				-237.
34	1,241.		1,039.	202.				202.
35	4,177.		2,081.	2,096.				2,096.
36	1,451.		1,199.	252.				252.
37	1,247.		539.	708.				708.
38	1,301.		822.	479.				479.
39	1,215.		1,078.	137.				137.
40	7,490.		7,523.	-33.				-33.
41	7,062.		6,982.	80.				80.
42	1,385.		1,566.	-181.				-181.
43	1,745.		930.	815.				815.
44	465.		443.	22.				22.
45	1,396.		1,317.	79.				79.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
46	1,761.		1,575.	186.				$ 186.
47	2,741.		2,688.	53.				53.
48	2,284.		2,029.	255.				255.
49	3,198.		2,828.	370.				370.
50	3,536.		4,087.	-551.				-551.
51	1,905.		2,631.	-726.				-726.
52	2,094.		2,237.	-143.				-143.
53	180.		178.	2.				2.
54	3,070.		2,686.	384.				384.
55	3,141.		2,579.	562.				562.
56	1,401.		1,245.	156.				156.
57	2,042.		2,001.	41.				41.
58	1,982.		1,691.	291.				291.
59	1,619.		1,071.	548.				548.
60	1,578.		1,410.	168.				168.
61	2,398.		2,112.	286.				286.
62	1,711.		1,682.	29.				29.
63	2,396.		2,334.	62.				62.
64	3,594.		3,200.	394.				394.
65	1,630.		1,071.	559.				559.
66	125.		97.	28.				28.
67	178.		195.	-17.				-17.
68	446.		558.	-112.				-112.
69	1,646.		1,431.	215.				215.
70	2,978.		2,285.	693.				693.
71	1,328.		1,276.	52.				52.
72	2,242.		2,455.	-213.				-213.
73	2,173.		2,237.	-64.				-64.
74	929.		1,470.	-541.				-541.
75	2,606.		2,553.	53.				53.
76	743.		1,183.	-440.				-440.
77	3,821.		3,524.	297.				297.
78	1,362.		1,342.	20.				20.
79	1,207.		1,388.	-181.				-181.
80	1,383.		1,141.	242.				242.
81	1,943.		2,447.	-504.				-504.
82	2,887.		3,059.	-172.				-172.
83	1,560.		1,262.	298.				298.
84	3,386.		2,323.	1,063.				1,063.
85	2,350.		1,785.	565.				565.
86	3,175.		2,601.	574.				574.
87	276.		329.	-53.				-53.
88	1,562.		2,202.	-640.				-640.
89	996.		1,021.	-25.				-25.
90	1,987.		2,274.	-287.				-287.
91	1,569.		971.	598.				598.
92	1,580.		1,230.	350.				350.
93	2,410.		2,462.	-52.				-52.
94	1,460.		1,394.	66.				66.
95	2,737.		2,650.	87.				87.
96	1,022.		1,060.	-38.				-38.
97	1,279.		1,468.	-189.				-189.
98	320.		349.	-29.				-29.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
99	1,150.		995.	155.				$ 155.
100	3,526.		3,869.	-343.				-343.
101	1,768.		1,702.	66.				66.
102	1,273.		1,604.	-331.				-331.
103	1,186.		1,138.	48.				48.
104	2,264.		1,897.	367.				367.
105	1,253.		1,421.	-168.				-168.
106	2,078.		1,734.	344.				344.
107	238.		296.	-58.				-58.
108	1,558.		1,352.	206.				206.
109	1,070.		1,447.	-377.				-377.
110	1,308.		1,697.	-389.				-389.
111	441.		520.	-79.				-79.
112	1,398.		1,593.	-195.				-195.
113	3,274.		3,114.	160.				160.
114	1,150.		998.	152.				152.
115	1,247.		1,224.	23.				23.
116	1,239.		1,346.	-107.				-107.
117	2,444.		1,743.	701.				701.
118	472.		381.	91.				91.
119	1,694.		1,581.	113.				113.
120	1,694.		1,614.	80.				80.
121	1,213.		1,109.	104.				104.
122	2,879.		2,904.	-25.				-25.
123	205.		200.	5.				5.
124	2,876.		2,647.	229.				229.
125	1,419.		1,240.	179.				179.
126	1,048.		1,005.	43.				43.
127	1,462.		1,342.	120.				120.
128	2,227.		1,355.	872.				872.
129	1,457.		1,136.	321.				321.
130	1,459.		645.	814.				814.
131	1,233.		893.	340.				340.
132	1,250.		877.	373.				373.
133	1,292.		1,267.	25.				25.
134	383.		176.	207.				207.
135	7,270.		6,687.	583.				583.
136	2,021.		1,150.	871.				871.
137	1,149.		429.	720.				720.
138	1,486.		660.	826.				826.
139	2,302.		1,146.	1,156.				1,156.
140	9,420.		13,944.	-4,524.				-4,524.
141	4,114.		2,966.	1,148.				1,148.
142	1,828.		1,293.	535.				535.
143	1,828.		1,206.	622.				622.
144	4,275.		2,187.	2,088.				2,088.
145	4,146.		5,873.	-1,727.				-1,727.
146	1,595.		968.	627.				627.
147	2,599.		2,256.	343.				343.
148	530.		426.	104.				104.
149	1,114.		878.	236.				236.
150	1,464.		898.	566.				566.
151	530.		512.	18.				18.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
152	1,487.		1,402.	85.				$ 85.
153	1,124.		1,271.	-147.				-147.
154	843.		1,041.	-198.				-198.
155	1,124.		1,582.	-458.				-458.
156	1,307.		1,158.	149.				149.
157	1,307.		1,169.	138.				138.
158	2,178.		1,868.	310.				310.
159	2,613.		2,072.	541.				541.
160	483.		389.	94.				94.
161	1,449.		1,110.	339.				339.
162	370.		108.	262.				262.
163	2,219.		41.	2,178.				2,178.
164	3,571.		2,911.	660.				660.
165	1,413.		1,357.	56.				56.
166	1,342.		1,175.	167.				167.
167	2,369.		1,904.	465.				465.
168	3,490.		3,029.	461.				461.
169	838.		291.	547.				547.
170	2,155.		748.	1,407.				1,407.
171	958.		475.	483.				483.
172	1,734.		1,050.	684.				684.
173	1,387.		839.	548.				548.
174	2,286.		1,622.	664.				664.
175	2,364.		1,770.	594.				594.
176	1,308.		645.	663.				663.
177	1,795.		1,355.	440.				440.
178	1,253.		811.	442.				442.
179	1,330.		1,039.	291.				291.
180	1,701.		1,268.	433.				433.
181	2,600.		1,880.	720.				720.
182	1,800.		1,331.	469.				469.
183	1,266.		1,203.	63.				63.
184	1,579.		1,344.	235.				235.
185	1,213.		1,002.	211.				211.
186	1,240.		925.	315.				315.
187	330.		370.	-40.				-40.
188	1,337.		1,036.	301.				301.
189	1,209.		2,289.	-1,080.				-1,080.
190	550.		1,002.	-452.				-452.
191	1,327.		884.	443.				443.
192	1,302.		552.	750.				750.
193	1,779.		965.	814.				814.
194	1,565.		807.	758.				758.
195	313.		211.	102.				102.
196	1,597.		865.	732.				732.
197	2,270.		1,458.	812.				812.
198	2,379.		2,004.	375.				375.
199	1,959.		1,582.	377.				377.
200	1,567.		1,225.	342.				342.
201	1,567.		1,036.	531.				531.
202	1,567.		1,149.	418.				418.
203	1,671.		912.	759.				759.
204	780.		441.	339.				339.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
205	2,632.		1,906.	726.				$ 726.
206	658.		460.	198.				198.
207	2,207.		1,760.	447.				447.
208	1,429.		1,579.	-150.				-150.
209	1,429.		1,553.	-124.				-124.
210	357.		417.	-60.				-60.
211	936.		504.	432.				432.
212	233.		126.	107.				107.
213	650.		791.	-141.				-141.
214	975.		1,031.	-56.				-56.
215	817.		466.	351.				351.
216	933.		533.	400.				400.
217	1,517.		555.	962.				962.
218	3,723.		3,404.	319.				319.
219	2,348.		1,619.	729.				729.
220	1,761.		1,172.	589.				589.
221	1,174.		788.	386.				386.
222	1,381.		990.	391.				391.
223	1,381.		967.	414.				414.
224	1,218.		1,008.	210.				210.
225	2,169.		474.	1,695.				1,695.
226	1,524.		2,192.	-668.				-668.
227	1,979.		1,748.	231.				231.
228	3,405.		2,299.	1,106.				1,106.
229	1,039.		1,250.	-211.				-211.
230	693.		866.	-173.				-173.
231	2,802.		1,386.	1,416.				1,416.
232	560.		284.	276.				276.
233	1,522.		929.	593.				593.
234	1,293.		958.	335.				335.
235	1,416.		1,338.	78.				78.
236	1,539.		1,139.	400.				400.
237	431.		300.	131.				131.
238	329.		344.	-15.				-15.
239	1,645.		1,624.	21.				21.
240	1,238.		1,120.	118.				118.
241	2,611.		1,725.	886.				886.
242	1,919.		920.	999.				999.
243	2,234.		1,723.	511.				511.
244	4,572.		3,194.	1,378.				1,378.
245	2,173.		1,146.	1,027.				1,027.
246	2,242.		1,854.	388.				388.
247	1,682.		1,554.	128.				128.
248	1,121.		928.	193.				193.
249	1,185.		572.	613.				613.
250	1,416.		851.	565.				565.
251	184.		151.	33.				33.
252	1,396.		964.	432.				432.
253	1,454.		1,220.	234.				234.
254	3,016.		2,961.	55.				55.
255	603.		555.	48.				48.
256	2,084.		1,862.	222.				222.
257	1,852.		1,816.	36.				36.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
258	695.		676.	19.				$ 19.
259	1,140.		1,127.	13.				13.
260	996.		1,019.	-23.				-23.
261	1,328.		1,398.	-70.				-70.
262	2,290.		2,219.	71.				71.
263	1,218.		1,010.	208.				208.
264	2,043.		2,245.	-202.				-202.
265	2,043.		1,909.	134.				134.
266	1,022.		927.	95.				95.
267	4,087.		3,955.	132.				132.
268	1,280.		1,308.	-28.				-28.
269	2,262.		2,288.	-26.				-26.
270	3,144.		2,355.	789.				789.
271	1,158.		851.	307.				307.
272	1,186.		1,102.	84.				84.
273	475.		480.	-5.				-5.
274	1,238.		1,096.	142.				142.
275	3,140.		3,119.	21.				21.
276	4,830.		4,257.	573.				573.
277	1,684.		1,428.	256.				256.
278	187.		145.	42.				42.
279	1,493.		965.	528.				528.
280	1,156.		894.	262.				262.
281	1,652.		1,213.	439.				439.
282	496.		354.	142.				142.
283	1,717.		1,413.	304.				304.
284	1,041.		1,017.	24.				24.
285	2,342.		1,819.	523.				523.
286	3.		0.	3.				3.
							TOTAL	$ 64,716.

STATEMENT 10
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

CAROL E. WAITTE
BARRY K. WAITTE

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
OPPORTUNITY INTERNATIONAL,INC 2122 YORK RD STE 340 OAK BROOK, IL 60523	NONE	PUBLIC	MICROLENDING PROGRAM	$ 30,000.
VASHON YOUTH AND FAMILY SVCS PO BOX 237 VASHON, WA 98070	NONE	PUBLIC	HUMAN SERVICES	1,250.
CREATIVITY EXPLORED 3245 16TH STREET SAN FRANCISCO, CA 94103	NONE	PUBLIC	COMMUNITY PROGRAMS	1,500.
VICTORY RANCH 828 OWENS LAKE DR. SAN JOSE, CA 95123	NONE	PUBLIC	COMMUNITY PROGRAMS	1,500.
ST. HELENA HOSPITAL FOUNDATION 10 WOODLAND ROAD ST. HELENA, CA 94574	NONE	PUBLIC	COMMUNITY PROGRAMS	10,000.
CHILDREN'S HEALTH INITIATIVE 645 SOUTH BASCOM SAN JOSE, CA 95128	NONE	PUBLIC	COMMUNITY PROGRAMS	7,500.
CLINIC OLE FOUNDATION 1141 PEAR TREE LANE, SUITE 100 NAPA, CA 94558	NONE	PUBLIC	COMMUNITY PROGRAMS	2,500.
BOYS & GIRLS CLUBS OF AMERICA 60 BENTON WAY AMERICAN CANYON, CA 94503	NONE	PUBLIC	COMMUNITY PROGRAMS	10,000.
EHC LIFEBUILDERS 507 VALLEY WAY MILPITAS, CA 95035	NONE	PUBLIC	HUMAN SERVICES	1,600.
UNITY CARE GROUP 1400 PARKMOOR AVE, STE 115 SAN JOSE, CA 95126	NONE	PUBLIC	HUMAN SERVICES	6,500.
TEEN FORCE 4525 UNION AVE SAN JOSE, CA 95124	NONE	PUBLIC	COMMUNITY PROGRAMS	2,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
MUSEUMS OF LOS GATOS 4 TAIT AVENUE LOS GATOS, CA 95030	NONE	PUBLIC	COMMUNITY PROGRAMS	$ 2,000.
FRESH LIFELINES FOR YOUTH 568 VALLEY WAY MILPITAS, CA 95035	NONE	PUBLIC	COMMUNITY PROGRAMS	2,200.
PLAYWRITE, INC PO BOX 13420 PORTLAND, OR 97213	NONE	PUBLIC	COMMUNITY PROGRAMS	5,000.
NORTHWEST EARTH INSTITUTE 107 SE WASHINGTON ST #235 PORTLAND, OR 97214	NONE	PUBLIC	COMMUNITY PROGRAMS	2,500.
SPOON FOUNDATION 135 SE MAIN ST, SUITE 201 PORTLAND, OR 97214	NONE	PUBLIC	COMMUNITY PROGRAMS	1,250.
			TOTAL	$ 87,300.

BERNSTEIN
Global Wealth Management

Holdings

Account: THE WAITTE FOUNDATION
As of December 31, 2013

Click the arrow in any column header to filter/unfilter your holdings information by other criteria

Asset Class	Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Cash Balances	27,825 350	CASH		$ 1 000	$ 1 00	$ 27,825	$ 27,825	$ -	$ -	$ 22	0 1%	1 2%	100 0%
Fixed Income	31,751 481	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	SNIDX	$ 12 705	$ 13 35	$ 403,399	$ 423,882	$ 319	$ 20,484	$ 12,013	2 5%	18 0%	100 0%
Equities	18,134 578	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	SIMTX	$ 18 702	$ 16 34	$ 339,161	$ 296,319	$ -	$ (42,842)	$ 5,023	1 7%	12 6%	25 3%
Equities	2,266 741	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	SNEMX	$ 32 609	$ 27 35	$ 73,915	$ 61,995	$ -	$ (11,920)	$ 673	1 1%	2 6%	5 3%
Equities	2,082 111	AB DISCOVERY GROWTH FND CL ADV	CHCYX	$ 7 000	$ 9 83	$ 14,575	$ 20,467	$ -	$ 5,892	$ -	0 0%	0 9%	1 8%
Equities	650 000	PFIZER INC	PFE	$ 19 399	$ 30 63	$ 12,610	$ 19,910	$ -	$ 7,300	$ 676	3 4%	0 8%	1 7%
Equities	881 315	AB DISCOVERY VALUE FUND CL ADV	ABYSX	$ 16 116	$ 21 72	$ 14,203	$ 19,142	$ -	$ 4,939	$ -	0 0%	0 8%	1 6%
Equities	30 000	APPLE INC	AAPL	$ 250 439	$ 561 11	$ 7,513	$ 16,833	$ -	$ 9,320	$ 366	2 2%	0 7%	1 4%
Equities	350 000	WELLS FARGO & COMPANY	WFC	$ 32 448	$ 45 40	$ 11,357	$ 15,890	$ -	$ 4,533	$ 420	2 6%	0 7%	1 4%
Equities	14 000	GOOGLE INC-CL A	GOOG	$ 440 161	$ 1,120 71	$ 6,162	$ 15,690	$ -	$ 9,528	$ -	0 0%	0 7%	1 3%
Equities	160 000	SCHLUMBERGER LTD	SLB	$ 71 662	$ 90 11	$ 11,466	$ 14,418	$ 50	$ 2,952	$ 200	1 4%	0 6%	1 2%
Equities	175 000	DANAHER CORP	DHR	$ 53 410	$ 77 20	$ 9,347	$ 13,510	$ 4	$ 4,163	$ 18	0 1%	0 6%	1 2%
Equities	250 000	CITIGROUP INC	C	$ 33 110	$ 52 11	$ 8,278	$ 13,028	$ -	$ 4,750	$ 10	0 1%	0 6%	1 1%
Equities	250 000	AMERICAN INTERNATIONAL GROUP	AIG	$ 44 508	$ 51 05	$ 11,127	$ 12,763	$ -	$ 1,636	$ 100	0 8%	0 5%	1 1%
Equities	450 000	HEWLETT-PACKARD CO	HPQ	$ 24 460	$ 27 98	$ 11,007	$ 12,591	$ 65	$ 1,584	$ 261	2 1%	0 5%	1 1%
Equities	800 000	BANK OF AMERICA CORP	BAC	$ 11 825	$ 15 57	$ 9,460	$ 12,456	$ -	$ 2,996	$ 32	0 3%	0 5%	1 1%
Equities	130 000	JOHNSON & JOHNSON	JNJ	$ 60 147	$ 91 59	$ 7,819	$ 11,907	$ -	$ 4,088	$ 343	2 9%	0 5%	1 0%
Equities	180 000	TJX COMPANIES INC	TJX	$ 45 503	$ 63 73	$ 8,191	$ 11,471	$ -	$ 3,281	$ 104	0 9%	0 5%	1 0%
Equities	50 000	VISA INC - CLASS A SHRS	V	$ 123 039	$ 222 68	$ 6,152	$ 11,134	$ -	$ 4,982	$ 80	0 7%	0 5%	1 0%
Equities	135 000	HOME DEPOT INC	HD	$ 54 672	$ 82 34	$ 7,381	$ 11,116	$ -	$ 3,735	$ 211	1 9%	0 5%	1 0%
Equities	110 000	COGNIZANT TECH SOLUTIONS-A	CTSH	$ 70 234	$ 100 98	$ 7,726	$ 11,108	$ -	$ 3,382	$ -	0 0%	0 5%	1 0%
Equities	65 000	UNION PACIFIC CORP	UNP	$ 126 414	$ 168 00	$ 8,217	$ 10,920	$ 51	$ 2,703	$ 205	1 9%	0 5%	0 9%
Equities	165 000	CBS CORP-CLASS B NON VOTING	CBS	$ 48 427	$ 63 74	$ 7,990	$ 10,517	$ 20	$ 2,527	$ 79	0 8%	0 4%	0 9%
Equities	125 000	ILLINOIS TOOL WORKS	ITW	$ 63 598	$ 84 08	$ 7,950	$ 10,510	$ 53	$ 2,560	$ 210	2 0%	0 4%	0 9%
Equities	110 000	OCCIDENTAL PETROLEUM CORP	OXY	$ 93 102	$ 95 10	$ 10,241	$ 10,461	$ 70	$ 220	$ 282	2 7%	0 4%	0 9%
Equities	125 000	HESS CORP	HES	$ 83 167	$ 83 00	$ 10,396	$ 10,375	$ -	$ (21)	$ 125	1 2%	0 4%	0 9%
Equities	55 000	INTL BUSINESS MACHINES CORP	IBM	$ 201 477	$ 187 57	$ 11,081	$ 10,316	$ -	$ (765)	$ 209	2 0%	0 4%	0 9%

Holdings

Account: THE WAITTE FOUNDATION
As of December 31, 2013

Click the arrow in any column header to filter/unfilter your holdings information by other criteria

Asset Class	Qty	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield	% of Portfolio	% of AssetClass
Equities	45 000	INTERCONTINENTALEXCHANGE GROUP	ICE	$ 132 819	$ 224 92	$ 5,977	$ 10,121	$ -	$ 4,145	$ 117	1 2%	0 4%	0 9%
Equities	195 000	LINCOLN NATIONAL CORP	LNC	$ 45 823	$ 51 62	$ 8,936	$ 10,066	$ -	$ 1,130	$ 125	1 2%	0 4%	0 9%
Equities	90 000	ALLERGAN INC	AGN	$ 101 477	$ 111 08	$ 9,133	$ 9,997	$ -	$ 864	$ 18	0 2%	0 4%	0 9%
Equities	110 000	AMERICAN EXPRESS CO	AXP	$ 75 419	$ 90 73	$ 8,296	$ 9,980	$ -	$ 1,684	$ 101	1 0%	0 4%	0 9%
Equities	250 000	KROGER CO	KR	$ 23 264	$ 39 53	$ 5,816	$ 9,883	$ -	$ 4,067	$ 165	1 7%	0 4%	0 8%
Equities	35 000	BIOGEN IDEC INC	BIIB	$ 145 781	$ 279 75	$ 5,102	$ 9,791	$ -	$ 4 689	$ -	0 0%	0 4%	0 8%
Equities	115 000	MEAD JOHNSON NUTRITION CO	MJN	$ 85 281	$ 83 76	$ 9,807	$ 9,632	$ 34	$ (175)	$ 156	1 6%	0 4%	0 8%
Equities	190 000	VALERO ENERGY CORP	VLO	$ 41 825	$ 50 40	$ 7,947	$ 9,576	$ -	$ 1,629	$ 171	1 8%	0 4%	0 8%
Equities	70 000	BOEING CO/THE	BA	$ 95 437	$ 136 49	$ 6,681	$ 9,554	$ -	$ 2,874	$ 204	2 1%	0 4%	0 8%
Equities	80 000	COSTCO WHOLESALE CORP	COST	$ 115 718	$ 119 01	$ 9,257	$ 9,521	$ -	$ 263	$ 99	1 0%	0 4%	0 8%
Equities	8 000	PRICELINE COM INC	PCLN	$ 742 646	$ 1,162 40	$ 5,941	$ 9,299	$ -	$ 3,358	$ -	0 0%	0 4%	0 8%
Equities	155 000	MEDTRONIC INC	MDT	$ 46 402	$ 57 39	$ 7,192	$ 8,895	$ 43	$ 1,703	$ 174	2 0%	0 4%	0 8%
Equities	575 000	FORD MOTOR CO	F	$ 11 520	$ 15 43	$ 6,624	$ 8,872	$ -	$ 2,248	$ 230	2 6%	0 4%	0 8%
Equities	100 000	VIACOM INC-CLASS B	VIAB	$ 41 077	$ 87 34	$ 4,108	$ 8,734	$ -	$ 4,626	$ 120	1 4%	0 4%	0 7%
Equities	110 000	WAL-MART STORES INC	WMT	$ 67 570	$ 78 69	$ 7,433	$ 8,656	$ 52	$ 1,223	$ 207	2 4%	0 4%	0 7%
Equities	165 000	COMCAST CORP-CLASS A	CMCSA	$ 29 423	$ 51 97	$ 4,855	$ 8,574	$ 32	$ 3,719	$ 129	1 5%	0 4%	0 7%
Equities	250 000	CONAGRA FOODS INC	CAG	$ 31 486	$ 33 70	$ 7,871	$ 8,425	$ -	$ 554	$ 250	3 0%	0 4%	0 7%
Equities	21 000	AMAZON COM INC	AMZN	$ 232 305	$ 398 79	$ 4,878	$ 8,375	$ -	$ 3,496	$ -	0 0%	0 4%	0 7%
Equities	65 000	PARKER HANNIFIN CORP	PH	$ 108 405	$ 128 64	$ 7,046	$ 8,362	$ -	$ 1,315	$ 117	1 4%	0 4%	0 7%
Equities	95 000	ANSYS INC	ANSS	$ 63 791	$ 87 20	$ 6,060	$ 8,284	$ -	$ 2,224	$ -	0 0%	0 4%	0 7%
Equities	90 000	MARATHON PETROLEUM CORP	MPC	$ 87 325	$ 91 73	$ 7,859	$ 8,256	$ -	$ 396	$ 151	1 8%	0 4%	0 7%
Equities	200 000	AMDOCS LTD	DOX	$ 36 653	$ 41 24	$ 7,331	$ 8,248	$ 26	$ 917	$ -	0 0%	0 4%	0 7%
Equities	30 000	PRECISION CASTPARTS CORP	PCP	$ 165 514	$ 269 30	$ 4,965	$ 8,079	$ -	$ 3,114	$ 4	0 0%	0 3%	0 7%
Equities	100 000	LYONDELLBASELL INDU-CL A	LYB	$ 36 718	$ 80 28	$ 3,672	$ 8,028	$ -	$ 4,356	$ 10	0 1%	0 3%	0 7%
Equities	115 000	TIME WARNER INC	TWX	$ 41 111	$ 69 72	$ 4,728	$ 8,018	$ -	$ 3,290	$ 132	1 7%	0 3%	0 7%
Equities	105 000	GILEAD SCIENCES INC	GILD	$ 52 414	$ 75 15	$ 5,504	$ 7,891	$ -	$ 2,387	$ -	0 0%	0 3%	0 7%
Equities	70 000	BECTON DICKINSON & CO	BDX	$ 79 210	$ 110 49	$ 5,545	$ 7,734	$ -	$ 2,190	$ 153	2 0%	0 3%	0 7%
Equities	30 000	WW GRAINGER INC	GWW	$ 244 439	$ 255 42	$ 7,333	$ 7,663	$ -	$ 329	$ 112	1 5%	0 3%	0 7%
Equities	100 000	CAPITAL ONE FINANCIAL CORP	COF	$ 55 863	$ 76 61	$ 5,586	$ 7,661	$ -	$ 2,075	$ 120	1 6%	0 3%	0 7%
Equities	90 000	AON PLC	AON	$ 75 312	$ 83 89	$ 6,778	$ 7,550	$ -	$ 772	$ -	0 0%	0 3%	0 6%
Equities	140 000	FIDELITY NATIONAL INFORMATION	FIS	$ 32 276	$ 53 68	$ 4,519	$ 7,515	$ -	$ 2,997	$ 123	1 6%	0 3%	0 6%
Equities	85 000	PHILIP MORRIS INTERNATIONAL	PM	$ 90 143	$ 87 13	$ 7,662	$ 7,406	$ 80	$ (256)	$ 320	4 3%	0 3%	0 6%

Holdings

Account. THE WAITTE FOUNDATION
As of December 31, 2013

Click the arrow in any column header to filter/unfilter your holdings information by other criteria

Asset Class	Qty	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain/Loss	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Equities	105 000	NOBLE ENERGY INC	NBL	$ 42 189	$ 68 11	$ 4,430	$ 7,152	$ -	$ 2,722	$ 59	0 8%	0 3%	0 6%
Equities	90 000	STARBUCKS CORP	SBUX	$ 45 386	$ 78 39	$ 4,085	$ 7,055	$ -	$ 2,970	$ 94	1 3%	0 3%	0 6%
Equities	135 000	CIT GROUP INC	CIT	$ 40 199	$ 52 13	$ 5,427	$ 7,038	$ -	$ 1,611	$ 54	0 8%	0 3%	0 6%
Equities	45 000	EVEREST RE GROUP LTD	RE	$ 127 300	$ 155 87	$ 5,729	$ 7,014	$ -	$ 1,286	$ 86	1 2%	0 3%	0 6%
Equities	140 000	VERIZON COMMUNICATIONS INC	VZ	$ 46 344	$ 49 14	$ 6,488	$ 6,880	$ -	$ 391	$ 297	4 3%	0 3%	0 6%
Equities	180 000	MICROSOFT CORP	MSFT	$ 30 996	$ 37 43	$ 5,579	$ 6,737	$ -	$ 1,158	$ 202	3 0%	0 3%	0 6%
Equities	325 000	PULTE GROUP INC	PHM	$ 16 829	$ 20 37	$ 5,470	$ 6,620	$ 16	$ 1,151	$ 65	1 0%	0 3%	0 6%
Equities	85 000	WALT DISNEY CO/THE	DIS	$ 37 224	$ 76 40	$ 3,164	$ 6,494	$ 90	$ 3,330	$ 73	1 1%	0 3%	0 6%
Equities	35 000	SHERWIN-WILLIAMS CO/THE	SHW	$ 162 511	$ 183 50	$ 5,688	$ 6,423	$ -	$ 735	$ 70	1 1%	0 3%	0 5%
Equities	115 000	EBAY INC	EBAY	$ 51 151	$ 54 89	$ 5,882	$ 6,312	$ -	$ 430	$ -	0 0%	0 3%	0 5%
Equities	275 000	ELECTRONIC ARTS INC	EA	$ 24 397	$ 22 94	$ 6,709	$ 6,309	$ -	$ (401)	$ -	0 0%	0 3%	0 5%
Equities	65 000	CHUBB CORP	CB	$ 87 028	$ 96 63	$ 5,657	$ 6,281	$ 29	$ 624	$ 114	1 8%	0 3%	0 5%
Equities	110 000	MACY'S INC	M	$ 34 619	$ 53 40	$ 3,808	$ 5,874	$ 28	$ 2,066	$ 110	1 9%	0 2%	0 5%
Equities	50 000	MONSANTO CO	MON	$ 99 357	$ 116 55	$ 4,968	$ 5,828	$ -	$ 860	$ 86	1 5%	0 2%	0 5%
Equities	75 000	EATON CORP PLC	ETN	$ 45 915	$ 76 12	$ 3,444	$ 5,709	$ -	$ 2,265	$ -	0 0%	0 2%	0 5%
Equities	95 000	JPMORGAN CHASE & CO	JPM	$ 49 308	$ 58 48	$ 4,684	$ 5,556	$ -	$ 871	$ 144	2 6%	0 2%	0 5%
Equities	70 000	NIKE INC -CL B	NKE	$ 78 504	$ 78 64	$ 5,495	$ 5,505	$ 17	$ 10	$ 67	1 2%	0 2%	0 5%
Equities	60 000	RAYTHEON COMPANY	RTN	$ 85 380	$ 90 70	$ 5,123	$ 5,442	$ 33	$ 319	$ 132	2 4%	0 2%	0 5%
Equities	180 000	GANNETT CO	GCI	$ 26 876	$ 29 58	$ 4,838	$ 5,324	$ 36	$ 487	$ 144	2 7%	0 2%	0 5%
Equities	50 000	PARTNERRE LTD	PRE	$ 84 363	$ 105 43	$ 4,218	$ 5,272	$ -	$ 1,053	$ 120	2 3%	0 2%	0 5%
Equities	30 000	CELGENE CORP	CELG	$ 114 494	$ 168 96	$ 3,435	$ 5,069	$ -	$ 1,634	$ -	0 0%	0 2%	0 4%
Equities	35 000	FEDEX CORP	FDX	$ 137 445	$ 143 77	$ 4,811	$ 5,032	$ 5	$ 221	$ 21	0 4%	0 2%	0 4%
Equities	120 000	GENERAL MOTORS CO	GM	$ 39 191	$ 40 87	$ 4,703	$ 4,904	$ -	$ 201	$ -	0 0%	0 2%	0 4%
Equities	95 000	HALLIBURTON CO	HAL	$ 48 942	$ 50 75	$ 4,650	$ 4,821	$ -	$ 172	$ 57	1 2%	0 2%	0 4%
Equities	9 000	CHIPOTLE MEXICAN GRILL-CL A	CMG	$ 343 294	$ 532 78	$ 3,090	$ 4,795	$ -	$ 1,705	$ -	0 0%	0 2%	0 4%
Equities	40 000	BERKSHIRE HATHAWAY INC-CL B	BRK/B	$ 84 964	$ 118 56	$ 3,399	$ 4,742	$ -	$ 1,344	$ -	0 0%	0 2%	0 4%
Equities	300 000	GENWORTH FINANCIAL INC-CL A	GNW	$ 12 065	$ 15 53	$ 3,620	$ 4,659	$ -	$ 1,039	$ -	0 0%	0 2%	0 4%
Equities	120 000	ALTRIA GROUP INC	MO	$ 35 431	$ 38 39	$ 4,252	$ 4,607	$ 58	$ 355	$ 230	5 0%	0 2%	0 4%
Equities	30 000	LIBERTY MEDIA CORP	LMCA	$ 98 207	$ 146 45	$ 2,946	$ 4,394	$ -	$ 1,447	$ -	0 0%	0 2%	0 4%
Equities	100 000	PATTERSON COS INC	PDCO	$ 38 033	$ 41 20	$ 3,803	$ 4,120	$ -	$ 317	$ 64	1 6%	0 2%	0 4%
Equities	110 000	KINDER MORGAN INC	KMI	$ 38 189	$ 36 00	$ 4,201	$ 3,960	$ -	$ (241)	$ 180	4 6%	0 2%	0 3%
Equities	18 000	AFFILIATED MANAGERS GROUP INC	AMG	$ 141 329	$ 216 88	$ 2,544	$ 3,904	$ -	$ 1,360	$ -	0 0%	0 2%	0 3%
Equities	70 000	HASBRO INC	HAS	$ 52 184	$ 55 01	$ 3,653	$ 3,851	$ -	$ 198	$ 112	2 9%	0 2%	0 3%
Equities	30 000	CHEVRON CORP	CVX	$ 109 073	$ 124 91	$ 3,272	$ 3,747	$ -	$ 475	$ 120	3 2%	0 2%	0 3%
Equities	25 000	POLARIS INDUSTRIES INC	PII	$ 133 196	$ 145 64	$ 3,330	$ 3,641	$ -	$ 311	$ 42	1 2%	0 2%	0 3%
Equities	100 000	AT&T INC	T	$ 32 777	$ 35 16	$ 3,278	$ 3,516	$ -	$ 238	$ 184	5 2%	0 1%	0 3%

BERNSTEIN
Global Wealth Management

Holdings

Account: THE WAITTE FOUNDATION
As of December 31, 2013

Click the arrow in any column header to filter/unfilter your holdings information by other criteria

Asset Class	Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Accrued Income	Unrealized Gain (Loss)	Est. Annual Income	Yield	% of Portfolio	% of AssetClass
Equities	70 000	REYNOLDS AMERICAN INC	RAI	$ 41 410	$ 49 99	$ 2,899	$ 3,499	$ 44	$ 601	$ 176	5 0%	0 1%	0 3%
Equities	16 000	LINKEDIN CORP - A	LNKD	$ 107 883	$ 216 83	$ 1,726	$ 3,469	$ -	$ 1,743	$ -	0 0%	0 1%	0 3%
Equities	35 000	MCDONALD'S CORP	MCD	$ 90 450	$ 97 03	$ 3,166	$ 3,396	$ -	$ 230	$ 113	3 3%	0 1%	0 3%
Equities	50 000	VERISK ANALYTICS INC-CL A	VRSK	$ 64 791	$ 65 72	$ 3,240	$ 3,286	$ -	$ 46	$ -	0 0%	0 1%	0 3%
Equities	65 000	MERCK & CO INC	MRK	$ 44 888	$ 50 05	$ 2,918	$ 3,253	$ 29	$ 336	$ 114	3 5%	0 1%	0 3%
Equities	160 000	REGAL ENTERTAINMENT GROUP-A	RGC	$ 19 100	$ 19 45	$ 3,056	$ 3,112	$ -	$ 56	$ 134	4 3%	0 1%	0 3%
Equities	45 000	ASSURANT INC	AIZ	$ 64 617	$ 66 37	$ 2,908	$ 2,987	$ -	$ 79	$ 45	1 5%	0 1%	0 3%
Equities	35 000	PEPSICO INC	PEP	$ 80 687	$ 82 94	$ 2,824	$ 2,903	$ 20	$ 79	$ 79	2 7%	0 1%	0 3%
Equities	85 000	HEALTH NET INC	HNT	$ 27 882	$ 29 67	$ 2,370	$ 2,522	$ -	$ 152	$ -	0 0%	0 1%	0 2%
Equities	20 000	VERTEX PHARMACEUTICALS INC	VRTX	$ 46 498	$ 74 30	$ 930	$ 1,486	$ -	$ 556	$ -	0 0%	0 1%	0 1%
Dynamic Asset Allocatio	48,267 921	OVERLAY A PORTFOLIO CLASS 1	SAOOX	$ 11 147	$ 12 49	$ 538,034	$ 602,866	$ -	$ 64,832	$ 8,157	1 4%	25 6%	82 0%
Dynamic Asset Allocatio	12,710 821	OVERLAY B PORTFOLIO CLASS 1	SBOOX	$ 10 800	$ 10 42	$ 137,279	$ 132,447	$ -	$ (4,832)	$ 3,839	2 9%	5 6%	18 0%
		NET PORTFOLIO VALUE				$ 2,136,207	$ 2,355,012	$ 1,304	$ 218,805	$ 10,757	1.7%		

Please see the notes which are an important part of this report

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE WAITTE FOUNDATION	Employer identification number (EIN) or 77-0527049
	Number, street, and room or suite number If a P O box, see instructions 19 GLENRIDGE AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOS GATOS, CA 95030	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990 T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990 T (trust other than above)	06	Form 8870	12

- The books are in the care of ► GEOFFREY L. LAMB, CPA

Telephone No. ► 408-371-6883 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____. If this is for the whole group, check this box . ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► [X] calendar year 20 13 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 2,382.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 2,382.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions