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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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation LAWRENCE & JANET DEE FOUNDATION		<b>A Employer identification number</b>  87-6150803	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 58767		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SALT LAKE CITY, UT 84158		<b>B</b> Telephone number (see instructions)	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 59,599,435		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	814,199	814,199		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,897,773			
	b Gross sales price for all assets on line 6a 26,998,958				
	7 Capital gain net income (from Part IV, line 2) . . .		2,970,508		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	 144,864	144,864		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	3,856,836	3,929,571		
	13 Compensation of officers, directors, trustees, etc	176,648	56,577		120,071
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	 37,269	37,269		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .	9,175			9,175
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	 403,205	403,205		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	626,297	497,051		129,246
	25 Contributions, gifts, grants paid . . . . .	2,454,233			2,454,233
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	3,080,530	497,051		2,583,479
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	776,306			
	b <b>Net investment income</b> (if negative, enter -0-)		3,432,520		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	3,105	1,792	1,792
	2	Savings and temporary cash investments . . . . .	8,616,594	1,503,996	1,503,996
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .			
	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) . . . . .	39,776,844	47,794,630	58,093,647
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	48,396,543	49,300,418	59,599,435
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	48,396,543	49,300,418	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	48,396,543	49,300,418	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	48,396,543	49,300,418	

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	48,396,543
2	Enter amount from Part I, line 27a . . . . .	2	776,306
3	Other increases not included in line 2 (itemize) ▶ _____	3	127,569
4	Add lines 1, 2, and 3 . . . . .	4	49,300,418
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	49,300,418

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	2,970,508
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,460,100	52,696,931	0 04668
2011	2,318,329	52,716,551	0 04398
2010	790,070	48,589,736	0 01626
2009	642,106	14,107,411	0 04552
2008	700,267	12,461,153	0 05620

2	Total of line 1, column (d). . . . .	2	0 20863
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 04173
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	54,085,078
5	Multiply line 4 by line 3. . . . .	5	2,256,808
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	34,325
7	Add lines 5 and 6. . . . .	7	2,291,133
8	Enter qualifying distributions from Part XII, line 4. . . . .  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	2,583,479

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	34,325
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2. . . . .	3	34,325
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	34,325
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	55,000
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	72,000
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d. . . . .	7	127,000
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .	10	92,675
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 51,000 Refunded <input type="checkbox"/>	11	41,675

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . 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.	1b		No
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> UT _____			
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		No
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of Nelson Murri CPAs Planners & Telephone no (801) 355-5113 Located at 2180 S 1300 E 330 Salt Lake City UT ZIP+4 84106			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

No

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).

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

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?

7b

No

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas D Dee III	Director	5,000		
1575 DEVONSHIRE DRIVE SALT LAKE CITY, UT 84108	4 00			
David Dee	Director	5,000		
1374 ARLINGTON DRIVE SALT LAKE CITY, UT 84103	4 00			
Wells Fargo Bank NA	Trustee	161,648		
1 W 4th St 4th Floor MAC Winston Salem, NC 271013818	4 00			
Matthew T Dee	Director	5,000		
3380 S Colemere Way Salt Lake City, UT 84109	4 00			

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.

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



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	54,903,364
b	Average of monthly cash balances. . . . .	1b	5,345
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	54,908,709
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	
3	Subtract line 2 from line 1d. . . . .	3	54,908,709
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	823,631
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	54,085,078
6	Minimum investment return. Enter 5% of line 5. . . . .	6	2,704,254

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	2,704,254
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	34,325
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	34,325
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	2,669,929
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	2,669,929
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	2,669,929

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	2,583,479
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	2,583,479
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	34,325
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	2,549,154
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				2,669,929
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			2,576,609	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,583,479				
a Applied to 2012, but not more than line 2a			2,576,609	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				6,870
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				2,663,059
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(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 XVSupplementary Information (Complete this part only if the organization 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) )

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

2

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

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

a

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

Lawrence Janet Dee Foundation  
PO BOX 58767  
Salt Lake City, UT 84158  
(801) 355-5113

b

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

LETTER OF APPLICATION

c

Any submission deadlines

NONE, BUT SUGGESTED BY SEPTEMBER 30TH

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a</div> <div>Paid during the year</div> <div>See Additional Data TableSee Additional Data Table</div>				
<div>Total . . . . .</div>			<div>3a</div>	2,454,233
<div>b</div> <div>Approved for future payment</div>				
<div>Total . . . . .</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated

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

[illegible]



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
440 ACCO BRANDS CORP	P	2013-04-23	2013-05-02
190 ACCO BRANDS CORP	P	2013-04-22	2013-05-03
90 ACCO BRANDS CORP	P	2013-04-23	2013-05-03
175 ACCO BRANDS CORP	P	2013-04-13	2013-05-03
715 ACCO BRANDS CORP	P	2013-04-24	2013-05-03
2,491 0A0 GAZPROM LEVEL 1 ADR	P	2013-02-03	2013-12-10
28 GENERAL GROWTH PROPERTIE-W/I	P	2013-02-04	2013-02-25
2,386 IAC/INTERACTIVECORP	P	2012-04-18	2013-01-16
2,414 "NETEASE COM, INC - ADR"	P	2012-01-25	2013-01-10
650 ROHM COMPANY LIMITED ADR	P	2010-12-03	2013-01-08
3,489 US BANCORP DEL NEW	P	2012-09-19	2013-01-17
670 VALE SA ADR	P	2011-03-23	2013-08-19
172 VALE SA ADR	P	2011-03-04	2013-08-19
218 VALE SA ADR	P	2010-04-07	2013-08-19
425 WEIGHT WATCHERS INTL INC	P	2013-02-20	2013-09-05
350 ACCO BRANDS	P	2013-04-23	2013-05-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h


(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)
2,867		3,009	-142
1,261		1,286	-25
597		615	-18
1,161		1,240	-79
4,744		4,852	-108
20,849		30,801	-9,952
544		558	-14
101,160		116,933	-15,773
105,239		117,789	-12,550
10,835		20,670	-9,835
115,265		120,018	-4,753
8,979		19,249	-10,270
2,305		5,207	-2,902
2,922		6,188	-3,266
16,048		18,971	-2,923
2,269		2,394	-125




Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-142
			-25
			-18
			-79
			-108
			-9,952
			-14
			-15,773
			-12,550
			-9,835
			-4,753
			-10,270
			-2,902
			-3,266
			-2,923
			-125


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
U OF U NATURAL HISTORY MUSEUM 301 WAKARA WAY SALT LAKE CITY,UT 84108		501C3	GENERAL PURPOSE GRANT	10,000
OGDEN SURGICAL-MEDICAL SOCIETY PO BOX 9311 OGDEN,UT 84409		501C3	GENERAL PURPOSE GRANT	2,500
10TH ANNUAL OGDEN ARTS FESTIVAL 2501 WALL AVE OGDEN,UT 84401		501C3	general	2,500
ALZHEIMERS DISEASE AND RELATED DISO 225 NORTH MICHIGAN AVE FLOOR 17 CHICAGO,IL 60601		501C3	GENERAL	5,000
AMERICAN INDIAN SERVICES 1902 NORTH CANYON ROAD SUITE 100 PROVO,UT 84604		501C3	GENERAL	5,000
BOYS AND GIRLS CLUBS OF SALT LAKE 669 SOUTH 200 EAST SUITE 100 SALT LAKE CITY,UT 84111		501C3	GENERAL	5,000
BOYS GIRLS CLUB OF WEBER-DAVIS 2302 WASHINGTON BLVD SUITE 201 OGDEN,UT 84401		501C3	GENERAL	2,500
CHILDREN'S MUSEUM OF UTAH 444 WEST 100 SOUTH SALT LAKE CITY,UT 84101		501C3	GENERAL	5,000
PEDIATRIC CHARITABLE CARE PROGRAM 20 WEST STOW ROAD SUITE 8 MARLTON,NJ 08053		501C3	GENERAL	5,000
ENGLISH SKILLS LEARNING CENTER 631 WEST NORTH TEMPLE SALT LAKE CITY,UT 84116		501C3	GENERAL	5,000
CATCH THE VISION EYE CARE PROGRAM 214 KING STREET OGDENSBURG,NY 13669		501C3	GENERAL	3,500
GIRL SCOUTS OF UTAH 445 EAST 4500 SOUTH SALT LAKE CITY,UT 84107		501C3	GENERAL	5,000
JORDAN VALLEY CONSERVATION FOUNDATI 8275 SOUTH 1300 WEST WEST JORDAN,UT 84088		501C3	GENERAL	5,000
JUVENILE DIABETES RESEARCH 132 SOUTH 600 EAST 100 SALT LAKE CITY,UT 84102		501C3	GENERAL	2,500
ADAPTIVE EQUESTRIAN PROGRAM 1000 ABILITY WAY PARK CITY,UT 84060		501C3	GENERAL	5,000
<b>Total . . . . .</b>  <b>3a</b>				2,454,233


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
ADAPTIVE EQUESTRIAN PROGRAMS 1000 ABILITY WAY PARK CITY,UT 84060		501C3	GENERAL	2,500
NATIONAL MULTIPLE SCLEROSIS SOCIETY 6364 SOUTH HIGHLAND DRIVE SUITE 101 SALT LAKE CITY,UT 84121		501C3	GENERAL	5,000
NATIONAL CENTER ON SHAKEN BABY SYND 1433 NORTH 1075 WEST SUITE 110 FARMINGTON,UT 84025		501C3	GENERAL	5,000
ODGEN NATURE CENTER 966 WEST 12TH STREET OGDEN,UT 84404		501C3	GENERAL	5,000
OGDEN-WEBER APPLIED TECHNOLOGY 200 NORTH WASHINGTON BLVD OGDEN,UT 84404		501C3	GENERAL	7,500
PREVENT CHILD ABUSE UTAH 2955 HARRISON BLVD SUITE 104 OGDEN,UT 84403		501C3	GENERAL	5,000
RONALD MCDONALD HOUSE CHARITIES 935 EAST SOUTH TEMPLE SALT LAKE,UT 84102		501C3	GENERAL	5,000
SALT LAKE ART CENTER 20 SOUTH WEST TEMPLE SALT LAKE CITY,UT 84101		501C3	GENERAL	5,000
SALT LAKE CITY ARTS COUNCIL 1340 EAST 100 SOUTH SALT LAKE CITY,UT 84102		501C3	GENERAL	2,500
SALT LAKE CITY FILM CENTER 210 EAST 400 SOUTH 9 SALT LAKE CITY,UT 84111		501C3	GENERAL	5,000
SALT LAKE SYMPHONY 676 NORTH EAST CAPITOL BLVD SALT LAKE CITY,UT 84103		501C3	GENERAL	2,500
LITTLES PRESCHOOL GRIEF SUPPORT GRO 10050 BUFFALO SPEEDWAY HOUSTON,TX 77054		501C3	GENERAL	2,500
SPECIAL PEOPLE LOVING OUTDOOR 774 EAST 3300 SOUTH SUITE 105 SALT LAKE CITY,UT 84106		501C3	GENERAL	5,000
HEALTH TREATMENT FOR CHILDREN WITH 2501 NORTH THIRD STREET HARRISBURG,PA 17110		501C3	GENERAL	10,000
ANIMAL MEDICAL HEALTH FUND PO BOX 2344 BREA,CA 92822		501C3	GENERAL	5,000
<b>Total . . . . .</b>  <b>3a</b>				2,454,233


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UTAH ARTS FESTIVAL 230 SOUTH 500 WEST 120 SALT LAKE CITY,UT 84101		501C3	GENERAL	2,500
UTAH CHAMBER ARTISTS 11640 SOUTH LITTLER ROAD SANDY,UT 84092		501C3	GENERAL	2,000
UTAH CLEAN ENERGY ALLIANCE INC 1014 SECOND AVENUE SALT LAKE CITY,UT 84103		501C3	GENERAL	5,000
UTAH CULTURAL ALLIANCE PO BOX 521185 SALT LAKE CITY,UT 84152		501C3	GENERAL	1,500
UTAH HEMOPHILIA FOUNDATION 772 EAST 3300 SOUTH 210 SALT LAKE CITY,UT 84106		501C3	GENERAL	2,000
VSA ARTS OF UTAH 230 SOUTH 500 WEST 125 SALT LAKE CITY,UT 84101		501C3	GENERAL	2,500
YOUTH GARDENING PROGRAM 7931 EAST BOULEVARD DRIVE ALEXANDRIA,VA 22308		501C3	GENERAL	2,500
OPERATING EXPENSES WEBER PATHWAYS PO BOX 972 OGDEN,UT 84402		501C3	GENERAL	5,000
YMCA OF NORTHERN UTAH 3098 HIGHLAND DRIVE SALT LAKE CITY,UT 84106		501C3	GENERAL	5,000
FAMILY ENRICHMENT CENTER 320 SOUTH 500 EAST KAYSVILLE,UT 84037		501C3	GENERAL	10,000
YWCA OF SALT LAKE CITY 322 EAST 300 SOUTH SALT LAKE CITY,UT 84111		501C3	GENERAL	10,000
UNIVERSITY OF UTAH COLLEGE OF NURSI 10 SOUTH 2000 EAST SALT LAKE CITY,UT 84112		501C3	GENERAL	25,000
WEBER STATE UNIVERSITY SCHOOL OF NU 4018 UNIVERSITY CIRCLE OGDEN,UT 84408		501C3	GENERAL	400,000
SALT LAKE ART CENTER 20 SOUTH WEST TEMPLE SALT LAKE CITY,UT 84101		501C3	GENERAL	50,000
HUMANE SOCIETY OF UTAH 4242 SOUTH 300 WEST MURRAY,UT 84107		501C3	GENERAL	5,000
<b>Total . . . . .</b>  <b>3a</b>				2,454,233


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
SALT LAKE CITY FILM CENTER 210 EAST 400 SOUTH 9 SALT LAKE CITY,UT 84111		501C3	GENERAL	5,000
UTAH HERITAGE FOUNDATION 485 NORTH CANYON ROAD SALT LAKE CITY,UT 84103		501C3	GENERAL	10,000
WASATCH PUBLIC MEDIA 210 EAST 400 SOUTH STE 10 SALT LAKE CITY,UT 84111		501C3	GENERAL	3,500
WESTMINISTER COLLEGE 1840 SOUTH 1300 EAST SALT LAKE CITY,UT 84105		501C3	GENERAL	25,000
CENTRAL UTAH ART CENTER 86 NORTH MAIN STREET EPHRAIM,UT 84627		501C3	GENERAL	2,000
ADULT EDUCATION PROGRAM 800 WEST UNIVERSITY PARKWAY OREM,UT 84058		501C3	GENERAL	2,000
FORT DOUGLAS MILITARY MUSEUM 32 POTTER STREET FORT DOUGLAS,UT 84113		501C3	GENERAL	25,000
GUADALUPE CENTER EDUCATIONAL PROGRA 340 SOUTH 1040 EAST SALT LAKE CITY,UT 84104		501C3	GENERAL	25,000
HELPING HAND ASSOCIATION INC 301 SILLER DRIVE HAZLETON,PA 18201		501C3	GENERAL	3,500
NOVA CHAMBER MUSIC SERIES 1375 EAST PRESIDENTS CIRCLE SALT LAKE CITY,UT 84102		501C3	GENERAL	2,500
BALLET WEST CENTER FOR DANCE CAPITAL THEATRE 50 WEST 200 SOUTH SALT LAKE CITY,UT 84101		501C3	GENERAL	50,000
STANFORD UNIVERSITY 355 GALVEZ STREET STANFORD,CA 94305		501C3	GENERAL	100,000
UNIVERSITY OF UTAH 1645 EAST CAMPUS CENTER DRIVE SALT LAKE CITY,UT 84112		501C3	GENERAL	50,000
UTAH SYMPHONY OPERA 123 WEST SOUTH TEMPLE SALT LAKE CITY,UT 84101		501C3	GENERAL	150,000
UNIVERSITY OF UTAH 1645 EAST CAMPUS CENTER DRIVE SALT LAKE CITY,UT 84112		501C3	GENERAL	80,000
<b>Total . . . . .</b>  <b>3a</b>				2,454,233


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY 941 EAST 3300 SOUTH SALT LAKE CITY,UT 84106		501C3	GENERAL	100,000
MCKAY DEE HOSPITAL FOUNDATION 4401 HARRISON BOULEVARD OGDEN,UT 84403		501C3	GENERAL	500,000
THE NATURE OF UTAH CAMPAIGN 559 EAST SOUTH TEMPLE SALT LAKE CITY,UT 84102		501C3	GENERAL	170,000
UNIVERSITY OF UTAH 201 EAST PRESIDENTS CIRCLE 201 SALT LAKE CITY,UT 84112		501C3	GENERAL	50,000
UNIVERSITY OF UTAH-CENTER FOR TRANS 201 EAST PRESIDENTS CIRCLE SALT LAKE CITY,UT 84112		501C3	GENERAL	83,333
UNIVERSITY OF UTAH SCIENCE CENTER 201 EAST PRESIDENTS CIRCLE SALT LAKE CITY,UT 84112		501C3	GENERAL	25,000
WASATCH PUBLIC MEDIA 210 EAST 400 SOUTH SUITE 10 SALT LAKE CITY,UT 84111		501C3	GENERAL	1,500
ABILITY FOUND 5236 SOUTH GREENPINE DRIVE SALT LAKE CITY,UT 84123		501C3	GENERAL	2,500
AMERICAN RED CROSS 2955 HARRISON BLVD SUITE 204 OGDEN,UT 84403		501C3	GENERAL	7,500
ARTHRITIS FOUNDATION 3650 NORTH UNIVERSITY AVE PROVO,UT 84604		501C3	GENERAL	2,500
ASSISTANCE LEAGUE OF SALT LAKE CITY PO BOX 9353 SALT LAKE CITY,UT 84109		501C3	GENERAL	3,000
BAD DOG ARTS 428 SOUTH 400 WEST B129 SALT LAKE CITY,UT 84101		501C3	GENERAL	5,000
BALLET WEST CAPITAL THEATRE 50 WEST 200 SOUTH SALT LAKE CITY,UT 84101		501C3	GENERAL	10,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB,UT 84741		501C3	GENERAL	5,000
BIG BROTHERS BIG SISTERS OF UTAH 151 EAST 5600 SOUTH SUITE 200 SALT LAKE CITY,UT 84107		501C3	GENERAL	5,000
<b>Total . . . . .</b>  <b>3a</b>				2,454,233

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BOYS GIRLS CLUBS OF SOUTH VALLEY PO BOX 57071 SALT LAKE CITY,UT 84157		501C3	GENERAL	2,500
CAMP HOB PO BOX 520755 SALT LAKE CITY,UT 84152		501C3	GENERAL	4,000
CATHOLIC COMMUNITY SERVICES OF UTAH 745 EAST 300 SOUTH SALT LAKE CITY,UT 84102		501C3	GENERAL	4,000
COMMUNITY FOUNDATION OF UTAH 423 WEST 800 SOUTH SALT LAKE CITY,UT 84101		501C3	GENERAL	5,000
CROSSROADS URBAN CENTER 347 SOUTH 400 EAST SALT LAKE CITY,UT 84111		501C3	GENERAL	5,000
ECCLES COMMUNITY ART CENTER 2580 ECCLES AVENUE OGDEN,UT 84401		501C3	GENERAL	10,000
FAMILY COUNSELING SERVICE OF UTAH 3518 WASHINGTON BLVD OGDEN,UT 84403		501C3	GENERAL	2,500
FAMILY SUPPORT CENTER 1760 WEST 4805 SOUTH TAYLORSVILLE,UT 84118		501C3	GENERAL	2,500
FRIENDS FOR SIGHT 661 SOUTH 200 EAST SALT LAKE CITY,UT 84111		501C3	GENERAL	6,000
TRACY AVIARY 589 EAST 1300 SOUTH SALT LAKE CITY,UT 84105		501C3	GENERAL	3,500
GIVE ME A CHANCE 2913 GRANT AVE OGDEN,UT 84401		501C3	GENERAL	2,500
GUADALUPE SCHOOL 340 SOUTH 1040 EAST SALT LAKE CITY,UT 84104		501C3	GENERAL	5,000
HOUSE OF HOPE 857 EAST 200 SOUTH SALT LAKE CITY,UT 84102		501C3	GENERAL	5,000
IMAGINE BALLET THEATRE INC 2432 WASHINGTON BLVD OGDEN,UT 84401		501C3	GENERAL	2,500
INTERMOUNTAIN SPECIALIZED ABUSE TRE 1555 WEST 2200 SOUTH SUITE A WEST VALLEY CITY,UT 84119		501C3	GENERAL	2,500
<b>Total . . . . .</b>  <b>3a</b>				2,454,233

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
INTERMOUNTAIN THERAPY ANIMALS 4050 SOUTH 2700 EAST SALT LAKE CITY,UT 84124		501C3	GENERAL	5,000
JEWISH FAMILY SERVICE 1111 EAST BRICKYARD ROAD SUITE 109 SALT LAKE CITY,UT 84106		501C3	GENERAL	3,500
JORDAN EDUCATION FOUNDATION 7387 CAMPUS VIEW DRIVE WEST JORDAN,UT 84084		501C3	GENERAL	2,500
JUNIOR LEAGUE OF SALT LAKE CITY 526 EAST 300 SOUTH SALT LAKE CITY,UT 84102		501C3	GENERAL	5,000
KOSTOPULOS DREAM FOUNDATION 2500 EMMIGRATION CANYON SALT LAKE CITY,UT 84108		501C3	GENERAL	7,500
MALIHEH FREE CLINIC 415 EAST 3900 SOUTH SALT LAKE CITY,UT 84107		501C3	GENERAL	5,000
MIDTOWN COMMUNITY HEALTH CENTER 2240 ADAMS AVENUE OGDEN,UT 84401		501C3	GENERAL	5,000
NEIGHBORHOOD HOUSE 1050 WEST 500 SOUTH SALT LAKE CITY,UT 84104		501C3	GENERAL	6,000
OGDEN SCHOOL FOUNDATION 1950 MONROE BLVD OGDEN,UT 84401		501C3	GENERAL	7,000
ODGEN SYMPHONY BALLET ASSOCIATION 638 26TH STREET OGDEN,UT 84401		501C3	GENERAL	5,000
OUTREACH RESOURCE CENTER 23RD STREET OGDEN,UT 84401		501C3	GENERAL	2,500
PLANNED PARENTHOOD ASSOCIATION 654 SOUTH 900 EAST SALT LAKE CITY,UT 84102		501C3	GENERAL	5,000
RAPE RECOVERY CENTER 2035 SOUTH 1300 EAST SALT LAKE CITY,UT 84105		501C3	GENERAL	3,500
REPORTORY DANCE THEATRE PO BOX 510427 SALT LAKE CITY,UT 84151		501C3	GENERAL	7,500
RIRIE-WOODBURY DANCE COMPANY 138 WEST BROADWAY SALT LAKE CITY,UT 84101		501C3	GENERAL	10,000
<b>Total . . . . .</b>  <b>3a</b>				2,454,233



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
SALT LAKE ACTING COMPANY 168 WEST 500 NORTH SALT LAKE CITY,UT 84105		501C3	GENERAL	5,000
SALT LAKE DONATED DENTAL SERVICES 1383 SOUTH 900 WEST SALT LAKE CITY,UT 84104		501C3	GENERAL	5,000
SPY HOP PRODUCTIONS 511 WEST 200 SOUTH SUITE 100 SALT LAKE CITY,UT 84101		501C3	GENERAL	5,000
SUCCESS IN EDUCATION FOUNDATION 440 EAST 100 SOUTH SALT LAKE CITY,UT 84121		501C3	GENERAL	5,000
THE ROAD HOME 210 SOUTH RIO GRANDE STREET SALT LAKE CITY,UT 84101		501C3	GENERAL	6,000
TREEHOUSE CHILDREN'S MUSEUM 347 EAST 22ND ST OGDEN,UT 84401		501C3	GENERAL	5,000
U CAN LEARN 1231 EAST 6600 SOUTH SALT LAKE CITY,UT 84121		501C3	GENERAL	5,000
UTAH COUNCIL OF THE BLIND PO BOX 1415 BOUNTIFUL,UT 84011		501C3	GENERAL	2,400
UTAH FOOD BANK SERVICES 3150 SOUTH 900 WEST SALT LAKE CITY,UT 84119		501C3	GENERAL	5,000
UTAH HERITAGE FOUNDATION 485 NORTH CANYON ROAD SALT LAKE CITY,UT 84103		501C3	GENERAL	5,000
UTAH HUMANITIES COUNCIL 202 WEST 300 NORTH SALT LAKE CITY,UT 84103		501C3	GENERAL	6,000
WASATCH HOMELESS HEALTH CARE 404 SOUTH 400 WEST SALT LAKE CITY,UT 84101		501C3	GENERAL	10,000
WEST RIDGE ACADEMY 5500 BAGLEY PARK ROAD WEST JORDAN,UT 84081		501C3	GENERAL	2,500
WEBER HUMAN SERVICES FOUNDATION 237 26TH STREET OGDEN,UT 84401		501C3	GENERAL	2,500
ASSOCIATION OF SMALL FOUNDATIONS 1720 NORTH STREET NW WASHINGTON,DC 20036		501C3	GENERAL	1,000
<b>Total . . . . .</b>  <b>3a</b>				2,454,233

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UTAH WATER PROJECT 355 WEST UNIVERSITY PARKWAY OREM,UT 84058		501C3	GENERAL	10,000
WEBER STATE UNIVERSITY 4018 UNIVERSITY CIRCLE OGDEN,UT 84408		501C3	GENERAL	53,500
SALT LAKE ACTING COMPANY 168 WEST 500 NORTH SALT LAKE CITY,UT 84105		501C3	GENERAL	5,000
<b>Total</b> . . . . .  <b>3a</b>				2,454,233

## TY 2013 Explanation of Non-Filing with Attorney General Statement

**Name:** LAWRENCE & JANET DEE FOUNDATION

**EIN:** 87-6150803

**Software ID:** 13000170

**Software Version:** 2013v3.1

**Statement:** Utah does not require a copy of the 990PF to be filed with their office.

TY 2013 Investments - Other Schedule

Name: LAWRENCE & JANET DEE FOUNDATION

EIN: 87-6150803

Software ID: 13000170

Software Version: 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADOBE SYSTEMS INC	AT COST	250,168	256,768
ALTRIA GROUP INC	AT COST	298,714	316,572
AMGEN INC	AT COST	368,536	364,725
AT&T INC	AT COST	492,826	486,288
BRISTOL MYERS SQUIBB CO DTD	AT COST	289,134	282,787
BURLINGTON NORTH SANTA FE	AT COST	334,723	325,941
DIRECTV HOLDINGS/FING	AT COST	245,936	260,055
ELI LILY & CO	AT COST	461,812	456,368
GOLDMAN SACHS GROUP INC	AT COST	194,020	200,342
HEWLETT-PACKARD CO	AT COST	300,437	304,695
HSBC BANK USA NA	AT COST	379,950	377,731
JPMORGAN CHASE & CO	AT COST	179,988	176,068
LIFE TECHNOLOGIES CORP	AT COST	249,558	260,413
MANITOBA (PROVINCE OF)	AT COST	299,763	301,080
MANULIFE FINANCIAL CORP	AT COST	379,068	375,673
NASDAQ OMX GROUP	AT COST	298,923	307,845
NOVA SCOTIA PROVINCE	AT COST	302,856	308,427
PEPSICO INC	AT COST	493,245	494,645
PHILIP MORRIS INTL INC	AT COST	373,762	363,962
POTASH CORP-SASKATCHEWAN	AT COST	357,210	366,986
STRYKER CORP	AT COST	300,498	307,929
TIME WARNER CABLE INC	AT COST	348,677	359,608
VALE INCO LTD	AT COST	362,726	374,584
VERIZON COMMUNICATIONS	AT COST	391,281	383,871
VODAFONE GROUP PLC NEW	AT COST	389,666	385,060
AMGEN INC	AT COST	515,116	672,958
APPLE INC	AT COST	797,698	1,266,783
B/E AEROSPACE. INC.	AT COST	212,609	480,057
BIOGEN IDEC INC	AT COST	452,496	537,337
BLACKROCK INC	AT COST	598,352	762,693

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BRISTOW GROUP INC	AT COST	589,818	666,608
CAPITAL ONE FINANCIAL CORP	AT COST	289,925	526,464
CHEVRON CORP	AT COST	527,511	709,864
CIGNA CORP	AT COST	511,382	826,773
COMCAST CORP CLASS A	AT COST	659,971	930,277
CVS/CAREMARK CORPORATION	AT COST	647,670	946,084
DISCOVERY COMMUNICATIONS INC	AT COST	151,486	273,701
DOLLAR TREE INC	AT COST	380,855	440,189
EXXON MOBIL CORPORATION	AT COST	164,777	264,942
IAC/INTERACTIVECORP	AT COST	525,745	755,230
JARDEN CORP	AT COST	663,161	1,036,876
JPMORGAN CHASE & CO	AT COST	798,754	1,007,026
MASTERCARD INC	AT COST	335,641	838,802
MCKESSON CORP	AT COST	210,615	494,530
NORTHROP GRUMMAN CORP	AT COST	784,941	929,716
PHILIP MORRIS INTERNATIONAL IN	AT COST	332,378	553,973
PHILLIPS 66	AT COST	9,503	108,830
POWERSHARES DB COMMODITY INDEX	AT COST	2,568,889	2,562,793
STARBUCKS CORP COM	AT COST	209,223	523,018
TEXAS CAP BANCHARES INC	AT COST	201,656	377,741
YAHOO INC COM	AT COST	158,214	236,089
ACTAVIS PLC	AT COST	841,968	982,296
ADR NETEASE INC	AT COST	64,129	105,717
AGNICO EAGLE MINES LTD	AT COST	184,755	193,603
AKBANK T.A.S.	AT COST	81,033	65,656
ALLIED WORLD ASSURANCE	AT COST	257,354	490,498
AMBEV SA	AT COST	92,916	104,186
BAIDU INC	AT COST	65,176	121,670
BANCO DO BRASIL SA	AT COST	167,309	125,883
BANCO MACRO BANSUD S A	AT COST	69,973	65,092

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BIDVEST GROUP LIMITED	AT COST	72,375	82,567
CHINA CONSTRUCTION BANK CORPORATION	AT COST	150,206	147,474
CIELO SA	AT COST	78,259	123,900
CLICKS GROUP LTD	AT COST	80,002	80,180
CNOOC - CHINA NATIONAL OFFSHOR -ADR	AT COST	76,853	73,938
COMMERCIAL INTL BANK	AT COST	44,901	64,503
COPA HOLDINGS SA	AT COST	138,632	357,045
DPS CHINA MOBILE LIMITED ADR	AT COST	119,686	117,443
GRUPO TELEVISA, S.A. - ADR	AT COST	44,618	64,545
IMPERIAL HOLDINGS LIMITED	AT COST	80,950	69,041
KB FINANCIAL GROUP INC	AT COST	102,881	115,980
KIMBERLY-CLARK DE MEXICO S.A.B DE C.	AT COST	66,728	103,451
KOC HOLDINGS AS	AT COST	84,390	92,395
LUKOIL - ADR	AT COST	52,503	58,197
MOBILE TELESYSTEMS OJSC -ADR	AT COST	123,415	134,214
NEDBANK GROUP LTD	AT COST	75,348	85,117
ORASCOM CONSTRUCTION INDUSTRIES	AT COST	64,625	62,863
ORIFLAME COSMETICS SA	AT COST	102,942	68,967
PENTAIR, LTD.	AT COST	146,474	259,340
PHILLIPPINE LONG DISTANCE TELE -ADR	AT COST	81,019	87,837
PPC LIMITED	AT COST	49,189	38,361
PT ASTRA INTERNATIONAL TBK	AT COST	84,786	81,897
PT BANK MANDIRI	AT COST	90,767	88,747
PT SEMEN INDONESIA (PERSERO) TBK	AT COST	52,389	58,860
PT TELEKOMUNIKASI INDONESIA TB - ADR	AT COST	82,876	86,076
PT UNITED TRACTORS TBK	AT COST	57,537	51,474
PTT EXPLORATION AND PRODUCTION	AT COST	41,771	41,195
SANLAM LIMITED	AT COST	52,491	74,143
SBERBANK OF RUSSIA	AT COST	132,383	139,690
SHINHAN FINANCIAL GROUP CO. LT - ADR	AT COST	88,444	107,943

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SHOPRITE HOLDINGS LIMITED	AT COST	42,993	58,527
STANDARD BANK GROUP LIMITED	AT COST	63,732	61,152
TAIWAN SEMICONDUCTOR MAUFACTU - ADR	AT COST	87,759	119,865
TIGER BRANDS LIMITED	AT COST	49,253	51,705
TURKCELL ILETSIM HIZMETLERI A. - ADR	AT COST	69,254	65,108
TYCO INTERNATIONAL LTD NEW	AT COST	69,069	168,633
VALE SA	AT COST	104,280	60,425
VOCACOM GROUP LIMITED	AT COST	51,232	51,689
WEICHAH POWER CO., LTD.	AT COST	87,076	74,785
WOOLWORTHS HOLDINGS LIMITED	AT COST	70,650	66,217
WYNN MACAU, LIMITED	AT COST	79,733	128,208
YPF SOCIEDAD ANONIMA	AT COST	104,723	145,485
OAD GAZPROM LEVEL 1 ADR PROGRAM	AT COST	117,170	109,025
ACL ALTERNATIVE FUND LTD	AT COST	1,500,000	1,240,497
MORGAN STANLEY GLOBAL SECONDARY	AT COST	1,135,001	1,345,946
MS CAPITAL PARTNERS V CAYMAN LP	AT COST	443,062	479,738
MS CREDIT PARTNERS LP	AT COST	334,218	770,446
MS OPPORTUNISTIC.LP	AT COST	5,510,000	8,095,244
ACCRUALS	AT COST	105,422	105,422
LAS VEGAS SANDS CORP	AT COST	160,708	164,602
LULULEMON ATHLETICA INC	AT COST	147,585	125,498
MERCADOLIBRE INC	AT COST	84,198	84,507
SOUTHERN COPPER CORP	AT COST	52,584	58,080
YUM BRANDS INC	AT COST	156,491	160,066
ITAU UNIBANCO BANCO HOLDING S.A.	AT COST	77,885	77,268
ACCENTURE PLC	AT COST	95,993	104,995
ADIDAS-AG	AT COST	187,038	198,471
AIA GROUP LTD-SP	AT COST	203,870	205,691
AMADEUS IT HOLDING AS	AT COST	84,651	94,734
ANHEUSER-BUSCH INBEV SPN	AT COST	125,653	130,946

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARM HOLDINGS PLC- ADR	AT COST	80,031	88,500
ASML HOLDING N.V.	AT COST	123,186	125,839
ASSA ABLOY AB	AT COST	132,004	142,460
BAIDU INC	AT COST	123,525	126,651
BANCO BILBAO VIZCAYA ARGENT -ADR	AT COST	96,722	103,642
BURBERRY GROUP PLC	AT COST	119,388	123,089
CANADIAN NATL RR CO COM	AT COST	171,547	174,082
CARNIVAL CORP	AT COST	117,784	132,440
COMPASS GROUP PLC -ADR	AT COST	136,967	145,338
DASSAULT SYSTEMES S.A. - ADR	AT COST	85,113	90,615
DEUTSCHE BANK AG REG SHS	AT COST	112,085	116,258
DPS CHINA MOBILE LIMITED ADR	AT COST	126,498	122,829
EMBRAER SA	AT COST	100,059	106,741
EXPERIAN PLC	AT COST	85,511	86,455
FANUC CORPORATION	AT COST	149,453	167,892
FRESENIUS MEDICAL CARE AG AND CO.	AT COST	152,962	154,844
HENNES & MAURITZ AB	AT COST	134,363	144,966
HONG KONG EXCHANGES AND CLEARING	AT COST	92,981	88,023
HSBC -ADR	AT COST	123,752	126,523
INDUSTRIAL AND COMMERICAL BANK OF CHINA	AT COST	85,077	80,624
ING GROEP N.V. - ADR	AT COST	95,741	188,701
INTESA SANPOLO-SPON	AT COST	100,542	106,444
JULIUS BAER GROUP LTD.	AT COST	79,956	81,649
KINDFISHER PLC - ADR	AT COST	209,406	222,055
KOMATSU LIMITED - ADR	AT COST	81,340	83,329
KONE OYJ	AT COST	79,524	83,032
KUBOTA LIMITED - ADR	AT COST	122,868	124,731
LVMH MOET HENNESSY UNSP ADR - ADR	AT COST	225,430	231,495
MICHELIN (CGDE) ADR	AT COST	140,973	143,173
MITSUBISHI UFJ FINL GROUP INC	AT COST	157,029	166,532



Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NESTLE S.A. REGISTERED SHARES - ADR	AT COST	182,514	183,386
NOKIA CORPORATION - ADR	AT COST	40,668	41,937
NOVARTIS AG -ADR	AT COST	166,906	171,611
NOVO NORDISK A/S -ADR	AT COST	210,583	218,202
PACIFIC RUBIALES ENERGY CORPORATION	AT COST	116,377	113,778
PEARSON PLC - ADR	AT COST	113,192	119,952
PT BANK MANDIRI	AT COST	29,515	29,471
PUBLICIS GROUPE S.A. - ADR	AT COST	259,228	272,470
RECKITT BENCKISER PLC	AT COST	174,050	178,840
ROCHE HOLDINGS LTD - ADR	AT COST	166,393	172,832
SABMILLER PLC - ADR	AT COST	131,965	133,738
SAP AG - ADR	AT COST	92,626	98,642
SCHLUMBERGER LTD	AT COST	184,474	189,772
SINA CORPORATION	AT COST	50,692	55,858
SUMITOMO MITSUI TR	AT COST	88,008	139,492
SWATCH GROUP AG	AT COST	113,765	115,470
SYNGENTA AG - ADR	AT COST	122,670	126,145
TAIWAN SEMICONDUCTOR MANUFACTU - ADR	AT COST	122,731	123,353
TATA MTRS LTD	AT COST	87,288	83,868
TENCENT HOLDINGS LIMITED	AT COST	124,718	133,349
TOYOTA MOTOR CORPORATION - ADR	AT COST	166,770	203,119
YANDEX NV	AT COST	136,084	147,314
ACCRUALS	AT COST	1,022	1,022
AKAMAI TECHNOLOGIES	AT COST	43,063	46,236
ANN INC	AT COST	42,989	43,909
AXIALL CORP	AT COST	70,671	72,393
CADENCE DESIGN SYSTEMS INC	AT COST	54,025	56,346
CARLISLE COS INC	AT COST	61,873	66,140
CAVIUM INC	AT COST	49,710	50,454
CENTENE CORP DEL	AT COST	64,517	69,148

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHART INDUSTRIES INC	AT COST	49,771	52,506
CINEMARK HOLDINGS INC	AT COST	37,808	38,563
COMERICA INC	AT COST	56,265	58,522
CUBIST PHARMACEUTICALS INC	AT COST	44,999	48,967
DRESSER-RAND GROUP INC	AT COST	53,509	55,814
EVERCORE PARTNERS INC	AT COST	55,752	60,318
FINISAR CORP	AT COST	59,774	65,708
FIRST HORIZON NATL CORP	AT COST	49,904	52,821
FORTINET INC	AT COST	68,797	74,664
FXCM INC	AT COST	30,439	32,897
GANNETT INC	AT COST	47,818	54,486
GENESSE & WYOMING INC-CL A	AT COST	46,172	47,929
GULFPORT ENERGY CORP	AT COST	67,433	75,377
HELIX ENERGY SOLUTIONS INC	AT COST	45,925	48,794
HERCULES OFFSHORE INC	AT COST	53,052	57,020
HUNTSMAN CORP	AT COST	69,354	73,529
JDS UNIPHASE CORP	AT COST	48,635	53,589
JONES LANG LASALLE INC	AT COST	53,648	55,598
KBR INC	AT COST	54,242	55,903
KIRBY CORP	AT COST	49,728	54,191
KRISPY KREME DOUGHNUTS INC	AT COST	46,753	49,093
LASALLE HOTEL PROPERTIES COM	AT COST	56,779	59,159
LEAR CORP	AT COST	65,841	65,586
LOUISIANA PAC CORP	AT COST	39,168	45,109
LPL FINANCIAL HOLDINGS INC	AT COST	46,972	50,908
MEDIVATION INC	AT COST	64,282	65,671
MEDNAX INC	AT COST	53,738	52,526
MGM RESORTS INTERNATIONAL	AT COST	32,587	36,856
NEXSTAR BROADCASTING GROUP INC	AT COST	98,879	107,838
NPS PHARMACEUTICALS INC	AT COST	47,708	60,113

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PENSKE AUTO GROUP INC	AT COST	62,546	66,024
PIER 1 IMPORTS INC	AT COST	55,730	61,670
PINNACLE ENTERTAINMENT INC	AT COST	64,008	68,328
PRIVATEBANCORP INC	AT COST	88,702	91,708
QLIK TECHNOLOGIES INC	AT COST	37,897	43,220
QUANTA SVCS INC COM	AT COST	60,783	66,686
REALOGY HOLDINGS CORP	AT COST	63,679	68,071
RF MICRO DEVICES INC COM	AT COST	47,072	47,874
RYLAND GROUP INC	AT COST	46,973	53,394
SCIENTIFIC GAMES CORP-A	AT COST	20,865	21,637
SINCLAIR BROADCAST GROUP INC CL A	AT COST	98,926	104,653
SMITH A O CORP CL B	AT COST	68,046	69,960
SPIRIT AIRLINES INC	AT COST	39,795	41,913
SUPERIOR ENERGY SERVICES INC	AT COST	37,173	39,569
TENET HEALTHCARE CORPORATION	AT COST	48,104	50,123
TERADYNE INC	AT COST	62,801	67,449
TEREX CORP NEW	AT COST	70,819	78,605
TESORO CORP	AT COST	35,910	36,855
THE MADISON SQUARE GARDEN COMPANY	AT COST	36,662	38,751
TRIUMPH GROUP INC NEW COM	AT COST	59,336	61,617
USG CORP COM NEW	AT COST	61,238	68,509
VANTIV INC	AT COST	44,199	48,850
VERIFONE SYSTEMS, INC.	AT COST	61,747	61,498
WHITING PETE CORP NEW	AT COST	60,043	63,479
WISDOMTREE INVESTMENTS INC	AT COST	70,325	82,635
ZIONS BANCORP	AT COST	49,693	66,032
ARCH CAPITAL GROUP LTD	AT COST	59,508	62,078
FREESCALE SEMICONDUCTOR LTD	AT COST	37,864	42,950
ICON PLC	AT COST	45,232	47,974
INTELSAT SA	AT COST	40,079	42,015

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIONS GATE ENTERTAINMENT CORP	AT COST	30,400	30,742
NORWEGIAN CRUISE LINE HOLDINGS	AT COST	57,789	63,066
ORIENT-EXPRESS HOTELS LTD	AT COST	60,831	63,099
POPULAR INC	AT COST	39,433	41,026
ROWAN COMPANIES PLC	AT COST	47,442	50,247
SCORPIO TANKERS INC	AT COST	27,896	30,065
ACCRUALS	AT COST	989	989
ROUNDING	AT COST	260	296

**TY 2013 Other Expenses Schedule****Name:** LAWRENCE & JANET DEE FOUNDATION**EIN:** 87-6150803**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	15,167	15,167		
INVESTMENT MANAGEMENT FEES	329,570	329,570		
INVESTMENT MGMT FEE RECLASS	58,170	58,170		
MISC INVESTMENT FEES	298	298		

**TY 2013 Other Income Schedule****Name:** LAWRENCE & JANET DEE FOUNDATION**EIN:** 87-6150803**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	144,864	144,864	

**TY 2013 Other Increases Schedule****Name:** LAWRENCE & JANET DEE FOUNDATION**EIN:** 87-6150803**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Amount
Federal Tax Refund	39,366
Non Dividend Return of Capital	6,231
Other Misc Adjustments	7,251
Principal Postings Taxed Last year	1,986
Wash Sale losses disallowed	72,735

# TY 2013 Taxes Schedule

**Name:** LAWRENCE & JANET DEE FOUNDATION

**EIN:** 87-6150803

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes Paid	37,269	37,269		



STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

L T AND J T DEE CHARITABLE FDN  
ACCOUNT NUMBER 023850

## STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
<b>CASH</b>						
	PRINCIPAL CASH	1,325.31	1,325.31	100.00 0.00		
	INCOME CASH	0.00	0.00	0.00 0.00		
<b>TOTAL CASH</b>		<b>1,325.31</b>	<b>1,325.31</b>	<b>100.00</b> 0.00		
<b>CASH EQUIVALENTS</b>						
MONEY MARKET FUNDS/CASH SWEEPS						
1,137,717.87	WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	1,137,717.87 1.000	1,137,717.87 1.000	100.00 2.44	114 0.01	14.73
<b>TOTAL MONEY MARKET FUNDS/CASH SWEEPS</b>		<b>1,137,717.87</b>	<b>1,137,717.87</b>	<b>100.00</b> 2.44	<b>114</b> 0.01	<b>14.73</b>
<b>TOTAL CASH EQUIVALENTS</b>		<b>1,137,717.87</b>	<b>1,137,717.87</b>	<b>100.00</b> 2.44	<b>114</b> 0.01	<b>14.73</b>
<b>FIXED INCOME SECURITIES</b>						
CORPORATE OBLIGATIONS						
250,000	ADOBE SYSTEMS INC DTD 02/01/10 3.250 02/01/2015 CUSIP 00724FAA9	250,167.97 100.067	256,767.50 102.707	3.06 0.55	8,125 3.16	3,385.42
300,000	ALTRIA GROUP INC DTD 06/11/10 4.125 09/11/2015 CUSIP 02209SAK9	298,713.75 99.571	316,572.00 105.524	3.77 0.68	12,375 3.91	3,781.25
350,000	AMGEN INC DTD 06/30/11 4.100 06/15/2021 CUSIP 031162BG4	368,536.00 105.296	364,724.50 104.207	4.34 0.78	14,350 3.93	637.78

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 L T AND J T DEE CHARITABLE FDN  
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PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
480,000	AT&T INC DTD 08/18/11 3.875 08/15/2021 CUSIP 00206RAZ5	492,825.60 102.672	486,288.00 101.310	5.79 1.04	18,600 3.82	7,026.67
225,000	BRISTOL MYERS SQUIBB CO DTD 11/15/96 6.8000 11/15/2026 CUSIP 110122AB4	289,134.00 128.504	282,786.75 125.683	3.37 0.61	15,300 5.41	1,955.00
350,000	BURLINGTN NORTH SANTA FE DTD 03/12/13 3.000 03/15/2023 CUSIP 12189LAM3	334,722.50 95.635	325,941.00 93.126	3.88 0.70	10,500 3.22	3,091.67
250,000	DIRECTV HOLDINGS/FING DTD 08/17/10 3.125 02/15/2016 CUSIP 25459HAV7	245,936.25 98.375	260,055.00 104.022	3.10 0.56	7,813 3.00	2,951.39
400,000	ELI LILLY & CO DTD 03/14/07 5.500 03/15/2027 CUSIP 532457AZ1	461,812.00 115.453	456,368.00 114.092	5.43 0.98	22,000 4.82	6,477.78
200,000	GOLDMAN SACHS GROUP INC DTD 09/29/04 09/29/2014 CUSIP 38143UAV3	194,020.00 97.010	200,342.00 100.171	2.39 0.43	1,694 0.85	14.12
300,000	HEWLETT-PACKARD CO DTD 09/19/11 2.350 03/15/2015 CUSIP 428236BN2	300,436.60 100.146	304,695.00 101.565	3.63 0.65	7,050 2.31	2,075.83
350,000	HSBC BANK USA NA DTD 08/24/10 4.875 08/24/2020 CUSIP 4042Q1AE7	379,949.50 108.557	377,730.50 107.923	4.50 0.81	17,063 4.52	6,019.27
175,000	JPMORGAN CHASE & CO MED TERM NOTE DTD 07/29/10 4.000 07/29/2025 STEP CPN CUSIP 48124AWH6	179,987.50 102.850	176,067.50 100.610	2.10 0.38	7,000 3.98	2,955.56

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250,000	LIFE TECHNOLOGIES CORP DTD 12/14/10 3.500 01/15/2016 CUSIP 53217VAD1	249,557.50 99.823	260,412.50 104.165	3.10 0.56	8,750 3.36	4,034.72
300,000	MANITOBA (PROVINCE OF) DTD 04/27/11 1.375 04/28/2014 CUSIP 563469TN5	299,763.00 99.921	301,080.00 100.360	3.58 0.65	4,125 1.37	721.88
350,000	MANULIFE FINANCIAL CORP DTD 09/17/10 4.900 09/17/2020 CUSIP 56501RAB2	379,067.50 108.305	375,672.50 107.335	4.47 0.81	17,150 4.57	4,954.44
300,000	NASDAQ OMX GROUP DTD 01/15/10 4.000 01/15/2015 CUSIP 631103AC2	298,923.00 99.641	307,845.00 102.615	3.67 0.66	12,000 3.90	5,533.33
300,000	NOVA SCOTIA PROVINCE DTD 07/21/10 2.375 07/21/2015 CUSIP 669827FX0	302,856.00 100.952	308,427.00 102.809	3.67 0.66	7,125 2.31	3,166.67
500,000	PEPSICO INC DTD 08/13/12 1.250 08/13/2017 CUSIP 713448CB2	493,245.00 98.649	494,645.00 98.929	5.89 1.06	6,250 1.26	2,395.83
350,000	PHILIP MORRIS INTL INC DTD 05/16/11 4.125 05/17/2021 CUSIP 718172AK5	373,761.50 106.789	363,961.50 103.989	4.33 0.78	14,438 3.97	1,764.58
350,000	POTASH CORP-SASKATCHEWAN DTD 09/28/09 3.750 09/30/2015 CUSIP 73755LAG2	357,210.00 102.060	366,985.50 104.853	4.37 0.79	13,125 3.58	3,317.71
300,000	STRYKER CORP DTD 01/15/10 3.000 01/15/2015 CUSIP 863667AA9	300,498.00 100.166	307,929.00 102.643	3.67 0.66	9,000 2.92	4,150.00
350,000	TIME WARNER CABLE INC DTD 12/11/09 3.500 02/01/2015 CUSIP 88732JAV0	348,677.00 99.622	359,607.50 102.745	4.28 0.77	12,250 3.41	5,104.17

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350,000	VALE INCO LTD DTD 09/26/03 5.700 10/15/2015 CUSIP 453258AU9	362,726.00 103.636	374,584.00 107.024	4.46 0.80	19,950 5.33	4,211.67
300,000	VERIZON COMMUNICATIONS DTD 11/04/08 8.750 11/01/2018 CUSIP 92343VAQ7	391,281.00 130.427	383,871.00 127.957	4.57 0.82	26,250 6.84	4,375.00
350,000	VODAFONE GROUP PLC NEW DTD 06/26/03 4.625 07/15/2018 CUSIP 92857WAE0	389,665.50 111.333	385,059.50 110.017	4.58 0.83	16,188 4.20	7,464.24
TOTAL CORPORATE OBLIGATIONS		8,343,472.67	8,398,417.75	100.00 18.01	308,471 3.67	91,565.98
<b>TOTAL FIXED INCOME SECURITIES</b>		<b>8,343,472.67</b>	<b>8,398,417.75</b>	<b>100.00</b> 18.01	<b>308,471</b> 3.67	<b>91,565.98</b>

## EQUITIES

## COMMON EQUITIES

5,899	AMGEN INC CUSIP 031162100	515,116.49 87.323	672,957.92 114.080	3.59 1.44	14,394 2.14	0.00
2,258	APPLE INC CUSIP 037833100	797,697.53 353.276	1,266,783.16 561.020	6.76 2.72	27,548 2.17	0.00
5,516	B/E AEROSPACE, INC. CUSIP 073302101	212,608.55 38.544	480,057.48 87.030	2.56 1.03	0 0.00	0.00
1,922	BIOGEN IDEC INC CUSIP 09062X103	452,495.65 235.430	537,337.38 279.572	2.87 1.15	0 0.00	0.00
2,410	BLACKROCK INC CUSIP 09247X101	598,352.49 248.279	762,692.70 316.470	4.07 1.64	16,195 2.12	0.00

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8,881	BRISTOW GROUP INC CUSIP 110394103	589,817.87 66.413	666,607.86 75.060	3.56 1.43	8,881 1.33	0.00
6,872	CAPITAL ONE FINANCIAL CORP CUSIP 14040H105	289,924.81 42.189	526,463.92 76.610	2.81 1.13	8,246 1.57	0.00
5,683	CHEVRON CORP CUSIP 166764100	527,511.26 92.823	709,863.53 124.910	3.79 1.52	22,732 3.20	0.00
9,451	CIGNA CORP CUSIP 125509109	511,381.68 54.109	826,773.48 87.480	4.41 1.77	378 0.05	0.00
17,902	COMCAST CORP CLASS A CUSIP 20030N101	659,971.30 36.866	930,277.43 51.965	4.97 1.99	13,964 1.50	3,490.89
13,219	CVS/CAREMARK CORPORATION CUSIP 126650100	647,670.42 48.995	946,083.83 71.570	5.05 2.03	14,541 1.54	0.00
3,027	DISCOVERY COMMUNICATIONS INC CUSIP 25470F104	151,485.61 50.045	273,701.34 90.420	1.46 0.59	0 0.00	0.00
7,802	DOLLAR TREE INC CUSIP 256746108	380,854.77 48.815	440,188.84 56.420	2.35 0.94	0 0.00	0.00
2,618	EXXON MOBIL CORPORATION CUSIP 30231G102	164,777.09 62.940	264,941.60 101.200	1.41 0.57	6,597 2.49	0.00
11,001	IAC/INTERACTIVECORP CUSIP 44919P508	525,745.22 47.791	755,229.65 68.651	4.03 1.62	10,561 1.40	0.00
16,901	JARDEN CORP COM CUSIP 471109108	663,161.40 39.238	1,036,876.35 61.350	5.54 2.22	0 0.00	0.00
17,220	JPMORGAN CHASE & CO CUSIP 46625H100	798,753.72 46.385	1,007,025.60 58.480	5.38 2.16	26,174 2.60	0.00

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1,004	MASTERCARD INC CL A CUSIP 57636Q104	335,641.06 334.304	838,801.84 835.460	4.48 1.80	4,418 0.53	0.00
3,064	MCKESSON CORP CUSIP 58155Q103	210,615.03 68.739	494,529.60 161.400	2.64 1.06	2,941 0.59	735.36
8,112	NORTHROP GRUMMAN CORP CUSIP 666807102	784,940.96 96.763	929,716.32 114.610	4.96 1.99	19,793 2.13	0.00
6,358	PHILIP MORRIS INTERNATIONAL IN CUSIP 718172109	332,378.16 52.277	553,972.54 87.130	2.96 1.19	23,906 4.32	5,976.52
1,411	PHILLIPS 66 CUSIP 718546104	9,502.85 6.735	108,830.43 77.130	0.58 0.23	2,201 2.02	0.00
99,875	POWERSHARES DB COMMODITY INDEX CUSIP 73935S105	2,568,888.68 25.721	2,562,792.50 25.660	13.68 5.50	0 0.00	0.00
6,672	STARBUCKS CORP COM CUSIP 855244109	209,222.69 31.358	523,018.08 78.390	2.79 1.12	6,939 1.33	0.00
6,073	TEXAS CAP BANCSHARES INC COM CUSIP 88224Q107	201,655.72 33.205	377,740.60 62.200	2.02 0.81	0 0.00	0.00
5,838	YAHOO INC COM CUSIP 984332106	158,213.89 27.101	236,088.72 40.440	1.26 0.51	0 0.00	0.00
TOTAL COMMON EQUITIES		13,298,384.90	18,729,352.70	100.00 40.16	230,409 1.23	10,202.77
OTHER EQUITIES						
5,847	ACTAVIS PLC CUSIP G0083B108	841,968.00 144.000	982,296.00 168.000	15.27 2.11	0 0.00	0.00
1,345	ADR NETEASE INC CUSIP 64110W102	64,128.89 47.679	105,717.00 78.600	1.64 0.23	0 0.00	0.00

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7,339	AGNICO EAGLE MINES LTD CUSIP 008474108	184,754.92 25.174	193,602.82 26.380	3.01 0.42	6,458 3.34	0.00
10,505	AKBANK T.A.S. CUSIP 009719501	81,032.76 7.714	65,656.25 6.250	1.02 0.14	1,240 1.89	0.00
4,348	ALLIED WORLD ASSURANCE CUSIP H01531104	257,353.53 59.189	490,497.88 112.810	7.62 1.05	8,696 1.77	2,174.00
14,175	AMBEV SA CUSIP 02319V103	92,916.03 6.555	104,186.25 7.350	1.62 0.22	13,778 13.22	0.00
684	BAIDU INC CUSIP 056752108	65,175.87 95.286	121,669.92 177.880	1.89 0.26	0 0.00	0.00
12,124	BANCO DO BRASIL SA CUSIP 059578104	167,308.58 13.800	125,883.49 10.383	1.96 0.27	5,856 4.65	1,197.92
2,682	BANCO MACRO BANSUD S A SPONSORED ADR REPSTG CL B CUSIP 05961W105	69,973.24 26.090	65,092.14 24.270	1.01 0.14	0 0.00	0.00
1,602	BIDVEST GROUP LIMITED CUSIP 088836309	72,374.74 45.178	82,567.08 51.540	1.28 0.18	1,982 2.40	0.00
9,715	CHINA CONSTRUCTION BANK CORPORATION CUSIP 168919108	150,206.41 15.461	147,473.70 15.180	2.29 0.32	7,102 4.82	0.00
4,425	CIELO SA CUSIP 171778202	78,259.13 17.686	123,900.00 28.000	1.93 0.27	4,120 3.33	0.00
6,627	CLICKS GROUP LTD CUSIP 18682W205	80,001.72 12.072	80,180.07 12.099	1.25 0.17	1,690 2.11	0.00
394	CNOOC - CHINA NATIONAL OFFSHOR - ADR SPONSORED ADR CUSIP 126132109	76,852.55 195.057	73,938.04 187.660	1.15 0.16	2,606 3.52	0.00

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14,334	COMMERCIAL INTL BANK CUSIP 201712304	44,901.00 3.132	64,503.00 4.500	1.00 0.14	1,548 2.40	0.00
2,230	COPA HOLDINGS SA CL A CUSIP P31076105	138,631.61 62.167	357,045.30 160.110	5.55 0.77	6,512 1.82	0.00
2,246	DPS CHINA MOBILE LIMITED ADR CUSIP 16941M109	119,686.20 53.289	117,443.34 52.290	1.83 0.25	4,526 3.85	0.00
2,133	GRUPO TELEVISA, S.A. - ADR SPONSORED ADR CUSIP 40049J206	44,618.15 20.918	64,544.58 30.260	1.00 0.14	535 0.83	266.25
3,568	IMPERIAL HOLDINGS LIMITED CUSIP 452833205	80,950.01 22.688	69,040.80 19.350	1.07 0.15	2,426 3.51	0.00
2,863	KB FINANCIAL GROUP INC CUSIP 48241A105	102,880.58 35.935	115,980.13 40.510	1.80 0.25	1,117 0.96	0.00
7,275	KIMBERLY-CLARK DE MEXICO S.A.B DE C. CUSIP 494386204	66,728.13 9.172	103,450.50 14.220	1.61 0.22	3,718 3.59	0.00
4,483	KOC HOLDING AS CUSIP 49989A109	84,390.16 18.824	92,394.63 20.610	1.44 0.20	1,847 2.00	0.00
922	LUKOIL - ADR SPONSORED ADR CUSIP 677862104	52,502.85 56.945	58,196.64 63.120	0.90 0.12	3,371 5.79	0.00
6,205	MOBILE TELESYSTEMS OJSC - ADR SPONSORED ADR CUSIP 607409109	123,414.78 19.890	134,214.15 21.630	2.09 0.29	6,236 4.65	0.00
4,241	NEDBANK GROUP LTD SPONSORED ADR CUSIP 63975K104	75,347.72 17.766	85,116.87 20.070	1.32 0.18	2,884 3.39	0.00



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1,699	ORASCOM CONSTRUCTION INDUSTRIES CUSIP 68554N403	64,625.36 38.037	62,863.00 37.000	0.98 0.13	0 0.00	0.00
4,461	ORIFLAME COSMETICS SA CUSIP 686194200	102,941.88 23.076	68,967.06 15.460	1.07 0.15	4,193 6.08	0.00
3,339	PENTAIR, LTD. CUSIP H6169Q108	146,473.62 43.868	259,340.13 77.670	4.03 0.56	3,339 1.29	0.00
1,462	PHILIPPINE LONG DISTANCE TELE - ADR SPONSORED ADR CUSIP 718252604	81,018.88 55.416	87,836.96 60.080	1.37 0.19	3,123 3.56	0.00
6,469	PPC LIMITED CUSIP 69354A104	49,188.50 7.604	38,361.17 5.930	0.60 0.08	1,507 3.93	0.00
7,345	PT ASTRA INTERNATIONAL TBK CUSIP 69367X109	84,785.86 11.543	81,896.75 11.150	1.27 0.18	2,167 2.65	0.00
13,738	PT BANK MANDIRI CUSIP 69367U105	90,766.97 6.607	88,747.48 6.460	1.38 0.19	2,033 2.29	0.00
2,510	PT SEMEN INDONESIA (PERSERO) TBK CUSIP 69367J100	52,389.09 20.872	58,859.50 23.450	0.91 0.13	2,636 4.48	0.00
2,401	PT TELEKOMUNIKASI INDONESIA TB - ADR SPONSORED ADR CUSIP 715684106	82,876.04 34.517	86,075.85 35.850	1.34 0.18	2,927 3.40	0.00
1,631	PT UNITED TRACTORS TBK CUSIP 69367T108	57,536.86 35.277	51,474.36 31.560	0.80 0.11	1,364 2.65	0.00
3,745	PTT EXPLORATION AND PRODUCTION PUBLIC COMPANY LIMITED CUSIP 69364V106	41,770.80 11.154	41,195.00 11.000	0.64 0.09	1,270 3.08	0.00
2,919	SANLAM LIMITED CUSIP 80104Q208	52,490.81 17.982	74,142.60 25.400	1.15 0.16	2,907 3.92	0.00

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11,113	SBERBANK OF RUSSIA CUSIP 80585Y308	132,383.19 11.912	139,690.41 12.570	2.17 0.30	2,700 1.93	0.00
2,362	SHINHAN FINANCIAL GROUP CO. LT - ADR SPONSORED ADR CUSIP 824596100	88,444.38 37.445	107,943.40 45.700	1.68 0.23	1,091 1.01	0.00
3,716	SHOPRITE HOLDINGS LIMITED CUSIP 82510E209	42,992.72 11.570	58,527.00 15.750	0.91 0.13	2,003 3.42	0.00
4,900	STANDARD BANK GROUP LIMITED CUSIP 853118206	63,731.75 13.006	61,152.00 12.480	0.95 0.13	1,877 3.07	0.00
6,873	TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR CUSIP 874039100	87,759.44 12.769	119,865.12 17.440	1.86 0.26	2,756 2.30	0.00
2,015	TIGER BRANDS LIMITED CUSIP 88673M201	49,252.72 24.443	51,704.90 25.660	0.80 0.11	1,380 2.67	0.00
4,877	TURKCELL ILETSIM HIZMETLERI A. - ADR SPONSORED ADR CUSIP 900111204	69,253.76 14.200	65,107.95 13.350	1.01 0.14	0 0.00	0.00
4,109	TYCO INTERNATIONAL LTD NEW CUSIP H89128104	69,069.49 16.809	168,633.36 41.040	2.62 0.36	2,630 1.56	0.00
4,313	VALE SA CUSIP 91912E204	104,280.08 24.178	60,425.13 14.010	0.94 0.13	565 0.94	0.00
4,054	VOCACOM GROUP LIMITED CUSIP 92858D200	51,231.54 12.637	51,688.50 12.750	0.80 0.11	2,591 5.01	0.00
4,605	WEICHA1 POWER CO., LTD. CUSIP 948597109	87,076.15 18.909	74,785.20 16.240	1.16 0.16	787 1.05	0.00
935	WOOLWORTHS HOLDINGS LIMITED CUSIP 98088R505	70,649.99 75.561	66,217.35 70.821	1.03 0.14	1,897 2.86	0.00

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2,819	WYNN MACAU, LIMITED CUSIP 98313R106	79,733.46 28.284	128,208.12 45.480	1.99 0.27	6,038 4.71	0.00
4,414	YPF SOCIEDAD ANONIMA CUSIP 984245100	104,722.51 23.725	145,485.44 32.960	2.26 0.31	1,126 0.77	0.00
12,604	GAO GAZPROM LEVEL 1 ADR PROGRAM (RUSSIA) CUSIP 368287207	117,170.06 9.296	109,024.60 8.650	1.69 0.23	3,605 3.31	0.00
TOTAL OTHER EQUITIES		5,340,973.47	6,432,808.92	100.00 13.79	146,760 2.28	3,638.17
TOTAL EQUITIES		18,639,358.37	25,162,161.62	100.00 53.96	377,169 1.50	13,840.94
OTHER ASSETS						
5,303.04	ACL ALTERNATIVE FUND LTD IRT MIRRORED HOLDINGS	1,500,000.00 282.857	1,240,497.25 233.922	10.40 2.66	0 0.00	0.00
318,645	MORGAN STANLEY GLOBAL SECONDARY OPPORTUNITIES FUND I, LP IRT DECENTRALIZED PARTNERSHIP	1,135,001.00 3.562	1,345,945.96 4.224	11.28 2.89	0 0.00	0.00
479,738	MS CAPITAL PARTNERS V CAYMAN LP MORGAN STANLEY CAPITAL PARTNERS V CAYMAN LP IRT DECENTRALIZED PARTNERSHIP	443,062.00 0.924	479,738.00 1.000	4.02 1.03	0 0.00	0.00
770,446	MS CREDIT PARTNERS LP MORGAN STANLEY CREDIT PARTNERS, LP IRT DECENTRALIZED HOLDING	334,218.38 0.434	770,446.00 1.000	6.46 1.65	0 0.00	0.00
5,096.7	MS OPPORTUNISTIC LP MORGAN STANLEY OPPORTUNISTIC CAYMAN FD SPC-PRIVATE INVESTOR IRT DECENTRALIZED PARTNERSHIP	5,510,000.00 1,081.092	8,095,244.00 1,588.330	67.85 17.36	0 0.00	0.00
TOTAL OTHER ASSETS		8,922,281.38	11,931,871.21	100.00 25.59	0 0.00	0.00

STATEMENT OF ASSETS AND LIABILITIES  
 AS OF DECEMBER 31, 2013

 L T AND J T DEE CHARITABLE FDN  
 ACCOUNT NUMBER 023850

**STATEMENT OF ASSETS AND LIABILITIES**

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
<b>TOTAL INVESTMENTS</b>		<b>37,044,155.60</b>	<b>46,631,493.76</b>	<b>100.00</b>	<b>685,754</b>	<b>105,421.65</b>
TOTAL ACCRUALS		105,421.65	105,421.65	100.00	1.47	
<b>TOTAL INVESTMENTS AND ACCRUALS</b>		<b>37,149,577.25</b>	<b>46,736,915.41</b>		<b>685,754</b>	<b>105,421.65</b>
Less Cash		1,325.31	1,325.31		1.47	
<b>CHANGE IN ASSETS - THIS PERIOD</b>		<b>37,148,251.94</b>	<b>46,736,781.10</b>			
UNREALIZED APPRECIATION/DEPRECIATION- END OF PERIOD		\$ 9,587,338.16				
UNREALIZED APPRECIATION/DEPRECIATION- BEGINNING OF PERIOD		9,623,300.49				
<b>NET CHANGE THIS PERIOD</b>		<b>\$ 35,962.33-</b>				

Values reflected for publicly-traded assets are from unaffiliated financial industry sources believed to be reliable. Values for non-publicly traded assets may be determined from other unaffiliated sources. Assets for which a current value is unavailable may be reflected at the last reported price, at par, or may be shown as having nominal or no value. Reported values may not be the price at which an asset may be sold. Asset values are updated as pricing becomes available from external sources, and may be updated less frequently than statements are generated.

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

LT AND JT DEE FDN THORNBURG  
ACCOUNT NUMBER 0238513

## STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
<b>CASH</b>						
	PRINCIPAL CASH	466.51	466.51	100.00 0.01		
	INCOME CASH	0.00	0.00	0.00 0.00		
<b>TOTAL CASH</b>		<b>466.51</b>	<b>466.51</b>	<b>100.00</b> 0.01		
<b>CASH EQUIVALENTS</b>						
MONEY MARKET FUNDS/CASH SWEEPS						
308,713.75	WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	308,713.75 1.000	308,713.75 1.000	100.00 3.57	31 0.01	5.74
<b>TOTAL MONEY MARKET FUNDS/CASH SWEEPS</b>		<b>308,713.75</b>	<b>308,713.75</b>	<b>100.00</b> 3.57	<b>31</b> 0.01	<b>5.74</b>
<b>TOTAL CASH EQUIVALENTS</b>		<b>308,713.75</b>	<b>308,713.75</b>	<b>100.00</b> 3.57	<b>31</b> 0.01	<b>5.74</b>
<b>EQUITIES</b>						
COMMON EQUITIES						
2,087	LAS VEGAS SANDS CORP COM CUSIP 517834107	160,707.77 77.004	164,601.69 78.870	27.77 1.90	2,922 1.78	0.00
2,126	LULULEMON ATHLETICA INC CUSIP 550021109	147,584.69 69.419	125,497.78 59.030	21.17 1.45	0 0.00	0.00
784	MERCADOLIBRE INC CUSIP 58733R102	84,198.15 107.396	84,507.36 107.790	14.26 0.98	448 0.53	112.11

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

 LT AND JT DEE FDN THORNBURG  
ACCOUNT NUMBER 0238513

**STATEMENT OF ASSETS AND LIABILITIES**

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
2,023	SOUTHERN COPPER CORP COM CUSIP 84265V105	52,853.50 26.126	58,080.33 28.710	9.80 0.67	1,376 2.37	0.00
2,117	YUM BRANDS INC COM CUSIP 988498101	156,490.55 73.921	160,066.37 75.610	27.00 1.85	3,133 1.96	0.00
TOTAL COMMON EQUITIES		601,834.66	592,753.53	100.00 6.86	7,879 1.33	112.11
PREFERRED/CONVERTIBLE SECURITIES						
5,694	ITAU UNIBANCO BANCO HOLDING S.A. CUSIP 465562106	77,884.81 13.678	77,267.58 13.570	100.00 0.89	364 0.47	0.00
TOTAL PREFERRED/CONVERTIBLE SECURITIES		77,884.81	77,267.58	100.00 0.89	364 0.47	0.00
OTHER EQUITIES						
1,277	ACCENTURE PLC CUSIP G1151C101	95,993.24 75.171	104,994.94 82.220	1.37 1.21	2,375 2.26	0.00
3,090	ADIDAS-AG CUSIP 00687A107	187,037.70 60.530	198,470.70 64.230	2.59 2.30	1,953 0.98	0.00
10,208	AIA GROUP LTD-SP CUSIP 001317205	203,870.09 19.972	205,691.20 20.150	2.68 2.38	1,786 0.87	0.00
2,216	AMADEUS IT HOLDING AS CUSIP 02263T104	84,651.20 38.200	94,734.00 42.750	1.24 1.10	1,059 1.12	0.00
1,230	ANHEUSER-BUSCH INBEV SPN CUSIP 03524A108	125,652.86 102.157	130,945.80 106.460	1.71 1.51	3,080 2.35	0.00
1,617	ARM HOLDINGS PLC - ADR SPONSORED ADR CUSIP 042068106	80,030.67 49.493	88,500.03 54.731	1.15 1.02	327 0.37	0.00

STATEMENT OF ASSETS AND LIABILITIES  
 AS OF DECEMBER 31, 2013

 LT AND JT DEE FDN THORNBURG  
 ACCOUNT NUMBER 0238513

**STATEMENT OF ASSETS AND LIABILITIES**

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
1,343	ASML HOLDING N.V. CUSIP N07059210	123,185.87 91.724	125,839.10 93.700	1.64 1.46	788 0.63	0.00
5,386	ASSA ABLOY AB CUSIP 045387107	132,003.86 24.509	142,459.70 26.450	1.86 1.65	1,632 1.15	0.00
712	BAIDU INC CUSIP 056752108	123,524.81 173.490	126,650.56 177.880	1.65 1.46	0 0.00	0.00
8,365	BANCO BILBAO VIZCAYA ARGENT- ADR SPONSORED ADR CUSIP 05946K101	96,721.99 11.563	103,642.35 12.390	1.35 1.20	3,664 3.54	0.00
2,435	BURBERRY GROUP PLC CUSIP 12082W204	119,388.05 49.030	123,089.25 50.550	1.61 1.42	2,160 1.75	0.00
3,053	CANADIAN NATL RR CO COM CUSIP 136375102	171,547.46 56.190	174,082.06 57.020	2.27 2.01	2,552 1.47	0.00
3,297	CARNIVAL CORP CUSIP 143658300	117,783.67 35.724	132,440.49 40.170	1.73 1.53	3,297 2.49	0.00
9,011	COMPASS GROUP PLC - ADR SPONSORED ADR CUSIP 20449X203	136,967.20 15.200	145,338.42 16.129	1.90 1.68	3,145 2.16	0.00
729	DASSAULT SYSTEMES S.A. - ADR SPONSORED ADR CUSIP 237545108	85,112.96 116.753	90,614.70 124.300	1.18 1.05	530 0.58	0.00
2,410	DEUTSCHE BANK AG REG SHS CUSIP D18190898	112,085.24 46.508	116,258.40 48.240	1.52 1.34	2,343 2.02	0.00
2,349	DPS CHINA MOBILE LIMITED ADR CUSIP 16941M109	126,498.11 53.852	122,829.21 52.290	1.60 1.42	4,733 3.85	0.00
3,317	EMBRAER SA CUSIP 29082A107	100,058.63 30.165	106,741.06 32.180	1.39 1.23	269 0.25	430.69

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

LT AND JT DEE FDN THORNBURG  
ACCOUNT NUMBER 0238513

## STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
4,691	EXPERIAN PLC CUSIP 30215C101	85,510.80 18.229	86,455.13 18.430	1.13 1.00	1,506 1.74	473.79
5,467	FANUC CORPORATION CUSIP 307305102	149,453.02 27.337	167,891.57 30.710	2.19 1.94	1,126 0.67	0.00
4,352	FRESENIUS MEDICAL CARE AG AND CO. KGAA CUSIP 358029106	152,961.92 35.147	154,844.16 35.580	2.02 1.79	1,454 0.94	0.00
15,826	HENNES & MAURITZ AB CUSIP 425883105	134,362.74 8.490	144,966.16 9.160	1.89 1.68	3,529 2.43	0.00
5,274	HONG KONG EXCHANGES AND CLEARING LIMITED CUSIP 43858F109	92,980.62 17.630	88,023.06 16.690	1.15 1.02	2,015 2.29	0.00
2,295	HSBC - ADR SPONSORED ADR CUSIP 404280406	123,752.14 53.923	126,523.35 55.130	1.65 1.46	5,508 4.35	0.00
5,937	INDUSTRIAL AND COMMERCIAL BANK OF CHINA LTD CUSIP 455807107	85,077.21 14.330	80,624.46 13.580	1.05 0.93	3,847 4.77	0.00
13,469	ING GROEP N.V. - ADR SPONSORED ADR CUSIP 456837103	95,741.24 7.108	188,700.69 14.010	2.46 2.18	0 0.00	0.00
7,120	INTESA SANPAOLO-SPON CUSIP 46115H107	100,541.50 14.121	106,444.00 14.950	1.39 1.23	4,080 3.83	0.00
8,461	JULIUS BAER GROUP LTD. CUSIP 48137C108	79,956.45 9.450	81,648.65 9.650	1.07 0.94	0 0.00	0.00
17,294	KINGFISHER PLC - ADR SPONSORED ADR CUSIP 495724403	209,406.13 12.109	222,054.96 12.840	2.90 2.57	4,652 2.09	0.00



STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

LT AND JT DEE FDN THORNBURG  
ACCOUNT NUMBER 0238513

## STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
4,049	KOMATSU LIMITED - ADR SPONSORED ADR CUSIP 500458401	81,339.55 20.089	83,328.42 20.580	1.09 0.96	1,798 2.16	0.00
3,674	KONE OYJ CUSIP 50048H101	79,524.47 21.645	83,032.40 22.600	1.08 0.96	4,258 5.13	0.00
1,492	KUBOTA LIMITED - ADR SPONSORED ADR CUSIP 501173207	122,868.44 82.352	124,731.20 83.600	1.63 1.44	1,235 0.99	0.00
6,325	LVMH MOET HENNESSY UNSP ADR - ADR SPONSORED ADR CUSIP 502441306	225,430.21 35.641	231,495.00 36.600	3.02 2.68	3,675 1.59	0.00
6,706	MICHELIN (CGDE) ADR CUSIP 59410T106	140,973.26 21.022	143,173.10 21.350	1.87 1.66	3,199 2.23	0.00
24,930	MITSUBISHI UFJ FINL GROUP INC CUSIP 606822104	157,029.08 6.299	166,532.40 6.680	2.17 1.93	3,166 1.90	0.00
2,492	NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP 641069406	182,514.08 73.240	183,386.28 73.590	2.39 2.12	4,525 2.47	0.00
5,171	NOKIA CORPORATION - ADR SPONSORED ADR CUSIP 654902204	40,667.85 7.865	41,936.81 8.110	0.55 0.49	0 0.00	0.00
2,135	NOVARTIS AG - ADR SPONSORED ADR CUSIP 66987V109	166,905.55 78.176	171,611.30 80.380	2.24 1.98	4,392 2.56	0.00
1,181	NOVO NORDISK A/S - ADR SPONSORED ADR CUSIP 670100205	210,582.81 178.309	218,201.56 184.760	2.85 2.52	2,674 1.23	0.00

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

LT AND JT DEE FDN THORNBURG  
ACCOUNT NUMBER 0238513

## STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
6,592	PACIFIC RUBIALES ENERGY CORPORATION CUSIP 69480U206	116,377.47 17.654	113,777.92 17.260	1.48 1.32	4,351 3.82	0.00
5,355	PEARSON PLC - ADR SPONSORED ADR CUSIP 705015105	113,191.85 21.138	119,952.00 22.400	1.56 1.39	3,845 3.21	0.00
4,562	PT BANK MANDIRI CUSIP 69367U105	29,514.77 6.470	29,470.52 6.460	0.38 0.34	675 2.29	0.00
11,862	PUBLICIS GROUPE S.A. - ADR SPONSORED ADR CUSIP 74463M106	259,227.64 21.854	272,470.14 22.970	3.55 3.15	2,550 0.94	0.00
11,115	RECKITT BENCKISER PLC CUSIP 756255204	174,049.79 15.659	178,840.35 16.090	2.33 2.07	4,568 2.55	0.00
2,462	ROCHE HOLDINGS LTD - ADR SPONSORED ADR CUSIP 771195104	166,392.67 67.584	172,832.40 70.200	2.25 2.00	3,998 2.31	0.00
2,608	SABMILLER PLC - ADR SPONSORED ADR CUSIP 78572M105	131,964.80 50.600	133,738.24 51.280	1.74 1.55	2,587 1.93	0.00
1,132	SAP AG - ADR SPONSORED ADR CUSIP 803054204	92,625.56 81.825	98,642.48 87.140	1.29 1.14	903 0.92	0.00
2,106	SCHLUMBERGER LTD CUSIP 806857108	184,474.37 87.595	189,771.66 90.110	2.48 2.20	2,633 1.39	0.00
663	SINA CORPORATION ORD CUSIP G81477104	50,691.92 76.458	55,857.75 84.250	0.73 0.65	0 0.00	0.00
26,369	SUMITOMO MITSUI TR CUSIP 86562X106	88,007.53 3.338	139,492.01 5.290	1.82 1.61	2,021 1.45	0.00

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

LT AND JT DEE FDN THORNBURG  
ACCOUNT NUMBER 0238513

## STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
3,478	SWATCH GROUP AG CUSIP 870123106	113,765.38 32.710	115,469.60 33.200	1.51 1.34	723 0.63	0.00
1,578	SYNGENTA AG - ADR SPONSORED ADR CUSIP 87160A100	122,669.93 77.738	126,145.32 79.940	1.65 1.46	2,679 2.12	0.00
7,073	TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR CUSIP 874039100	122,730.70 17.352	123,353.12 17.440	1.61 1.43	2,836 2.30	0.00
2,723	TATA MTRS LTD SPONSORED ADR CUSIP 876568502	87,287.67 32.056	83,868.40 30.800	1.09 0.97	362 0.43	0.00
2,070	TENCENT HOLDINGS LIMITED CUSIP 88032Q109	124,717.50 60.250	133,349.40 64.420	1.74 1.54	242 0.18	0.00
1,666	TOYOTA MOTOR CORPORATION - ADR SPONSORED ADR CUSIP 892331307	166,770.19 100.102	203,118.72 121.920	2.65 2.35	3,908 1.92	0.00
3,414	YANDEX NV CUSIP N97284108	136,083.75 39.861	147,314.10 43.150	1.92 1.70	0 0.00	0.00
TOTAL OTHER EQUITIES		7,220,236.17	7,666,390.76	100.00 88.67	131,213 1.71	904.48
TOTAL EQUITIES		7,899,955.64	8,336,411.87	100.00 96.42	139,456 1.67	1,016.59
TOTAL INVESTMENTS		8,209,135.90	8,645,592.13	100.00 100.00	139,487 1.61	1,022.33
TOTAL ACCRUALS		1,022.33	1,022.33			
TOTAL INVESTMENTS AND ACCRUALS		8,210,158.23	8,646,614.46		139,487 1.61	1,022.33

## CHANGE IN ASSETS - THIS PERIOD

UNREALIZED APPRECIATION/DEPRECIATION- END OF PERIOD	\$ 436,456.23
UNREALIZED APPRECIATION/DEPRECIATION- BEGINNING OF PERIOD	629,545.57

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

LT AND JT DEE FDN PENN CAPITAL  
ACCOUNT NUMBER 0238514

## STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
<b>CASH</b>						
	PRINCIPAL CASH	0.00	0.00	0.00 0.00		
	INCOME CASH	0.00	0.00	0.00 0.00		
<b>TOTAL CASH</b>		<b>0.00</b>	<b>0.00</b>	<b>100.00</b> 0.00		
<b>CASH EQUIVALENTS</b>						
MONEY MARKET FUNDS/CASH SWEEPS						
57,563.33	WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	57,563.33 1.000	57,563.33 1.000	100.00 1.37	0.01 <sup>6</sup>	1.36
<b>TOTAL MONEY MARKET FUNDS/CASH SWEEPS</b>		<b>57,563.33</b>	<b>57,563.33</b>	<b>100.00</b> 1.37	<b>0.01<sup>6</sup></b>	<b>1.36</b>
<b>TOTAL CASH EQUIVALENTS</b>		<b>57,563.33</b>	<b>57,563.33</b>	<b>100.00</b> 1.37	<b>0.01<sup>6</sup></b>	<b>1.36</b>
<b>EQUITIES</b>						
COMMON EQUITIES						
980	AKAMAI TECHNOLOGIES CUSIP 00971T101	43,062.96 43.942	46,236.40 47.180	1.26 1.10	0.00 <sup>0</sup>	0.00
1,201	ANN INC CUSIP 035623107	42,988.83 35.794	43,908.56 36.560	1.19 1.04	0.00 <sup>0</sup>	0.00
1,526	AXIALL CORP CUSIP 05463D100	70,671.35 46.312	72,393.44 47.440	1.97 1.72	0.97 <sup>7</sup> 1.35	244.16

STATEMENT OF ASSETS AND LIABILITIES  
 AS OF DECEMBER 31, 2013

 LT AND JT DEE FDN PENN CAPITAL  
 ACCOUNT NUMBER 0238514

**STATEMENT OF ASSETS AND LIABILITIES**

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
4,019	CADENCE DESIGN SYSTEMS INC CUSIP 127387108	54,024.60 13.442	56,346.38 14.020	1.53 1.34	0 0.00	0.00
833	CARLISLE COS INC CUSIP 142339100	61,872.82 74.277	66,140.20 79.400	1.80 1.57	733 1.11	0.00
1,462	CAVIUM INC CUSIP 14964U108	49,710.49 34.002	50,453.62 34.510	1.37 1.20	0 0.00	0.00
1,173	CENTENE CORP DEL COM CUSIP 15135B101	64,517.46 55.002	69,148.35 58.950	1.88 1.64	0 0.00	0.00
549	CHART INDUSTRIES INC CUSIP 16115Q308	49,771.24 90.658	52,506.36 95.640	1.43 1.25	0 0.00	0.00
1,157	CINEMARK HOLDINGS INC CUSIP 17243V102	37,807.52 32.677	38,562.81 33.330	1.05 0.91	1,157 3.00	0.00
1,231	COMERICA INC CUSIP 200340107	56,264.82 45.707	58,521.74 47.540	1.59 1.39	837 1.43	0.00
711	CUBIST PHARMACEUTICALS INC CUSIP 229678107	44,998.83 63.289	48,966.57 68.870	1.33 1.16	0 0.00	0.00
936	DRESSER-RAND GROUP INC COM CUSIP 261608103	53,508.50 57.167	55,813.68 59.630	1.51 1.32	0 0.00	0.00
1,009	EVERCORE PARTNERS INC CUSIP 29977A105	55,751.89 55.255	60,318.02 59.780	1.64 1.43	1,009 1.67	0.00
2,747	FINISAR CORP CUSIP 31787A507	59,773.55 21.760	65,708.24 23.920	1.78 1.56	0 0.00	0.00
4,534	FIRST HORIZON NATL CORP COM CUSIP 320517105	49,904.20 11.007	52,821.10 11.650	1.43 1.25	907 1.72	158.50

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2013

LT AND JT DEE FDN PENN CAPITAL  
ACCOUNT NUMBER 0238514

**STATEMENT OF ASSETS AND LIABILITIES**

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
3,903	FORTINET INC CUSIP 34959E109	68,796.62 17.627	74,664.39 19.130	2.03 1.77	0 0.00	0.00
1,844	FXCM INC CUSIP 302693106	30,439.28 16.507	32,896.96 17.840	0.89 0.78	443 1.35	0.00
1,842	GANNETT INC CUSIP 364730101	47,818.32 25.960	54,486.36 29.580	1.48 1.29	1,474 2.71	0.00
499	GENESSE & WYOMING INC-CL A CUSIP 371559105	46,172.47 92.530	47,928.95 96.050	1.30 1.14	0 0.00	0.00
1,194	GULFPORT ENERGY CORP COM NEW CUSIP 402635304	67,433.06 56.477	75,377.22 63.130	2.05 1.79	0 0.00	0.00
2,105	HELIX ENERGY SOLUTIONS INC CUSIP 42330P107	45,924.57 21.817	48,793.90 23.180	1.32 1.16	0 0.00	0.00
8,744	HERCULES OFFSHORE INC COM CUSIP 427093109	53,052.47 6.067	57,019.62 6.521	1.55 1.35	0 0.00	0.00
2,989	HUNTSMAN CORP COM CUSIP 447011107	69,354.01 23.203	73,529.40 24.600	2.00 1.74	1,495 2.03	0.00
4,127	JDS UNIPHASE CORP COM STK USD0.008 CUSIP 46612J507	48,635.46 11.785	53,589.10 12.985	1.45 1.27	0 0.00	0.00
543	JONES LANG LASALLE INC COM CUSIP 48020Q107	53,648.02 98.799	55,597.77 102.390	1.51 1.32	239 0.43	0.00
1,753	KBR INC CUSIP 48242W106	54,242.20 30.942	55,903.17 31.890	1.52 1.33	561 1.00	0.00

STATEMENT OF ASSETS AND LIABILITIES  
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 LT AND JT DEE FDN PENN CAPITAL  
 ACCOUNT NUMBER 0238514

**STATEMENT OF ASSETS AND LIABILITIES**

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
546	KIRBY CORP CUSIP 497266106	49,727.93 91.077	54,190.50 99.250	1.47 1.29	0 0.00	0.00
2,545	KRISPY KREME DOUGHNUTS INC COM CUSIP 501014104	46,753.49 18.371	49,093.05 19.290	1.33 1.16	0 0.00	0.00
1,917	LASALLE HOTEL PROPERTIES COM CUSIP 517942108	56,778.66 29.618	59,158.62 30.860	1.61 1.40	2,147 3.63	536.76
810	LEAR CORP CUSIP 521865204	65,840.77 81.285	65,585.70 80.970	1.78 1.56	551 0.84	0.00
2,437	LOUISIANA PAC CORP CUSIP 546347105	39,167.95 16.072	45,108.87 18.510	1.22 1.07	0 0.00	0.00
1,082	LPL FINANCIAL HOLDINGS INC CUSIP 50212V100	46,971.89 43.412	50,908.10 47.050	1.38 1.21	822 1.61	0.00
1,029	MEDIVATION INC CUSIP 58501N101	64,282.45 62.471	65,670.78 63.820	1.78 1.56	0 0.00	0.00
984	MEDNAX INC CUSIP 58502B106	53,738.31 54.612	52,525.92 53.380	1.43 1.25	0 0.00	0.00
1,567	MGM RESORTS INTERNATIONAL CUSIP 552953101	32,587.18 20.796	36,855.84 23.520	1.00 0.87	0 0.00	0.00
1,935	NEXSTAR BROADCASTING GROUP INC CUSIP 65336K103	98,878.69 51.100	107,837.55 55.730	2.93 2.56	929 0.86	0.00
1,980	NPS PHARMACEUTICALS INC CUSIP 62936P103	47,707.74 24.095	60,112.80 30.360	1.63 1.43	0 0.00	0.00
1,400	PENSKE AUTO GROUP INC CUSIP 70959W103	62,545.56 44.675	66,024.00 47.160	1.79 1.57	952 1.44	0.00

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2,685	PIER I IMPORTS INC CUSIP 720279108	55,729.59 20.756	61,969.80 23.080	1.68 1.47	644 1.04	0.00
2,629	PINNACLE ENTERTAINMENT INC CUSIP 723456109	64,008.21 24.347	68,327.71 25.990	1.85 1.62	0 0.00	0.00
3,170	PRIVATEBANCORP INC COM CUSIP 742962103	88,701.99 27.982	91,708.10 28.930	2.49 2.18	127 0.14	0.00
1,623	OLIK TECHNOLOGIES INC CUSIP 74733T105	37,897.05 23.350	43,220.49 26.630	1.17 1.03	0 0.00	0.00
2,113	QUANTA SVCS INC COM CUSIP 74762E102	60,782.56 28.766	66,686.28 31.560	1.81 1.58	0 0.00	0.00
1,376	REALOGY HOLDINGS CORP CUSIP 75605Y106	63,679.49 46.279	68,070.72 49.470	1.85 1.61	0 0.00	0.00
9,278	RF MICRO DEVICES INC COM CUSIP 749941100	47,071.93 5.073	47,874.48 5.160	1.30 1.14	0 0.00	0.00
1,230	RYLAND GROUP INC CUSIP 783764103	46,972.84 38.189	53,394.30 43.410	1.45 1.27	148 0.28	0.00
1,278	SCIENTIFIC GAMES CORP-A CUSIP 80874P109	20,865.14 16.326	21,636.54 16.930	0.59 0.51	0 0.00	0.00
2,929	SINCLAIR BROADCAST GROUP INC CL A CUSIP 829226109	98,926.10 33.775	104,653.17 35.730	2.84 2.48	1,757 1.68	0.00
1,297	SMITH A O CORP CL B CUSIP 831865209	68,046.46 52.465	69,960.18 53.940	1.90 1.66	623 0.89	0.00
923	SPIRIT AIRLINES INC CUSIP 848577102	39,795.29 43.115	41,913.43 45.410	1.14 0.99	0 0.00	0.00



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1,487	SUPERIOR ENERGY SERVICES INC CUSIP 868157108	37,173.07 24.999	39,569.07 26.610	1.07 0.94	476 1.20	0.00
1,190	TENET HEALTHCARE CORPORATION CUSIP 88033G407	48,103.61 40.423	50,122.80 42.120	1.36 1.19	0 0.00	0.00
3,828	TERADYNE INC CUSIP 880770102	62,801.02 16.406	67,449.36 17.620	1.83 1.60	0 0.00	0.00
1,872	TEREX CORP NEW CUSIP 880779103	70,819.44 37.831	78,605.28 41.990	2.13 1.86	374 0.48	0.00
630	TESORO CORP CUSIP 881609101	35,910.32 57.001	36,855.00 58.500	1.00 0.87	630 1.71	0.00
673	THE MADISON SQUARE GARDEN COMPANY CUSIP 55826P100	36,661.68 54.475	38,751.34 57.580	1.05 0.92	0 0.00	0.00
810	TRIUMPH GROUP INC NEW COM CUSIP 896818101	59,336.15 73.255	61,616.70 76.070	1.67 1.46	130 0.21	0.00
2,414	USG CORP COM NEW CUSIP 903293405	61,237.87 25.368	68,509.32 28.380	1.86 1.63	0 0.00	0.00
1,498	VANTIV INC CUSIP 92210H105	44,199.09 29.505	48,849.78 32.610	1.33 1.16	0 0.00	0.00
2,293	VERIFONE SYSTEMS, INC. CUSIP 92342Y109	61,746.85 26.928	61,498.26 26.820	1.67 1.46	0 0.00	0.00
1,026	WHITING PETE CORP NEW COM CUSIP 966387102	60,043.06 58.522	63,478.62 61.870	1.72 1.51	0 0.00	0.00
4,666	WISDOMTREE INVESTMENTS INC CUSIP 97717P104	70,325.02 15.072	82,634.86 17.710	2.24 1.96	0 0.00	0.00

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2,204	ZIONS BANCORP CUSIP 989701107	49,693.37 22.547	66,031.84 29.960	1.79 1.57	353 0.53	0.00
TOTAL COMMON EQUITIES		3,435,653.36	3,684,091.47	100.00 87.41	20,495 0.56	939.42
OTHER EQUITIES						
1,040	ARCH CAPITAL GROUP LTD CUSIP G0450A105	59,507.76 57.219	62,077.60 59.690	13.12 1.47	0 0.00	0.00
2,676	FREESCALE SEMICONDUCTOR LTD CUSIP G3727Q101	37,864.06 14.149	42,949.80 16.050	9.08 1.02	0 0.00	0.00
1,187	ICON PLC CUSIP G4705A100	45,231.94 38.106	47,973.79 40.416	10.14 1.14	0 0.00	0.00
1,864	INTELSAT SA CUSIP L5140P101	40,078.80 21.502	42,014.56 22.540	8.88 1.00	0 0.00	0.00
971	LIONS GATE ENTERTAINMENT CORP CUSIP 535919203	30,400.46 31.308	30,741.86 31.660	6.50 0.73	194 0.63	48.55
1,778	NORWEGIAN CRUISE LINE HOLDINGS LTD CUSIP G66721104	57,789.45 32.503	63,065.66 35.470	13.33 1.50	0 0.00	0.00
4,176	ORIENT-EXPRESS HOTELS LTD CL A CUSIP G67743107	60,831.37 14.567	63,099.36 15.110	13.33 1.50	0 0.00	0.00
1,428	POPULAR INC CUSIP 733174700	39,433.08 27.614	41,026.44 28.730	8.67 0.97	0 0.00	0.00
1,421	ROWAN COMPANIES PLC CUSIP G7665A101	47,442.07 33.386	50,246.56 35.360	10.62 1.19	0 0.00	0.00
2,550	SCORPIO TANKERS INC CUSIP Y7542C106	27,896.49 10.940	30,064.50 11.790	6.35 0.71	714 2.37	0.00
TOTAL OTHER EQUITIES		446,475.48	473,260.13	100.00 11.23	908 0.19	48.55

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**STATEMENT OF ASSETS AND LIABILITIES**

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<b>TOTAL EQUITIES</b>		<b>3,882,128.84</b>	<b>4,157,351.60</b>	<b>100.00</b> 98.63	<b>21,403</b> 0.51	<b>987.97</b>
<b>TOTAL INVESTMENTS</b>		<b>3,939,692.17</b>	<b>4,214,914.93</b>	<b>100.00</b> 100.00	<b>21,409</b> 0.51	<b>989.33</b>
TOTAL ACCRUALS		989.33	989.33			
<b>TOTAL INVESTMENTS AND ACCRUALS</b>		<b>3,940,681.50</b>	<b>4,215,904.26</b>		<b>21,409</b> 0.51	<b>989.33</b>
<b>CHANGE IN ASSETS - THIS PERIOD</b>						
UNREALIZED APPRECIATION/DEPRECIATION- END OF PERIOD		\$	275,222.76			
UNREALIZED APPRECIATION/DEPRECIATION- BEGINNING OF PERIOD			0.00			
<b>NET CHANGE THIS PERIOD</b>		<b>\$</b>	<b>275,222.76</b>			

Values reflected for publicly-traded assets are from unaffiliated financial industry sources believed to be reliable. Values for non-publicly traded assets may be determined from other unaffiliated sources. Assets for which a current value is unavailable may be reflected at the last reported price, at par, or may be shown as having nominal or no value. Reported values may not be the price at which an asset may be sold. Asset values are updated as pricing becomes available from external sources, and may be updated less frequently than statements are generated.