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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

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 THE POLACK FOUNDATION		A Employer identification number 91-0850767
% FOUNDATION MGMT GROUP LLC		B Telephone number (see instructions) (206) 667-0300
Number and street (or P O box number if mail is not delivered to street address) 1000 SECOND AVENUE 34TH FLOOR Suite	Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98104		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,238,080	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F 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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	100,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	18,013	18,013		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,214			
	b Gross sales price for all assets on line 6a 431,750				
	7 Capital gain net income (from Part IV, line 2) . . .		5,214		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-4,124	-65			
12 Total. Add lines 1 through 11	119,103	23,162			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,388	0	0	7,388
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	18,535	9,535	0	9,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	422	153	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,263	0	0	1,263
	24 Total operating and administrative expenses. Add lines 13 through 23	27,608	9,688	0	17,651
	25 Contributions, gifts, grants paid	50,000			50,000
26 Total expenses and disbursements. Add lines 24 and 25	77,608	9,688	0	67,651	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	41,495				
b Net investment income (if negative, enter -0-)		13,474			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	1,122,250	132,265	132,265	
	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	0	960	960	
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	0 <input checked="" type="checkbox"/>	686,997	686,997	
	c Investments—corporate bonds (attach schedule)	0 <input checked="" type="checkbox"/>	315,566	315,566	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	0 <input checked="" type="checkbox"/>	102,292	102,292	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	0				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,122,250	1,238,080	1,238,080		
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 ▶ _____)	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 269		
23 Total liabilities (add lines 17 through 22)	0	269			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	1,373,179	1,373,179		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	-250,929	-135,368		
30 Total net assets or fund balances (see page 17 of the instructions)	1,122,250	1,237,811			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,122,250	1,238,080			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,122,250
2	Enter amount from Part I, line 27a	2	41,495
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	74,066
4	Add lines 1, 2, and 3	4	1,237,811
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	1,237,811

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)
1 a	SHORT TERM	P	2010-10-10	2012-10-10
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 431,750		426,536	5,214
b			
c			
d			
e			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			5,214
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	5,214
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			
2011			
2010			
2009			
2008			

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

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

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

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 269, 960, and 691.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and assets. Includes Yes/No columns.

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? Website address N/A	13	Yes	
14	The books are in care of FOUNDATION MGMT GROUP LLC Telephone no (206) 667-0300 Located at 1000 SECOND AVENUE 34TH FLOOR SEATTLE WA ZIP +4 98104			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
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 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

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 N/A	
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	771,236
b	Average of monthly cash balances.	1b	386,613
c	Fair market value of all other assets (see instructions).	1c	960
d	Total (add lines 1a, b, and c).	1d	1,158,809
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,158,809
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	17,382
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,141,427
6	Minimum investment return. Enter 5% of line 5.	6	57,071

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	57,071
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	269
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	269
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	56,802
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	56,802
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	56,802

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	67,651
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	67,651
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	67,651

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				56,802
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			46,928	
b Total for prior years 2011, 2010, 2009				
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 ▶ \$ <u>67,651</u>				
a Applied to 2012, but not more than line 2a			46,928	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				20,723
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				36,079
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.	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	0			

Part XIV Private 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)

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

Part XV Supplementary Information (Complete this part only if the 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))

VALERIE POLACK JAMES POLACK

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 50,000
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCOTT POLLOCK 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	CHAIR/DIRECTOR 2 0	0	0	0
KAREN TREIGER 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	VICE CHAIR/DIRECTOR 2 0	0	0	0
MICHELE ROSEN 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	DIRECTOR 2 0	0	0	0
DANIEL ASHER 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	SECRETARY 2 0	0	0	0
JAMES POLACK 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	DIRECTOR 2 0	0	0	0

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)				
a <i>Paid during the year</i>				
HILLEL AT UNIVERSITY OF WASHINGTON 47445 17TH AVENUE NE SEATTLE,WA 98105	NONE	PC	TO SUPPORT THE 2013 PASSOVER LUNCH PROGRAM	15,000
BCMH CAPITOL HILL MINYAN 5145 S MORGAN STREET SEATTLE,WA 98118	NONE	PC	TO SUPPORT RENOVATION CAMPAIGN	7,000
SEATTLE HEBREW ACADEMY 1617 INTERLAKEN DRIVE EAST SEATTLE,WA 98112	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	13,000
NORTHWEST YESHIVA HIGH SCHOOL 5017 90TH AVE SE MERCER ISLAND,WA 98040	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 71 THIRD AVENUE 10TH FLOOR NEW YORK,NY 10017	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000
Total				50,000

3a

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2013

Name of the organization
THE POLACK FOUNDATION

Employer identification number
91-0850767

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE POLACK FOUNDATION

Employer identification number
91-0850767

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	VALERIE POLACK PO BOX 497 MERCER ISLAND, WA 98040	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
THE POLACK FOUNDATION

Employer identification number
91-0850767

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
THE POLACK FOUNDATION

Employer identification number
91-0850767

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

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

**TY 2013 All Other Program
Related Investments Schedule**

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT A	315,566	315,566

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE POLACK FOUNDATION**EIN:** 91-0850767

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT A	686,997	686,997

TY 2013 Investments - Land Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

TY 2013 Investments - Other Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PUBLICLY TRADED PARTNERSHIPS	FMV	102,292	102,292
SEE ATTACHMENT A			

TY 2013 Land, Etc. Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

TY 2013 Legal Fees Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - DORSEY & WHITNEY	774	0	0	774
LEGAL FEES - MCNAUL EBEL	6,614			6,614
NAWROT & HELGREN				

TY 2013 Other Expenses Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	50	0	0	50
INSURANCE EXPENSE	1,183			1,183
BANK CHARGES	30			30

TY 2013 Other Income Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LOSS FROM PUBLICLY TRADED PARTNERSHIPS	-4,124	-65	

TY 2013 Other Increases Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Description	Amount
UNREALIZED GAIN FROM SECURITIES	74,066

TY 2013 Other Liabilities Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Description	Beginning of Year - Book Value	End of Year - Book Value
CURRENT TAX EXPENSE	0	269

TY 2013 Other Professional Fees Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATION FEES	12,000	3,000	0	9,000
FOUNDATION MANAGEMENT GROUP				
BROKER FEES - CHARLES SCHWAB	6,535	6,535		

TY 2013 Taxes Schedule

Name: THE POLACK FOUNDATION

EIN: 91-0850767

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	269	0	0	0
FOREIGN TAX	153	153		

THE POLACK FOUNDATION
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Investment Detail - Fixed Income

	Par	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Corporate Bonds						
BERKSHIRE HATHAWAY 5.4% 18 DUE 05/15/18 CUSIP 084664BE0 MOODY'S: Aa2 S&P: AA	15,000.0000	114.7374	17,210.61 <i>17,343.90</i>	2%	(133.29)	810.00 1.75% <i>Accrued Interest: 103.50</i>
BP CAPITAL MKT 3.875% 15i DUE 03/10/15 BP CAPITAL MKT PI CUSIP: 05565QBH0 MOODY'S: A2 S&P: A	20,000.0000	103.9852	20,797.04 <i>21,250.00</i>	2%	(452.96)	775.00 0.59% <i>Accrued Interest: 238.96</i>
ENTERPRISE PRODUCE VAR 66 DUE 08/01/66 CALLABLE 02/01/14 AT 100.00000 CUSIP 293791AV1 MOODY'S: Baa2 S&P: BBB	10,000.0000	110.8750	11,087.50 <i>11,300.00</i>	1%	(212.50)	N/A N/A
GENERAL ELECTRIC VAR 15 DUE 08/11/15 CUSIP: 36962G4N1 MOODY'S: A1 S&P: AA1	20,000.0000	100.6415	20,128.30 <i>20,181.10</i>	2%	(52.80)	N/A N/A
HARSCO CORPORATION 2.7% 15 DUE 10/15/15 CUSIP 415864AK3 MOODY'S: Ba1 S&P: BB1	35,000.0000	101.4906	35,521.71 <i>35,962.50</i>	3%	(440.79)	945.00 1.58% <i>Accrued Interest: 199.50</i>
JBHUNT TRANSPOR 3.375% 15 DUE 09/15/15 CUSIP 445658CB1 MOODY'S: Baa2 S&P: BB1	5,000.0000	103.7301	5,186.51 <i>5,200.80</i>	<1%	(14.29)	168.75 1.50% <i>Accrued Interest: 49.69</i>

THE POLACK FOUNDATION
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Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value <i>(Cost Basis)</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Corporate Bonds (continued)						
MONSANTO COMPANY 1.85%18 DUE 11/15/18 CUSIP 61166WAM3 MOODY'S A1 S&P A+	15,000.0000	98.8204	14,823.06 <i>14,974.95</i>	1%	(151.89)	277.50 1.88% <i>Accrued Interest: 41.63</i>
MURPHY OIL CORP 2.5%17 DUE 12/01/17 CUSIP 626717AE2 MOODY'S Baa3 S&P BBB	15,000.0000	101.0674	15,160.11 <i>14,938.50</i>	1%	221.61	375.00 2.60% <i>Accrued Interest: 31.25</i>
PACCAR FINL CORP 1.55%14 DUE 09/29/14 CUSIP 69371RK39 MOODY'S A1 S&P A1	35,000.0000	100.9287	35,325.05 <i>35,612.50</i>	3%	(287.45)	542.50 0.35% <i>Accrued Interest: 138.64</i>
QUEST DIAGNOSTICS 6.4%17 DUE 07/01/17 CUSIP 74834LAM2 MOODY'S Baa2 S&P BBB1	10,000.0000	113.7081	11,370.81 <i>11,501.10</i>	1%	(130.29)	640.00 2.12% <i>Accrued Interest: 320.00</i>
ROPER IND 2.05%18 DUE 10/01/18 CUSIP: 776696AF3 MOODY'S Baa2 S&P BBB	10,000.0000	97.5342	9,753.42 <i>9,348.30</i>	<1%	(94.88)	205.00 2.37% <i>Accrued Interest: 51.25</i>
ROYAL BANK OF 2.625%15F DUE 12/15/15 ROYAL BANK OF CAN CUSIP 78008KHS1 MOODY'S Aa3 S&P AA	10,000.0000	103.8491	10,384.91 <i>10,550.00</i>	<1%	(165.09)	262.50 0.55% <i>Accrued Interest: 11.67</i>

THE POLACK FOUNDATION
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Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Corporate Bonds (continued)						
STARBUCKS CORP 2%18 DUE 12/05/18 CALLABLE 02/01/14 AT 100.00000 CUSIP: 855244AF6 MOODY'S: Baa1 S&P: A-	15,000,0000	99.2273	14,884.10 <i>15,070.55</i>	1%	(136.45)	300.00 1.97%
						<i>Accrued Interest: 21.67</i>
STRYKER CORPORATION 2%16 DUE 09/30/16 CUSIP: 869667AC5 MOODY'S: A3 S&P: A1	25,000,0000	102.7041	25,676.03 <i>26,125.00</i>	2%	(448.97)	500.00 0.68%
						<i>Accrued Interest: 126.39</i>
TEXAS INSTRUMENTS 2.375%16 DUE 05/16/16 CUSIP: 882508AR5 MOODY'S: A1 S&P: A1	30,000,0000	103.7369	31,121.07 <i>31,569.60</i>	3%	(448.53)	712.50 0.63%
						<i>Accrued Interest: 91.04</i>
THE TIMKEN COMPANY 6%14 DUE 09/15/14 CUSIP: 887389AG9 MOODY'S: Baa2 S&P: BBB-	25,000,0000	103.7291	25,932.28 <i>26,741.00</i>	2%	(808.72)	1,500.00 N/A*
						<i>Accrued Interest: 441.67</i>

Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Corporate Bonds (continued)						
WELLS FARGO BAN 5 625%16 DUE 10/15/16 CUSIP: 929903GH3 MOODY'S: A3 S&P: A	10,000,0000	111.9099	11,190.99 <i>11,200.00</i>	1%	(9.01)	562.50 1.67%
Total Corporate Bonds	305,000,0000		315,553.50	29%	(3,766.30)	8,576.25
		<i>Total Cost Basis:</i>	<i>319,319.80</i>			
					<i>Total Accrued Interest for Corporate Bonds: 1,995.61</i>	
Total Fixed Income	305,000,0000		315,553.50	29%	(3,766.30)	8,576.25
		<i>Total Cost Basis:</i>	<i>319,319.80</i>			

Accrued interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Equities

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities							
AFLAC INC SYMBOL: AFL	250,0000	66.8000	16,700.00 <i>15,549.08</i>	2%	1,150.92	2.21%	370.00

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)							
ABB LTD ADR 1 SPONSORED ADR 1 ADR REP 1 REG SH SYMBOL: ABB	600,0000	26.5600	15,936.00 <i>13,602.43</i>	1%	2,333.57	0.00%	0.00
ACCENTURE PLC CL A 1 F SYMBOL: ACN	250,0000	82.2200	20,555.00 <i>18,880.02</i>	2%	1,674.98	2.26%	465.00
AL FRIA GROUP INC SYMBOL: MO	450,0000	38.3900	17,275.50 <i>16,114.50</i>	2%	1,161.00	5.00%	864.00 <i>Accrued Dividend: 216.00</i>
BAXTER INTERNATIONAL INC SYMBOL: BAX	200,0000	69.5500	13,910.00 <i>14,018.98</i>	1%	(108.98)	2.81%	392.00 <i>Accrued Dividend: 98.00</i>
BOEING CO SYMBOL: BA	150,0000	136.4900	20,473.50 <i>13,016.00</i>	2%	7,457.50	1.42%	291.00
CARNIVAL CORP NEW 1 F PAIRED STK SPECIAL VGT TR SYMBOL: CCL	500,0000	40.1700	20,085.00 <i>18,346.59</i>	2%	1,738.41	2.48%	500.00
CHEVRON CORPORATION SYMBOL: CVX	150,0000	124.9100	18,736.50 <i>17,595.50</i>	2%	1,141.00	3.20%	600.00
CISCO SYSTEMS INC SYMBOL: CSCO	800,0000	22.4300	17,944.00 <i>17,308.88</i>	2%	635.12	3.03%	544.00
COCA COLA COMPANY SYMBOL: KO	400,0000	41.3100	16,524.00 <i>16,471.64</i>	1%	52.36	2.71%	448.00

THE POLACK FOUNDATION
 EIN 91-0850767
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Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)							
CONOCOPHILLIPS SYMBOL .COP	200.0000	70.6500	14,130.00 <i>11,915.00</i>	1%	2,215.00	3.90%	552.00
CORNING INC SYMBOL .GLW	1,000.0000	17.8200	17,820.00 <i>15,488.53</i>	2%	2,333.47	2.24%	400.00
CORRECTIONS CP AMER NEW SYMBOL .CXW	150.0000	32.0700	4,810.50 <i>5,604.00</i>	<1%	(793.50)	5.98%	288.00
DEERE & CO SYMBOL .DE	200.0000	91.3300	18,266.00 <i>17,068.00</i>	2%	1,198.00	2.23%	408.00
DEVON ENERGY CP NFW SYMBOL .DVN	200.0000	61.8700	12,374.00 <i>11,507.98</i>	1%	866.02	1.42%	176.00
ENERGIZER HOLDING INC SYMBOL .ENR	150.0000	108.2400	16,236.00 <i>14,209.50</i>	1%	2,026.50	1.84%	300.00
ENSCO PLC CLASS A F CLASS A SYMBOL .ESV	400.0000	57.1800	22,872.00 <i>23,116.40</i>	2%	(244.40)	5.24%	1,200.00
EXXON MOBIL CORPORATION SYMBOL .XOM	150.0000	101.2000	15,180.00 <i>13,624.50</i>	1%	1,555.50	2.49%	378.00
GENERAL DYNAMICS CORP SYMBOL .GD	150.0000	95.5500	14,332.50 <i>10,322.75</i>	1%	4,009.75	2.34%	336.00
GENERAL ELECTRIC COMPANY SYMBOL .GE	600.0000	28.0300	16,818.00 <i>13,860.65</i>	2%	2,957.35	2.71%	456.00
							<i>Accrued Dividend, 132.00</i>

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Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
<i>Equities (continued)</i>							
HONEYWELL INTERNATIONAL SYMBOL: HON	200,0000	91.3700	18,274.00 <i>18,228.14</i>	2%	45.86	1.97%	360.00
INTEL CORP SYMBOL: INTC	650,0000	25.9550	16,870.75 <i>13,996.82</i>	2%	2,873.93	3.46%	585.00
INTL BUSINESS MACHINES SYMBOL: IBM	100,0000	187.5700	18,757.00 <i>20,743.25</i>	2%	(1,986.25)	2.02%	380.00
JOHNSON & JOHNSON SYMBOL: JNJ	200,0000	91.5900	18,318.00 <i>16,147.00</i>	2%	2,171.00	2.88%	528.00
KIMBERLY-CLARK CORP SYMBOL: KMB	100,0000	104.4600	10,446.00 <i>10,122.00</i>	<1%	324.00	3.10%	324.00
<i>Accrued Dividend: 81.00</i>							
MATTEL INCORPORATED SYMBOL: MAT	400,0000	47.5800	19,032.00 <i>17,517.36</i>	2%	1,514.64	3.02%	576.00
MICROSOFT CORP SYMBOL: MSFT	500,0000	37.4100	18,705.00 <i>14,424.50</i>	2%	4,280.50	2.99%	560.00
NATIONAL OILWELL VARCO SYMBOL: NOV	200,0000	79.5300	15,906.00 <i>13,630.40</i>	1%	2,275.60	1.30%	208.00
ORACLE CORPORATION SYMBOL: ORCL	500,0000	38.2600	19,130.00 <i>16,423.18</i>	2%	2,706.82	1.25%	240.00
Pfizer Incorporated SYMBOL: PFE	500,0000	30.6300	15,315.00 <i>15,060.00</i>	1%	255.00	3.13%	480.00

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Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)							
PHILIP MORRIS INTL INC SYMBOL: PM	100.0000	87.1300	8,713.00 <i>9,122.00</i>	~ 1%	(409.00)	4.31%	376.00
							<i>Accrued Dividend: 93.00</i>
ROCKWELL AUTOMATION INC SYMBOL: ROK	150.0000	118.1600	17,724.00 <i>13,162.54</i>	2%	4,561.46	1.96%	348.00
ROGLIS COMMUN INC CL B F CLASS B SYMBOL: RCI	400.0000	45.2500	18,100.00 <i>19,290.92</i>	2%	(1,190.92)	3.71%	672.92
STRYKER CORP SYMBOL: SYK	250.0000	75.1400	18,785.00 <i>16,280.00</i>	2%	2,505.00	1.41%	265.00
T J X COS INC SYMBOL: TJX	250.0000	63.7300	15,932.50 <i>11,752.67</i>	1%	4,179.83	0.91%	145.00
TAIWAN SEMICONDUCTR ADR F SPONSORED ADR 1 ADR REPS 5 ORD SYMBOL: TSM	1,000.0000	17.4400	17,440.00 <i>16,876.50</i>	2%	563.50	2.87%	501.08
UNION PACIFIC CORP SYMBOL: UNP	75.0000	168.0000	12,600.00 <i>10,391.50</i>	1%	2,208.50	1.88%	237.00
							<i>Accrued Dividend: 59.25</i>
UNITEDHEALTH GROUP INC SYMBOL: UNH	250.0000	75.3000	18,825.00 <i>15,511.50</i>	2%	3,313.50	1.48%	280.00
WASTE MANAGEMENT INC DEL SYMBOL: WM	400.0000	44.8700	17,948.00 <i>15,664.00</i>	2%	2,284.00	3.25%	584.00

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)							
WELLS FARGO & CO NEW SYMBOL: WFC	400.0000	45.4000	18,160.00 14,756.52	2%	3,403.48	2.64%	480.00
3M COMPANY SYMBOL: MMM	150.0000	140.2500	21,037.50 15,767.00	2%	5,270.50	1.81%	381.00
Total Equities	13,725.0000		686,997.25 612,491.73	62%	74,505.52		17,479.00

Total Accrued Dividend for Equities: 680.25

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Other Assets

	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
Other Assets					
AVAIL ONDAY CMINTYS INC REIT SYMBOL: AVU	50.0000	118.2300	5,911.50 6,444.19	<1%	(532.69)
BOAHDWAY K PIPELINE PARTNRS SYMBOL: BWP	200.0000	95.6200	5,104.00 6,145.00	<1%	(1,041.00)

Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)
<i>Other Assets (continued)</i>					
DIGITAL REALTY TRUST INC REIT SYMBOL: DLR	150.0000	49.1200	7,368.00 <i>7,951.40</i>	<1%	(583.40)
					<i>Accrued Dividend: 117.00</i>
ENBRIDGE ENERGY PARTNRS LP SYMBOL: EEP	200.0000	29.8700	5,974.00 <i>5,915.45</i>	<1%	58.55
ENERGY TRANSFER PARTNERS UNITS REP L P INTEREST SYMBOL: ETP	100.0000	57.2500	5,725.00 <i>4,865.00</i>	<1%	860.00
ENTERPRISE PRD PARTNRS LP SYMBOL: EPD	100.0000	66.3000	6,630.00 <i>6,144.50</i>	<1%	485.50
KINDER MORGAN ENERGY LP UNIT LTD PARTNERSHIP INT SYMBOL: KMP	50.0000	80.6600	4,033.00 <i>4,099.78</i>	<1%	(66.78)
MAGELLAN MIDSTREAM PARTNRS SYMBOL: MMP	100.0000	63.2700	6,327.00 <i>5,487.00</i>	<1%	840.00
OMEGA HEALTHCARE INVS INC REIT SYMBOL: OHI	200.0000	29.8000	5,960.00 <i>6,588.80</i>	<1%	(628.80)
PLAINS ALL AMERN PPLN LP UNIT LTD PARTNERSHIP INT SYMBOL: PAA	100.0000	51.7700	5,177.00 <i>5,594.70</i>	<1%	(417.70)
PLUM CREEK TIMBER CO REIT SYMBOL: PCI	100.0000	46.5100	4,651.00 <i>4,920.20</i>	<1%	(269.20)

Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
Other Assets (continued)			<i>Cost Basis</i>		
PROLOGIS INC NEW REIT SYMBOL: PLD	150.0000	36.9500	5,542.50 <i>6,502.25</i>	<1%	(509.75)
PUBLIC STORAGE REIT SYMBOL: PSA	25.0000	150.5200	3,763.00 <i>4,249.38</i>	<1%	(477.38)
REALTY INCOME CORP REIT SYMBOL: O	150.0000	37.3300	5,599.50 <i>6,217.25</i>	<1%	(617.75)
SIMON PPTY GROUP NEW REIT/NON-PAIRED STOCK SIMON PPTY SEGS REALTY SYMBOL: SPG	25.0000	152.1600	3,804.00 <i>3,670.00</i>	<1%	(66.00)
TARGA RESOURCES P1NR LP SYMBOL: NGLS	100.0000	52.3000	5,230.00 <i>4,757.00</i>	<1%	473.00
TEEKAY LNG PARTNERS LP F SYMBOL: TGP	100.0000	42.7100	4,271.00 <i>4,116.66</i>	<1%	154.34
W P CAIREY INC SYMBOL: WFC	100.0000	61.3500	6,135.00 <i>6,703.18</i>	<1%	(568.18)
WILLIAMS PARTNERS LP SYMBOL: WFTZ	100.0000	50.8600	5,086.00 <i>5,061.90</i>	<1%	24.10
Total Other Assets	2,100.0000		102,291.50	9%	(2,883.14)
		<i>Total Cost Basis</i>	<i>105,174.64</i>		
					<i>Total Accrued Dividend for Other Assets: 117.00</i>