Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

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

SOL WAXMAN AND TINA P WAXMAN FAMILY
FOUNDATION
12352 WOODLEY AVE
GRANADA HILLS, CA 91344

A Employer identification number
91-2161843

B Telephone number (see the instructions)
818-368-5374

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,872,940.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

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REVENUE

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	15,072.	15,072.	15,072.	
4	Dividends and interest from securities	10,818.	10,818.	10,818.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	79,964.			
b	Gross sales price for all assets on line 6a 482,533.				
7	Capital gain net income (from Part IV, line 2)		79,964.		
8	Net short-term capital gain			6,870.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Statement 1	9,708.			
12	**Total.** Add lines 1 through 11	115,562.	105,854.	32,760.	

OPERATING AND ADMINISTRATIVE EXPENSES

		(a)	(b)	(c)	(d)
13	Compensation of officers, directors, trustees, etc	6,800.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	8,750.			8,750.
c	Other prof fees (attach sch) See St 3	6,202.			6,202.
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 4	665.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 5	105.			105.
24	**Total operating and administrative expenses.** Add lines 13 through 23	22,522.			15,057.
25	Contributions, gifts, grants paid Part XV	80,000.			80,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	102,522.	0.	0.	95,057.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	13,040.			
b	**Net investment income** (if negative, enter -0-)		105,854.		
c	**Adjusted net income** (if negative, enter -0-)			32,760.	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	148,181.	286,238.	286,238.
	2	Savings and temporary cash investments	1,150,000.	925,000.	921,000.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) Statement 6	474,306.	479,289.	522,797.
	c	Investments — corporate bonds (attach schedule) Statement 7	30,000.	30,000.	22,905.
	11	Investments — land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 8	25,000.	120,000.	120,000.
	14	Land, buildings, and equipment. basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	1,827,487.	1,840,527.	1,872,940.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,827,487.	1,840,527.	
	30	**Total net assets or fund balances** (see instructions)	1,827,487.	1,840,527.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,827,487.	1,840,527.	

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	1,827,487.
2	Enter amount from Part I, line 27a	2	13,040.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,840,527.
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	1,840,527.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 9			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	79,964.
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	6,870.

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) N/A

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012			
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 instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	2,117.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	2,117.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,117.
6	Credits/Payments:				
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,813.		
b	Exempt foreign organizations – tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments Add lines 6a through 6d			7	1,813.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	304.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ►		**Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ► N/A

14 The books are in care of ► JEFFREY M. STONE Telephone no ► 818-368-5374

Located at ► 12352 WOODLEY AVE GRANADA HILLS CA ZIP + 4 ► 91344

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ 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)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		X

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

5 a 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)? **5 b** N/A

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6 b** X

If 'Yes' to 6b, file Form 8870.

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

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

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
SHARON FRIEDMAN 503 NORTH FULLER AVE LOS ANGELES, CA 90036	Secretary 0	2,800.	0.	0.
JEFFREY M. STONE 12352 WOODLEY AVE GRANADA HILLS, CA 91344	President 0	4,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

BAA

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	510,846.
b	Average of monthly cash balances	1b	1,365,022.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,875,868.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,875,868.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	28,138.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,847,730.
6	**Minimum investment return.** Enter 5% of line 5	6	92,387.

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	92,387.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 2,117.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,117.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	90,270.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	90,270.
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	90,270.

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	95,057.
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	95,057.
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	95,057.

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					90,270.
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only				14,421.	
b Total for prior years. 20 ___, 20 ___, 20 ___			0.		
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		0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 95,057.					
a Applied to 2012, but not more than line 2a				14,421.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2013 distributable amount					80,636.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
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			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					9,634.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		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					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

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

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

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

See Statement 10

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

See Statement for Line 2a

c Any submission deadlines·

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 11				
Total			► **3a**	80,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			3	15,072.	
4 Dividends and interest from securities			3	10,818.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			3	9,708.	
8 Gain or (loss) from sales of assets other than inventory					79,964.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				35,598.	79,964.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 115,562.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date: 7/23/14

Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JEFFREY M. STONE EA	JEFFREY M. STONE EA	7/23/14		P01245167

Firm's name ▶ Popiel & Associates, An Accountancy Corp.

Firm's EIN ▶ 95-4889582

Firm's address ▶ 17402 Chatsworth St., Ste. 101
Granada Hills, CA 91344

Phone no (818) 366-1144

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 9,708.		
Total	$ 9,708.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	$ 8,750.			$ 8,750.
Total	$ 8,750.	$ 0.	$ 0.	$ 8,750.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT AND ADVISORY FEES	$ 6,202.			$ 6,202.
Total	$ 6,202.	$ 0.	$ 0.	$ 6,202.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES PAID	$ 665.			
Total	$ 665.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CALIFORNIA FILING FEES	$ 25.			$ 25.
CORPORATE FEES	30.			30.
OFFICE EXPENSE	50.			50.
Total	$ 105.	$ 0.	$ 0.	$ 105.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
VARIOUS SEE ATTACHED	Cost	$ 479,289.	$ 522,797.
	Total	$ 479,289.	$ 522,797.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
CORPORATE BONDS SEE ATTACHED	Cost	$ 30,000.	$ 22,905.
	Total	$ 30,000.	$ 22,905.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
LOAN TO IVDN	Cost	$ 120,000.	$ 120,000.
	Total	$ 120,000.	$ 120,000.

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	64 JOHNSON CONTROLS	Purchased	10/26/2012	2/01/2013
2	18 EATON VANCE	Purchased	10/26/2012	5/02/2013
3	100 FACEBOOK	Purchased	5/18/2012	9/06/2013
4	200 LAS VEGAS SANDS	Purchased	7/08/2010	1/04/2013
5	100 LAS VEGAS SANDS	Purchased	5/04/2011	1/04/2013
6	100 INTERDIGITAL COMMUNICATIONS	Purchased	6/03/2011	1/02/2013
7	100 INTERDIGITAL COMMUNICATIONS	Purchased	6/03/2011	1/04/2013
8	429 CHINA YUCHAI	Purchased	7/08/2010	9/25/2013
9	3 CHINA YUCHAI	Purchased	11/05/2010	9/25/2013
10	68 CHINA YUCHAI	Purchased	1/24/2011	9/25/2013
11	100 LAS VEGAS SANDS	Purchased	6/01/2012	9/10/2013
12	1000 ALLIANZGI CONV & INCOME FUND	Purchased	1/11/2012	11/14/2013
13	1000 ALLIANZGI CONV & INCOME FUND	Purchased	1/17/2012	11/14/2013
14	100 LAS VEGAS SANDS	Purchased	5/31/2012	5/10/2013
15	200 PITNEY BOWES	Purchased	1/31/2013	1/31/2013
16	200 BLYTH INC	Purchased	3/15/2013	3/28/2013
17	500 FAB UNIVERSAL CORP	Purchased	6/13/2013	9/19/2013
18	4 COLUMBIA LABORATORIES INC (CASH IN LIEU)	Purchased	8/09/2013	8/09/2013
19	500 FAB UNIVERSAL CORP	Purchased	8/21/2013	9/26/2013
20	15 NEWS CORP	Purchased	9/08/2011	1/11/2013
21	55 PORTUGAL TELCOM	Purchased	2/18/2004	1/18/2013
22	55 PORTUGAL TELCOM	Purchased	4/21/2004	1/18/2013
23	55 STMICROELECTRONICS	Purchased	2/28/2005	1/09/2013
24	45 STMICROELECTRONICS	Purchased	5/27/2005	1/09/2013
25	45 STMICROELECTRONICS	Purchased	6/03/2011	1/09/2013
26	15 SONY CORP	Purchased	8/26/2008	1/04/2013
27	15 SONY CORP	Purchased	9/10/2010	1/04/2013
28	15 SONY CORP	Purchased	6/17/2011	1/04/2013
29	5 TOYOTA MTR CORP	Purchased	11/16/2009	2/19/2013
30	20 XEROX	Purchased	12/04/2001	2/13/2013
31	70 XEROX	Purchased	2/12/2013	7/25/2005
32	55 XEROX	Purchased	10/27/2009	2/13/2013
33	25 HEWLETT-PACKARD	Purchased	10/19/2011	3/11/2013
34	15 HEWLETT-PACKARD	Purchased	11/21/2011	3/11/2013
35	20 HEWLETT-PACKARD	Purchased	11/21/2011	3/22/2013
36	20 SAFEWAY INC	Purchased	2/06/2004	4/23/2013
37	85 BOSTON SCIENTIFIC CORP	Purchased	10/02/2006	5/28/2013
38	85 BOSTON SCIENTIFIC CORP	Purchased	3/14/2007	5/28/2013
39	35 FUJIFILM HLDGS CORP	Purchased	4/07/2004	5/22/2013
40	10 FUJIFILM HLDGS CORP	Purchased	2/07/2011	5/22/2013
41	20 FUJIFILM HLDGS CORP	Purchased	4/05/2011	5/22/2013
42	15 HEWLETT-PACKARD	Purchased	3/27/2012	5/28/2013
43	20 KROGER COMPANY COMMON	Purchased	1/08/2010	5/15/2013
44	30 NEWS CORP	Purchased	10/03/2011	5/03/2013
45	20 NEWS CORP	Purchased	10/03/2011	5/14/2013
46	10 SANOFI ADR	Purchased	1/28/2005	5/10/2013
47	5 SANOFI ADR	Purchased	10/07/2005	5/10/2013
48	20 UNILEVER	Purchased	11/02/2004	5/06/2013
49	5 AEGON N V	Purchased	11/10/2004	7/01/2013
50	5 KROGER COMPANY COMMON	Purchased	1/08/2010	7/16/2013
51	55 KROGER COMPANY COMMON	Purchased	6/16/2010	7/16/2013
52	.25 NEWS CORP	Purchased	10/03/2011	7/01/2013
53	15 SAFEWAY INC	Purchased	2/06/2004	7/26/2013
54	105 CENTRAIS ELEC	Purchased	1/10/2002	8/30/2013
55	45 TWENTY FIRST CENTURY	Purchased	10/03/2011	8/13/2013
56	11 NEWS CORP	Purchased	10/03/2011	8/15/2013

Statement 9 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	5 CHESAPEAKE ENERGY	Purchased	5/21/2010	9/10/2013
58	40 CHESAPEAKE ENERGY	Purchased	7/27/2010	9/10/2013
59	21 MARKS & SPENCER PLC- ADR	Purchased	8/26/2008	9/06/2013
60	19 MARKS & SPENCER PLC- ADR	Purchased	8/26/2008	9/06/2013
61	40 SAFEWAY INC	Purchased	2/23/2005	9/16/2013
62	20 SAFEWAY INC	Purchased	6/21/2012	9/16/2013
63	80 SUMITOMO MITSUI FINL	Purchased	8/30/2007	9/09/2013
64	90 SUMITOMO MITSUI FINL	Purchased	9/20/2007	9/09/2013
65	20 TE CONNECTIVITY LTD	Purchased	2/24/2011	9/13/2013
66	10 TOYOTA MTR CORP	Purchased	11/06/2009	9/20/2013
67	60 AEGON N V	Purchased	11/10/2004	10/18/2013
68	45 CARREFOUR SA SPONS ADR	Purchased	6/05/2009	10/01/2013
69	80 CARREFOUR SA SPONS ADR	Purchased	9/24/2009	10/01/2013
70	30 CARREFOUR SA SPONS ADR	Purchased	6/08/2010	10/01/2013
71	35 CARREFOUR SA SPONS ADR	Purchased	6/08/2010	10/15/2013
72	80 CARREFOUR SA SPONS ADR	Purchased	12/29/2010	10/15/2013
73	45 ORANGE SPONSORED ADR	Purchased	9/20/2006	10/16/2013
74	66 TELECOM ITALIA SPA	Purchased	4/30/2003	10/18/2013
75	4 TELECOM ITALIA SPA	Purchased	11/10/2006	10/18/2013
76	70 ASTELLAS PHARMA-UNSO ADR	Purchased	12/15/2010	11/25/2013
77	20 CHESAPEAKE ENERGY CORP	Purchased	7/27/2010	11/04/2013
78	40 DEUTSCHE TELEKOM AG	Purchased	6/09/2004	12/27/2013
79	25 DEUTSCHE TELEKOM AG	Purchased	9/28/2005	12/27/2013
80	15 WESTERN DIGITAL CORP	Purchased	1/19/2011	12/13/2013
81	30 HEWLETT-PACKARD	Purchased	9/07/2012	6/27/2013
82	25 HEWLETT-PACKARD	Purchased	11/01/2012	6/27/2013
83	100000 HSBC BK CD LINK TO S&P MIDCAP 400 INDEX	Purchased	1/28/2011	11/21/2013
84	100000 WELLS FARGO & CO NOTE LINKED TO S&P 500	Purchased	1/31/2011	11/20/2013
85	100000 WELLS FARGO BANK CD LINKED TO RUSSELL 20	Purchased	12/30/2009	11/20/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	2,003.		1,651.	352.				$ 352.
2	698.		505.	193.				193.
3	4,289.		3,800.	489.				489.
4	10,106.		4,474.	5,632.				5,632.
5	5,125.		4,280.	845.				845.
6	4,235.		3,861.	374.				374.
7	4,435.		3,861.	574.				574.
8	10,502.		6,940.	3,562.				3,562.
9	73.		76.	-3.				-3.
10	1,665.		1,822.	-157.				-157.
11	6,318.		4,393.	1,925.				1,925.
12	9,660.		8,940.	720.				720.
13	9,660.		8,950.	710.				710.
14	5,795.		4,571.	1,224.				1,224.
15	2,862.		2,732.	130.				130.
16	3,432.		3,044.	388.				388.
17	3,780.		1,735.	2,045.				2,045.
18	3.		0.	3.				3.
19	4,520.		2,115.	2,405.				2,405.

Statement 9 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
20	403.		247.	156.				$ 156.
21	319.		648.	-329.				-329.
22	319.		600.	-281.				-281.
23	422.		987.	-565.				-565.
24	345.		690.	-345.				-345.
25	345.		495.	-150.				-150.
26	165.		578.	-413.				-413.
27	165.		448.	-283.				-283.
28	165.		372.	-207.				-207.
29	510.		395.	115.				115.
30	160.		170.	-10.				-10.
31	560.		916.	-356.				-356.
32	440.		425.	15.				15.
33	522.		624.	-102.				-102.
34	313.		405.	-92.				-92.
35	451.		540.	-89.				-89.
36	553.		456.	97.				97.
37	786.		1,247.	-461.				-461.
38	786.		1,290.	-504.				-504.
39	847.		1,134.	-287.				-287.
40	242.		362.	-120.				-120.
41	484.		596.	-112.				-112.
42	368.		356.	12.				12.
43	704.		405.	299.				299.
44	961.		464.	497.				497.
45	670.		309.	361.				361.
46	550.		374.	176.				176.
47	275.		211.	64.				64.
48	854.		395.	459.				459.
49	28.		60.	-32.				-32.
50	189.		101.	88.				88.
51	2,081.		1,097.	984.				984.
52	4.		2.	2.				2.
53	384.		342.	42.				42.
54	221.		698.	-477.				-477.
55	1,466.		616.	850.				850.
56	178.		78.	100.				100.
57	132.		105.	27.				27.
58	1,054.		847.	207.				207.
59	326.		197.	129.				129.
60	295.		178.	117.				117.
61	1,132.		726.	406.				406.
62	566.		350.	216.				216.
63	749.		1,251.	-502.				-502.
64	842.		1,268.	-426.				-426.
65	1,065.		708.	357.				357.
66	1,299.		791.	508.				508.
67	486.		721.	-235.				-235.
68	311.		410.	-99.				-99.
69	554.		727.	-173.				-173.
70	208.		239.	-31.				-31.
71	253.		278.	-25.				-25.
72	578.		673.	-95.				-95.

Statement 9 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
73	625.		997.	-372.				$ -372.
74	661.		1,512.	-851.				-851.
75	40.		121.	-81.				-81.
76	1,034.		650.	384.				384.
77	565.		423.	142.				142.
78	691.		694.	-3.				-3.
79	432.		454.	-22.				-22.
80	1,178.		493.	685.				685.
81	741.		523.	218.				218.
82	618.		350.	268.				268.
83	120,964.		100,000.	20,964.				20,964.
84	116,369.		100,000.	16,369.				16,369.
85	121,369.		100,000.	21,369.				21,369.
							Total	$ 79,964.

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: SOL & TINA P. WAXMAN FAMILY FOUNDATION
Care Of: JEFFREY M. STONE, PRESIDENT
Street Address: 12352 WOODLEY AVE
City, State, Zip Code: GRANADA HILLS, CA 91344
Telephone: 818-368-5374
E-Mail Address:
Form and Content: WHAT DOES THE ORGANIZATION DO? HOW MUCH MONEY GETS SPENT ON THE INTENT AND OR PURPOSE OF THE ORGANIZATION COMPARED TO THE ADMINISTRATION EXPENSES? ALL MATERIALS RELAVENT TO THE QUESTIONS JUST ASKED PREVIOUSLY.
Submission Deadlines: NONE
Restrictions on Awards: NONE.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
ACCESS LIVING OF METROPOLITAN CHICAGO 115 W CHICAGO AVE CHICAGO, IL 60610	NONE		TO FURTHER THE GOALS OF HELPING THE HANDICAP.	$ 10,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
SCLERDERMA SUPPORT GROUP 11704 WILSHIRE BLVD SUITE 250 LOS ANGELES, CA 90025	NONE		TO FURTHER THE CAUSE OF THE HANDICAP FROM THE AFFECTS OF THIS DISEASE.	$ 35,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD, 5th FLOOR LOS ANGELES, CA 90024	NONE		TO FURTHER THE REASEARCH IN PREVENTING THIS DISEASE FROM HANDICAPING OTHERS.	15,000.
CONCERN FOUNDATION 1026 SO. ROBERTSON BLVD. LOS ANGELES, CA 90035	NONE		TO FURTHER THE CAUSE OF PREVENTING PEOPLE GETTING THESE DEBILITATING DISEASES.	10,000.
JFLA 6505 Wilshire Blvd., Suite 715 Los Angeles, Ca 90048	NONE		TO FURTHER THE CAUSE OF HELPING THE DISABLED.	10,000.
			Total	$ 80,000.

Stocks, options & ETFs

Stocks and ETFs

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
CHAMBERS STREET PPTYS CSG Acquired 12/29/09 L nc	6.20	10,309	9.70	100,000.00	7.6500	78,863.85	-21,136.15	5,195.73	6.58
Total Stocks and ETFs	**6.20**			**$100,000.00**		**$78,863.85**	**-$21,136.15**	**$5,195.73**	**6.59**
Total Stocks, options & ETFs	**6.20**			**$100,000.00**		**$78,863.85**	**-$21,136.15**	**$5,195.73**	**6.59**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

									ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
WELLS FARGO BANK NA CD LNKD TO COMMODITY BSKT VAR RATE FDIC INSURED CPN 0.000% DUE 06/09/14 DTD 06/07/10 CUSIP 94986TDK0 Acquired 05/28/10 L nc	5.83	75,000	100.00	75,000.00	98.8750	74,156.25	-843.75	N/A	N/A	N/A
WELLS FARGO BK N A CD LKD BNP PARIBAS SPECTRUM L/S STYLE ER INDEX FDIC CPN 0.000% DUE 07/08/14 DTD 01/07/10 CUSIP 94986TBB2 Acquired 12/30/09 L nc	7.76	100,000	100.00	100,000 00	98 7500	98,750 00	-1,250 00	N/A	N/A	N/A

**SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION**

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER: 8783-0150

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	 ANNUAL INCOME	 ANNUAL YIELD (%)
WELLS FARGO BK N A CD LKD TO GLOBAL DEVELOPMNT BASKET FDIC INSURED CPN 0.000% DUE 01/08/15 DTD 01/07/10 CUSIP 94986TBJ5 Acquired 12/30/09 L nc	7.76	100,000	100.00	100,000.00	98.7500	98,750.00	-1,250.00	N/A	N/A	N/A
WELLS FARGO BK N A CD LKD TO ROGERS INTL INDEX FDIC INSURED CPN 0.000% DUE 07/08/15 DTD 01/07/10 CUSIP 94986TBE6 Acquired 12/30/09 L nc	8.50	100,000	100.00	100,000.00	108.2500	108,250.00	8,250.00	N/A	N/A	N/A
WELLS FARGO BK N A CD LKD TO SGI WISE US INDEX FDIC INSURED CPN 0.000% DUE 07/08/15 DTD 01/07/10 CUSIP 94986TBD8 Acquired 12/30/09 L nc	7.94	100,000	100.00	100,000 00	101.1250	101,125.00	1,125.00	N/A	N/A	N/A
WELLS FARGO BK NA CD LKD TO EMERGING MARKETS BSKT FDIC INSURD CPN 0.000% DUE 02/08/16 DTD 02/07/11 CUSIP 94986TFR3 Acquired 01/31/11 L nc	7.66	100,000	100.00	100,000.00	97.5000	97,500.00	-2,500.00	N/A	N/A	N/A
WELLS FARGO BANK NA CD LKD TO DIVERSFD EMERGING MARKETS BASKET FDIC INSD CPN 0.000% DUE 03/08/16 DTD 09/08/10 CUSIP 94986TEJ2 Acquired 08/31/10 L nc	5.78	75,000	100.00	75,000.00	98 1250	73,593.75	-1,406 25	N/A	N/A	N/A

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
WELLS FARGO 7YR MLN LNKD TO GLOBAL ETF BSKT CPN 1.500% DUE 02/07/18 DTD 02/07/11 FC 08/07/11 CUSIP 94986RCP4 Acquired 01/31/11 L nc	8.39	100,000	100.00	100,000.00	106.7500	106,750.00	6,750.00	N/A	1,500 00	1.40
WELLS FARGO BANK CD LINKED TO A BASKET OF COMMODITIES FDIC INSURED CPN 0.000% DUE 08/07/18 DTD 08/07/12 CUSIP 94986TKT3 Acquired 07/31/12 L nc	7.17	100,000	100.00	100,000.00	91.2500	91,250 00	-8,750 00	N/A	N/A	N/A
WELLS FARGO BANK CD LKD TO COMMODITY BASKET FDIC INSURED CPN 0.000% DUE 06/05/20 DTD 12/05/13 FC 06/05/20 CUSIP 94986TNU7 Acquired 11/27/13 S nc	5 57	75,000	100.00	75,000.00	94.5000	70,875.00	-4,125.00	N/A	N/A	N/A
Total	**72.35**	**925,000**		**$925,000.00**		**$921,000.00**	**-$4,000.00**		**$1,500.00**	**0.16**
Total	**72.35**			**$925,000.00**		**$921,000.00**	**-$4,000.00**		**$1,500.00**	**0.16**

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Mutual Funds

Closed End Mutual Funds

Closed End Fund shares are priced at the market which may be more or less than its net asset value.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
EATON VANCE SHORT DURATION DIVERSIFIED INCOME FUND EVG - HELD IN MARGIN Acquired 02/23/05 L nc	1.80	1,500	19.89 20.00	29,835.95 30,000.00	15.2700	22,905.00	-6,930.95	1,620.00	7.07
Total Closed End Mutual Funds	**1.80**			**$29,835.95** **$30,000.00**		**$22,905.00**	**-$6,930.95**	**$1,620.00**	**7.07**
Total Mutual Funds	**1.80**			**$29,835.95** **$30,000.00**		**$22,905.00**	**-$6,930.95**	**$1,620.00**	**7.07**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Bank Deposit Sweep Allocation

Monies on deposit at each bank are eligible for FDIC insurance of up to $250,000 per depositor, per bank in accordance with FDIC rules In those instances where deposit balances exceed the maximum FDIC insurance limits, those deposits will be uninsured. Deposits at each bank are not held in your securities brokerage account and therefore not covered by SIPC. Settlement timing differences will cause balances displayed in this section to vary from those indicated in the Portfolio detail section due to activity that occurs after 2pm ET on the last business day of the month. For more information please refer to the "Cash Sweep Program Disclosure Statement" or contact Your Financial Advisor.

DESCRIPTION	CURRENT VALUE	AS OF VALUE DATE
WELLS FARGO BANK, N.A.	250,000.00	12/31
WELLS FARGO BANK SOUTH CENTRAL, N.A.	121 54	12/31
Total Bank Deposits	**$250,121.54**	

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION/ CHECK NUMBER	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			289,688 56

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Gross proceeds	0.00	82,169.36	Foreign withholding	-23.61	-230.82

Portfolio detail

Cash and Sweep Balances

Sweep Balances - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you. Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep. In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals.

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N A. and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Investment Professional.

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.00	-18,105.50	0.00
BANK DEPOSIT SWEEP	0.01	44,451.08	4.44
Interest Period 12/01/13 - 12/31/13			
Total Cash and Sweep Balances		**$26,345.58**	**$4.44**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AMERICAN INTERNATIONAL HOLDING CORP AMIH Acquired 11/05/10 nc	2	9.26	9.26	1.2000	2.40	-6.86	N/A	N/A
BALTIC TRADING LTD BALT Acquired Net Tax Lots m	2,500	6 31 6.76	15,780 00 16,916.00	6.4400	16,100 00	320.00	200 00	1 24

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
BRENHAM OIL & GAS CORP BRHM Acquired 07/12/11	980	N/A##	N/A	0.0250	24.50	N/A	N/A	N/A
CHINA YUCHAI INTL LTD CYD Acquired Net Tax Lots	1,700	16.63	28,285.96	20 8700	35,479.00	7,193.04	1,530.00	4 31
COMPREHENSIVE CARE CORP PAR $0.01 CHCR Acquired 11/05/10 nc	3	0.26	0.78	0.0688	0.20	-0.58	N/A	N/A
EDGEWATER TECHNOLOGY INC EDGW Acquired 01/11/12	1,000	3 23	3,230 00	6.9900	6,990 00	3,760.00	N/A	N/A
INTERDIGITAL INC IDCC Acquired Net Tax Lots	200	27.15	5,431.00	29.4900	5,898 00	467.00	80.00	1 35
INTERNATIONAL GAME TECHNOLOGY IGT Acquired 11/05/10 nc	3	15.48	46 44	18.1600	54 48	8.04	1.32	2.42
MAGICJACK VOCALTEC LTD CALL Acquired Net Tax Lots	1,500	14.34	21,520.00	11.9100	17,865 00	-3,655 00	N/A	N/A
MOLYCORP INC MCP Acquired Net Tax Lots	1,500	6 50	9,757.50	5.6200	8,430 00	-1,327.50	N/A	N/A
NEKTAR THERAPEUTICS (NEW) NKTR Acquired Net Tax Lots m	4,503	9.31	41,965.92	11.3500	51,109.05	9,143 13	N/A	N/A
NQ MOBILE INC ADR CLASS A NQ Acquired 12/10/13	500	11.75	5,875 00	14 7000	7,350 00	1,475 00	N/A	N/A

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
PENGROWTH ENERGY CORP PGH Acquired Net Tax Lots	2,500	5.60	14,024.92	6 2000	15,500.00	1,475.08	1,106.50	7.13
4LICENSING CORP FOUR Acquired 11/05/10 nc	1	0.45	0.45	0 6900	0.69	0 24	N/A	N/A
Total Stocks and ETFs			**$145,927.23** **$147,063.23**		**$164,803.32**	**$18,851.59**	**$2,917.82**	**1.77**
Total Stocks, options & ETFs			**$145,927.23**		**$164,803.32**	**$18,851.59**	**$2,917.82**	**1.77**

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Investment Professional
m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			34,281.85
12/02	Cash	DIVIDEND		ALLIANZGI CONV & INCOME FUND 120213 2,000		180 00	34,461.85
12/03	Cash	AUTO ACTIVITY		ACH DIRECT WITHDRAWAL TRACE # 000000008003525 SOL&TINA P WAXMAN FAMILY TRANSFER FROM CHK XXXXXXXXXXXXX1388		20,000.00	54,461.85
12/10	Cash	PURCHASE	500.00000	NQ MOBILE INC ADR CLASS A	11.7500	-5,875.00	48,586 85
12/12	Cash	PURCHASE	250 00000	MAGICJACK VOCALTEC LTD	11 2600	-2,815.00	
12/12	Cash	PURCHASE	300 00000	MOLYCORP INC	4.6400	-1,392.00	44,379.85
12/16	Cash	DIVIDEND		PENGROWTH ENERGY CORP 121613 2,500		94 44	
12/16	Cash	WITHHOLDING		FRGN-W/H @ SOURCE PENGROWTH ENERGY CORP		-23 61	44,450 68

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Gross proceeds	0.00	2,701.01	Foreign withholding	0.00	-11.98

Portfolio detail

Cash and Sweep Balances

Sweep Balances - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you. Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep. In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals.

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.00	33.46	0.00
BANK DEPOSIT SWEEP	0 01	1,422.25	0.14
Interest Period 12/01/13 - 12/31/13			
Total Cash and Sweep Balances		**$1,455.71**	**$0.14**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AFLAC INC AFL	41	66.8000	2,738.80	60.68	2.21
AIR PRODUCTS & CHEMICALS INC APD	21	111.7800	2,347.38	59.64	2.54
ANALOG DEVICES INC ADI	51	50.9300	2,597.43	69.36	2.67
AT & T INC T	78	35.1600	2,742.48	143.52	5.23

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AUTOMATIC DATA PROCESSING ADP	35	80.7990	2,827.96	67.20	2.37
BAXTER INTERNATIONAL INC BAX	33	69.5500	2,295.15	64.68	2.81
BECTON DICKINSON & CO BDX	27	110.4900	2,983 23	58.86	1.97
CHEVRON CORPORATION CVX	23	124.9100	2,872.93	92.00	3.20
CHUBB CORP CB	25	96.6300	2,415.75	44.00	1.82
CLOROX COMPANY CLX	28	92.7600	2,597.28	79.52	3 06
COLGATE-PALMOLIVE CO CL	38	65.2100	2,477.98	51.68	2.08
CONOCOPHILLIPS COP	42	70.6500	2,967.30	115.92	3.90
EATON VANCE CORP NON VTG EV	36	42 7900	1,540.44	31.68	2.05
EMERSON ELECTRIC CO EMR	42	70.1800	2,947.56	72.24	2.45
EXXON MOBIL CORP XOM	33	101.2000	3,339.60	83.16	2 49
FACTSET RESEARCH SYSTEMS INC FDS	22	108.5800	2,388.76	30.80	1.28
GENERAL MILLS INC GIS	50	49.9100	2,495.50	76.00	3.04
GENL DYNAMICS CORP COM GD	30	95.5500	2,866.50	67 20	2 34
GRAINGER W W INC GWW	8	255.4200	2,043 36	29.76	1.45
HARRIS CORP DEL HRS	42	69.8100	2,932.02	70.56	2 40
ILLINOIS TOOL WORKS INC ITW	33	84.0800	2,774.64	55.44	1.99

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
INTERNATIONAL BUSINESS MACHINE CORP IBM	10	187.5700	1,875.70	38.00	2 02
J M SMUCKER CO SJM	23	103.6200	2,383.26	53 36	2.23
JOHNSON & JOHNSON JNJ	28	91.5900	2,564.52	73.92	2.88
KELLOGG COMPANY K	38	61.0700	2,320.66	69 92	3.01
LOWES COMPANIES INC LOW	63	49.5500	3,121.65	45.36	1.45
MCDONALDS CORP MCD	23	97.0300	2,231.69	74.52	3.33
MEDTRONIC INC MDT	48	57.3900	2,754.72	53.76	1.95
MICROSOFT CORP MSFT	92	37.4100	3,441.72	103.04	2.99
NEXTERA ENERGY INC NEE	29	85 6200	2,482.98	76.56	3.08
NORDSTROM INC JWN	36	61.8000	2,224.80	43.20	1.94
NORFOLK SOUTHERN CORP NSC	32	92.8300	2,970.56	66.56	2.24
NORTHEAST UTILITIES NU	51	42.3900	2,161.89	74.97	3.46
NOVARTIS AG SPON ADR NVS	33	80.3800	2,652 54	67.88	2.55
PAYCHEX INC PAYX	61	45.5300	2,777.33	85.40	3.07
PEPSICO INCORPORATED PEP	29	82.9400	2,405 26	65.83	2.73
PHILLIPS 66 PSX	22	77 1300	1,696.86	34 32	2.02
POLARIS INDS INC PII	30	145 6400	4,369.20	50.40	1.15

Stocks, options & ETFs

Stocks and ETFs continued

				ESTIMATED	
DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ANNUAL INCOME	ANNUAL YIELD (%)
PRAXAIR INC PX	22	130.0300	2,860 66	52.80	1.84
PROCTER & GAMBLE CO PG	29	81.4100	2,360.89	69.77	2.95
SCANA CORP COM SCG	21	46.9300	985.53	42 63	4.32
SIGMA ALDRICH CORP SIAL	29	94.0100	2,726.29	24.94	0.91
SYSCO CORPORATION SYY	65	36.1000	2,346 50	75.40	3.21
TARGET CORP TGT	31	63.2700	1,961.37	53.32	2.71
THE SOUTHERN COMPANY SO	43	41.1100	1,767 73	87.29	4.93
UNITED TECHNOLOGIES CORP UTX	26	113.8000	2,958 80	61.36	2.07
V F CORPORATION VFC	52	62.3400	3,241.68	54.60	1.68
WAL-MART STORES INC WMT	27	78.6900	2,124.63	50.76	2.38
WISCONSIN ENERGY CORP WEC	26	41.3400	1,074.84	39.78	3.70
3M CO MMM	23	140.2500	3,225 75	78.66	2.43
Total Stocks and ETFs			**$127,262.06**	**$3,192.21**	**2.51**
Total Stocks, options & ETFs			**$127,262.06**	**$3,192.21**	**2.51**

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			987.03
12/02	Cash	DIVIDEND		AFLAC INC 120213 41		15.17	

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Gross proceeds	2,299.73	34,642.28	Foreign withholding	-73.68	-408.17

Portfolio detail

Cash and Sweep Balances

Sweep Balances - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you. Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep. In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals.

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.72	0.00	1,122.13	0.00
BANK DEPOSIT SWEEP	2 18	0.01	3,402.91	0.34
Interest Period 12/01/13 - 12/31/13				
Total Cash and Sweep Balances	**2.89**		**$4,525.04**	**$0.34**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

Stocks, options & ETFs

Stocks and ETFs

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
AEGON N V									
ORD AMER REG									
AEG									
Acquired 11/10/04 L nc		9.37000	12.01	112.58		88 83	-23.75		
Acquired 05/25/05 L nc		1	12.21	12.21		9.48	-2.73		
Acquired 09/29/05 L nc		1	13.71	13 71		9 48	-4.23		
Acquired 09/14/07 L nc		1	18.28	18 28		9.48	-8.80		
Acquired 02/14/08 L nc		70	14.03	982 57		663 60	-318.97		
Acquired 05/23/08 L nc		4	15.16	60.64		37 92	-22.72		

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 08/20/08 L nc		75	11.49	862.34		711.00	-151 34		
Acquired 09/15/08 L nc		5.63000	10.16	57.20		53.37	-3 83		
Acquired 06/18/12 L		7	N/A##	24.90		66.36	41 46		
Acquired 09/17/12 L		5	N/A##	25.78		47.40	21.62		
Acquired 06/17/13 S		5	N/A##	28.32		47.40	19 08		
Acquired 07/02/13 S		5	N/A##	33.32		47.40	14 08		
Total	**1.15**	**189**		**$2,231.85**	**9.4800**	**$1,791.72**	**-$440.13**	**$46.11**	**2.57**
AMERICA MOVIL SAB DE CV ADR SERIES L AMX									
Acquired 12/15/11 L		15	22.50	337.62		350.55	12.93		
Acquired 12/27/11 L		30	22.51	675.56		701.10	25 54		
Acquired 02/10/12 L		20	23.68	473.77		467.40	-6.37		
Acquired 05/14/13 S		20	21.09	422.00		467.40	45.40		
Acquired 06/07/13 S		20	20 24	404.95		467.40	62.45		
Total	**1.57**	**105**		**$2,313.90**	**23.3700**	**$2,453.85**	**$139.95**	**$36.22**	**1.48**
ASTELLAS PHARMA-UNSO ADR ALPMY									
Acquired 12/15/10 L nc		70	9 28	649.88		1,038.52	388.64		
Acquired 10/01/13 S		35	12.72	445.21		519.26	74.05		
Total	**1.00**	**105**		**$1,095.09**	**14.8360**	**$1,557.78**	**$462.69**	**$28.24**	**1.81**
ASTRAZENECA PLC SPON ADR AZN									
Acquired 06/15/07 L nc		20	51.49	1,029.94		1,187.40	157 46		
Acquired 11/29/07 L nc		25	46.98	1,174.57		1,484.25	309.68		
Acquired 06/07/13 S		10	50.93	509.38		593.70	84.32		
Acquired 11/13/13 S		10	52.18	521.90		593.70	71 80		
Total	**2.47**	**65**		**$3,235.79**	**59.3700**	**$3,859.05**	**$623.26**	**$182.00**	**4.72**
BANCO SANTANDER BRASIL SA-ADS REPSTG 1 UNIT BSBR									
Acquired 11/12/12 L		125	6.81	851.44		762.50	-88.94		
Acquired 02/07/13 S		50	7.22	361.02		305.00	-56.02		
Acquired 08/21/13 S		70	5.68	397.66		427 00	29 34		
Total	**0.96**	**245**		**$1,610.12**	**6.1000**	**$1,494.50**	**-$115.62**	**$41.40**	**2.77**

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
BANK NEW YORK MELLON CORP									
BK									
Acquired 04/09/12 L		20	23.29	465.81		698.80	232 99		
Acquired 05/11/12 L		15	22.18	332.81		524.10	191.29		
Acquired 06/25/12 L		20	20.82	416.48		698.80	282.32		
Total	**1.23**	**55**		**$1,216.10**	**34.9400**	**$1,921.70**	**$706.60**	**$33.00**	**1.72**
BANK OF AMERICA CORP									
BAC									
Acquired 08/01/07 L nc		4 16666	148.81	620.08		64.87	-555.21		
Acquired 08/03/07 L nc		5.83334	137 62	802.80		90.83	-711.97		
Acquired 07/03/08 L nc		45	22.31	1,004 18		700.65	-303.53		
Acquired 12/18/09 L nc		50	15.01	751 00		778 50	27.50		
Acquired 09/27/10 L nc		25	13.47	336 99		389.25	52.26		
Acquired 04/29/11 L		30	12.35	370.50		467.10	96 60		
Total	**1.59**	**160**		**$3,885.55**	**15.5700**	**$2,491.20**	**-$1,394.35**	**$6.40**	**0.26**
BP PLC SPONS ADR									
BP									
Acquired 07/27/11 L		15	45.57	683.68		729.15	45.47		
Acquired 02/15/12 L		15	45.80	687.14		729.15	42.01		
Acquired 02/23/12 L		10	46.83	468.30		486.10	17.80		
Acquired 03/28/12 L		10	45.11	451.19		486.10	34.91		
Acquired 06/05/12 L		10	36 68	366.83		486.10	119.27		
Acquired 12/27/12 L		10	41.79	417.98		486.10	68.12		
Acquired 06/07/13 S		10	43.02	430.30		486.10	55.80		
Acquired 09/16/13 S		10	42 30	423.10		486.10	63.00		
Acquired 09/23/13 S		1	N/A##	41.29		48.61	7 32		
Total	**2.83**	**91**		**$3,969.81**	**48.6100**	**$4,423.51**	**$453.70**	**$207.48**	**4.69**
BRITISH SKY BROADCASTG GROUP PLC SPONSORED ADR									
BSYBY									
Acquired 12/17/13 S	1.08	30	51 98	1,559.50	56.2300	1,686 90	127.40	57.36	3 40
CANON INC ADR REP 5SHS									
CAJ									
Acquired 10/22/08 L nc		45	33 45	1,505.60		1,440.00	-65.60		
Acquired 08/21/12 L		10	34 36	343.70		320 00	-23.70		
Total	**1.13**	**55**		**$1,849.30**	**32.0000**	**$1,760.00**	**-$89.30**	**$67.54**	**3.84**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
CARREFOUR SA SPONS ADR CRRFY									
Acquired 12/29/10 L nc		20	8.41	168.33		157 60	-10 73		
Acquired 10/03/11 L		60	4.51	271 10		472.80	201.70		
Acquired 06/25/12 L		115	3 48	400 96		906.20	505.24		
Acquired 08/02/12 L		13	N/A##	33.23		102.44	69.21		
Total	**1.05**	**208**		**$873.62**	**7.8800**	**$1,639.04**	**$765.42**	**$23.50**	**1.43**
CHESAPEAKE ENERGY CORP CHK									
Acquired 12/08/10 L nc		15	22.79	342.00		407.10	65.10		
Acquired 05/04/12 L		20	17.39	347.82		542.80	194.98		
Acquired 05/11/12 L		30	16.88	506.40		814.20	307 80		
Acquired 05/25/12 L		20	15.82	316.50		542.80	226.30		
Acquired 01/15/13 S		20	16.99	339.99		542.80	202.81		
Total	**1.82**	**105**		**$1,852.71**	**27.1400**	**$2,849.70**	**$996.99**	**$36.75**	**1.29**
CHINA MOBILE LTD SPONS ADR CHL									
Acquired 06/24/13 S		20	48.64	972.85		1,045.80	72.95		
Acquired 07/09/13 S		10	52.07	520.74		522.90	2.16		
Acquired 10/03/13 S		25	55.36	1,384.11		1,307.25	-76.86		
Total	**1.84**	**55**		**$2,877.70**	**52.2900**	**$2,875.95**	**-$1.75**	**$110.82**	**3.85**
CITIGROUP INC NEW C									
Acquired 03/30/09 L nc		25.14084	20.38	511 56		1,310.09	798.53		
Acquired 12/16/09 L nc		9.85916	33.89	334.16		513 76	179.60		
Acquired 11/15/11 L		10	27.96	279.70		521.10	241 40		
Acquired 02/04/13 S		10	42.49	424.96		521.10	96.14		
Acquired 08/16/13 S		10	50.73	507.31		521.10	13.79		
Acquired 11/07/13 S		10	48 96	489.60		521.10	31.50		
Total	**2.50**	**75**		**$2,547.29**	**52.1100**	**$3,908.25**	**$1,360.96**	**$3.00**	**0.08**
CORNING INC GLW									
Acquired 06/08/11 L		50	18.59	929.79		891.00	-38.79		
Acquired 06/08/11 L		50	18.59	929.79		891.00	-38 79		
Acquired 06/24/11 L		25	17.56	439.09		445.50	6 41		
Acquired 03/01/12 L		35	13 00	455.00		623.70	168.70		

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 02/05/13 S		55	11.77	647.63		980.10	332.47		
Total	**2.45**	**215**		**$3,401.30**	**17.8200**	**$3,831.30**	**$430.00**	**$86.00**	**2.24**
CRH PLC ADR CRH									
Acquired 07/09/12 L		30	18 16	544.84		766.50	221.66		
Acquired 07/20/12 L		15	18.56	278.54		383.25	104.71		
Acquired 07/26/12 L		25	17.86	446.51		638.75	192.24		
Acquired 08/15/12 L		25	18.03	450.86		638.75	187.89		
Acquired 10/22/12 L		20	18.27	365.55		511.00	145.45		
Acquired 05/14/13 S		20	20.97	419 41		511.00	91 59		
Total	**2.21**	**135**		**$2,505.71**	**25.5500**	**$3,449.25**	**$943.54**	**$110.02**	**3.19**
DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 DSNKY									
Acquired 03/15/11 L		60	18.80	1,128.33		1,103.70	-24.63		
Acquired 09/24/12 L		30	17.14	514.38		551.85	37.47		
Acquired 09/24/13 S		35	18 56	649 80		643.82	-5 98		
Total	**1.47**	**125**		**$2,292.51**	**18.3950**	**$2,299.37**	**$6.86**	**$63.50**	**2.76**
DEUTSCHE TELEKOM AG SPON ADR DTEGY									
Acquired 09/28/05 L nc		60	18 16	1,089.74		1,035.60	-54.14		
Acquired 03/14/07 L nc		50	16.27	813.93		863 00	49 07		
Total	**1.21**	**110**		**$1,903.67**	**17.2600**	**$1,898.60**	**-$5.07**	**$98.56**	**5.19**
ELI LILLY & CO LLY									
Acquired 08/27/09 L nc		5	33.98	169.93		255 00	85 07		
Acquired 02/08/10 L nc		15	34.80	522.09		765.00	242.91		
Acquired 11/19/10 L nc		15	34 61	519 30		765.00	245 70		
Acquired 10/08/13 S		15	48 09	721.37		765.00	43.63		
Total	**1.63**	**50**		**$1,932.69**	**51.0000**	**$2,550.00**	**$617.31**	**$98.00**	**3.84**
ENI S P A SPON ADR E									
Acquired 07/29/09 L nc		10	48 40	484.00		484.90	0.90		
Acquired 08/05/09 L nc		10	46.65	466.51		484 90	18.39		
Acquired 08/12/09 L nc		15	45.50	682 62		727.35	44 73		

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 02/04/10 L nc		10	46.75	467.51		484.90	17.39		
Acquired 03/22/10 L nc		10	46.10	461 03		484.90	23.87		
Acquired 12/16/10 L nc		10	43.22	432.20		484 90	52.70		
Acquired 08/07/13 S		10	45.31	454 18		484.90	30.72		
Total	**2.33**	**75**		**$3,448.05**	**48.4900**	**$3,636.75**	**$188.70**	**$173.32**	**4.77**
ERICSSON (LM) TEL-SP ADR NEW ERIC									
Acquired 01/23/08 L nc		130	10.67	1,388.11		1,591.20	203.09		
Acquired 10/10/12 L		40	8.65	346.09		489.60	143.51		
Total	**1.33**	**170**		**$1,734.20**	**12.2400**	**$2,080.80**	**$346.60**	**$49.98**	**2.40**
EXELON CORPORATION EXC									
Acquired 11/01/13 S	1.49	85	28.64	2,434.90	27.3900	2,328.15	-106.75	105.40	4.52
GDF SUEZ SPON ADR GDFZY									
Acquired 04/10/12 L		15	24 20	363.03		355.05	-7.98		
Acquired 04/24/12 L		25	24 14	603 63		591.75	-11.88		
Acquired 05/04/12 L		20	22 70	454.05		473.40	19.35		
Acquired 05/16/12 L		35	20.68	724.02		828.45	104.43		
Acquired 07/13/12 L		10	21.49	214.94		236.70	21.76		
Acquired 12/14/12 L		30	20.05	601.72		710.10	108.38		
Acquired 12/21/12 L		15	20.14	302.15		355.05	52 90		
Acquired 03/04/13 S		20	18.80	376.19		473.40	97.21		
Total	**2.57**	**170**		**$3,639.73**	**23.6700**	**$4,023.90**	**$384.17**	**$230.52**	**5.73**
GLAXOSMITHKLINE PLC-ADR GSK									
Acquired 06/04/07 L nc		30	51.26	1,537 83		1,601.70	63.87		
Acquired 07/25/07 L nc		20	52 58	1,051.71		1,067.80	16.09		
Total	**1.71**	**50**		**$2,589.54**	**53.3900**	**$2,669.50**	**$79.96**	**$120.45**	**4.51**
HONDA MOTOR LTD NEW AMERICAN SHARES 10/76 HMC									
Acquired 03/24/11 L		35	37 91	1,327.04		1,447.25	120 21		
Acquired 06/02/11 L		10	37 70	377.05		413.50	36.45		
Total	**1.19**	**45**		**$1,704.09**	**41.3500**	**$1,860.75**	**$156.66**	**$32.40**	**1.74**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
IMPERIAL TOB GROUP PLC SPONSORED ADR ITYBY									
Acquired 08/23/13 S		35	67.18	2,351.54		2,722.30	370 76		
Acquired 09/06/13 S		10	70.03	700.32		777.80	77.48		
Total	**2.24**	**45**		**$3,051.86**	**77.7800**	**$3,500.10**	**$448.24**	**$165.60**	**4.73**
INTEL CORP INTC									
Acquired 11/13/08 L nc		40	13 54	541 92		1,038.20	496.28		
Acquired 10/12/12 L		15	21.49	322.45		389.32	66.87		
Acquired 11/12/12 L		15	20.69	310.35		389.33	78.98		
Acquired 02/08/13 S		25	20.99	524.88		648.87	123.99		
Total	**1.58**	**95**		**$1,699.60**	**25.9550**	**$2,465.72**	**$766.12**	**$85.50**	**3.47**
INTESA SANPAOLO SPON ADR ISNPY									
Acquired 03/31/10 L nc		20	22.69	453 92		299.00	-154.92		
Acquired 03/08/11 L		45	19.63	883.37		672.75	-210 62		
Acquired 09/29/11 L		30	9.62	288.64		448.50	159 86		
Total	**0.91**	**95**		**$1,625.93**	**14.9500**	**$1,420.25**	**-$205.68**	**$54.43**	**3.83**
J SAINSBURY PLC ADR (NEW) JSAIY									
Acquired 08/26/08 L nc		20	24.05	481.00		491 50	10.50		
Acquired 12/09/09 L nc		15	20.75	311.39		368.62	57.23		
Acquired 03/29/11 L		20	21 73	434.76		491.50	56 74		
Total	**0.86**	**55**		**$1,227.15**	**24.5750**	**$1,351.62**	**$124.47**	**$57.14**	**4.23**
KONINKLIJKE AHOLD ADR AHONY									
Acquired 12/17/03 L nc		57	9.26	527.89		1,026.57	498.68		
Acquired 11/11/05 L nc		92	8.79	809.01		1,656.92	847.91		
Total	**1.72**	**149**		**$1,336.90**	**18.0100**	**$2,683.49**	**$1,346.59**	**$71.22**	**2.65**
LUKOIL OIL CO SPONS ADR RUSSIA LUKOY									
Acquired 05/16/12 L		15	53.48	802.28		946.80	144 52		
Acquired 06/08/12 L		5	52.29	261.48		315 60	54.12		

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 06/20/12 L		10	53.84	538.42		631.20	92.78		
Total	**1.21**	**30**		**$1,602.18**	**63.1200**	**$1,893.60**	**$291.42**	**$109.68**	**5.79**
MARKS & SPENCER PLC-ADR MAKSY									
Acquired 08/26/08 L nc	1.33	145	9 38	1,360 10	14.3340	2,078 43	718.33	70.90	3.41
MASCO CORP MAS									
Acquired 03/04/08 L nc		40	18.95	758.00		910.80	152.80		
Acquired 05/14/08 L nc		45	18.57	836.09		1,024.65	188.56		
Total	**1.24**	**85**		**$1,594.09**	**22.7700**	**$1,935.45**	**$341.36**	**$25.50**	**1.32**
MERCK & CO INC NEW MRK									
Acquired 11/05/09 L nc		32	19.33	618.64		1,601.60	982.96		
Acquired 05/10/13 S		15	45.85	687.78		750.75	62.97		
Total	**1.50**	**47**		**$1,306.42**	**50.0500**	**$2,352.35**	**$1,045.93**	**$82.72**	**3.52**
MICROSOFT CORP MSFT									
Acquired 06/07/06 L nc		25	22.27	556.75		935.25	378.50		
Acquired 01/30/09 L nc		30	17.22	516.90		1,122.30	605 40		
Acquired 12/31/10 L nc		15	27.69	415.49		561.15	145.66		
Acquired 03/09/11 L		15	25 68	385.35		561.15	175.80		
Acquired 05/16/11 L		15	24.87	373 16		561.15	187.99		
Acquired 12/12/11 L		15	25.42	381.30		561.15	179.85		
Acquired 01/11/13 S		15	26.38	395.76		561.15	165.39		
Total	**3.11**	**130**		**$3,024.71**	**37.4100**	**$4,863.30**	**$1,838.59**	**$145.60**	**2.99**
MITSUBISHI UFJ FINANCIAL ADR MTU									
Acquired 02/09/07 L nc		50	11 89	594.82		334 00	-260.82		
Acquired 07/18/07 L nc		85	10 96	932 06		567.80	-364.26		
Acquired 09/19/07 L nc		105	9 18	964.18		701 40	-262.78		
Total	**1.03**	**240**		**$2,491.06**	**6.6800**	**$1,603.20**	**-$887.86**	**$30.48**	**1.90**

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
MS&AD INS GROUP HLDGS MSADY									
Acquired 09/20/07 L nc		120	17 67	2,120.51		1,608.00	-512.51		
Acquired 08/26/08 L nc		60	15.15	909.00		804.00	-105 00		
Total	**1.54**	**180**		**$3,029.51**	**13.4000**	**$2,412.00**	**-$617.51**	**$37.80**	**1.57**
NIPPON TELEGRAPH & TELEPHONE CORP SPONSORED ADR NTT									
Acquired 12/04/01 L nc		20	18.98	379.60		540.80	161.20		
Acquired 05/07/07 L nc		45	25.81	1,161.77		1,216.80	55.03		
Acquired 06/15/07 L nc		50	22.48	1,124.43		1,352.00	227 57		
Total	**1.99**	**115**		**$2,665.80**	**27.0400**	**$3,109.60**	**$443.80**	**$83.95**	**2.70**
NISSAN MTR LTD SPONS-ADR NSANY									
Acquired 09/27/13 S		75	20.49	1,537.16		1,260.00	-277 16		
Acquired 10/09/13 S		40	19.83	793.59		672.00	-121.59		
Acquired 10/30/13 S		35	20.73	725 68		588.00	-137.68		
Acquired 11/11/13 S		25	18.14	453 54		420.00	-33.54		
Acquired 12/11/13 S		25	17.51	437.78		420.00	-17.78		
Total	**2.15**	**200**		**$3,947.75**	**16.8000**	**$3,360.00**	**-$587.75**	**$93.00**	**2.77**
ORANGE SPONSORED ADR ORAN									
Acquired 09/20/06 L nc		34 06500	22.15	754 80		420.70	-334.10		
Acquired 04/22/10 L nc		15	22.65	339.88		185.25	-154.63		
Acquired 05/13/10 L nc		15	20 17	302.60		185.25	-117.35		
Acquired 11/09/11 L		20	17.10	342.09		247.00	-95.09		
Acquired 01/13/12 L		35	14.79	517.81		432.25	-85.56		
Acquired 06/18/13 S		40	10.15	407.03		494.01	86.98		
Reinvestments L nc		2.93500	22.90	67.22		36 24	-30.98		
Total	**1.28**	**162**		**$2,731.43**	**12.3500**	**$2,000.70**	**-$730.73**	**$85.21**	**4.26**
PEPSICO INCORPORATED PEP									
Acquired 10/14/11 L		10	62.04	620.50		829.40	208.90		
Acquired 10/20/11 L		15	61 98	929 84		1,244 10	314 26		
Acquired 03/06/12 L		5	62 50	312.50		414 70	102.20		
Acquired 03/09/12 L		5	63 01	315.09		414.70	99 61		

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 09/21/12 L		10	70.51	705.14		829.40	124.26		
Total	**2.39**	**45**		**$2,883.07**	**82.9400**	**$3,732.30**	**$849.23**	**$102.15**	**2.74**
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR PBR/A									
Acquired 06/21/13 S		90	14.82	1,333.91		1,322.10	-11.81		
Acquired 07/08/13 S		35	13.51	472.87		514.15	41.28		
Acquired 07/18/13 S		30	14.63	438.95		440.70	1.75		
Total	**1.46**	**155**		**$2,245.73**	**14.6900**	**$2,276.95**	**$31.22**	**N/A**	**N/A**
PFIZER INCORPORATED PFE									
Acquired 07/31/08 L nc		50	18 83	941.79		1,531.50	589.71		
Acquired 10/16/09 L nc		44	17.51	770.66		1,347 72	577.06		
Total	**1.84**	**94**		**$1,712.45**	**30.6300**	**$2,879.22**	**$1,166.77**	**$97.76**	**3.40**
PNC FINANCIAL SERVICES GROUP PNC									
Acquired 05/29/08 L nc		5	151.44	728.94		387.90	-341.04		
Acquired 06/23/11 L		10	56.06	560.67		775.80	215.13		
Total	**0.74**	**15**		**$1,289.61**	**77.5800**	**$1,163.70**	**-$125.91**	**$26.40**	**2.27**
SANOFI ADR SNY									
Acquired 10/07/05 L nc		15	42.10	631.55		804.45	172.90		
Acquired 11/09/06 L nc		25	42.79	1,069.87		1,340.75	270.88		
Total	**1.37**	**40**		**$1,701.42**	**53.6300**	**$2,145.20**	**$443.78**	**$50.20**	**2.34**
STATE STR CORP STT									
Acquired 05/03/12 L		15	45 99	690.00		1,100.85	410.85		
Acquired 08/02/12 L		10	39.82	398.30		733.90	335.60		
Acquired 08/24/12 L		15	41.05	615 78		1,100.85	485.07		
Total	**1.88**	**40**		**$1,704.08**	**73.3900**	**$2,935.60**	**$1,231.52**	**$41.60**	**1.42**
SWISS RE LTD SPONSORED ADR SSREY									
Acquired 06/03/11 L	1 77	30	59.34	1,780.44	92.3800	2,771 40	990.96	111.87	4 03

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
TAKEDA PHARMACEUTICAL CO LTD SPONSORED ADR									
TKPYY									
Acquired 03/24/11 L	0.81	55	24.11	1,326.45	23.0200	1,266.10	-60.35	43.01	3.39
TE CONNECTIVITY LTD									
TEL									
Acquired 02/24/11 L		20	35.38	707.79		1,102.20	394.41		
Acquired 12/19/11 L		15	29.99	450.00		826.65	376.65		
Acquired 10/24/12 L		10	32.05	320.56		551.10	230.54		
Total	**1.59**	**45**		**$1,478.35**	**55.1100**	**$2,479.95**	**$1,001.60**	**$45.00**	**1.81**
TELECOM ITALIA SPA SPON ADR									
TI									
Acquired 11/10/06 L nc		46	30.26	1,392.17		458.16	-934.01		
Acquired 02/16/07 L nc		30	31.67	950.14		298.80	-651.34		
Acquired 08/13/08 L nc		50	17.36	868.07		498.00	-370.07		
Acquired 06/06/11 L		30	14.05	421.64		298.80	-122 84		
Total	**0.99**	**156**		**$3,632.02**	**9.9600**	**$1,553.76**	**-$2,078.26**	**$32.44**	**2.09**
TELEFONICA S A SPON ADR									
TEF									
Acquired 12/04/01 L nc		18	12.74	222 95		294.12	71.17		
Acquired 06/15/11 L		25	22.66	566.53		408.50	-158.03		
Acquired 06/15/12 L		1	N/A##	12.45		16.34	3.89		
Acquired 06/07/13 S		60	13.71	822.77		980.40	157.63		
Total	**1.09**	**104**		**$1,624.70**	**16.3400**	**$1,699.36**	**$74.66**	**$37.64**	**2.21**
TIM PARTICIPACOES S A SPONSORED ADR									
TSU									
Acquired 10/11/04 L nc		4.87500	N/A##	N/A		127.92	N/A		
Acquired 07/10/08 L nc		8.12500	N/A##	N/A		213.20	N/A		
Acquired 07/23/12 L		15	20.49	307.40		393.60	86.20		
Acquired 08/21/12 L		15	21.20	318.07		393.60	75.53		
Acquired 10/15/12 L		45	17 77	799.65		1,180.80	381.15		
Acquired 05/21/13 S		35	20.33	711 73		918.40	206.67		
Acquired 06/10/13 S		20	18.89	377.93		524.80	146.87		
Total	**2.40**	**143**		**$2,514.78**	**26.2400**	**$3,752.32**	**$896.42**	**$95.23**	**2.54**

Stocks, options & ETFs

Stocks and ETFs continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
TOKIO MARINE HOLDING ADR TKOMY									
Acquired 12/04/01 L nc		12	15.29	185.03		401.40	216.37		
Acquired 01/07/08 L nc		40	35.62	1,424.87		1,338.00	-86.87		
Acquired 06/07/13 S		25	29.30	732.66		836.25	103 59		
Total	**1.65**	**77**		**$2,342.56**	**33.4500**	**$2,575.65**	**$233.09**	**$37.34**	**1.45**
TOTAL S A. SPONS ADR TOT									
Acquired 04/16/10 L nc		10	58 08	580 82		612.70	31.88		
Acquired 04/26/10 L nc		10	57 02	570 26		612.70	42.44		
Acquired 04/29/10 L nc		10	55.12	551.23		612.70	61.47		
Acquired 07/26/10 L nc		15	48.97	734.64		919.05	184.41		
Acquired 12/23/10 L nc		10	53.06	530.63		612.70	82.07		
Acquired 04/08/13 S		10	48.08	480.90		612.70	131.80		
Total	**2.55**	**65**		**$3,448.48**	**61.2700**	**$3,982.55**	**$534.07**	**$170.69**	**4.29**
TOYOTA MTR CORP ADR NEW 3/82 TM									
Acquired 11/20/09 L nc		5	77.30	386.52		609.60	223.08		
Acquired 12/15/10 L nc		5	78.67	393.40		609 60	216.20		
Acquired 01/28/11 L		5	82.74	413.72		609 60	195.88		
Total	**1.17**	**15**		**$1,193.64**	**121.9200**	**$1,828.80**	**$635.16**	**$35.19**	**1.92**
UNILEVER N V ADR UN									
Acquired 04/27/09 L nc		25	19.17	479.31		1,005.75	526.44		
Acquired 04/28/11 L		25	33 09	827.40		1,005 75	178.35		
Total	**1.29**	**50**		**$1,306.71**	**40.2300**	**$2,011.50**	**$704.79**	**$59.30**	**2.95**
WELLS FARGO COMPANY WFC									
Acquired 04/23/08 L nc		15.42857	135 52	2,025.33		700.46	-1,324.87		
Acquired 08/26/08 L nc		11 57143	73 52	824.12		525.34	-298.78		
Acquired 10/02/09 L nc		15	26.20	393.12		681.00	287.88		
Acquired 11/13/09 L nc		20	27.85	557 20		908.00	350 80		
Acquired 06/10/11 L		15	25 75	386.27		681.00	294.73		
Total	**2.24**	**77**		**$4,186.04**	**45.4000**	**$3,495.80**	**-$690.24**	**$92.40**	**2.64**

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
WESTERN DIGITAL CORP WDC									
Acquired 01/19/11 L		35	32.84	1,149.69		2,936.50	1,786.81		
Acquired 09/23/11 L		10	26.04	260.50		839.00	578.50		
Total	**2.41**	**45**		**$1,410.19**	**83.9000**	**$3,775.50**	**$2,365.31**	**$54.00**	**1.43**
WM MORRISON ADR MRWSY									
Acquired 03/15/13 S		100	20.54	2,054.53		2,187 00	132.47		
Acquired 10/15/13 S		20	22.57	451.45		437.40	-14.05		
Acquired 12/03/13 S		25	21.18	529.61		546.75	17.14		
Total	**2.03**	**145**		**$3,035.59**	**21.8700**	**$3,171.15**	**$135.56**	**$127.16**	**4.01**
Total Stocks and ETFs	**97.11**			**$132,214.52**		**$151,868.14**	**$19,312.50**	**$4,506.08**	**2.97**
Total Stocks, options & ETFs	**97.11**			**$132,214.52**		**$151,868.14**	**$19,312.50**	**$4,506.08**	**2.97**

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Financial Advisor
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION/ CHECK NUMBER	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			4,175 32
12/02	Cash	DIVIDEND		INTEL CORP 120113 95 AS OF 12/01/13		21 38	
12/02	Cash	DIVIDEND		WELLS FARGO COMPANY 120113 77 AS OF 12/01/13		23 10	4,219.80
12/03	Cash	DIVIDEND		PFIZER INCORPORATED 120313 94		22.56	
12/03	Cash	PURCHASE	25.00000	WM MORRISON ADR WE ACTED AS AGENT FOR YOUR ACCOUNT	21 1845	-529.61	3,712 75

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

►File a separate application for each return.
►Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION	Employer identification number (EIN) or 91-2161843
	Number, street, and room or suite number If a P O box, see instructions 12352 WOODLEY AVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GRANADA HILLS, CA 91344	

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

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

- The books are in the care of ► JEFFREY M. STONE

Telephone No ► 818-368-5374 Fax No ► (818) 831-1166

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

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

► ☒ calendar year 20 13 or

► ☐ tax year beginning ________ , 20 ___ , and ending ________ , 20 ___

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 2,117.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 1,813.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 304.

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