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

2013

Department of the Treasury
Internal Revenue Service

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

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

The Louis B. Mayer Foundation 275 Madison Avenue #401 New York, NY 10016	A Employer identification number 95-2232340 B Telephone number (see the instructions) 212-812-4362												
G Check all that apply. <table style="display: inline-table; vertical-align: top; margin-right: 20px;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input checked="" type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table>	<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Final return	<input checked="" type="checkbox"/>	Address change	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Name change	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/>	Initial return												
<input type="checkbox"/>	Final return												
<input checked="" type="checkbox"/>	Address change												
<input type="checkbox"/>	Initial return of a former public charity												
<input type="checkbox"/>	Amended return												
<input type="checkbox"/>	Name change												
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation													
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 12,265,149.	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)												

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	81.	81.	N/A	
4 Dividends and interest from securities	232,169.	232,169.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	246,621.			
b Gross sales price for all assets on line 6a	885,927.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	11,302.	11,302.		
12 Total. Add lines 1 through 11	490,173.	490,173.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	7,478.	3,739.		3,739.
c Other prof fees (attach sch) See St 3	88,263.	66,763.		21,500.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	17,371.	5,912.		
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	6,039.	3,302.		2,737.
24 Total operating and administrative expenses. Add lines 13 through 23.	119,151.	79,716.		27,976.
25 Contributions, gifts, grants paid Part. XV	475,000.			475,000.
26 Total expenses and disbursements. Add lines 24 and 25	594,151.	79,716.		502,976.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-103,978.			
b Net investment income (if negative, enter -0-)		410,457.		
c Adjusted net income (if negative, enter -0-)				

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	49,186.	24,481.	24,481.
	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	9,648,369.	9,580,363.	12,240,668.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
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)	9,697,555.	9,604,844.	12,265,149.	
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 FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	9,697,555.	9,604,844.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	9,697,555.	9,604,844.	
	31	Total liabilities and net assets/fund balances (see instructions)	9,697,555.	9,604,844.	

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	9,697,555.
2	Enter amount from Part I, line 27a	2	-103,978.
3	Other increases not included in line 2 (itemize). See Statement 7	3	11,267.
4	Add lines 1, 2, and 3	4	9,604,844.
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	9,604,844.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 8			
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	246,621.
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	18,565.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	501,371.	10,316,740.	0.048598
2011	479,263.	10,401,016.	0.046078
2010	479,336.	10,412,882.	0.046033
2009	456,066.	9,056,714.	0.050357
2008	645,860.	10,633,616.	0.060738

2 Total of line 1, column (d)	2	0.251804
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050361
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,435,533.
5 Multiply line 4 by line 3	5	575,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,105.
7 Add lines 5 and 6	7	580,010.
8 Enter qualifying distributions from Part XII, line 4	8	502,976.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,209.
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	8,209.
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	8,209.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	8,000.	
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	8,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	209.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of GHS Philanthropy Management Telephone no 212-812-4362 Located at 275 Madison Avenue, Suite 401 New York NY ZIP +4 10016			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year N/A	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20__ , 20__ , 20__ , 20__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

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

7b N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Robert A. Gottlieb 275 Madison Avenue, Suite 401 New York, NY 10016	Trustee/Pres 2.00	0.	0.	0.
Carol Farkas 275 Madison Avenue, Suite 401 New York, NY 10016	Secretary/Tr 1.00	0.	0.	0.
Elliot R. Cattarulla 275 Madison Avenue, Suite 401 New York, NY 10016	Trustee 1.00	0.	0.	0.
-----	-----	-----	-----	-----

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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	11,572,845.
b Average of monthly cash balances	1b	36,833.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	11,609,678.
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	11,609,678.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	174,145.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,435,533.
6 Minimum investment return. Enter 5% of line 5	6	571,777.

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	571,777.
2a Tax on investment income for 2013 from Part VI, line 5	2a	8,209.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,209.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	563,568.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	563,568.
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	563,568.

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	502,976.
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	502,976.
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	502,976.

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				563,568.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			486,322.	
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: ▶ \$ 502,976.				
a Applied to 2012, but not more than line 2a			486,322.	
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				16,654.
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				546,914.
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)

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

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

Part 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Schedule attached				475,000.
Total				475,000.
b Approved for future payment				
Total				3 b

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil royalties	\$ 11,302.	\$ 11,302.	
Total	<u>\$ 11,302.</u>	<u>\$ 11,302.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Review and tax	\$ 7,478.	\$ 3,739.		\$ 3,739.
Total	<u>\$ 7,478.</u>	<u>\$ 3,739.</u>		<u>\$ 3,739.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative management.	\$ 43,000.	\$ 21,500.		\$ 21,500.
Investment management fees	45,263.	45,263.		
Total	<u>\$ 88,263.</u>	<u>\$ 66,763.</u>		<u>\$ 21,500.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise taxes	\$ 11,459.			
Foreign taxes paid	5,912.	\$ 5,912.		
Total	<u>\$ 17,371.</u>	<u>\$ 5,912.</u>		<u>\$ 0.</u>

The Louis B. Mayer Foundation

95-2232340

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
Bank fees	\$ 79.	\$ 39.		\$ 40.
Board expenses	2,744.	1,372.		1,372.
NYS charities filing fee	750.			750.
Phone and fax	481.	240.		241.
Portfolio deductions - Powershares DB	1,317.	1,317.		
Postage and courier	200.	100.		100.
Storage	36.	18.		18.
Supplies, printing and copying	432.	216.		216.
Total	<u>\$ 6,039.</u>	<u>\$ 3,302.</u>		<u>\$ 2,737.</u>

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
TD Ameritrade - attachment	Mkt Val	\$ 9,580,363.	\$ 12,240,668.
	Total	<u>\$ 9,580,363.</u>	<u>\$ 12,240,668.</u>

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

Nontaxable distributions	\$ 7,753.
Net Unrealized Gains or Losses on Investments	3,514.
Total	<u>\$ 11,267.</u>

Statement 8
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	TD Ameritrade - attachment - long term	Purchased	Various	Various
2	TD Ameritrade - attachment - short term	Purchased	Various	Various
3	TD Ameritrade - cap. gain dist. - L/T	Purchased	Various	Various
4	PowerShares DB - long term	Purchased	Various	Various
5	PowerShares DB - short term	Purchased	Various	Various
6	PowerShares DB - Sec 1256 - long term	Purchased	Various	Various
7	PowerShares DB - Sec 1256 - short term	Purchased	Various	Various

Statement 8 (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)
1	591,776.		501,307.	90,469.				\$ 90,469.
2	149,772.		127,782.	21,990.				21,990.
3	144,379.		0.	144,379.				144,379.
4	0.		1,759.	-1,759.				-1,759.
5	0.		69.	-69.				-69.
6	0.		5,033.	-5,033.				-5,033.
7	0.		3,356.	-3,356.				-3,356.
							Total	<u>\$ 246,621.</u>

D
Interest on savings & cash investments

TD Ameritrade Inc	..	..	..	\$	3.
PowerShares DB Commodity Index	..	..	..		78.
			Total	\$	<u>81.</u>

Other Income Producing Activities
Dividends/interest from securities.

TD Ameritrade Inc	...	..	..	\$	232,169.
			Total	\$	<u>232,169.</u>

Reconciliations (990)
Net unrealized gains or losses on investments

Basis adjustment	..	..	..	\$	3,514.
			Total	\$	<u>3,514.</u>



Tax Report

Household: Louis B. Mayer Foundation
 Period: 1/1/2013 to 12/31/2013

Gain Loss

Type	Description	Date Acquired	Date Sold	Price	Units	Proceeds	Cost Basis	Gain/Loss
DFA 2-Year Global Fixed Income (DFGFX) (233203645) Trust *****5310 Specific ID - High Cost								
Long Term	Sale & Exchange	3/11/2010	2/25/2013	10.05	6,499.48	\$65,296.36	\$66,236.01	(\$939.65)
Long Term	Sale & Exchange	9/9/2010	2/25/2013	10.05	152.07	\$1,527.75	\$1,552.62	(\$24.87)
Long Term	Sale & Exchange	9/8/2011	2/25/2013	10.05	23.78	\$238.89	\$243.26	(\$4.37)
			Long Term Total:		6,675.32	\$67,063.00	\$68,031.89	(\$968.89)
DFA International Small Cap Value (DISVX) (233203736) Trust *****5310 Specific ID - High Cost								
Long Term	Sale & Exchange	9/11/2006	2/25/2013	16.66	193.25	\$3,220.11	\$3,768.29	(\$548.18)
Long Term	Sale & Exchange	12/19/2006	2/25/2013	16.66	270.38	\$4,505.49	\$5,594.25	(\$1,088.76)
Long Term	Sale & Exchange	12/19/2006	1/29/2013	16.78	1,191.91	\$20,000.00	\$24,660.51	(\$4,660.51)
Long Term	Sale & Exchange	12/21/2007	2/25/2013	16.66	435.11	\$7,250.40	\$8,245.37	(\$994.97)
Long Term	Wash Sale	3/11/2013	3/11/2013	0	10.49	\$0.00	(\$42.25)	\$42.25
			Long Term Total:		2,101.14	\$34,976.00	\$42,226.17	(\$7,250.17)
DFA International Small Company (DFISX) (233203629) Trust *****5310 Specific ID - High Cost								
Long Term	Sale & Exchange	12/21/2007	2/25/2013	16.45	1,422.22	\$23,400.00	\$25,927.11	(\$2,527.11)
Long Term	Wash Sale	3/11/2013	3/11/2013	0	4.52	\$0.00	(\$8.04)	\$8.04
			Long Term Total:		1,426.74	\$23,400.00	\$25,919.07	(\$2,519.07)
DFA US Large Cap Value (DFLVX) (233203827) Trust *****5310 Specific ID - High Cost								
Short Term	Sale & Exchange	12/14/2012	1/29/2013	24.71	318.10	\$7,859.90	\$7,176.25	\$683.65
Short Term	Sale & Exchange	3/11/2013	6/18/2013	27.49	127.28	\$3,499.05	\$3,258.23	\$240.82
Short Term	Sale & Exchange	6/11/2013	6/18/2013	27.49	159.00	\$4,371.09	\$4,358.05	\$13.04
Long Term	Sale & Exchange	3/23/2004	1/29/2013	24.71	604.37	\$15,730.04	\$14,792.53	\$937.51
Long Term	Sale & Exchange	3/23/2004	2/20/2013	24.81	1,907.79	\$47,140.10	\$32,795.65	\$14,344.45
			Short Term Total:		604.37	\$15,730.04	\$14,792.53	\$937.51
			Long Term Total:		1,097.58	\$27,229.00	\$18,867.85	\$8,361.15

Long Term	Sale & Exchange	OS	3/23/2004	6/18/2013	Long Term Total	27 49	2,724 89	\$74,912 86	\$46,841 88	\$28,070 98
DFA US Micro Cap (DFSCX) (233203504) Trust *****5310 Specific ID - High Cost										
Short Term	Sale & Exchange	OS	9/11/2012	1/9/2013		15 06	58 99	\$888 41	\$885 39	\$3 02
Short Term	Sale & Exchange	OS	12/14/2012	1/9/2013		15 06	65 55	\$987 27	\$922 96	\$64 31
Short Term	Sale & Exchange	OS	12/14/2012	2/20/2013		15 67	1,963 78	\$30,768 00	\$27,649 97	\$3,118 03
Short Term	Sale & Exchange	OS	12/14/2012	10/4/2013		19 01	851 40	\$16,188 20	\$11,987 67	\$4,200 53
Short Term	Sale & Exchange	OS	6/11/2013	10/4/2013		19 01	44 29	\$842 15	\$766 25	\$75 90
Short Term	Sale & Exchange	OS	9/11/2013	10/4/2013		19 01	73 75	\$1,402 26	\$1,363 64	\$38 62
					Short Term Total		3,057 75	\$51,076 29	\$43,575 88	\$7,500 41
Long Term	Sale & Exchange	OS	3/23/2004	10/4/2013		19 01	2,549 38	\$48,473 17	\$34,443 22	\$14,029 95
Long Term	Sale & Exchange	OS	6/9/2004	10/4/2013		19 01	42 14	\$801.14	\$582.31	\$218.83
Long Term	Sale & Exchange	OS	12/21/2004	1/9/2013		15 06	1,419 94	\$21,385 69	\$20,873 04	\$512 65
Long Term	Sale & Exchange	OS	3/9/2005	1/9/2013		15 06	28 92	\$435 58	\$422 83	\$12 75
Long Term	Sale & Exchange	OS	6/15/2005	1/9/2013		15 06	54 04	\$813 82	\$764 59	\$49 23
Long Term	Sale & Exchange	OS	12/20/2005	1/9/2013		15 06	1,022.31	\$15,397 09	\$15,028 00	\$369 09
Long Term	Sale & Exchange	OS	3/9/2011	1/9/2013		15 06	26 26	\$395.47	\$379 95	\$15.52
Long Term	Sale & Exchange	OS	6/9/2011	10/4/2013		19 01	65 57	\$1,246 71	\$902 88	\$343 83
Long Term	Sale & Exchange	OS	6/11/2012	10/4/2013		19 01	176 63	\$3,358 37	\$2,425 11	\$933 26
					Long Term Total		5,385 18	\$92,307 04	\$75,821 93	\$16,485.11

DFA US Small Cap Value (DFSVX) (233203819) Trust ***5310 Specific ID - High Cost**

Short Term	Sale & Exchange	OS	12/14/2012	6/18/2013		31 52	712 60	\$22,464 61	\$18,057 29	\$4,407 32
Short Term	Sale & Exchange	OS	12/14/2012	12/9/2013		35 97	653 05	\$23,487 10	\$16,548 19	\$6,938 91
Short Term	Sale & Exchange	OS	3/11/2013	6/18/2013		31 52	4 74	\$149 27	\$139 17	\$10 10
Short Term	Sale & Exchange	OS	6/11/2013	6/18/2013		31 52	47 67	\$1,502 70	\$1,496 28	\$6 42
Short Term	Sale & Exchange	OS	9/11/2013	12/9/2013		35 97	41 40	\$1,488.90	\$1,363.64	\$125 26
					Short Term Total		1,459 45	\$49,092 58	\$37,604 57	\$11,488 01
Long Term	Sale & Exchange	OS	12/21/2004	1/29/2013		28	441 18	\$12,354 38	\$11,550 06	\$804 32
Long Term	Sale & Exchange	OS	12/21/2004	1/9/2013		27 02	11 56	\$312 48	\$302 73	\$9 75
Long Term	Sale & Exchange	OS	12/21/2004	2/20/2013		28 53	1,405 99	\$40,117 00	\$36,808.79	\$3,308 21
Long Term	Sale & Exchange	OS	12/21/2004	6/18/2013		31 52	761 36	\$24,001.89	\$19,932.51	\$4,069.38
Long Term	Sale & Exchange	OS	12/27/2004	1/9/2013		27 02	368 66	\$9,962 55	\$9,651 47	\$311 08
Long Term	Sale & Exchange	OS	12/27/2004	1/29/2013		28	451 58	\$12,645 62	\$11,822 34	\$823 28
Long Term	Sale & Exchange	OS	6/15/2005	6/18/2013		31 52	58 92	\$1,857.54	\$1,537.90	\$319.64

Tax Report

Long Term	Sale & Exchange	OS	12/20/2005	1/9/2013	27 02	1,103 78	\$29,828.33	\$29,051.46	\$776.87
					Long Term Total	4,603 03	\$131,079.79	\$120,657.26	\$10,422.53
iShares MSCI EAFE (EFA) (464287465) Trust *****5310 Specific ID - High Cost									
Short Term	Sale & Exchange	OS	6/28/2012	2/25/2013	57 17	7.63	\$436.14	\$380.34	\$55.80
Short Term	Sale & Exchange	OS	12/27/2012	2/25/2013	57 17	118.65	\$6,783.19	\$6,654.07	\$129.12
					Short Term Total	126.28	\$7,219.33	\$7,034.41	\$184.92
Long Term	Sale & Exchange	OS	6/28/2011	2/25/2013	57 17	200.72	\$11,474.70	\$11,808.14	(\$333.44)
					Long Term Total	200.72	\$11,474.70	\$11,808.14	(\$333.44)
iShares S&P 500 Index (IVV) (464287200) Trust *****5310 Specific ID - High Cost									
Short Term	Sale & Exchange	OS	3/30/2012	2/20/2013	153 32	20.53	\$3,147.59	\$2,925.58	\$222.01
Short Term	Sale & Exchange	OS	6/25/2012	2/20/2013	153 32	22.51	\$3,451.48	\$2,971.16	\$480.32
Short Term	Sale & Exchange	OS	10/1/2012	2/20/2013	153 32	25.76	\$3,949.63	\$3,728.22	\$221.41
Short Term	Sale & Exchange	OS	12/26/2012	2/20/2013	153 32	30.91	\$4,739.56	\$4,365.38	\$374.18
Short Term	Sale & Exchange	OS	4/1/2013	6/18/2013	166 65	20.99	\$3,497.59	\$3,313.99	\$183.60
					Short Term Total	120.70	\$18,785.85	\$17,304.33	\$1,481.52
Long Term	Sale & Exchange	OS	3/23/2004	6/18/2013	166 65	245.01	\$40,830.56	\$27,054.23	\$13,776.33
Long Term	Sale & Exchange	OS	3/23/2004	2/20/2013	153.32	164.29	\$25,189.32	\$18,140.68	\$7,048.64
					Long Term Total	409.30	\$66,019.88	\$45,194.91	\$20,824.97
Vanguard REIT Index ETF (VNQ) (922908553) Trust *****5310 Specific ID - High Cost									
Short Term	Sale & Exchange	OS	12/31/2012	2/20/2013	69 89	112.58	\$7,868.05	\$7,469.91	\$398.14
					Short Term Total	112.58	\$7,868.05	\$7,469.91	\$398.14
Long Term	Sale & Exchange	OS	12/31/2004	2/20/2013	69 89	231.42	\$16,173.60	\$13,142.57	\$3,031.03
					Long Term Total	231.42	\$16,173.60	\$13,142.57	\$3,031.03
					Short Term Grand Total:		\$149,772.14	\$127,781.63	\$21,990.51
					Long Term Grand Total:		\$591,775.37	\$501,307.32	\$90,468.05
					Long & Short Term Grand Total:		\$741,548.11	\$629,088.95	\$112,459.16

This report has no data for the indicated period.

**The Louis B. Mayer Foundation
Total Grants Paid
for the Year Ending December 31, 2013**

<u>Institution</u>	<u>Grant Date</u>	<u>Grant Amount</u>	<u>Tax Status</u>
GRANTS PAID			
Academy of Motion Pictures 8949 Wilshire Boulevard Beverly Hills, CA 90211-1907 <i>Preservation of 2 silent films: "The Deadlier Sex" and "Good Night, Paul"</i>	6/28/2013	25,000	PC
Arts Resources in Collaboration, Inc. 70 East 10th Street #19D New York, NY 10003 <i>Further Support for the Eye on Dance Archive Legacy Project</i>	2/28/2013	15,000	PC
Dana Farber Cancer Institute 10 Brookline Place West Brookline, MA 02445-7226 <i>Dr Kantoff- The Arthur and Linda Gelb Center for Translational Research</i>	12/20/2013	10,000	PC
Dana Farber Cancer Institute 10 Brookline Place West Brookline, MA 02445-7226 <i>Dr Kantoff's Clinical Research Institute's Catalyst Fund</i>	7/1/2013	50,000	PC
George Eastman House 900 East Avenue Rochester, NY 14607-2298 <i>Further Support of the L Jeffrey Selznick School of Film Preservation</i>	10/5/2013	5,000	PC
Miami City Ballet Ophelia & Juan Js. Roca Center 2200 Liberty Avenue Miami Beach, FL 33139 <i>General Purposes</i>	1/31/2013	100,000	PC
Miami City Ballet Ophelia & Juan Js. Roca Center 2200 Liberty Avenue Miami Beach, FL 33139 <i>To reduce the debt owed to the George Balanchine Trust</i>	2/28/2013	50,000	PC
Mount Sinai Medical Center One Gustave L. Levy Place Box 1049 New York, NY 10029-6574 <i>Dr Gandy's Alzheimer Research</i>	10/5/2013	25,000	PC
Mount Sinai Medical Center One Gustave L. Levy Place Box 1049 New York, NY 10029-6574 <i>The Grenada Heart Project - Dr. Valentin Fuster</i>	1/18/2013	50,000	PC

**The Louis B. Mayer Foundation
Total Grants Paid
for the Year Ending December 31, 2013**

<u>Institution</u>	<u>Grant Date</u>	<u>Grant Amount</u>	<u>Tax Status</u>
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GRANTS PAID

Mount Sinai Medical Center One Gustave L. Levy Place Box 1049 New York, NY 10029-6574 <i>The Trial Coordinator for Dr Samuel Gandy's work with BCI-838</i>	3/14/2013	25,000	PC
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New York Public Library for the Performing 40 Lincoln Center Plaza New York, NY 10023 <i>For the Mikhail Baryshnikov Archive</i>	12/19/2013	25,000	PC
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Pacific Film Archive/University of California Berkeley Art Museum 2625 Durant Avenue #2250 Berkeley, CA 94720-2250 <i>For the CineFiles Film Document Imaging Project</i>	10/5/2013	20,000	PC
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The Film Foundation 110 West 57th Street 6th Floor New York, NY 10019 <i>Preservation of the Michael Powell-Emeric Pressburger film, "The Tales of Hoffman" and Michael Powell's "Bluebeard's Castle"</i>	7/1/2013	75,000	PC
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TOTAL GRANTS PAID for the Year Ending December 31, 2013	\$475,000
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INVESTOR SOLUTIONS
REGISTERED INVESTMENT ADVISOR

Unrealized Orion Stored

Household:

Louis B. Mayer Foundation

Period:

12/31/2013 to 12/31/2013

Gain Loss

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
DFA 1-Year Fixed Income (DFIH) (233203603) Trust *****5310									
Short Term	OS	4/10/2013	12/31/2013	\$10 31	7 22	\$74 48	\$74 62	(\$0 14)	-0 2 %
Short Term	OS	5/9/2013	12/31/2013	\$10 31	5 42	\$55 88	\$55 99	(\$0 10)	-0 2 %
Short Term	OS	6/11/2013	12/31/2013	\$10 31	5 43	\$55 95	\$56 01	(\$0 05)	-0 1 %
Short Term	OS	7/10/2013	12/31/2013	\$10 31	5 43	\$55 96	\$56 02	(\$0 05)	-0 1 %
Short Term	OS	8/9/2013	12/31/2013	\$10 31	5 43	\$55 98	\$56 04	(\$0 05)	-0 1 %
Short Term	OS	9/11/2013	12/31/2013	\$10 31	5 44	\$56 06	\$56 06	\$0 00	0 0 %
Short Term	OS	10/9/2013	12/31/2013	\$10 31	7 24	\$74 69	\$74 76	(\$0 07)	-0 1 %
Short Term	OS	11/11/2013	12/31/2013	\$10 31	3 62	\$37 33	\$37 40	(\$0 06)	-0 2 %
Short Term	OS	12/12/2013	12/31/2013	\$10 31	27 18	\$280 25	\$280 52	(\$0 27)	-0 1 %
Short Term Total					72 41	\$746 58	\$747 42	(\$0 79)	-0 1 %
Long Term	OS	11/9/2006	12/31/2013	\$10 31	234 16	\$2,414 17	\$2,381 39	\$32 77	1 4 %
Long Term	OS	12/11/2006	12/31/2013	\$10 31	548 40	\$5,653 98	\$5,555 27	\$98 71	1 8 %
Long Term	OS	2/9/2007	12/31/2013	\$10 31	127 20	\$1,311 44	\$1,294 91	\$16 53	1 3 %
Long Term	OS	3/9/2007	12/31/2013	\$10 31	141 84	\$1,462 32	\$1,443 88	\$18 43	1 3 %
Long Term	OS	4/11/2007	12/31/2013	\$10 31	149 37	\$1,539.95	\$1,522 03	\$17 92	1 2 %
Long Term	OS	5/9/2007	12/31/2013	\$10 31	160 85	\$1,658 37	\$1,637 46	\$20 91	1 3 %
Long Term	OS	6/13/2007	12/31/2013	\$10 31	154 23	\$1,590 11	\$1,571 60	\$18 51	1 2 %
Long Term	OS	7/13/2007	12/31/2013	\$10 31	151 28	\$1,559 69	\$1,541 53	\$18 15	1 2 %
Long Term	OS	8/13/2007	12/31/2013	\$10 31	166 37	\$1,715 26	\$1,695 30	\$19 96	1 2 %
Long Term	OS	9/13/2007	12/31/2013	\$10 31	159 86	\$1,648 11	\$1,628 92	\$19 18	1 2 %
Long Term	OS	10/12/2007	12/31/2013	\$10 31	145 95	\$1,504 74	\$1,487 23	\$17 51	1 2 %
Long Term	OS	11/12/2007	12/31/2013	\$10 31	157 67	\$1,625.54	\$1,605.04	\$20 49	1 3 %
Long Term	OS	12/12/2007	12/31/2013	\$10 31	314 22	\$3,239 58	\$3,186.16	\$53 41	1 7 %
Long Term	OS	1/14/2008	12/31/2013	\$10 31	14,194 59	\$146,346 18	\$144,658 26	\$1,687 92	1 2 %
Long Term	OS	2/8/2008	12/31/2013	\$10 31	217 63	\$2,243 73	\$2,215 44	\$28 29	1 3 %
Long Term	OS	3/10/2008	12/31/2013	\$10 31	171 19	\$1,764 99	\$1,742 73	\$22 25	1.3 %
Long Term	OS	4/8/2008	12/31/2013	\$10 31	148 15	\$1,527 39	\$1,506 64	\$20 74	1 4 %
Long Term	OS	5/8/2008	12/31/2013	\$10 31	145 01	\$1,495 07	\$1,474.77	\$20 30	1 4 %
Long Term	OS	6/10/2008	12/31/2013	\$10 31	145 60	\$1,501 12	\$1,477.82	\$23 29	1 6 %
Long Term	OS	7/8/2008	12/31/2013	\$10 31	159 48	\$1,644 24	\$1,621 91	\$22 32	1 4 %
Long Term	OS	8/8/2008	12/31/2013	\$10 31	159 84	\$1,647 96	\$1,625 58	\$22 38	1 4 %
Long Term	OS	9/9/2008	12/31/2013	\$10 31	173 79	\$1,791 79	\$1,770 93	\$20 85	1 2 %
Long Term	OS	10/8/2008	12/31/2013	\$10 31	140 06	\$1,444 03	\$1,420.22	\$23 80	1 7 %
Long Term	OS	12/10/2008	12/31/2013	\$10 31	322 83	\$3,328 40	\$3,283.20	\$45 19	1.4 %
Long Term	OS	12/13/2012	12/31/2013	\$10 31	57 64	\$594 30	\$594 87	(\$0.57)	-0.1 %

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
Long Term	OS	2/11/2013	12/31/2013	\$10.31	3 61	\$37 22	\$37 29	(\$0 07)	-0.2 %
Long Term	OS	3/11/2013	12/31/2013	\$10.31	5 42	\$55 84	\$55 95	(\$0 11)	-0.2 %
Long Term Total					18,656 21	\$192,345 52	\$190,036 33	\$2,309 06	1.2 %
DFA 2-Year Global Fixed Income (DFGFX) (233203645) Trust *****5310									
Short Term	OS	6/11/2013	12/31/2013	\$10.01	57 96	\$580 19	\$581 93	(\$1 74)	-0.3 %
Short Term	OS	12/12/2013	12/31/2013	\$10.01	163 10	\$1,632 65	\$1,632 65	\$0 00	0.0 %
Short Term Total					221 06	\$2,212 84	\$2,214 58	(\$1 74)	-0.1 %
Long Term	OS	3/11/2010	12/31/2013	\$10 01	13,153 98	\$131,671 31	\$134,051 90	(\$2,380 58)	-1 8 %
Long Term	OS	12/9/2010	12/31/2013	\$10.01	170 10	\$1,702 67	\$1,723 08	(\$20 40)	-1 2 %
Long Term	OS	1/24/2011	12/31/2013	\$10.01	14,775 96	\$147,907 37	\$150,000 00	(\$2,092 63)	-1 4 %
Long Term	OS	12/13/2011	12/31/2013	\$10.01	489 89	\$4,903 81	\$4,938 10	(\$34 29)	-0.7 %
Long Term	OS	6/11/2012	12/31/2013	\$10.01	108 24	\$1,083 48	\$1,093 22	(\$9 73)	-0.9 %
Long Term	OS	9/11/2012	12/31/2013	\$10.01	41 95	\$419 87	\$424 48	(\$4 61)	-1.1 %
Long Term	OS	12/13/2012	12/31/2013	\$10 01	356 27	\$3,566 27	\$3,576 96	(\$10 68)	-0.3 %
Long Term Total					29,096 38	\$291,254 78	\$295,807 74	(\$4,552 92)	-1 5 %
DFA 5-Year Global Fixed Income (DFGBX) (233203884) Trust *****5310									
Short Term	OS	6/11/2013	12/31/2013	\$10.84	663 85	\$7,196 14	\$7,348 83	(\$152 68)	-2 1 %
Short Term	OS	12/12/2013	12/31/2013	\$10.84	3,506 82	\$38,013 92	\$38,259 40	(\$245 48)	-0.6 %
Short Term Total					4,170 67	\$45,210 06	\$45,608 23	(\$398 16)	-0.9 %
Long Term	OS	1/14/2008	12/31/2013	\$10.84	75,021 91	\$813,237 52	\$806,502 01	\$6,735 50	0.8 %
Long Term	OS	3/24/2008	12/31/2013	\$10.84	13,873 82	\$150,392 22	\$150,000 00	\$392 21	0.3 %
Long Term	OS	5/1/2008	12/31/2013	\$10.84	4,651 16	\$50,418 61	\$50,024 00	\$394.60	0.8 %
Long Term	OS	9/9/2008	12/31/2013	\$10.84	1,810.38	\$19,624 49	\$19,552.07	\$72 41	0.4 %
Long Term	OS	12/10/2008	12/31/2013	\$10.84	643 21	\$6,972 37	\$6,972 37	\$0.00	0.0 %
Long Term	OS	6/10/2009	12/31/2013	\$10.84	1,064 90	\$11,543.53	\$11,607 42	(\$63 89)	-0.6 %
Long Term	OS	9/10/2009	12/31/2013	\$10.84	652 32	\$7,071 16	\$7,279 90	(\$208 74)	-2.9 %
Long Term	OS	12/9/2009	12/31/2013	\$10.84	1,809 26	\$19,612 41	\$20,227 56	(\$615 14)	-3.0 %
Long Term	OS	3/11/2010	12/31/2013	\$10 84	27,618 38	\$299,383 18	\$308,791 96	(\$9,408 77)	-3.0 %
Long Term	OS	12/9/2010	12/31/2013	\$10.84	7,536 12	\$81,691 57	\$82,219 10	(\$527 52)	-0.6 %
Long Term	OS	1/24/2011	12/31/2013	\$10.84	15,622 79	\$169,351 09	\$170,000 00	(\$648 91)	-0.4 %
Long Term	OS	3/4/2011	12/31/2013	\$10.84	6,777 14	\$73,464 14	\$73,827 00	(\$362 85)	-0.5 %
Long Term	OS	12/13/2011	12/31/2013	\$10.84	5,155 18	\$55,882 18	\$56,139 94	(\$257 75)	-0.5 %
Long Term	OS	6/11/2012	12/31/2013	\$10.84	735.83	\$7,976.43	\$8,189 82	(\$213 39)	-2.6 %
Long Term	OS	9/11/2012	12/31/2013	\$10.84	986.83	\$10,697 26	\$11,082 12	(\$384 86)	-3.5 %
Long Term	OS	12/13/2012	12/31/2013	\$10.84	2,453.51	\$26,596 07	\$27,381 19	(\$785 11)	-2.9 %
Long Term	OS	1/11/2013	12/31/2013	\$10.84	4,490 21	\$48,673.84	\$50,000 00	(\$1,326 15)	-2.7 %
Long Term Total					170,902 96	\$1,852,588.07	\$1,859,796 46	(\$7,208 36)	-0.4 %
DFA Emerging Markets (DFEMX) (233203785) Trust *****5310									
Short Term	OS	6/11/2013	12/31/2013	\$25.96	50 56	\$1,312 51	\$1,286.22	\$26.29	2.0 %
Short Term	OS	9/11/2013	12/31/2013	\$25.96	42.13	\$1,093 57	\$1,088 92	\$4.64	0.4 %
Short Term	OS	12/13/2013	12/31/2013	\$25.96	79 95	\$2,075.53	\$2,041.94	\$33.58	1.6 %
Short Term Total					172 64	\$4,481.61	\$4,417.08	\$64.51	1.5 %
Long Term	OS	3/23/2004	12/31/2013	\$25.96	5,183 37	\$134,560.23	\$70,766 64	\$63,793 59	90.1 %
Long Term	OS	6/9/2004	12/31/2013	\$25.96	78 38	\$2,034 62	\$1,000 85	\$1,033 76	103.3 %
Long Term	OS	9/9/2004	12/31/2013	\$25.96	47.69	\$1,238.03	\$642.39	\$595.64	92.7 %
Long Term	OS	12/27/2004	12/31/2013	\$25.96	45.86	\$1,190.45	\$733 71	\$456.73	62.2 %

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% GL
Long Term	OS	12/11/2008	12/31/2013	\$25.96	137.52	\$3,569.94	\$2,190.65	\$1,379.29	63.0 %
Long Term	OS	3/11/2009	12/31/2013	\$25.96	15.69	\$407.29	\$224.51	\$182.77	81.4 %
Long Term	OS	12/10/2010	12/31/2013	\$25.96	356.42	\$9,252.69	\$10,532.25	(\$1,279.56)	-12.1 %
Long Term	OS	6/9/2011	12/31/2013	\$25.96	33.51	\$869.87	\$1,026.36	(\$156.49)	-15.2 %
Long Term	OS	9/8/2011	12/31/2013	\$25.96	46.27	\$1,201.20	\$1,262.26	(\$61.06)	-4.8 %
Long Term	OS	12/14/2011	12/31/2013	\$25.96	302.90	\$7,863.28	\$7,151.47	\$711.81	10.0 %
Long Term	OS	6/11/2012	12/31/2013	\$25.96	39.74	\$1,031.60	\$943.39	\$88.20	9.3 %
Long Term	OS	9/11/2012	12/31/2013	\$25.96	47.18	\$1,224.79	\$1,194.59	\$30.20	2.5 %
Long Term	OS	12/14/2012	12/31/2013	\$25.96	90.80	\$2,357.06	\$2,438.78	(\$81.71)	-3.4 %
Long Term	OS	3/11/2013	12/31/2013	\$25.96	5.79	\$150.26	\$160.63	(\$10.37)	-6.5 %
Long Term Total					6,431.10	\$166,951.31	\$100,268.48	\$66,682.80	66.5 %
DFA Emerging Markets Small Cap (DEMSX) (233203611) Trust *****5310									
Short Term	OS	6/11/2013	12/31/2013	\$20.11	50.06	\$1,006.71	\$1,051.26	(\$44.55)	-4.2 %
Short Term	OS	9/11/2013	12/31/2013	\$20.11	46.54	\$935.92	\$928.47	\$7.44	0.8 %
Short Term	OS	12/13/2013	12/31/2013	\$20.11	222.37	\$4,471.90	\$4,434.09	\$37.81	0.9 %
Short Term Total					318.97	\$6,414.53	\$6,413.82	\$0.70	0.0 %
Long Term	OS	3/23/2004	12/31/2013	\$20.11	6,169.95	\$124,077.77	\$62,575.43	\$61,502.34	98.3 %
Long Term	OS	6/9/2004	12/31/2013	\$20.11	61.97	\$1,246.14	\$575.66	\$670.47	116.5 %
Long Term	OS	9/9/2004	12/31/2013	\$20.11	60.74	\$1,221.56	\$603.19	\$618.37	102.5 %
Long Term	OS	12/21/2004	12/31/2013	\$20.11	548.09	\$11,022.07	\$6,111.19	\$4,910.87	80.4 %
Long Term	OS	12/27/2004	12/31/2013	\$20.11	16.64	\$334.67	\$185.56	\$149.11	80.4 %
Long Term	OS	3/9/2005	12/31/2013	\$20.11	24.19	\$486.46	\$305.28	\$181.18	59.3 %
Long Term	OS	6/15/2005	12/31/2013	\$20.11	100.90	\$2,029.06	\$1,166.38	\$862.67	74.0 %
Long Term	OS	9/15/2005	12/31/2013	\$20.11	93.00	\$1,870.13	\$1,175.46	\$694.66	59.1 %
Long Term	OS	12/20/2005	12/31/2013	\$20.11	305.88	\$6,151.17	\$4,117.09	\$2,034.07	49.4 %
Long Term	OS	12/27/2005	12/31/2013	\$20.11	41.04	\$825.39	\$552.45	\$272.94	49.4 %
Long Term	OS	6/15/2006	12/31/2013	\$20.11	0.44	\$8.77	\$6.08	\$2.68	44.1 %
Long Term	OS	12/11/2008	12/31/2013	\$20.11	92.83	\$1,866.77	\$851.23	\$1,015.54	119.3 %
Long Term	OS	3/11/2009	12/31/2013	\$20.11	7.32	\$147.16	\$63.37	\$83.79	132.2 %
Long Term	OS	12/10/2010	12/31/2013	\$20.11	280.41	\$5,639.00	\$6,499.85	(\$860.84)	-13.2 %
Long Term	OS	6/9/2011	12/31/2013	\$20.11	50.02	\$1,005.86	\$1,193.92	(\$188.05)	-15.8 %
Long Term	OS	9/8/2011	12/31/2013	\$20.11	51.24	\$1,030.48	\$1,083.77	(\$53.29)	-4.9 %
Long Term	OS	12/14/2011	12/31/2013	\$20.11	243.29	\$4,892.52	\$4,315.94	\$576.58	13.4 %
Long Term	OS	6/11/2012	12/31/2013	\$20.11	50.98	\$1,025.21	\$937.01	\$88.19	9.4 %
Long Term	OS	9/11/2012	12/31/2013	\$20.11	37.12	\$746.40	\$729.70	\$16.70	2.3 %
Long Term	OS	12/14/2012	12/31/2013	\$20.11	303.88	\$6,110.95	\$6,226.43	(\$115.48)	-1.9 %
Long Term	OS	3/11/2013	12/31/2013	\$20.11	6.94	\$139.62	\$153.72	(\$14.09)	-9.2 %
Long Term Total					8,546.85	\$171,877.16	\$99,428.71	\$72,448.41	72.9 %
DFA Emerging Markets Value (DFEVX) (233203587) Trust *****5310									
Short Term	OS	6/11/2013	12/31/2013	\$27.61	57.23	\$1,580.20	\$1,596.23	(\$16.02)	-1.0 %
Short Term	OS	9/11/2013	12/31/2013	\$27.61	38.39	\$1,060.03	\$1,077.70	(\$17.66)	-1.6 %
Short Term	OS	12/13/2013	12/31/2013	\$27.61	169.14	\$4,670.07	\$4,588.88	\$81.18	1.8 %
Short Term Total					264.77	\$7,310.30	\$7,262.81	\$47.50	0.7 %
Long Term	OS	3/23/2004	12/31/2013	\$27.61	3,782.71	\$104,440.68	\$57,243.49	\$47,197.18	82.4 %
Long Term	OS	6/9/2004	12/31/2013	\$27.61	48.08	\$1,327.41	\$664.90	\$662.50	99.6 %
Long Term	OS	9/9/2004	12/31/2013	\$27.61	50.31	\$1,388.92	\$759.61	\$629.31	82.8 %

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
Long Term	OS	12/21/2004	12/31/2013	\$27 61	33 23	\$917 43	\$606 41	\$311 01	51.3 %
Long Term	OS	12/27/2004	12/31/2013	\$27 61	51 44	\$1,420 12	\$938 69	\$481 43	51.3 %
Long Term	OS	3/9/2005	12/31/2013	\$27 61	12 28	\$339 00	\$258 46	\$80 53	31.2 %
Long Term	OS	6/15/2005	12/31/2013	\$27 61	92 50	\$2,553 81	\$1,764 82	\$788 99	44 7 %
Long Term	OS	9/15/2005	12/31/2013	\$27 61	42 91	\$1,184 77	\$934 61	\$250 16	26 8 %
Long Term	OS	12/20/2005	12/31/2013	\$27 61	73 39	\$2,026 41	\$1,707 87	\$318 53	18 7 %
Long Term	OS	12/27/2005	12/31/2013	\$27 61	78 16	\$2,158 11	\$1,818 88	\$339 22	18.6 %
Long Term	OS	3/15/2006	12/31/2013	\$27 61	21 34	\$589 14	\$547 53	\$41 61	7.6 %
Long Term	OS	6/15/2006	12/31/2013	\$27.61	39 03	\$1,077 59	\$945 28	\$132 31	14 0 %
Long Term	OS	9/11/2006	12/31/2013	\$27 61	46 79	\$1,291 82	\$1,252 99	\$38 82	3 1 %
Long Term	OS	12/19/2006	12/31/2013	\$27 61	92 73	\$2,560 16	\$2,918 99	(\$358 82)	-12 3 %
Long Term	OS	3/9/2007	12/31/2013	\$27 61	14 80	\$408 66	\$477 94	(\$69 28)	-14.5 %
Long Term	OS	6/13/2007	12/31/2013	\$27 61	38 34	\$1,058 60	\$1,497 97	(\$439 37)	-29 3 %
Long Term	OS	9/13/2007	12/31/2013	\$27 61	29 06	\$802 21	\$1,171 77	(\$369 56)	-31 5 %
Long Term	OS	12/21/2007	12/31/2013	\$27 61	177 25	\$4,893 90	\$7,579 21	(\$2,685 30)	-35.4 %
Long Term	OS	3/10/2008	12/31/2013	\$27 61	6 85	\$188 99	\$269 29	(\$80 29)	-29.8 %
Long Term	OS	6/10/2008	12/31/2013	\$27 61	45 77	\$1,263 74	\$1,868 81	(\$605 07)	-32 4 %
Long Term	OS	9/9/2008	12/31/2013	\$27 61	45 86	\$1,266 11	\$1,409 20	(\$143 08)	-10 2 %
Long Term	OS	12/11/2008	12/31/2013	\$27 61	888 77	\$24,538 88	\$14,478 05	\$10,060 83	69 5 %
Long Term	OS	3/11/2009	12/31/2013	\$27 61	7 19	\$198 52	\$102 81	\$95 70	93 1 %
Long Term	OS	6/10/2009	12/31/2013	\$27 61	34 02	\$939 15	\$823 50	\$115 65	14 0 %
Long Term	OS	9/10/2009	12/31/2013	\$27 61	17 02	\$469 78	\$483 23	(\$13 44)	-2 8 %
Long Term	OS	12/10/2009	12/31/2013	\$27 61	150 97	\$4,168 28	\$4,598 53	(\$430 24)	-9 4 %
Long Term	OS	6/9/2010	12/31/2013	\$27 61	36 95	\$1,020 27	\$1,053 90	(\$33 62)	-3.2 %
Long Term	OS	9/9/2010	12/31/2013	\$27 61	20 75	\$572 77	\$679 18	(\$106 41)	-15.7 %
Long Term	OS	12/10/2010	12/31/2013	\$27 61	304 97	\$8,420 22	\$10,551 98	(\$2,131 75)	-20 2 %
Long Term	OS	6/9/2011	12/31/2013	\$27 61	29 66	\$818 88	\$1,049 33	(\$230.44)	-22 0 %
Long Term	OS	9/8/2011	12/31/2013	\$27 61	49 96	\$1,379 26	\$1,515 14	(\$135 88)	-9 0 %
Long Term	OS	12/14/2011	12/31/2013	\$27 61	147 14	\$4,062 59	\$3,805 09	\$257 50	6.8 %
Long Term	OS	6/11/2012	12/31/2013	\$27 61	35 69	\$985 48	\$924 45	\$61 03	6 6 %
Long Term	OS	9/11/2012	12/31/2013	\$27 61	43 29	\$1,195 24	\$1,191 35	\$3 88	0 3 %
Long Term	OS	12/14/2012	12/31/2013	\$27 61	171 18	\$4,726 20	\$4,941 87	(\$215 67)	-4 4 %
Long Term	OS	3/11/2013	12/31/2013	\$27 61	3 34	\$92 08	\$101 41	(\$9 33)	-9 2 %
Long Term Total					6,763 68	\$186,745 18	\$132,936.54	\$53,808 64	40 5 %
DFA International Real Estate (DFITX) (233203348) Trust *****5310									
Short Term	OS	12/12/2013	12/31/2013	\$5 02	4,140 39	\$20,784 78	\$20,287.93	\$496 84	2 4 %
Short Term Total					4,140 39	\$20,784.78	\$20,287.93	\$496 84	2 4 %
Long Term	OS	3/11/2010	12/31/2013	\$5 02	57,367 25	\$287,983 62	\$274,237.41	\$13,746 20	5 0 %
Long Term	OS	12/9/2010	12/31/2013	\$5 02	7,680 57	\$38,556 48	\$37,173 98	\$1,382 50	3 7 %
Long Term	OS	12/13/2011	12/31/2013	\$5 02	3,725 60	\$18,702 53	\$16,131.86	\$2,570 66	15 9 %
Long Term	OS	12/13/2012	12/31/2013	\$5 02	8,958 11	\$44,969 71	\$45,596 78	(\$627 06)	-1 4 %
Long Term Total					77,731 54	\$390,212 34	\$373,140.03	\$17,072 30	4 6 %
DFA International Small Cap Value (DISVX) (233203736) Trust *****5310									
Short Term	OS	6/11/2013	12/31/2013	\$20 35	595.07	\$12,109 72	\$10,211.43	\$1,898 28	18.6 %
Short Term	OS	12/12/2013	12/31/2013	\$20 35	1,166 04	\$23,728 81	\$22,691 02	\$1,037 79	4 6 %
Short Term Total					1,761 11	\$35,838 53	\$32,902.45	\$2,936 07	8.9 %

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
Long Term	OS	3/23/2004	12/31/2013	\$20 35	23,500.82	\$478,241 67	\$309,748.29	\$168,493 37	54.4 %
Long Term	OS	6/9/2004	12/31/2013	\$20 35	629.27	\$12,805 64	\$8,293 78	\$4,511 86	54.4 %
Long Term	OS	9/9/2004	12/31/2013	\$20 35	285.82	\$5,816 38	\$3,801 36	\$2,015 01	53.0 %
Long Term	OS	12/21/2004	12/31/2013	\$20 35	2,050.50	\$41,727 68	\$30,654 98	\$11,072 69	36.1 %
Long Term	OS	12/27/2004	12/31/2013	\$20 35	638.07	\$12,984 72	\$9,539.14	\$3,445 58	36.1 %
Long Term	OS	3/9/2005	12/31/2013	\$20 35	14.62	\$297 52	\$246 49	\$51 02	20.7 %
Long Term	OS	6/15/2005	12/31/2013	\$20.35	718.28	\$14,617 00	\$11,442.20	\$3,174 79	27.7 %
Long Term	OS	9/15/2005	12/31/2013	\$20 35	197.40	\$4,017 03	\$3,452.48	\$564 54	16.4 %
Long Term	OS	12/20/2005	12/31/2013	\$20 35	2,619.44	\$53,305 67	\$45,892.63	\$7,413 03	16.2 %
Long Term	OS	12/27/2005	12/31/2013	\$20 35	550.58	\$11,204 36	\$9,646.22	\$1,558 14	16.2 %
Long Term	OS	6/15/2006	12/31/2013	\$20.35	443.36	\$9,022 44	\$8,157.87	\$864 56	10.6 %
Long Term	OS	12/21/2007	12/31/2013	\$20 35	4,929 91	\$100,323 63	\$93,421 75	\$6,901 87	7.4 %
Long Term	OS	3/10/2008	12/31/2013	\$20 35	93.60	\$1,904 78	\$1,680 14	\$224 64	13.4 %
Long Term	OS	6/10/2008	12/31/2013	\$20 35	875.68	\$17,820 13	\$16,147 58	\$1,672 54	10.4 %
Long Term	OS	9/9/2008	12/31/2013	\$20 35	248.22	\$5,051 28	\$3,743.16	\$1,308 11	34.9 %
Long Term	OS	12/11/2008	12/31/2013	\$20 35	580.78	\$11,818 81	\$6,016 85	\$5,801 96	96.4 %
Long Term	OS	3/11/2009	12/31/2013	\$20 35	93 84	\$1,909 66	\$814 54	\$1,095 12	134.4 %
Long Term	OS	6/10/2009	12/31/2013	\$20 35	602.97	\$12,270 44	\$7,615 51	\$4,654 92	61.1 %
Long Term	OS	9/10/2009	12/31/2013	\$20 35	97.12	\$1,976 43	\$1,484 99	\$491 44	33.1 %
Long Term	OS	12/10/2009	12/31/2013	\$20 35	277.52	\$5,647 49	\$4,132 24	\$1,515 25	36 7 %
Long Term	OS	6/9/2010	12/31/2013	\$20 35	466.80	\$9,499 42	\$6,208 47	\$3,290 95	53 0 %
Long Term	OS	9/9/2010	12/31/2013	\$20 35	6 14	\$124 87	\$90 26	\$34 60	38.3 %
Long Term	OS	12/10/2010	12/31/2013	\$20 35	1,140.83	\$23,215 79	\$18,732 34	\$4,483 44	23.9 %
Long Term	OS	6/9/2011	12/31/2013	\$20 35	490.42	\$9,980 09	\$8,587 29	\$1,392 79	16.2 %
Long Term	OS	9/8/2011	12/31/2013	\$20 35	150 49	\$3,062 51	\$2,225 77	\$836 74	37.6 %
Long Term	OS	12/13/2011	12/31/2013	\$20 35	1,316.72	\$26,795 23	\$17,736 21	\$9,059 02	51.1 %
Long Term	OS	6/11/2012	12/31/2013	\$20 35	626.15	\$12,742.17	\$8,390 43	\$4,351 74	51.9 %
Long Term	OS	9/11/2012	12/31/2013	\$20 35	130.06	\$2,646 62	\$1,920 91	\$725 70	37.8 %
Long Term	OS	12/13/2012	12/31/2013	\$20 35	1,001.09	\$20,372 20	\$15,456 85	\$4,915 35	31.8 %
Long Term	OS	3/11/2013	12/31/2013	\$20 35	10.49	\$213 53	\$221 36	(\$7 82)	-3.5 %
Long Term Total					44,786 99	\$911,415 19	\$655,502 09	\$255,912 95	39.0 %
DFA International Small Company (DFISX) (233203629) Trust *****5310									
Short Term	OS	6/11/2013	12/31/2013	\$19 21	509 55	\$9,788 53	\$8,560 51	\$1,228 02	14.3 %
Short Term	OS	9/11/2013	12/31/2013	\$19 21	16 75	\$321 67	\$307 10	\$14 57	4.7 %
Short Term	OS	12/13/2013	12/31/2013	\$19 21	1,621 99	\$31,158 50	\$29,763 59	\$1,394 91	4.7 %
Short Term Total					2,148 29	\$41,268 70	\$38,631.20	\$2,637 50	6.8 %
Long Term	OS	3/23/2004	12/31/2013	\$19 21	23,476 05	\$450,975 00	\$293,694.39	\$157,280 60	53.6 %
Long Term	OS	6/9/2004	12/31/2013	\$19 21	577.17	\$11,087 40	\$7,231.91	\$3,855 48	53.3 %
Long Term	OS	9/9/2004	12/31/2013	\$19 21	236 92	\$4,551 18	\$2,982 78	\$1,568 39	52.6 %
Long Term	OS	12/21/2004	12/31/2013	\$19 21	1,512.31	\$29,051.46	\$21,021.09	\$8,030 36	38.2 %
Long Term	OS	12/27/2004	12/31/2013	\$19 21	467.44	\$8,979 54	\$6,497.43	\$2,482 11	38.2 %
Long Term	OS	6/15/2005	12/31/2013	\$19.21	539.16	\$10,357 28	\$7,850.18	\$2,507 10	31.9 %
Long Term	OS	9/15/2005	12/31/2013	\$19 21	166.00	\$3,188 78	\$2,660.91	\$527 87	19.8 %
Long Term	OS	12/20/2005	12/31/2013	\$19.21	2,520 64	\$48,421 53	\$40,683.16	\$7,738 37	19.0 %
Long Term	OS	12/27/2005	12/31/2013	\$19 21	389.03	\$7,473 23	\$6,278.91	\$1,194 31	19.0 %
Long Term	OS	6/15/2006	12/31/2013	\$19 21	491.95	\$9,450 36	\$8,230.32	\$1,220 03	14.8 %

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
Long Term	OS	9/11/2006	12/31/2013	\$19.21	202 40	\$3,888 16	\$3,576 46	\$311.70	8 7 %
Long Term	OS	12/21/2007	12/31/2013	\$19.21	583 37	\$11,206 46	\$10,634 76	\$571.69	5 4 %
Long Term	OS	3/10/2008	12/31/2013	\$19.21	92 93	\$1,785 19	\$1,588 17	\$197 01	12 4 %
Long Term	OS	6/10/2008	12/31/2013	\$19.21	665 78	\$12,789 71	\$11,784 37	\$1,005.34	8 5 %
Long Term	OS	9/9/2008	12/31/2013	\$19.21	292 67	\$5,622 23	\$4,182 28	\$1,439.94	34 4 %
Long Term	OS	12/11/2008	12/31/2013	\$19.21	413 51	\$7,943 53	\$3,953 16	\$3,990 36	100 9 %
Long Term	OS	3/11/2009	12/31/2013	\$19.21	98 50	\$1,892 11	\$817 52	\$1,074 58	131 4 %
Long Term	OS	6/10/2009	12/31/2013	\$19.21	581 75	\$11,175 32	\$6,911 13	\$4,264 19	61 7 %
Long Term	OS	9/10/2009	12/31/2013	\$19 21	151.63	\$2,912 77	\$2,122 79	\$789 98	37 2 %
Long Term	OS	12/10/2009	12/31/2013	\$19 21	319 95	\$6,146 16	\$4,517 64	\$1,628 52	36 0 %
Long Term	OS	3/10/2010	12/31/2013	\$19.21	30 32	\$582 43	\$439 32	\$143 10	32 6 %
Long Term	OS	6/9/2010	12/31/2013	\$19.21	410 50	\$7,885 76	\$5,336 54	\$2,549 22	47 8 %
Long Term	OS	9/9/2010	12/31/2013	\$19 21	81 64	\$1,568 30	\$1,189 49	\$378 81	31 8 %
Long Term	OS	12/10/2010	12/31/2013	\$19 21	490.62	\$9,424 81	\$8,075 61	\$1,349 20	16 7 %
Long Term	OS	3/9/2011	12/31/2013	\$19.21	24 32	\$467 15	\$434 57	\$32 57	7 5 %
Long Term	OS	6/9/2011	12/31/2013	\$19 21	390 93	\$7,509 80	\$6,849 13	\$660.67	9.6 %
Long Term	OS	9/8/2011	12/31/2013	\$19 21	196 70	\$3,778 65	\$3,003 64	\$775.00	25 8 %
Long Term	OS	12/14/2011	12/31/2013	\$19 21	1,228 45	\$23,598 49	\$16,719 18	\$6,879 30	41 1 %
Long Term	OS	3/9/2012	12/31/2013	\$19 21	26 63	\$511 52	\$418 60	\$92 92	22 2 %
Long Term	OS	6/11/2012	12/31/2013	\$19 21	538.08	\$10,336 48	\$7,387 81	\$2,948 66	39 9 %
Long Term	OS	9/11/2012	12/31/2013	\$19 21	100 81	\$1,936 64	\$1,506 16	\$430 47	28 6 %
Long Term	OS	12/14/2012	12/31/2013	\$19 21	575 67	\$11,058 70	\$8,905 68	\$2,153 01	24 2 %
Long Term	OS	3/11/2013	12/31/2013	\$19.21	4 52	\$86 87	\$83 78	\$3.08	3 7 %
Long Term Total:					37,878 34	\$727,643 00	\$507,568 87	\$220,073 94	43 4 %
DFA International Value (DFIVX) (25434D203) Trust *****5310									
Short Term	OS	6/11/2013	12/31/2013	\$19.83	791 24	\$15,690 21	\$13,656 74	\$2,033 46	14 9 %
Short Term	OS	9/11/2013	12/31/2013	\$19 83	167.02	\$3,311 95	\$3,106 51	\$205.43	6 6 %
Short Term	OS	12/13/2013	12/31/2013	\$19.83	245 16	\$4,861.58	\$4,613 97	\$247.61	5 4 %
Short Term Total:					1,203.42	\$23,863.74	\$21,377 22	\$2,486 50	11 6 %
Long Term	OS	3/23/2004	12/31/2013	\$19 83	27,748 96	\$550,261 92	\$373,510 04	\$176,751 87	47 3 %
Long Term	OS	6/9/2004	12/31/2013	\$19 83	764 85	\$15,167 03	\$10,631 46	\$4,535 57	42 7 %
Long Term	OS	9/9/2004	12/31/2013	\$19 83	419 19	\$8,312 54	\$5,818 36	\$2,494 17	42 9 %
Long Term	OS	12/27/2004	12/31/2013	\$19 83	654 54	\$12,979.61	\$10,426 89	\$2,552 71	24 5 %
Long Term	OS	3/9/2005	12/31/2013	\$19.83	32 23	\$639 20	\$550 23	\$88.97	16 2 %
Long Term	OS	6/15/2005	12/31/2013	\$19 83	781 84	\$15,503 95	\$12,431 31	\$3,072.63	24 7 %
Long Term	OS	9/15/2005	12/31/2013	\$19.83	274.97	\$5,452 73	\$4,798 29	\$654.44	13 6 %
Long Term	OS	12/20/2005	12/31/2013	\$19.83	993.60	\$19,703.01	\$17,835.05	\$1,867.95	10 5 %
Long Term	OS	12/27/2005	12/31/2013	\$19.83	604.21	\$11,981 56	\$10,845 64	\$1,135.92	10 5 %
Long Term	OS	6/15/2006	12/31/2013	\$19.83	824 92	\$16,358 14	\$15,714 71	\$643.43	4.1 %
Long Term	OS	9/11/2006	12/31/2013	\$19 83	669 42	\$13,274 62	\$13,689 66	(\$415 04)	-3 0 %
Long Term	OS	12/19/2006	12/31/2013	\$19 83	995 81	\$19,746 87	\$22,774 12	(\$3,027 24)	-13 3 %
Long Term	OS	12/24/2007	12/31/2013	\$19.83	3 52	\$69 84	\$0 00	\$69.84	0 0 %
Long Term	OS	3/10/2008	12/31/2013	\$19.83	50 76	\$1,006 51	\$1,073 50	(\$66.98)	-6 2 %
Long Term	OS	6/10/2008	12/31/2013	\$19 83	1,085.83	\$21,531 93	\$23,464 71	(\$1,932.78)	-8 2 %
Long Term	OS	9/9/2008	12/31/2013	\$19.83	285 70	\$5,665.35	\$5,091 10	\$574.25	11 3 %
Long Term	OS	12/11/2008	12/31/2013	\$19.83	330 20	\$6,547 91	\$3,969 03	\$2,578.87	65 0 %

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
Long Term	OS	3/11/2009	12/31/2013	\$19.83	96.52	\$1,913.97	\$883.15	\$1,030.82	116.7 %
Long Term	OS	6/10/2009	12/31/2013	\$19.83	725.21	\$14,380.89	\$10,247.21	\$4,133.68	40.3 %
Long Term	OS	9/10/2009	12/31/2013	\$19.83	200.51	\$3,976.11	\$3,358.54	\$617.57	18.4 %
Long Term	OS	12/10/2009	12/31/2013	\$19.83	246.00	\$4,878.22	\$4,132.84	\$745.37	18.0 %
Long Term	OS	3/10/2010	12/31/2013	\$19.83	39.58	\$784.87	\$668.50	\$116.37	17.4 %
Long Term	OS	6/9/2010	12/31/2013	\$19.83	603.75	\$11,972.26	\$8,681.85	\$3,290.41	37.9 %
Long Term	OS	9/9/2010	12/31/2013	\$19.83	168.67	\$3,344.75	\$2,745.96	\$598.78	21.8 %
Long Term	OS	12/10/2010	12/31/2013	\$19.83	231.30	\$4,586.70	\$4,156.47	\$430.22	10.4 %
Long Term	OS	3/9/2011	12/31/2013	\$19.83	109.81	\$2,177.49	\$2,135.77	\$41.72	2.0 %
Long Term	OS	6/9/2011	12/31/2013	\$19.83	656.06	\$13,009.73	\$12,110.93	\$898.79	7.4 %
Long Term	OS	9/8/2011	12/31/2013	\$19.83	257.40	\$5,104.24	\$3,920.20	\$1,184.04	30.2 %
Long Term	OS	12/14/2011	12/31/2013	\$19.83	408.21	\$8,094.74	\$5,898.59	\$2,196.15	37.2 %
Long Term	OS	3/9/2012	12/31/2013	\$19.83	76.34	\$1,513.84	\$1,248.17	\$265.67	21.3 %
Long Term	OS	6/11/2012	12/31/2013	\$19.83	789.89	\$15,663.58	\$10,932.12	\$4,731.45	43.3 %
Long Term	OS	9/11/2012	12/31/2013	\$19.83	199.14	\$3,949.03	\$3,084.74	\$864.28	28.0 %
Long Term	OS	12/14/2012	12/31/2013	\$19.83	361.72	\$7,172.99	\$5,827.38	\$1,345.60	23.1 %
Long Term	OS	3/11/2013	12/31/2013	\$19.83	73.06	\$1,448.70	\$1,250.72	\$197.98	15.8 %
Long Term Total					41,763.73	\$828,174.83	\$613,907.24	\$214,267.48	34.9 %
DFA Short-Term Extended Quality (DFEQX) (23320G521) Trust *****5310									
Short Term	OS	4/10/2013	12/31/2013	\$10.78	68.23	\$735.52	\$745.75	(\$10.23)	-1.4 %
Short Term	OS	5/9/2013	12/31/2013	\$10.78	52.08	\$561.47	\$569.28	(\$7.81)	-1.4 %
Short Term	OS	6/11/2013	12/31/2013	\$10.78	39.45	\$425.23	\$427.59	(\$2.36)	-0.6 %
Short Term	OS	7/10/2013	12/31/2013	\$10.78	46.41	\$500.33	\$499.40	\$0.93	0.2 %
Short Term	OS	8/9/2013	12/31/2013	\$10.78	42.96	\$463.05	\$464.34	(\$1.28)	-0.3 %
Short Term	OS	9/11/2013	12/31/2013	\$10.78	26.66	\$287.43	\$286.09	\$1.33	0.5 %
Short Term	OS	10/9/2013	12/31/2013	\$10.78	66.27	\$714.42	\$715.75	(\$1.32)	-0.2 %
Short Term	OS	11/11/2013	12/31/2013	\$10.78	43.04	\$463.95	\$466.10	(\$2.15)	-0.5 %
Short Term	OS	12/12/2013	12/31/2013	\$10.78	129.51	\$1,396.09	\$1,399.98	(\$3.89)	-0.3 %
Short Term Total					514.61	\$5,547.49	\$5,574.28	(\$26.78)	-0.5 %
Long Term	OS	3/8/2012	12/31/2013	\$10.78	12,264.27	\$132,208.86	\$133,214.00	(\$1,005.13)	-0.8 %
Long Term	OS	4/11/2012	12/31/2013	\$10.78	20.33	\$219.14	\$220.76	(\$1.62)	-0.7 %
Long Term	OS	5/9/2012	12/31/2013	\$10.78	19.20	\$206.92	\$208.84	(\$1.91)	-0.9 %
Long Term	OS	6/11/2012	12/31/2013	\$10.78	19.28	\$207.81	\$209.16	(\$1.35)	-0.6 %
Long Term	OS	7/11/2012	12/31/2013	\$10.78	16.97	\$182.98	\$184.85	(\$1.87)	-1.0 %
Long Term	OS	8/9/2012	12/31/2013	\$10.78	21.49	\$231.66	\$234.46	(\$2.79)	-1.2 %
Long Term	OS	9/11/2012	12/31/2013	\$10.78	20.34	\$219.25	\$222.51	(\$3.25)	-1.5 %
Long Term	OS	10/11/2012	12/31/2013	\$10.78	6.77	\$73.00	\$74.29	(\$1.28)	-1.7 %
Long Term	OS	11/9/2012	12/31/2013	\$10.78	29.36	\$316.52	\$322.10	(\$5.57)	-1.7 %
Long Term	OS	12/13/2012	12/31/2013	\$10.78	64.88	\$699.38	\$707.82	(\$8.43)	-1.2 %
Long Term	OS	12/21/2012	12/31/2013	\$10.78	10,089.54	\$108,765.25	\$110,000.00	(\$1,234.74)	-1.1 %
Long Term	OS	2/11/2013	12/31/2013	\$10.78	12.41	\$133.81	\$135.43	(\$1.61)	-1.2 %
Long Term	OS	2/20/2013	12/31/2013	\$10.78	12,888.08	\$138,933.55	\$140,633.00	(\$1,699.45)	-1.2 %
Long Term	OS	3/11/2013	12/31/2013	\$10.78	39.02	\$420.60	\$425.68	(\$5.07)	-1.2 %
Long Term Total					35,511.94	\$382,818.73	\$386,792.90	(\$3,974.07)	-1.0 %
DFA US Large Cap Value (DFLVX) (233203827) Trust *****5310									
Short Term	OS	9/11/2013	12/31/2013	\$31.62	152.53	\$4,822.84	\$4,350.01	\$472.83	10.9 %

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
Short Term	OS	12/13/2013	12/31/2013	\$31.62	187.77	\$5,937.16	\$5,685.55	\$251.61	4.4%
Short Term Total:					340.29	\$10,760.00	\$10,035.56	\$724.44	7.2%
Long Term	OS	3/23/2004	12/31/2013	\$31.62	33,769.94	\$1,067,805.57	\$580,517.11	\$487,288.45	83.9%
Long Term	OS	12/21/2006	12/31/2013	\$31.62	1,409.81	\$44,578.07	\$0.00	\$44,578.06	0.0%
Long Term	OS	12/11/2008	12/31/2013	\$31.62	738.59	\$23,354.18	\$9,682.90	\$13,671.28	141.2%
Long Term	OS	3/11/2009	12/31/2013	\$31.62	869.08	\$27,480.34	\$8,299.72	\$19,180.62	231.1%
Long Term	OS	6/10/2009	12/31/2013	\$31.62	60.28	\$1,906.05	\$854.17	\$1,051.88	123.1%
Long Term	OS	9/10/2009	12/31/2013	\$31.62	151.54	\$4,791.82	\$2,442.89	\$2,348.93	96.2%
Long Term	OS	12/10/2009	12/31/2013	\$31.62	323.59	\$10,231.79	\$5,387.70	\$4,844.08	89.9%
Long Term	OS	6/9/2010	12/31/2013	\$31.62	177.30	\$5,606.16	\$2,991.01	\$2,615.15	87.4%
Long Term Total:					37,500.13	\$1,185,753.98	\$610,175.50	\$575,578.45	94.3%
DFA US Micro Cap (DFSCX) (233203504) Trust *****5310									
Short Term	OS	12/13/2013	12/31/2013	\$20.11	1,954.44	\$39,303.77	\$37,173.45	\$2,130.31	5.7%
Short Term Total:					1,954.44	\$39,303.77	\$37,173.45	\$2,130.31	5.7%
Long Term	OS	3/23/2004	12/31/2013	\$20.11	30,033.68	\$603,977.22	\$405,767.34	\$198,209.87	48.8%
Long Term	OS	9/9/2004	12/31/2013	\$20.11	31.07	\$624.76	\$407.91	\$216.84	53.2%
Long Term	OS	12/21/2007	12/31/2013	\$20.11	5,945.27	\$119,559.44	\$79,012.69	\$40,546.75	51.3%
Long Term	OS	3/10/2008	12/31/2013	\$20.11	94.21	\$1,894.62	\$1,064.61	\$830.01	78.0%
Long Term	OS	6/10/2008	12/31/2013	\$20.11	175.77	\$3,534.69	\$2,198.86	\$1,335.83	60.8%
Long Term	OS	9/9/2008	12/31/2013	\$20.11	204.97	\$4,121.87	\$2,471.89	\$1,649.97	66.7%
Long Term	OS	12/11/2008	12/31/2013	\$20.11	1,235.34	\$24,842.61	\$9,783.86	\$15,058.74	153.9%
Long Term	OS	3/11/2009	12/31/2013	\$20.11	91.92	\$1,848.43	\$545.98	\$1,302.45	238.6%
Long Term	OS	6/10/2009	12/31/2013	\$20.11	184.29	\$3,706.03	\$1,640.16	\$2,065.87	126.0%
Long Term	OS	9/10/2009	12/31/2013	\$20.11	82.23	\$1,653.63	\$822.29	\$831.33	101.1%
Long Term	OS	12/10/2009	12/31/2013	\$20.11	170.16	\$3,421.82	\$1,715.16	\$1,706.65	99.5%
Long Term	OS	3/10/2010	12/31/2013	\$20.11	30.03	\$603.96	\$343.88	\$260.08	75.6%
Long Term	OS	6/9/2010	12/31/2013	\$20.11	44.66	\$898.11	\$476.52	\$421.59	88.5%
Long Term	OS	9/9/2010	12/31/2013	\$20.11	115.93	\$2,331.41	\$1,271.79	\$1,059.62	83.3%
Long Term	OS	12/10/2010	12/31/2013	\$20.11	177.55	\$3,570.55	\$2,389.83	\$1,180.72	49.4%
Long Term	OS	9/8/2011	12/31/2013	\$20.11	82.99	\$1,668.91	\$1,016.62	\$652.28	64.2%
Long Term	OS	12/14/2011	12/31/2013	\$20.11	184.30	\$3,706.35	\$2,360.93	\$1,345.42	57.0%
Long Term Total:					38,884.36	\$781,964.41	\$513,290.32	\$268,674.02	52.3%
DFA US Small Cap Value (DFSVX) (233203819) Trust *****5310									
Short Term	OS	12/13/2013	12/31/2013	\$35.41	1,663.34	\$58,898.87	\$55,854.96	\$3,043.90	5.4%
Short Term Total:					1,663.34	\$58,898.87	\$55,854.96	\$3,043.90	5.4%
Long Term	OS	3/23/2004	12/31/2013	\$35.41	24,165.79	\$855,710.48	\$565,490.90	\$290,219.58	51.3%
Long Term	OS	6/9/2004	12/31/2013	\$35.41	20.62	\$730.08	\$504.31	\$225.77	44.8%
Long Term	OS	9/9/2004	12/31/2013	\$35.41	4.17	\$147.59	\$100.90	\$46.68	46.3%
Long Term	OS	12/21/2007	12/31/2013	\$35.41	4,750.71	\$168,222.53	\$111,879.16	\$56,343.37	50.4%
Long Term	OS	3/10/2008	12/31/2013	\$35.41	209.98	\$7,435.46	\$4,426.43	\$3,009.03	68.0%
Long Term	OS	6/10/2008	12/31/2013	\$35.41	74.23	\$2,628.59	\$1,713.29	\$915.30	53.4%
Long Term	OS	9/9/2008	12/31/2013	\$35.41	162.91	\$5,768.68	\$3,592.18	\$2,176.49	60.6%
Long Term	OS	12/11/2008	12/31/2013	\$35.41	600.50	\$21,263.85	\$8,443.08	\$12,820.76	151.8%
Long Term	OS	6/10/2009	12/31/2013	\$35.41	120.08	\$4,251.96	\$1,903.23	\$2,348.73	123.4%
Long Term	OS	9/10/2009	12/31/2013	\$35.41	59.01	\$2,089.61	\$1,089.96	\$999.65	91.7%

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
Long Term	OS	12/10/2009	12/31/2013	\$35.41	151 31	\$5,357 71	\$2,836 97	\$2,520 74	88 9 %
Long Term	OS	3/10/2010	12/31/2013	\$35.41	18 90	\$669 32	\$407.91	\$261 40	64 1 %
Long Term	OS	9/9/2010	12/31/2013	\$35.41	50 11	\$1,774 50	\$1,011.28	\$763 22	75 5 %
Long Term	OS	12/10/2010	12/31/2013	\$35.41	142 15	\$5,033 35	\$3,543.68	\$1,489 67	42.0 %
Long Term	OS	6/9/2011	12/31/2013	\$35.41	37 18	\$1,316 44	\$941 70	\$374 73	39 8 %
Long Term	OS	9/8/2011	12/31/2013	\$35.41	66 66	\$2,360 43	\$1,470.51	\$889 92	60 5 %
Long Term	OS	12/14/2011	12/31/2013	\$35.41	677 83	\$24,001 89	\$15,108.80	\$8,893 08	58 9 %
Long Term	OS	6/11/2012	12/31/2013	\$35.41	106 92	\$3,786 14	\$2,573 64	\$1,212 50	47 1 %
Long Term	OS	12/14/2012	12/31/2013	\$35 41	1,187 46	\$42,047 89	\$30,090.19	\$11,957 69	39 7 %
Long Term Total					32,606 51	\$1,154,596 50	\$757,128.12	\$397,468 31	52 5 %
iShares MSCI EAFE (EFA) (464287465) Trust *****5310									
Short Term	OS	7/5/2013	12/31/2013	\$67.09	212 20	\$14,237.76	\$12,330.86	\$1,906 90	15 5 %
Short Term	OS	12/30/2013	12/31/2013	\$67.10	89 52	\$6,006 01	\$6,025 07	(\$19 06)	-0 3 %
Short Term Total					301 72	\$20,243 77	\$18,355.93	\$1,887 84	10 3 %
Long Term	OS	3/23/2004	12/31/2013	\$67.10	10,349 00	\$694,366 16	\$472,638.83	\$221,727 32	46 9 %
Long Term	OS	12/29/2011	12/31/2013	\$67.10	121 20	\$8,131 58	\$6,005 19	\$2,126 38	35 4 %
Long Term	OS	6/28/2012	12/31/2013	\$67 10	238 32	\$15,990 15	\$11,881.52	\$4,108 63	34 6 %
Long Term Total					10,708 52	\$718,487 89	\$490,525.54	\$227,962 33	46 5 %
iShares S&P 500 Index (IVV) (464287200) Trust *****5310									
Short Term	OS	7/2/2013	12/31/2013	\$185 65	21 11	\$3,918 51	\$3,409 71	\$508 80	14 9 %
Short Term	OS	9/30/2013	12/31/2013	\$185 65	20 85	\$3,871 17	\$3,540 71	\$330 46	9 3 %
Short Term	OS	12/30/2013	12/31/2013	\$185.65	22 02	\$4,088 20	\$4,083.18	\$5 01	0 1 %
Short Term Total					63 98	\$11,877 88	\$11,033 60	\$844.27	7 7 %
Long Term	OS	3/23/2004	12/31/2013	\$185 65	4,217 38	\$782,957.15	\$465,683.43	\$317,273 72	68 1 %
Long Term Total					4,217 38	\$782,957 15	\$465,683 43	\$317,273 72	68.1 %
PIMCO Commodity Real Return Strategy Instl (PCRIX) (722005667) Trust *****5310									
Short Term	OS	3/21/2013	12/31/2013	\$5 49	161 09	\$884 37	\$1,059 95	(\$175 58)	-16 6 %
Short Term	OS	6/20/2013	12/31/2013	\$5.49	233 07	\$1,279 53	\$1,333 14	(\$53 60)	-4 0 %
Short Term	OS	9/19/2013	12/31/2013	\$5 49	70 13	\$385 04	\$408.18	(\$23 14)	-5 7 %
Short Term	OS	12/11/2013	12/31/2013	\$5.49	557 19	\$3,058 96	\$3,109.11	(\$50 14)	-1 6 %
Short Term Total					1,021 48	\$5,607 90	\$5,910 38	(\$302 46)	-5 1 %
Long Term	OS	5/3/2007	12/31/2013	\$5 49	11,299 65	\$62,035 10	\$167,587.29	(\$105,552 18)	-63 0 %
Long Term	OS	6/21/2007	12/31/2013	\$5.49	274 37	\$1,506 30	\$3,882.37	(\$2,376 06)	-61 2 %
Long Term	OS	9/18/2008	12/31/2013	\$5.49	347 51	\$1,907 83	\$4,997 20	(\$3,089 37)	-61.8 %
Long Term	OS	12/10/2008	12/31/2013	\$5.49	6,927.94	\$38,034 39	\$40,805.56	(\$2,771 17)	-6 8 %
Long Term	OS	12/30/2008	12/31/2013	\$5.49	416 55	\$2,286 87	\$2,582.62	(\$295.74)	-11 5 %
Long Term	OS	3/19/2009	12/31/2013	\$5.49	325 13	\$1,784 94	\$2,064.55	(\$279 60)	-13 5 %
Long Term	OS	6/18/2009	12/31/2013	\$5.49	343 28	\$1,884.62	\$2,505.96	(\$621.34)	-24 8 %
Long Term	OS	9/17/2009	12/31/2013	\$5.49	444.68	\$2,441 27	\$3,441.79	(\$1,000 51)	-29.1 %
Long Term	OS	12/9/2009	12/31/2013	\$5.49	344 05	\$1,888 85	\$2,773.07	(\$884.21)	-31 9 %
Long Term	OS	12/30/2009	12/31/2013	\$5.49	687 60	\$3,774.95	\$5,713.99	(\$1,939.04)	-33 9 %
Long Term	OS	3/18/2010	12/31/2013	\$5.49	718 95	\$3,947 01	\$5,701.24	(\$1,754 22)	-30 8 %
Long Term	OS	6/17/2010	12/31/2013	\$5.49	807 61	\$4,433 80	\$6,073 26	(\$1,639 45)	-27 0 %
Long Term	OS	9/16/2010	12/31/2013	\$5.49	881 70	\$4,840 54	\$7,018 35	(\$2,177 80)	-31 0 %
Long Term	OS	12/31/2010	12/31/2013	\$5.49	677 85	\$3,721 41	\$6,297.25	(\$2,575 83)	-40 9 %
Long Term	OS	3/17/2011	12/31/2013	\$5.49	744 70	\$4,088 39	\$6,955.48	(\$2,867 08)	-41.2 %

Type	Description	Date Acquired	Value Date	Value Price	Units	Current Value	Cost Basis	Gain/Loss	% G/L
Long Term	OS	6/16/2011	12/31/2013	\$5 49	1,491 89	\$8,190 49	\$13,233 09	(\$5,042 59)	-38.1 %
Long Term	OS	9/15/2011	12/31/2013	\$5 49	1,345 15	\$7,384.89	\$11,366 54	(\$3,981 65)	-35.0 %
Long Term	OS	12/7/2011	12/31/2013	\$5 49	667 30	\$3,663.49	\$5,064 83	(\$1,401 33)	-27.7 %
Long Term	OS	12/28/2011	12/31/2013	\$5 49	3,693 79	\$20,278.89	\$24,120 42	(\$3,841 53)	-15 9 %
Long Term	OS	3/22/2012	12/31/2013	\$5 49	284 91	\$1,564.15	\$1,914 59	(\$350 43)	-18 3 %
Long Term	OS	6/21/2012	12/31/2013	\$5 49	223 78	\$1,228.56	\$1,356 11	(\$127 55)	-9 4 %
Long Term	OS	9/20/2012	12/31/2013	\$5 49	262 49	\$1,441 06	\$1,842 67	(\$401 60)	-21 8 %
Long Term	OS	12/12/2012	12/31/2013	\$5 49	339 82	\$1,865 61	\$2,303 98	(\$438 36)	-19 0 %
Long Term	OS	12/27/2012	12/31/2013	\$5 49	98 53	\$540 95	\$655 25	(\$114 29)	-17.4 %
Long Term Total					33,649 25	\$184,734 36	\$330,257 46	(\$145,522 93)	-44 1 %
PowerShares DB Commodity Index Tracking Fund (DBC) (73935S105) Trust *****5310						<i>bes. s adj. +7.5%</i>			
Long Term	OS	1/14/2010	12/31/2013	\$25.66	5,874 00	\$150,726 84	\$145,097 79	\$5,629 05	3.9 %
Long Term Total					5,874 00	\$150,726 84	\$145,097 79	\$5,629 05	3.9 %
SPDR Dow Jones International Real Estate (RWX) (78463X863) Trust *****5310									
Short Term	OS	3/27/2013	12/31/2013	\$41 20	21 26	\$876 04	\$914 07	(\$38 03)	-4.2 %
Short Term	OS	7/3/2013	12/31/2013	\$41 20	74 24	\$3,058 52	\$2,965 25	\$93 27	3.1 %
Short Term	OS	10/2/2013	12/31/2013	\$41 20	36 03	\$1,484 48	\$1,509 32	(\$24 84)	-1.6 %
Short Term Total					131 53	\$5,419 04	\$5,388 64	\$30 40	0.6 %
Long Term	OS	3/16/2010	12/31/2013	\$41 20	4,979 00	\$205,134 80	\$175,359 88	\$29,774 92	17.0 %
Long Term	OS	3/28/2012	12/31/2013	\$41 20	46 15	\$1,901.38	\$1,670 52	\$230 86	13.8 %
Long Term	OS	6/27/2012	12/31/2013	\$41 20	10 86	\$447 35	\$383 82	\$63 52	16.5 %
Long Term	OS	10/3/2012	12/31/2013	\$41 20	67 23	\$2,769.88	\$2,672 96	\$96 91	3.6 %
Long Term	OS	1/4/2013	12/31/2013	\$41 20	198 81	\$8,191.14	\$8,187 15	\$3 98	0.0 %
Long Term Total					5,302 05	\$218,444 55	\$188,274 33	\$30,170 19	16 0 %
TD Bank USA FDIC Insrd Deposit NC by SIPC (IDA12) (9ZZZFD989) Trust *****5310									
Short Term	OS	12/31/2013	12/31/2013	\$1 00	13,267 53	\$13,267 53	\$13,267 53	\$0 00	0 0 %
Short Term Total					13,267 53	\$13,267.53	\$13,267 53	\$0 00	0 0 %
Vanguard REIT Index ETF (VNQ) (922908553) Trust *****5310									
Short Term	OS	3/28/2013	12/31/2013	\$64 56	69 32	\$4,475.17	\$4,881 35	(\$406 17)	-8.3 %
Short Term	OS	6/28/2013	12/31/2013	\$64 56	84 44	\$5,451.51	\$5,811 78	(\$360 26)	-6.2 %
Short Term	OS	9/27/2013	12/31/2013	\$64 56	86 80	\$5,604 07	\$5,744 23	(\$140 16)	-2.4 %
Short Term	OS	12/31/2013	12/31/2013	\$64 56	147 23	\$9,504.98	\$9,456.73	\$48 24	0.5 %
Short Term Total					387 79	\$25,035.73	\$25,894 09	(\$858 35)	-3 3 %
Long Term	OS	12/31/2004	12/31/2013	\$64 56	7,158 58	\$462,157.80	\$406,533 37	\$55,624 42	13 7 %
Long Term	OS	3/16/2010	12/31/2013	\$64 56	1,982 54	\$127,992.46	\$95,607 20	\$32,385 25	33 9 %
Long Term Total					9,141 11	\$590,150.26	\$502,140 57	\$88,009 67	17 5 %
Long Position Short Term Total:						\$384,093.65	\$368,351.16	\$15,742.50	4 3 %
Long Position Long Term Total:						\$11,869,842.05	\$9,217,758.45	\$2,652,083.04	28.8 %
Long Position Long & Short Term Total:						\$12,253,935.70	\$9,586,109.61	\$2,667,825.54	27.8 %

Disclosure

The Realized Gain/Loss Worksheet displays the acquisition and disposition of an asset's shares and if those shares were held for a short (up to a year) or long (more than a year) period of time. This report displays dispositions that occurred during the selected date range and all acquisitions that occurred before and during the date range. This report is provided to you as courtesy with regard to additional tax information that you may need to complete your tax return. We do not guarantee the accuracy or completeness of said information.