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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

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

THE CREAN FOUNDATION
PO BOX 8449
NEWPORT BEACH, CA 92658-8449

A Employer identification number
95-3676334

B Telephone number (see the instructions)
(949) 642-3050

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

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 ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 73,214,838.

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

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

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)	1,001,405.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	69,051.	69,051.	69,051.	
4 Dividends and interest from securities	2,109,433.	2,109,433.	2,109,433.	
5a Gross rents	308,756.	308,756.	308,756.	
b Net rental income or (loss) 226,318.				
6a Net gain/(loss) from sale of assets not on line 10	1,374,402.			
b Gross sales price for all assets on line 6a 12,532,128.				
7 Capital gain net income (from Part IV, line 2)		1,374,402.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances 32,845.				
b Less Cost of goods sold 8,724.				
c Gross profit/(loss) (att sch) SEE ST 1	24,121.		24,121.	
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	4,887,168.	3,861,642.	2,511,361.	
13 Compensation of officers, directors, trustees, etc	358,525.	358,525.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	15,556.	15,556.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 3	15,148.	15,148.		
19 Depreciation (attach sch) and depletion SEE STMT 4	21,145.	20,743.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	449.	449.		
23 Other expenses (attach schedule) SEE STATEMENT 5	311,431.	304,809.	6,622.	
24 **Total operating and administrative expenses.** Add lines 13 through 23	722,254.	715,230.	6,622.	
25 Contributions, gifts, grants paid PART XV	3,188,590.			3,188,590.
26 **Total expenses and disbursements.** Add lines 24 and 25	3,910,844.	715,230.	6,622.	3,188,590.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	976,324.			
b **Net investment income** (if negative, enter -0-)		3,146,412.		
c **Adjusted net income** (if negative, enter -0-)			2,504,739.	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

RECEIVED
MAY 21 2014
OGDEN, UT
IRS-OSC
559

SCANNED MAY 29 2014

USPS Article No. 7012 2920 0001 4159 3679 618

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions))		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	2,192,762.	4,524,974.	4,524,974.
	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) ► 2,400,000.			
	Less allowance for doubtful accounts ►	2,400,000.	2,400,000.	2,400,000.
	8 Inventories for sale or use	9,243.	20,869.	80,238.
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	6,373,485.	6,531,108.	8,379,884.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ► 1,781,170.			
	Less: accumulated depreciation (attach schedule) SEE STMT 6 ► 199,468.	1,602,445.	1,581,702.	2,200,000.
	12 Investments — mortgage loans	968,279.		
	13 Investments — other (attach schedule)	52,040,960.	51,638,906.	55,629,742.
	14 Land, buildings, and equipment basis ► 3,610.			
	Less. accumulated depreciation (attach schedule) SEE STMT 7 ► 3,414.	411.	196.	
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	65,587,585.	66,697,755.	73,214,838.
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 ► SEE STATEMENT 8)	456.	433.	
	23 **Total liabilities** (add lines 17 through 22)	456.	433.	
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 ► X 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	65,587,129.	66,697,322.	
	30 **Total net assets or fund balances** (see instructions)	65,587,129.	66,697,322.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	65,587,585.	66,697,755.	

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	65,587,129.
2	Enter amount from Part I, line 27a	2	976,324.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	133,869.
4	Add lines 1, 2, and 3	4	66,697,322.
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	66,697,322.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	12,532,128.		11,157,726.	1,374,402.
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				1,374,402.
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	1,374,402.
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	0.

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	2,905,940.	66,577,207.	0.043648
2011	5,055,329.	68,323,720.	0.073991
2010	4,069,620.	70,221,921.	0.057954
2009	4,960,587.	65,602,763.	0.075616
2008	5,687,595.	78,304,086.	0.072635

2	**Total** of line 1, column (d)	2	0.323844
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	0.064769
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	69,370,320.
5	Multiply line 4 by line 3	5	4,493,046.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,464.
7	Add lines 5 and 6	7	4,524,510.
8	Enter qualifying distributions from Part XII, line 4	8	3,188,590.

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)

1a	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	62,928.
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	62,928.
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	62,928.
6	Credits/Payments		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6a: 62,218.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	62,218.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	6.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	716.
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
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* SEE STATEMENT 10	10	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?	13	X	

Website address ► N/A

14 The books are in care of ► MARC S. GOLDIN, CFO Telephone no ► (949) 642-3050

Located at ► 27052 FALLING LEAF DR LAGUNA HILLS CA ZIP + 4 ► 92653-6502

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

16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	1b		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?	1c		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.)	2b		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__			
3a	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)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			**5b**	N/A
Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes	☐ No		
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			**6b**	X
If 'Yes' to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A			**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANDREW CREAN P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	PRESIDENT 0	0.	0.	0.
EMILY CREAN VOGLER P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	VICE PRESIDE 0	0.	0.	0.
SUSAN E. THOMAS P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	SECRETARY 0	0.	0.	0.
MARC S. GOLDIN P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	CFO 30.00	358,525.	0.	900.

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 DISTRIBUTION OF BOOKS ON ALCOHOLISM INTENDED TO EDUCATE AND ASSIST THE GENERAL PUBLIC CONCERNING THE DISEASE. THE TOTAL NUMBER OF BOOKS DISTRIBUTED DURING 2013 WAS 10,905.	
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	62,970,986.
b Average of monthly cash balances		1b	2,261,922.
c Fair market value of all other assets (see instructions)		1c	5,193,813.
d **Total** (add lines 1a, b, and c)		1d	70,426,721.
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	70,426,721.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	1,056,401.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	69,370,320.
6 **Minimum investment return.** Enter 5% of line 5		6	3,468,516.

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	3,468,516.
2a Tax on investment income for 2013 from Part VI, line 5	2a 62,928.		
b Income tax for 2013 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	62,928.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	3,405,588.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	3,405,588.
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	3,405,588.

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	3,188,590.
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	3,188,590.
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	3,188,590.

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				3,405,588.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009 912,061.				
c From 2010 609,710.				
d From 2011 1,691,757.				
e From 2012				
f **Total** of lines 3a through e	3,213,528.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 3,188,590.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				3,188,590.
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).)*	216,998.			216,998.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,996,530.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,996,530.			
10 Analysis of line 9				
a Excess from 2009 695,063.				
b Excess from 2010 609,710.				
c Excess from 2011 1,691,757.				
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	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
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 ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total			► **3a**	3,188,590.
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) Exclu-sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	69,051.	
4 Dividends and interest from securities			14	2,109,433.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	226,318.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,374,402.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					24,121.
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,779,204.	24,121.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	3,803,325.

(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)
10	SALE OF BOOKS ON ALCOHOLISM INTENDED TO EDUCATE AND ASSIST THE GENERAL PUBLIC CONCERNING THE DISEASE.

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

Marc A. Holden — Signature of officer or trustee
5/13/14 — Date
CFO — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[redacted]	SELF-PREPARED			[redacted]

Firm's name ► [redacted] Firm's EIN ► [redacted]

Firm's address ► [redacted] Phone no [redacted]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
THE CREAN FOUNDATION	95-3676334

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization	Employer identification number
THE CREAN FOUNDATION	95-3676334

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DONNA S. CREAN P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449,	$ 1,001,325.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE CREAN FOUNDATION

Employer identification number 95-3676334

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

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

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

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

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

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

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

Name of organization THE CREAN FOUNDATION

Employer identification number 95-3676334

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

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

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

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

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

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

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

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

THE CREAN FOUNDATION 95-3676334

STATEMENT 1
FORM 990-PF, PART I, LINE 10C
GROSS PROFIT (LOSS) FROM SALES OF INVENTORY

ITEMS SOLD	AMOUNT
BOOK SALES	$ 32,921.
GROSS SALES	$ 32,921.
LESS RETURNS & ALLOWANCES	76.
NET SALES	$ 32,845.
LESS COST OF GOODS SOLD	8,724.
GROSS PROFIT FROM SALES OF INVENTORY	$ 24,121.

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
WIEGEL, SZEKEL AND FRISBY	$ 15,556.	$ 15,556.		
TOTAL	$ 15,556.	$ 15,556.	$ 0.	$ 0.

STATEMENT 3
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 WITHHELD	$ 128.	$ 128.		
LLC TAX	2,500.	2,500.		
PAYROLL TAXES	12,360.	12,360.		
STATE TAX	160.	160.		
TOTAL	$ 15,148.	$ 15,148.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

	DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
BUILDING, NORTHRIDGE	4/18/00	809,000	263,632	S/L	0.0256		20,743	20,743	0
MOBILE TELEPHONE	10/15/11	250	181	200DB		3	46	0	0
SCANNER	8/01/11	830	415	200DB		5	166	0	0
PRINTER									

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
9/07/11	377	181	200DB		5	65	0	0
HP COMPUTER								
10/23/13	1,440		200DB		5	96	0	0
AT&T CORDLESS TELEPHONE								
11/04/13	38		200DB		3	4	0	0
HP PRINTER								
11/12/13	378		200DB		5	25	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
BANK FEES	$ 20,000.	$ 20,000.		
BOOK SALES EXPENSE	2,499.		$ 2,499.	
COMPUTER SOFTWARE	562.	562.		
EMAIL AND DOMAIN NAME	413.	413.		
INSURANCE	23,290.	23,290.		
INVESTMENT MANAGEMENT FEES	196,686.	196,686.		
LICENSES	445.	445.		
MISCELLANEOUS	71.	71.		
OFFICE SUPPLIES	505.	505.		
POSTAGE	4,123.		4,123.	
PROFESSIONAL MEMBERSHIPS	1,094.	1,094.		
RENTAL EXPENSES	61,695.	61,695.		
TELEPHONE	48.	48.		
TOTAL	$ 311,431.	$ 304,809.	$ 6,622.	$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	$ 809,000.	$ 199,468.	$ 609,532.	$ 2,200,000.
LAND	972,170.		972,170.	0.
TOTAL	$ 1,781,170.	$ 199,468.	$ 1,581,702.	$ 2,200,000.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 3,610.	$ 3,414.	$ 196.	$ 0.
TOTAL	$ 3,610.	$ 3,414.	$ 196.	$ 0.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SALES TAX PAYABLE	$ 433.
TOTAL	$ 433.

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ADJUSTMENT OF BASIS OF INVESTMENTS	$ 112,724.
DEPRECIATION	21,145.
TOTAL	$ 133,869.

STATEMENT 10
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
DONNA S. CREAN	P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ORANGE COUNTY RESCUE MISSION ONE HOPE DRIVE TUSTIN, CA 92782	N/A	PUBLIC	FOOD AND SHELTER FOR THE POOR.	$ 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
BIOLA UNIVERSITY 13800 BIOLA AVE. LA MIRADA, CA 90639	N/A	PUBLIC	MEDICAL SERVICES FOR THE POOR.	$ 3,000.
THE MIDNIGHT MISSION 601 SOUTH SAN PEDRO ST. LOS ANGELES, CA 90014	N/A	PUBLIC	SHELTER FOR ALCOHOLICS.	20,000.
AMERICAN HEART ASSOCIATION P.O. BOX 6046 IRVINE, CA 92716	N/A	PUBLIC	MEDICAL RESEARCH.	10,000.
BIG BROTHERS/BIG SISTERS 14131 YORBA ST., STE. 200 TUSTIN, CA 92780,	N/A	PUBLIC	PROGRAMS FOR CHILDREN.	35,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	N/A	PUBLIC	EDUCATION.	1,040,000.
CHILDREN'S BUREAU 50 S. ANAHEIM BLVD., #241 ANAHEIM, CA 92805	N/A	PUBLIC	PROGRAMS FOR DISADVANTAGED CHILDREN.	245,000.
CHILDREN'S HOSPITAL OF OC FOUNDATION 455 S. MAIN ST. ORANGE, CA 92868	N/A	PUBLIC	PEDIATRIC MEDICAL CARE.	110,000.
CHILDHELP P.O. BOX 2954 NEWPORT BEACH, CA 92659	N/A	PUBLIC	TREATMENT AND PREVENTION OF CHILD ABUSE.	25,000.
GUIDE DOGS OF AMERICA 13445 GLENOAKS BLVD. SYLMAR, CA 91342	N/A	PUBLIC	TRAINING OF DOGS TO ASSIST THE VISION IMPAIRED.	10,000.
MAKE-A-WISH FOUNDATION OF O.C. 14232 RED HILL AVE. TUSTIN, CA 92780	N/A	PUBLIC	PROGRAM FOR TERMINALLY ILL CHILDREN.	1,000.
HOUSE RESEARCH INSTITUTE 2100 WEST THIRD ST., 3RD FL. LOS ANGELES, CA 90057	N/A	PUBLIC	ASSISTANCE FOR THE HEARING IMPAIRED.	5,000.
PROVIDENCE SPEECH AND HEARING CENTER 1301 PROVIDENCE AVE. ORANGE, CA 92868	N/A	PUBLIC	ASSISTANCE OF THE HEARING IMPAIRED.	7,500.

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
SANTA CATATLINA ISLAND TUNA CLUB FOUNDN P.O. BOX 526 AVALON, CA 90704	N/A	PUBLIC	MAINTAINING THE FORESTS OF SANTA CATALINA ISLAND.	$ 5,000.
YMCA OF ORANGE COUNTY 13821 NEWPORT AVE., #200 TUSTIN, CA 92780	N/A	PUBLIC	RECREATION PROGRAMS FOR THE NEEDY.	50,000.
LEARNING ALLY, INC 2021 EAST FOURTH ST., #114 SANTA ANA, CA 92705	N/A	PUBLIC	RECORDING OF BOOKS FOR THE VISUALLY IMPAIRED.	10,000.
ONEOC 1901 EAST FOURTH ST., #100 SANTA ANA, CA 92705	N/A	PUBLIC	ASSISTANCE TO THE POOR.	5,000.
PHILHARMONIC SOCIETY OF OC 2082 BUSINESS CENTER DR. #100 IRVINE, CA 92612	N/A	PUBLIC	MUSIC PROGRAMS.	25,000.
ALZHEIMER'S ASSOC. OF O.C. 2540 NORTH SANTIAGO BLVD. ORANGE, CA 92867	N/A	PUBLIC	PROGRAMS FOR PEOPLE WITH ALZHEIMER'S DISEASE.	100,000.
BLIND CHILDREN'S LEARNING CENTER 18542-B VANDERLIP AVENUE SANTA ANA, CA 92705	N/A	PUBLIC	PROGRAMS FOR VISUALLY IMPAIRED CHILDREN.	10,000.
EXCHANGE CLUBS CHARITIBLE FOUNDATION 515 CABRILLO PARK DRIVE SANTA ANA, CA 92701	N/A	PUBLIC	PROGRAMS TO PREVENT CHILD ABUSE.	15,000.
GLORIA DEI LUTHERAN CHURCH 33501 STONEHILL DR. DANA POINT, CA 92629	N/A	PUBLIC	RELIGIOUS PROGRAMS.	11,440.
LUTHERAN CHURCH OF THE MASTER 2900 PACIFIC VIEW DR. CORONA DEL MAR, CA 92625	N/A	PUBLIC	RELIGIOUS PROGRAMS.	5,200.
LUTHERAN CHURCH OF THE MASTER 10931 SANTA MONICA BLVD. LOS ANGELES, CA 90025	N/A	PUBLIC	RELIGIOUS PROGRAMS.	20,800.

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
SAINT ANDREW'S ABBEY P.O. BOX 40 VALYERMO, CA 93563	N/A	PUBLIC	RELIGIOUS PROGRAMS.	$ 1,000.
ARTS ORANGE COUNTY 3750 S. SUSAN ST., SUITE 200 SANTA ANA, CA 92704	N/A	PUBLIC	EDUCATIONAL PROGRAMS FOR CHILDREN.	15,000.
BACK BAY THERAPEUTIC RIDING CLUB 20262 S.W. CYPRESS ST. NEWPORT BEACH, CA 92660	N/A	PUBLIC	PROGRAMS FOR DISABLED CHILDREN.	2,500.
SECOND HARVEST FOOD BANK OF OC 426-A WEST ALMOND ORANGE, CA 92866	N/A	PUBLIC	FOOD FOR THE POOR AND HOMELESS.	10,000.
LOS ANGELES MISSION 303 EAST 5TH ST. LOS ANGELES, CA 90013	N/A	PUBLIC	FOOD AND SHELTER FOR THE HOMELESS.	5,000.
ORALINGUA SCHOOL FOR HEARING IMPAIRED 7056 S. WASHINGTON AVENUE WHITTIER, CA 90602	N/A	PUBLIC	EDUCATION OF HEARING IMPAIRED CHILDREN.	7,500.
HOAG HOSPITAL FOUNDATION ONE HOAG DR., BLDG. 44, #300 NEWPORT BEACH, CA 92663	N/A	PUBLIC	CONSTRUCTION OF NEW HOSPITAL FACILITIES.	500,000.
PROJECT CUDDLE, INC. 2973 HARBOR BLVD, PMB 326 COSTA MESA, CA 92626	N/A	PUBLIC	ASSISTANCE TO POOR PREGNANT WOMEN WHO CANNOT KEEP THEIR BABIES.	1,000.
THE ALL-AMERICAN BOYS CHORUS P.O. BOX 1527 COSTA MESA, CA 92628	N/A	PUBLIC	MUSIC PROGRAM.	5,000.
F.A.C.E.S. 1966 E. CHAPMAN AVE., # G FULLERTON, CA 92831	N/A	PUBLIC	PROGRAMS FOR CHILDREN.	10,000.
PAT MCCORMICK EDUCATIONAL FOUNDATION 915 1/2 ELECTRIC AVENUE SEAL BEACH, CA 90740	N/A	PUBLIC	EDUCATIONAL PROGRAMS FOR CHILDREN.	50,000.

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
HEART OF JESUS RETREAT CENTER 2927 SOUTH GREENVILLE ST. SANTA ANA, CA 92704	N/A	PUBLIC	RELIGIOUS PROGRAMS.	$ 2,500.
YOUTH EMPLOYMENT SERVICES, INC. 114 EAST 19TH STREET COSTA MESA, CA 92627	N/A	PUBLIC	ASSISTANCE OF TEENAGERS TO OBTAIN EMPLOYMENT.	10,000.
CHILD GUIDANCE CENTER, INC. 1440 E. FIRST ST., STE. 406 SANTA ANA, CA 92701	N/A	PUBLIC	TREATMENT AND PREVENTION OF CHILD ABUSE.	5,000.
ACACIA ADULT DAY SERVICES 11391 ACACIA PARKWAY GARDEN GROVE, CA 92840	N/A	PUBLIC	PROGRAMS FOR SENIORS.	10,000.
COSTA MESA SENIOR CENTER 695 W. 19TH STREET COSTA MESA, CA 92627	N/A	PUBLIC	PROGRAMS AND EQUIPMENT FOR SENIORS.	5,000.
FRIENDS OF SANTA ANA ZOO 1801 E. CHESTNUT AVE. SANTA ANA, CA 92701	N/A	PUBLIC	MAINTENANCE OF ANIMAL EXHIBITS.	10,000.
GOODWILL OF ORANGE COUNTY 410 N. FAIRVIEW SANTA ANA, CA 92703	N/A	PUBLIC	ASSISTANCE FOR POOR PEOPLE.	1,000.
LAURA'S HOUSE 999 CORPORATE DR., STE. 225 LADERA RANCH, CA 92694	N/A	PUBLIC	SHELTER FOR ABUSED WOMEN AND CHILDREN.	10,000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705	N/A	PUBLIC	EDUCATION PROGRAMS.	60,000.
PROJECT DIGNITY 12020 CHAPMAN AVE., PMB #257 GARDEN GROVE, CA 92840	N/A	PUBLIC	ASSISTANCE FOR POOR PEOPLE.	7,500.
RONALD MCDONALD HOUSE CHARITIES 1954 COTNER AVE. LOS ANGELES, CA 90025	N/A	PUBLIC	CAMP PROGRAM FOR CHILDREN WITH CANCER.	10,000.
VALENCIA ELEMENTARY SCHOOL 25661 PASEO DE VALENCIA LAGUNA HILLS, CA 92653	N/A	PUBLIC	EQUIPMENT FOR THE SCHOOL.	1,000.

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
AIDS SERVICES FOUNDATION OC 17982 SKY PARK CIRCLE, # J IRVINE, CA 92614	N/A	PUBLIC	MEDICAL RESEARCH.	$ 5,000.
ANGEL FACES 4405 MANCHESTER AVE, SUITE 101 ENCINITAS, CA 92024	N/A	PUBLIC	SEMINARS TO BUILD SELF-ESTEEEM FOR BURN VICTIMS.	15,000.
COURT APPOINTED SPECIAL ADVOCATES 1615 EAST 17TH ST., #100 SANTA ANA, CA 92705	N/A	PUBLIC	PROGRAMS FOR DISADVANTAGED YOUTH.	2,500.
NEW VISTA SCHOOL 23902 MILL CREEK DR. LAGUNA HILLS, CA 92653	N/A	PUBLIC	TUITION ASSISTANCE FOR LOW INCOME STUDENTS.	40,000.
SUPPORT THE ENLISTED PROJECT, INC. P.O. BOX 26747 SAN DIEGO, CA 92196	N/A	PUBLIC	ASSISTANCE FOR WAR VETERANS.	10,000.
THE WOODEN FLOOR 1810 N. MAIN ST. SANTA ANA, CA 92706	N/A	PUBLIC	DANCE PROGRAMS FOR POOR CHILDREN.	5,000.
SHARE OUR SELVES CORPORATION 1550 SUPERIOR AVE. COSTA MESA, CA 92627	N/A	PUBLIC	MEDICAL, FOOD AND CLOTHING FOR POOR PEOPLE.	10,000.
THE PRENTICE SCHOOL 18341 LASSEN DR. SANTA ANA, CA 92705	N/A	PUBLIC	EDUCATION PROGRAMS.	10,000.
THE WINSTON SCHOOL 215 9TH STREET DEL MAR, CA 92014	N/A	PUBLIC	EDUCATION PROGRAMS.	10,000.
COMMUNITY SENIORSERV 1200 N. KNOLLWOOD CIRCLE ANAHEIM, CA 92801	N/A	PUBLIC	PROGRAMS FOR SENIORS.	10,000.
FIRST STEP HOUSE OF ORANGE COUNTY P.O. BOX 1904 COSTA MESA, CA 92628	N/A	PUBLIC	PROGRAMS FOR ALCOHOLIC REHABILITATION.	20,000.

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
FRIENDSHIP SHELTER, INC. P.O. BOX 4252 LAGUNA BEACH, CA 92652	N/A	PUBLIC	SELF-SUFFICIENCY PROGRAMS FOR THE HOMELESS.	$ 5,000.
KIDWORKS 1902 W. CHESTNUT AVE. SANTA ANA, CA 92703	N/A	PUBLIC	PROGRAMS FOR AT-RISK CHILDREN.	10,000.
NAPA VALLEY WINE AUCTION P.O. BOX 41 ST. HELENA, CA 94574	N/A	PUBLIC	MEDICAL CARE AND HOUSING FOR LOW INCOME PEOPLE.	25,000.
PROBATION COMMUNITY ACTION ASSOCIATION PMB 176, 1111 N. MAIN ST. SANTA ANA, CA 92701	N/A	PUBLIC	PROGRAM FOR AT-RISK YOUTH.	5,000.
SANTA ANA FRIENDS FOR THE ANIMALS 60 CIVIC CENTER PLAZA SANTA ANA, CA 92701	N/A	PUBLIC	FUNDING OF SPAY/NEUTER SUGERIES FOR PETS.	2,500.
TALLER SAN JOSE 801 N. BROADWAY SANTA ANA, CA 92701	N/A	PUBLIC	JOB TRAINING PROGRAM FOR AT-RISK YOUTH.	10,000.
THE GARY CENTER 341 HILLCREST ST. LA HABRA, CA 90631	N/A	PUBLIC	JOB TRAINING FOR AT-RISK YOUTH.	10,000.
THE SHEA CENTER FOR THERAPEUTIC RIDING 26284 OSO RD. SAN JUAN CAPISTRANO, CA 92675	N/A	PUBLIC	PROGRAMS FOR DISABLED CHILDREN.	20,000.
WOMEN'S TRANSITIONAL LIVING CENTER, INC. P.O. BOX 6103 ORANGE, CA 92863	N/A	PUBLIC	PROGRAMS FOR ABUSED ADULTS AND CHILDREN.	5,000.
ARMY AND NAVY ACADEMY P.O. BOX 3000 CARLSBAD, CA 92018	N/A	PUBLIC	TUITION ASSISTANCE FOR LOW INCOME STUDENTS.	250,000.
CASA TERESA P.O. BOX 429 ORANGE, CA 92856	N/A	PUBLIC	PROVIDE SHELTER TO HOMELESS PREGNANT WOMEN.	5,000.

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
LAGUNA BEACH SENIORS, INC. 380 THIRD ST. LAGUNA BEACH, CA 92651	N/A	PUBLIC	INCREASE OUTREACH TO SENIORS.	$ 20,000.
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DR. COSTA MESA, CA 92626	N/A	PUBLIC	MUSIC PROGRAMS FOR CHILDREN.	20,000.
SERVING PEOPLE IN NEED, INC. 151 KALMUS DR., SUITE H-2 COSTA MESA, CA 92626	N/A	PUBLIC	SELF-SUFFICIENCY PROGRAMS FOR THE HOMELESS.	2,500.
ART & CREATIVITY FOR HEALING INC. 26079 GETTY DR LAGUNA NIGUEL, CA 92677	N/A	PUBLIC	PROGRAMS FOR VETERANS.	1,000.
UCI MIND SAVE THE CLINIC 2646 BIOLOGICAL SCIENCES III IRVINE, CA 92697	N/A	PUBLIC	MEDICAL RESEARCH.	25,000.
THE RV/MH HERITAGE FOUNDATION 21565 EXECUTIVE PKWY ELKHART, IN 46514	N/A	PUBLIC	FUNDING OF MUSEUM OPERATIONS.	60,000.
CALIFORNIA YOUTH SERVICES 23282 MILL CREEK DR, SUITE 100E LAGUNA HILLS, CA 92653	N/A	PUBLIC	SUBSTANCE ABUSE COUNSELING FOR YOUTH.	10,000.
CASA DE AMMA 27231 CALLE ARROYO SAN JUAN CAPISTRANO, CA 92675	N/A	PUBLIC	ASSISTANCE OF ADULTS WITH SPECIAL NEEDS.	10,000.
ACCESS OC 25283 CABOT RD, SUITE 101 LAGUNA HILLS, CA 92653	N/A	PUBLIC	HEALTH CARE FOR THE POOR.	10,000.
KOCE-TV FOUNDATION P.O. BOX 25113 SANTA ANA, CA 92799	N/A	PUBLIC	PUBLIC TELEVISION EDUCATIONAL PROGRAMMING.	1,000.
PROJECT ACCESS, INC. 3900 BIRCH ST, SUITE 113 NEWPORT BEACH, CA 92660	N/A	PUBLIC	EDUCATION AND EMPLOYMENT SERVICES TO POOR PEOPLE.	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
SOUTHERN CALIFORNIA CHILDREN'S CHORUS 5020 CAMPUS DR NEWPORT BEACH, CA 92660	N/A	PUBLIC	MUSIC PROGRAMS FOR CHILDREN.	$ 2,500.
SPIRIT LEAGUE PO BOX 3766 MISSION VIEJO, CA 92690	N/A	PUBLIC	SPORTS PROGRAMS FOR SPECIAL NEEDS CHILDREN.	2,500.
DISCOVERY SCIENCE CENTER OF O.C. 2500 N MAIN ST SANTA ANA, CA 92705	N/A	PUBLIC	EDUCATIONAL PROGRAMS IN MUSEUM.	5,000.
FRIENDS OF THE NATIONAL WW II MEMORIAL 921 PENNSYLVANIA AVE SE, SUITE 304 WASHINGTON, DC 20003	N/A	PUBLIC	MAINTENANCE OF NATIONAL MEMORIAL.	1,000.
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD, SUITE 510 NEWPORT BEACH, CA 92660	N/A	PUBLIC	COMMUNITY FOUNDATION SUPPORT.	150.
WORKING WARDROBES FOR A NEW START 3030 PULLMAN ST, SUITE A COSTA MESA, CA 92626	N/A	PUBLIC	CLOTHING FOR POOR PEOPLE.	5,000.
			TOTAL	$ 3,188,590.

Portfolio Value and Cost Basis - As of 12/31/2013

As of 12/31/2013

Security	12/31/2013 Cost Basis	12/31/2013 Balance
Mutual Fund		
ALLIANCEBERNSTEIN BD FD REAL ASSET STRAT..	714,808.81	639,249.79
ALLIANCEBERNSTEIN DISCOVERY GROWTH FUND	152,500.00	214,153.57
ALLIANCEBERNSTEIN DISCOVERY VALUE FUND	143,686 51	193,749.52
Altegris Managed Futures Strategy I	1,500,000 00	1,371,730.38
ASTON MONTAG & CALDWELL GROWTH FUND	689,558 06	785,408.96
Bernstein Emerging Markets Portfolio	557,571.92	482,174 92
Bernstein Inter. Duration Institutional	6,512,781 31	6,467,244 93
Bernstein International Portfolio	3,037,475.49	2,744,151.14
Blackrock Global Allocation Fund	1,706,947.16	2,068,292.95
CMG ULTRA SHORT TERM BOND FUND	147,566 42	147,238 86
COLUMBIA ACORN FUND	472,133 09	603,546 13
COLUMBIA DIVIDEND INCOME FUND	525,205 41	1,076,936 33
COLUMBIA EMERGING MARKETS FUND	225,941 13	225,717 87
COLUMBIA LARGE CAP ENHANCED CORE FUND	1,162,100 02	1,747,346 44
COLUMBIA SMALL CAP VALUE I FUND	254,576.47	485,307 40
COLUMBIA STRATEGIC INCOME FUND	407,357 25	470,211 20
CREDIT SUISSE COMMODITY-RETURN PLUS STR ..	220,414 71	222,850 23
DFA Emerging Markets Core Equity Portfolio	737,958.48	798,135 83
DFA Five Year Global Fixed Income Portfolio	3,928,884 48	3,805,938 01
DFA Global Real Estate Sec Portfolio	689,718 98	654,005 38
DFA International Core Equity	521,366 15	652,456 82
DFA International Value Prtf Instl	517,289 24	560,538 95
DFA International Vector Equity	603,504.11	652,182 71
DFA Inv't Two Year Global Fixed Income	2,497,822.75	2,439,233.93
DFA One Year Fixed Income Portfolio	5,667,146.16	5,655,155.29
DFA US Core Equity II	1,355,554 50	2,437,837.41
DFA US Large Capital Value Portfolio	683,736.03	1,301,664.52
DFA US Vector Equity Portfolio Institutional	849,756.12	1,630,532 05
Dimensional Emerging Markets Value Prtf Instl	457,234.07	434,796.82
FIDELITY ADVISOR FLOATING RATE HIGH INCOM .	576,512 46	577,673.62
GOLDMAN SACHS ABSOLUTE RETURN TRACKE ..	253,516 50	255,068.20
MFS SER TR I RESH INTL FUND	148,074 16	287,843 63
Overlay A Portfolio	4,238,354 14	5,093,732.98
Overlay B Portfolio	2,783,991 09	2,843,506 99
PIMCO ALL ASSET ALL AUTH FUND	1,500,000 00	1,673,285 19
PIMCO TOTAL RETURN FUND	448,765 03	475,949 40
PRUDENTIAL GLOBAL REAL ESTATE FUND	327,479 63	314,092 21
SCOUT MID CAP FUND	38,550 00	235 24
TURNER SPECTRUM FUND	210,809 18	222,637 39
TOTAL Mutual Fund	**47,466,647.02**	**52,711,813.18**
Other		
AB SECURITIZED ASSETS FUND	500,001.92	475,068.32
Hines REIT	3,672,257.33	2,442,860 42
TOTAL Other	**4,172,259.25**	**2,917,928.75**
Stock		
AFFILIATED MANAGERS GROUP INC	30,063.22	48,348.00
ALLERGAN INC	85,016.85	94,418.00

Portfolio Value and Cost Basis - As of 12/31/2013

As of 12/31/2013

Security	12/31/2013 Cost Basis	12/31/2013 Balance
ALTRIA GROUP INC	68,062.76	38,390.00
AMAZON.COM INC.	43,756.75	77,764.05
AMDOCS LIMITED	69,288.56	78,356 00
AMERICAN EXPRESS COMPANY	73,900.78	90,730 00
AMERICAN INTERNATIONAL GROUP	100,487.04	117,415 00
AMERICAN TOWER CORP	64,865.03	67,847.00
AMPHENOL CORP	48,174.00	53,508 00
ANSYS INC	63,537.65	82,840 00
AON PLC	64,157 58	71,306.50
APPLE INC	4,742 85	196,388.50
ASSURANT INC	25,846.88	26,548.00
AT&T INC	29,020 84	31,644 00
BANK OF AMERICA CORP.	83,323 64	115,218.00
BECTON DICKINON & CO	46,867.74	66,294.00
BERKSHIRE HATHAWAY INC	31,842 65	44,460.00
BIOGEN IDEC INC	51,558 50	97,912.50
BOEING CO	61,883.44	88,718.50
CAPITAL ONE FINANCIAL CORP	48,757 59	68,949.00
CBS CORP	73,461 06	95,610.00
CELGENE CORP	31,005 12	46,464.00
CHEVRON CORPORATION	31,011 39	34,350.25
CHIPOTLE MEXICAN GRILL INC	25,873 13	42,622.40
CHUBB CORP.	56,215 48	62,809.50
CIT GROUP INC	49,620 66	67,769.00
CITIGROUP INC.	88,833 40	125,064.00
COGNIZANT TECHNOLOGY SOLUTIONS CORP	78,221.99	111,078.00
COMCAST CORPORATION	50,364 72	83,144 00
CONAGRA FOODS INC	69,661 02	77,510 00
COSTCO WHOLESALE CORP	84,364 85	89,257 50
CVS CAREMARK CORP	59,535.70	64,413 00
DANAHER CORP	85,700.52	131,240.00
EATON CORPORATION PLC	29,701.16	49,478.00
EBAY INC	47,961 02	52,145.50
ELECTRONIC ARTS INC	53,308.45	50,468.00
EVEREST RE GROUP LTD	59,022.65	74,038.25
FEDEX CORP	40,845.74	43,131.00
FIDELITY NATIONAL FINANCIAL INC	-7,935.39	-8,223.00
FIDELITY NATIONAL INFORMATION SERVICES INC	61,534 17	91,256.00
FORD MOTOR CO	67,273 36	91,037.00
GANNETT CO INC	43,001 28	47,328.00
GENERAL MOTORS CO	41,686 15	44,957.00
GENWORTH FINANCIAL INC.	45,251 77	54,355.00
GILEAD SCIENCES INC.	46,658 61	67,635.00
GOOGLE INC	54,438.62	140,088.75
HALLIBURTON CO	41,274.05	43,137 50
HASBRO INC	34,509.67	35,756 50
HEALTH NET INC	23,075.47	26,703.00
HESS CORPORATION	97,184.73	99,600.00
HEWLETT PACKARD CO.	118,713.22	123,112.00
HOME DEPOT INC	78,433.00	107,042.00
ILLINOIS TOOL WORKS INC	63,988.74	84,080.00

Portfolio Value and Cost Basis - As of 12/31/2013

As of 12/31/2013

Security	12/31/2013 Cost Basis	12/31/2013 Balance
INTERCONTINENTALEXCHANGE GROUP INC	64,838.84	106,837 00
INTERNATIONAL BUSINESS MACHINES CORP	61,903 19	56,271 00
ISHARES INC MSCI AUSTRALIA INDEX FUND	94,839 63	92,157.10
ISHARES INC MSCI CANADA INDEX FUND	121,279 45	118,037.40
ISHARES MSCI JAPAN INDEX FUND	84,987.79	97,220 95
ISHARES MSCI MEXICO CAPPED INVESTABLE M...	84,430.92	79,406 50
ISHARES MSCI POLAND CAPPED INVESTABLE M .	83,597.88	91,367.65
ISHARES MSCI SINGAPORE INDEX FUND	88,941.40	87,107.20
ISHARES MSCI SOUTH KOREA INDEX FUND	103,747 14	106,445 80
ISHARES MSCI TAIWAN INDEX FUND	79,719 13	87,721 20
ISHARES S&P EUROPE 350 INDEX FUND	90,869 73	93,473.65
JOHNSON & JOHNSON	72,655 70	109,908 00
JPMORGAN CHASE & CO.	52,639.61	64,328 00
KINDER MORGAN INC	39,809.14	36,000 00
KROGER CO.	61,619 26	102,778.00
LIBERTY MEDIA CORPORATION	24,602 56	36,612.50
LINCOLN NATIONAL CORP	82,780 96	92,916 00
LINKEDIN CORPORATION	13,944 05	30,356 20
LYONDELLBASELL INDUSTRIES	34,824 23	72,252.00
MACYS INC	38,665 00	58,740 00
MARATHON OIL CORP	3,461 15	0.00
MARATHON PETE CORP	77,601.83	82,557 00
MCDONALDS CORP.	29,396.12	31,534 75
MEAD JOHNSON NUTRITION CO	101,098 11	100,512.00
MEDTRONIC INC	66,261 43	80,346 00
MERCK & CO INC	24,789 14	27,527 50
MICROSOFT CORP	50,622 88	59,888.00
MONSANTO CO	48,685 54	55,361.25
NIKE INC	67,975 74	70,776.00
NOBLE ENERGY INC	42,890 77	61,299 00
OCCIDENTAL PETE CORP.	91,030 40	95,100 00
PARKER HANNIFIN CORP	70,255 38	83,616 00
PARTNERRE LTD.	51,687.22	63,258 00
PATTERSON COMPANIES INC	32,151 48	35,020.00
PEPSICO INC.	26,470 54	26,955.50
PFIZER INC	118,890.04	192,969.00
PHILIP MORRIS INTERNATIONAL INC	75,598.25	74,060 50
POLARIS INDUSTRIES INC	32,024 03	36,410.00
PRECISION CASTPARTS CORP	50,185.16	80,790.00
PRICELINE.COM INC	58,471 80	92,992.00
PULTEGROUP INC.	44,817.07	57,036 00
RAYTHEON CO	44,053 02	49,885.00
REGAL ENTERTAINMENT GROUP	28,604 85	29,175 00
REYNOLDS AMERICAN INC	33,118 88	39,992 00
SCHLUMBERGER LTD	114,843 64	135,165.00
SHERWIN WILLIAMS CO	54,438.32	59,637.50
STARBUCKS CORP	33,732 94	70,551.00
TIME WARNER INC	49,303.71	83,664.00
TJX COMPANIES INC	81,620.62	114,714 00
UNION PACIFIC CORP	76,637 60	109,200.00
VALERO ENERGY CORP	76,071.23	90,720 00

Portfolio Value and Cost Basis - As of 12/31/2013

As of 12/31/2013

Security	12/31/2013 Cost Basis	12/31/2013 Balance
VERISK ANALYTICS INC	32,360.60	32,860 00
VERIZON COMMUNICATIONS	61,073.45	63,882 00
VERTEX PHARMACEUTICALS INC	8,950.66	14,860.00
VIACOM INC. - CLASS B	41,608.65	82,973 00
VISA INC	64,174 03	105,773 00
W W GRAINGER INC	68,773.55	76,626 00
WAL-MART STORES INC	68,067.96	78,690.00
WALT DISNEY CO	34,525 15	76,400 00
WELLS FARGO & CO	95,139 59	131,660.00
TOTAL Stock	**6,531,108.00**	**8,379,884.35**
TOTAL Investments	**58,170,014.27**	**64,009,626.27**

Capital Gains (Losses) Report - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
SHORT TERM							
616-B of . .	CREDIT SUISSE COMMODITY-RETURN PLUS S .	48,116 535	9/21/2012	3/7/2013	376,271.30	405,622 39	-29,351 09
616-B of ...	ISHARES MSCI BRAZIL CAPPED INDEX FUND	860 000	5/4/2012	3/11/2013	47,857.58	51,750.50	-3,892.92
616-B of ..	ARBITRAGE FUND	7,981.609	5/24/2012	4/10/2013	101,286 62	104,160 00	-2,873.38
616-B of .	ARBITRAGE FUND	4,397.715	9/21/2012	4/10/2013	55,807 00	57,610.06	-1,803.06
616-B of .	ARBITRAGE FUND	791.715	3/7/2013	4/10/2013	10,046.86	10,102 28	-55 42
616-B of ...	CMG ULTRA SHORT TERM BOND FUND	25,313.383	5/2/2012	4/10/2013	228,073.58	228,073 58	0.00
616-B of .	PIMCO COMMODITIY REAL RETURN STRATEG...	38,873 846	3/7/2013	8/2/2013	219,637.23	252,291 26	-32,654.03
616-B of ...	PIMCO ALL ASSET ALL AUTH FUND	4,600 271	4/10/2013	11/18/2013	47,290.79	50,740.99	-3,450 20
616-B of .	ISHARES MSCI INDONESIA INVESTABLE MARK..	2,475 000	3/11/2013	11/20/2013	60,275 10	85,149.16	-24,874.06
640-Com .	DFA International Real Estate Sec. Portfolio	9,547.704	12/21/2012	8/13/2013	49,075.20	50,820.54	-1,745.34
640-Com .	DFA International Small Company Portfolio	814 375	12/21/2012	8/13/2013	14,544.74	11,713 89	2,830.85
640-Com...	DFA Int'l Small Cap Value	2,720.293	12/21/2012	8/13/2013	49,971.78	42,216 24	7,755.54
651-Bern	INTERNATIONAL BUSINESS MACHINES CORP	150 000	5/31/2012	1/9/2013	28,791.29	29,039.60	-248.31
651-Bern. .	LIBERTY MEDIA CORPORATION	100 000	10/26/2012	1/9/2013	12,126 02	11,117.37	1,008.65
651-Bern...	SHERWIN WILLIAMS CO	125 000	6/1/2012	1/9/2013	20,278.68	15,630.49	4,648.19
651-Bern...	UNITED TECHNOLOGIES CORP	325 000	8/22/2012	1/9/2013	27,472 71	25,822.81	1,649 90
651-Bern...	UNITED TECHNOLOGIES CORP	150 000	9/7/2012	1/9/2013	12,679 71	11,906.43	773 28
651-Bern .	PARTNERRE LTD	150.000	11/9/2012	1/10/2013	12,470 31	11,968 58	501 73
651-Bern .	STARZ	250 000	10/26/2012	1/16/2013	3,931 68	3,190.87	740 81
651-Bern	ALLIANCEBERNSTEIN DISCOVERY VALUE FUND	586 804	6/18/2012	1/22/2013	10,850.00	9,400.60	1,449.40
651-Bern .	NATIONAL-OILWELL VARCO INC	150.000	2/14/2012	1/24/2013	11,035 43	12,528.18	-1,492 75
651-Bern	TIBCO SOFTWARE INC	500 000	3/14/2012	1/31/2013	11,761.45	14,937.80	-3,176.35
651-Bern .	TIBCO SOFTWARE INC	200 000	4/5/2012	1/31/2013	4,704.58	6,483.48	-1,778.90
651-Bern ..	MCKESSON CORP	100 000	5/8/2012	2/4/2013	10,271.88	8,929.89	1,341.99
651-Bern...	MCKESSON CORP	150.000	5/31/2012	2/4/2013	15,407.82	13,138.50	2,269.32
651-Bern...	PROCTER & GAMBLE CO	275 000	5/21/2012	2/6/2013	20,749.93	17,352 50	3,397 43
651-Bern .	CHIPOTLE MEXICAN GRILL INC	35.000	6/15/2012	2/7/2013	11,068.47	14,033.68	-2,965 21
651-Bern...	HARRIS CORP	250 000	10/4/2012	2/7/2013	11,623.63	12,783.10	-1,159.47
651-Bern...	NV ENERGY INC	1,500 000	7/25/2012	2/7/2013	28,430.70	26,687.10	1,743.60
651-Bern .	BB&T CORP	800 000	9/12/2012	2/8/2013	24,526 00	26,250.56	-1,724 56
651-Bern...	BB&T CORP	100.000	9/18/2012	2/8/2013	3,065 75	3,346.19	-280.44
651-Bern .	BB&T CORP	500 000	9/18/2012	2/8/2013	15,328.75	16,730.95	-1,402.20
651-Bern..	MARSH & MCLENNAN COMPANIES INC	700 000	12/21/2012	2/11/2013	25,451.58	24,498 25	953.33
651-Bern...	MARSH & MCLENNAN COMPANIES INC	400.000	1/9/2013	2/11/2013	14,543.76	13,942.00	601 76
651-Bern...	ASTRAZENECA PLC	250.000	8/30/2012	2/13/2013	11,469.15	11,745.90	-276.75
651-Bern .	ULTA SALON COSMETICS & FRAGRANCE INC	175 000	12/10/2012	2/19/2013	14,925 33	17,473 44	-2,548 11

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
651-Bern...	DIRECTV	450.000	11/8/2012	2/26/2013	21,688 43	22,320 14	-631 71
651-Bern...	VISA INC	50 000	3/7/2012	3/1/2013	7,900 77	5,767 14	2,133.63
651-Bern	VISA INC	25.000	6/27/2012	3/1/2013	3,950 39	3,072.79	877 60
651-Bern .	LINKEDIN CORPORATION	65.000	11/8/2012	3/6/2013	11,333 19	6,474 02	4,859.17
651-Bern	COACH INC	150 000	4/16/2012	3/8/2013	7,308 30	11,027.06	-3,718 76
651-Bern...	COACH INC	200.000	4/30/2012	3/8/2013	9,744.40	14,600 00	-4,855.60
651-Bern	COACH INC	250 000	5/23/2012	3/8/2013	12,180 50	16,941.88	-4,761 38
651-Bern .	F5 NETWORKS INC	150.000	4/13/2012	3/14/2013	13,737.30	18,334.38	-4,597.08
651-Bern..	F5 NETWORKS INC	25 000	5/24/2012	3/14/2013	2,289 55	2,740.41	-450 86
651-Bern...	MGM RESORTS INTERNATIONAL	600 000	4/5/2012	3/14/2013	7,983.90	8,179 08	-195 18
651-Bern...	SHERWIN WILLIAMS CO	75.000	6/1/2012	3/15/2013	12,711.69	9,378 29	3,333.40
651-Bern.	INTERCONTINENTALEXCHANGE GROUP INC	75 000	9/5/2012	3/18/2013	11,994.76	10,162 88	1,831.88
651-Bern...	MCKESSON CORP	300.000	5/31/2012	3/19/2013	31,745 07	26,277.00	5,468.07
651-Bern.	AMGEN INC	250.000	5/17/2012	3/21/2013	23,504.68	17,845.00	5,659.68
651-Bern	BECTON DICKINON & CO	200 000	7/30/2012	3/21/2013	18,400.92	15,167.68	3,233 24
651-Bern	DIAMOND OFFSHORE DRILLING INC	200 000	11/7/2012	3/21/2013	13,673 18	13,595.06	78.12
651-Bern...	HARRIS CORP	300 000	10/4/2012	3/21/2013	13,325 79	15,339 72	-2,013 93
651-Bern	HARRIS CORP	300 000	1/7/2013	3/21/2013	13,325.79	15,045 72	-1,719 93
651-Bern .	SHERWIN WILLIAMS CO	150.000	6/1/2012	3/21/2013	25,396.55	18,756 59	6,639.96
651-Bern ..	SMUCKER J.M COMPANY	150 000	12/27/2012	3/21/2013	14,433 68	12,789 44	1,644 24
651-Bern...	TYSON FOODS INC	400 000	5/22/2012	3/25/2013	9,658.08	7,767.84	1,890.24
651-Bern. .	TYSON FOODS INC	300 000	9/19/2012	3/25/2013	7,243.56	4,983.39	2,260 17
651-Bern .	ULTA SALON COSMETICS & FRAGRANCE INC	225 000	12/26/2012	3/26/2013	17,550.29	21,556.55	-4,006.26
651-Bern	IDEXX LABORATORIES CORP	125 000	8/8/2012	4/2/2013	11,418 16	11,195.68	222.48
651-Bern .	PETSMART INC	175 000	12/21/2012	4/3/2013	10,802.63	12,147.66	-1,345 03
651-Bern...	ASTRAZENECA PLC	650 000	8/30/2012	4/8/2013	32,763.84	30,539 34	2,224 50
651-Bern	EXXON MOBIL CORP	200 000	6/8/2012	4/12/2013	17,726 64	16,031 16	1,695.48
651-Bern .	TIBCO SOFTWARE INC	450 000	5/24/2012	4/19/2013	8,250.80	13,311 00	-5,060 20
651-Bern	TIBCO SOFTWARE INC	500 000	8/24/2012	4/19/2013	9,167.55	14,602 00	-5,434 45
651-Bern .	IDEXX LABORATORIES CORP	225 000	8/8/2012	4/23/2013	19,553 33	20,152 22	-598.89
651-Bern .	ALLIANCEBERNSTEIN DISCOVERY VALUE FUND	527 263	6/18/2012	4/24/2013	10,250.00	8,446.75	1,803.25
651-Bern...	APPLE INC	25.000	8/24/2012	4/24/2013	10,228.07	16,667.42	-6,439 35
651-Bern...	CHIPOTLE MEXICAN GRILL INC	30.000	6/15/2012	4/24/2013	10,911 60	12,028.87	-1,117 27
651-Bern...	EXXON MOBIL CORP.	200.000	6/8/2012	4/24/2013	17,944 00	16,031.16	1,912 84
651-Bern...	FIDELITY NATIONAL FINANCIAL INC	300.000	9/24/2012	4/24/2013	12,314.58	6,331 77	5,982 81
651-Bern .	FISERV INC	125 000	12/21/2012	4/24/2013	11,153.91	9,965.01	1,188.90
651-Bern	HOME DEPOT INC	200 000	5/30/2012	4/24/2013	14,689 40	9,920 64	4,768.76
651-Bern .	KINDER MORGAN INC	300 000	10/15/2012	4/24/2013	11,991 90	10,421 40	1,570.50

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651-Bern...	MICROSOFT CORP	100 000	8/16/2012	4/24/2013	3,166.09	3,045.34	120.75
651-Bern. .	MICROSOFT CORP.	300.000	9/14/2012	4/24/2013	9,498.27	9,329.85	168 42
651-Bern.	VERIZON COMMUNICATIONS	250.000	7/18/2012	4/24/2013	12,904.25	11,515 80	1,388.45
651-Bern...	INTUIT INC	150 000	5/8/2012	4/25/2013	8,407.50	8,340.83	66.67
651-Bern .	INTUIT INC	300.000	2/6/2013	4/25/2013	16,815 00	18,819 42	-2,004.42
651-Bern. .	EATON CORPORATION PLC	400 000	8/2/2012	5/1/2013	23,821 12	17,103.32	6,717.80
651-Bern.	EATON CORPORATION PLC	50.000	8/14/2012	5/1/2013	2,977 64	2,284 71	692 93
651-Bern...	VISA INC	75 000	6/27/2012	5/1/2013	12,538.01	9,218.36	3,319 65
651-Bern ..	CST BRANDS INC	144 445	2/4/2013	5/3/2013	4,293.86	4,409.64	-115.78
651-Bern. .	CST BRANDS INC	55.556	2/14/2013	5/3/2013	1,651 48	1,774.54	-123.06
651-Bern .	ALTRIA GROUP INC	600 000	5/21/2012	5/7/2013	21,847.20	18,954.36	2,892.84
651-Bern...	PHILIP MORRIS INTERNATIONAL INC	200 000	5/21/2012	5/13/2013	18,826.14	16,899.60	1,926.54
651-Bern...	TYSON FOODS INC	600.000	9/19/2012	5/14/2013	14,985.00	9,966.78	5,018.22
651-Bern ..	TYSON FOODS INC	50 000	10/24/2012	5/14/2013	1,248 75	815 05	433 70
651-Bern	US BANCORP	900 000	6/12/2012	5/14/2013	30,404 25	27,430 83	2,973 42
651-Bern...	US BANCORP	700 000	8/20/2012	5/14/2013	23,647.75	23,154.11	493 64
651-Bern .	US BANCORP	500.000	2/7/2013	5/14/2013	16,891 25	16,743.35	147 90
651-Bern	PHILIP MORRIS INTERNATIONAL INC	150.000	5/21/2012	5/16/2013	14,390.78	12,674 70	1,716.08
651-Bern...	CAMPBELL SOUP CO	250.000	4/3/2013	5/17/2013	11,815 25	11,360.93	454 32
651-Bern	GOLDMAN SACHS GROUP INC.	100.000	1/10/2013	5/17/2013	15,784 14	13,632 04	2,152 10
651-Bern	MEDTRONIC INC.	550.000	9/25/2012	5/17/2013	27,251 02	23,995.57	3,255 45
651-Bern...	MERCK & CO. INC	400.000	8/6/2012	5/17/2013	18,210.84	17,818 16	392 68
651-Bern	SHERWIN WILLIAMS CO	60.000	6/1/2012	5/17/2013	11,450 27	7,502.63	3,947 64
651-Bern...	SMUCKER J M COMPANY	175 000	12/27/2012	5/17/2013	17,901 17	14,921 01	2,980.16
651-Bern...	TYSON FOODS INC	550 000	10/24/2012	5/20/2013	13,697.42	8,965.50	4,731.92
651-Bern...	EVEREST RE GROUP LTD	175 000	12/21/2012	5/21/2013	22,970.15	18,906.18	4,063.97
651-Bern	ALTRIA GROUP INC.	200 000	7/26/2012	6/6/2013	7,129 56	7,139.54	-9 98
651-Bern ..	IDEXX LABORATORIES CORP	250 000	8/8/2012	6/7/2013	20,937 50	22,391 35	-1,453 85
651-Bern...	F5 NETWORKS INC	125.000	2/1/2013	6/12/2013	9,301 63	13,206.13	-3,904 50
651-Bern. .	F5 NETWORKS INC	150.000	2/1/2013	6/12/2013	11,161.95	15,847 35	-4,685.40
651-Bern...	SAFEWAY INC.	100.000	3/26/2013	6/21/2013	2,281.45	2,604.95	-323.50
651-Bern. .	SAFEWAY INC	1,400 000	3/26/2013	6/21/2013	31,940.30	36,469.30	-4,529.00
651-Bern...	BANK OF AMERICA CORP.	900.000	12/12/2012	7/15/2013	12,501.90	9,553 68	2,948 22
651-Bern ..	FISERV INC	175 000	12/21/2012	7/15/2013	15,989 47	13,951.02	2,038 45
651-Bern. .	FISERV INC	250 000	1/7/2013	7/15/2013	22,842 10	20,243.88	2,598.22
651-Bern .	FISERV INC	375 000	5/20/2013	7/15/2013	34,263.15	33,814 16	448 99
651-Bern...	EXXON MOBIL CORP	50 000	3/12/2013	7/16/2013	4,653.41	4,478.33	175.08
651-Bern.	GENERAL ELECTRIC CO.	800.000	8/16/2012	7/16/2013	18,785 68	16,762.24	2,023 44

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651-Bern...	VERTEX PHARMACEUTICALS INC	200 000	11/2/2012	7/19/2013	17,691 28	8,950 66	8,740 62
651-Bern ..	HARLEY DAVIDSON INC	250 000	8/17/2012	7/25/2013	13,975.00	10,618 90	3,356.10
651-Bern	DIAMOND OFFSHORE DRILLING INC	350 000	11/7/2012	8/20/2013	22,911.04	23,791.36	-880 32
651-Bern .	DIAMOND OFFSHORE DRILLING INC	450.000	11/13/2012	8/20/2013	29,457.05	29,571.75	-114 70
651-Bern...	GAMESTOP CORP	50 000	2/6/2013	8/23/2013	2,567.28	1,248 33	1,318.95
651-Bern	GAMESTOP CORP	750.000	2/6/2013	8/23/2013	38,509 13	18,724 95	19,784 18
651-Bern	ALLERGAN INC	150 000	5/1/2013	8/26/2013	13,466 66	14,931 18	-1,464.52
651-Bern.	EXXON MOBIL CORP	750 000	3/12/2013	9/12/2013	66,091 88	67,174.88	-1,083.00
651-Bern. .	MONSANTO CO	275.000	2/15/2013	9/20/2013	29,194 55	28,312 93	881.62
651-Bern...	DISCOVER FINANCIAL SERVICES	1,300.000	12/3/2012	9/23/2013	66,932 19	53,899 43	13,032.76
651-Bern...	STERICYCLE INC	300 000	5/31/2013	9/24/2013	34,305 15	33,140 58	1,164.57
651-Bern	LINKEDIN CORPORATION	45 000	11/8/2012	9/27/2013	11,172 11	4,482.01	6,690.10
651-Bern...	ABERCROMBIE & FITCH CO	950 000	7/31/2013	10/3/2013	33,677.69	47,350.38	-13,672.69
651-Bern...	BOEING CO.	200.000	5/8/2013	10/18/2013	24,391.24	18,820.16	5,571.08
651-Bern .	KINDER MORGAN INC	200 000	10/26/2012	10/21/2013	7,079 66	6,940.08	139.58
651-Bern. .	EMC CORP	1,800 000	7/26/2013	10/23/2013	42,321.96	47,558.16	-5,236.20
651-Bern...	EMC CORP	1,500.000	8/23/2013	10/23/2013	35,268.30	39,592 20	-4,323 90
651-Bern .	CAMPBELL SOUP CO	950 000	4/3/2013	10/24/2013	40,612.50	43,171.52	-2,559.02
651-Bern...	CAPITAL ONE FINANCIAL CORP	200 000	4/3/2013	10/24/2013	14,112.32	10,835.02	3,277.30
651-Bern .	PETSMART INC	175 000	12/21/2012	10/24/2013	12,717 67	12,147.66	570 01
651-Bern .	PETSMART INC	250 000	2/28/2013	10/24/2013	18,168 10	16,136.78	2,031.32
651-Bern...	CITRIX SYSTEMS INC	350.000	11/28/2012	11/14/2013	19,578 55	20,882.51	-1,303 96
651-Bern .	GOLDMAN SACHS GROUP INC.	300 000	1/10/2013	11/18/2013	49,920.15	40,896.12	9,024.03
651-Bern. .	KRAFT FOODS GROUP INC	450 000	1/7/2013	11/22/2013	23,721.57	20,631.24	3,090.33
651-Bern...	INTUITIVE SURGICAL INC	10 000	4/22/2013	12/5/2013	3,687.00	4,768.84	-1,081.84
651-Bern .	INTUITIVE SURGICAL INC	25.000	4/22/2013	12/5/2013	9,217 51	11,922.10	-2,704 59
651-Bern...	INTUITIVE SURGICAL INC	75 000	7/19/2013	12/5/2013	27,652.54	28,358.92	-706.38
651-Bern .	SMUCKER J.M. COMPANY	75 000	12/27/2012	12/23/2013	7,627 44	6,394.72	1,232.72
651-Bern..	SMUCKER J.M. COMPANY	200 000	1/10/2013	12/23/2013	20,339.84	17,964.00	2,375.84
651-Bern	SMUCKER J M COMPANY	200 000	2/8/2013	12/23/2013	20,339.84	17,848.52	2,491.32
TOTAL SHORT TERM					**3,469,239.47**	**3,448,213.73**	**21,025.74**
LONG TERM							
616-B of ...	COLUMBIA LARGE CAP ENHANCED CORE FUND	8,178.849	12/27/2006	3/7/2013	124,891.03	101,446.14	23,444.89
616-B of ...	PERMANENT PORTFOLIO	3,541.820	9/14/2011	3/7/2013	172,380.38	173,159.56	-779.18
616-B of ...	ISHARES MSCI BRAZIL CAPPED INDEX FUND	765 000	7/15/2011	3/11/2013	42,570.99	53,676.23	-11,105.24
616-B of ...	ISHARES MSCI TAIWAN INDEX FUND	2,480 000	7/15/2011	3/11/2013	33,577 94	36,567.60	-2,989 66
616-B of	COLUMBIA STRATEGIC INCOME FUND	7,206.515	3/20/2009	4/10/2013	45,905 50	36,897 36	9,008 14

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616-B of	COLUMBIA US GOVT MTG FUND	106,761 566	5/2/2012	8/26/2013	578,647 69	600,000 00	-21,352 31
616-B of ...	PIMCO ALL ASSET ALL AUTH FUND	14,538.436	9/21/2012	11/18/2013	149,455 12	162,248.95	-12,793.83
616-B of .	VANGUARD FTSE EMERGING MKTS ETF	4,435.000	1/29/2010	11/20/2013	182,829.68	173,985.05	8,844.63
640-Com ..	Blackrock Global Allocation Fund	73,385 519	9/29/2009	2/12/2013	1,500,000.00	1,293,052.84	206,947.16
640-Com ..	DFA International Real Estate Sec Portfolio	53,640 612	9/30/2009	8/13/2013	275,712.74	285,518.36	-9,805 62
640-Com	DFA International Core Equity	40,113.101	9/30/2009	8/13/2013	470,526.68	407,722 25	62,804 43
640-Com...	DFA US Core Equity II	32,635.245	9/30/2009	8/13/2013	489,528 67	295,792 21	193,736 46
640-Com	DFA International Small Company Portfolio	9,403 260	9/30/2009	8/13/2013	167,942.22	135,255 56	32,686 66
640-Com	DFA Int'l Small Cap Value	27,809.739	9/30/2009	8/13/2013	510,864.91	431,579.51	79,285.40
640-Com...	DFA Real Estate Securities Portfolio Institutional	18,738 050	9/30/2009	8/13/2013	513,609 95	300,183.57	213,426.38
640-Com. .	DFA US Vector Equity Portfolio Institutional	29,854.956	9/30/2009	12/31/2013	486,934.33	253,767 13	233,167 20
640-Com. .	DFA US Large Capital Value Portfolio	5,318 986	9/30/2009	12/31/2013	167,282 11	87,869.65	79,412 46
651-Bern...	UNITEDHEALTH GROUP INC.	100.000	6/23/2011	1/8/2013	5,176.58	5,086.29	90.29
651-Bern	UNITEDHEALTH GROUP INC	310.000	8/8/2011	1/8/2013	16,047 40	13,218.68	2,828.72
651-Bern	ALTRIA GROUP INC	250 000	9/23/2010	1/9/2013	7,983 50	5,898.65	2,084 85
651-Bern .	ALTRIA GROUP INC.	400 000	9/27/2010	1/9/2013	12,773.60	9,620.52	3,153 08
651-Bern .	ALTRIA GROUP INC.	150.000	3/22/2011	1/9/2013	4,790.10	3,821.36	968 74
651-Bern...	CITRIX SYSTEMS INC	100 000	10/25/2010	1/23/2013	6,895.60	6,088 07	807 53
651-Bern.	CITRIX SYSTEMS INC	100.000	12/2/2010	1/23/2013	6,895.60	6,956 94	-61 34
651-Bern...	DELTA AIR LINES INC	800.000	2/14/2011	1/23/2013	11,104.64	9,394 72	1,709 92
651-Bern .	Overlay A Portfolio	75 505	3/2/2010	1/29/2013	830 56	782.64	47.92
651-Bern...	ASTRAZENECA PLC	150 000	5/25/2010	2/5/2013	7,201.44	6,096 84	1,104.60
651-Bern...	ASTRAZENECA PLC	650.000	6/7/2010	2/5/2013	31,206.24	27,650 16	3,556.08
651-Bern .	ASTRAZENECA PLC	200 000	11/29/2010	2/5/2013	9,601 92	9,461.76	140.16
651-Bern .	ASTRAZENECA PLC	300 000	11/29/2010	2/5/2013	14,402.88	14,192.64	210.24
651-Bern...	ASTRAZENECA PLC	200.000	1/4/2011	2/5/2013	9,601 92	9,347.48	254.44
651-Bern ..	ASTRAZENECA PLC	100.000	8/10/2011	2/5/2013	4,800 96	4,171.62	629 34
651-Bern .	AT&T INC	500 000	4/15/2011	2/6/2013	17,683.25	15,292 35	2,390.90
651-Bern...	NV ENERGY INC	200.000	8/17/2011	2/7/2013	3,790 76	2,904.62	886 14
651-Bern...	NV ENERGY INC	700.000	12/22/2011	2/7/2013	13,267 66	11,114 32	2,153.34
651-Bern...	UNITEDHEALTH GROUP INC	290.000	8/8/2011	2/7/2013	16,530.87	12,365 86	4,165.01
651-Bern...	UNITEDHEALTH GROUP INC	60.000	8/10/2011	2/7/2013	3,420.18	2,525 84	894.34
651-Bern...	ASTRAZENECA PLC	50 000	8/10/2011	2/13/2013	2,293.83	2,085 81	208.02
651-Bern. .	ASTRAZENECA PLC	50.000	8/10/2011	2/13/2013	2,293.83	2,085 81	208.02
651-Bern...	ASTRAZENECA PLC	200 000	8/11/2011	2/13/2013	9,175 32	8,756.78	418 54
651-Bern. .	BP PLC SPONSORED ADR	250.000	8/11/2011	2/14/2013	10,554.90	9,913.03	641.87
651-Bern. .	BP PLC SPONSORED ADR	850.000	9/15/2011	2/14/2013	35,886.66	33,410 70	2,475 96
651-Bern...	BP PLC SPONSORED ADR	400 000	10/7/2011	2/14/2013	16,887 84	14,828.08	2,059.76

Capital Gains (Losses) Report - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L .
651-Bern ..	BP PLC SPONSORED ADR	300.000	10/11/2011	2/14/2013	12,665.88	11,443 74	1,222 14
651-Bern. .	BP PLC SPONSORED ADR	400.000	10/28/2011	2/14/2013	16,887.84	18,149.00	-1,261.16
651-Bern .	BP PLC SPONSORED ADR	200.000	11/25/2011	2/14/2013	8,443.92	7,968 02	475.90
651-Bern ..	MGM RESORTS INTERNATIONAL	1,100 000	1/9/2012	2/19/2013	14,085 06	12,427.69	1,657 37
651-Bern.	MGM RESORTS INTERNATIONAL	1,200.000	1/9/2012	2/19/2013	15,365 52	13,557.48	1,808 04
651-Bern	LORILLARD INC	250.000	8/9/2011	2/25/2013	10,338.05	8,347 98	1,990.07
651-Bern .	LORILLARD INC	200 000	8/9/2011	3/1/2013	7,666 56	6,678.39	988 17
651-Bern. .	LORILLARD INC	100 000	8/24/2011	3/1/2013	3,833.28	3,697.64	135.64
651-Bern	MGM RESORTS INTERNATIONAL	900.000	1/9/2012	3/14/2013	11,975.85	10,168.11	1,807.74
651-Bern...	MGM RESORTS INTERNATIONAL	100 000	2/28/2012	3/14/2013	1,330.65	1,355.00	-24 35
651-Bern .	MGM RESORTS INTERNATIONAL	800 000	2/28/2012	3/14/2013	10,645 20	10,840 00	-194.80
651-Bern.	CITIGROUP INC	100.000	4/6/2011	3/21/2013	4,599 19	4,519 30	79 89
651-Bern	CITIGROUP INC	20.000	4/6/2011	3/21/2013	919.84	903.86	15.98
651-Bern...	CITIGROUP INC	180.000	4/11/2011	3/21/2013	8,278.54	8,175.96	102.58
651-Bern...	CITIGROUP INC.	320 000	4/20/2011	3/21/2013	14,717 41	14,593 92	123.49
651-Bern	CITIGROUP INC.	310 000	5/2/2011	3/21/2013	14,257 49	14,091 36	166.13
651-Bern...	CITIGROUP INC.	170 000	5/16/2011	3/21/2013	7,818.62	7,016.21	802 41
651-Bern	LORILLARD INC	350 000	8/24/2011	3/21/2013	13,965.32	12,941 73	1,023.59
651-Bern. .	LORILLARD INC	750 000	10/6/2011	3/21/2013	29,925.68	28,425.98	1,499.70
651-Bern	PFIZER INC.	200 000	8/1/2007	3/21/2013	5,631.22	4,701.48	929 74
651-Bern	PFIZER INC.	200.000	6/18/2009	3/21/2013	5,631.22	2,944 24	2,686.98
651-Bern..	WELLPOINT INC	200.000	3/8/2011	3/21/2013	12,735 50	13,711 42	-975.92
651-Bern...	GOOGLE INC	15.000	9/22/2008	4/4/2013	11,910.82	6,810.03	5,100.79
651-Bern	MICRON TECHNOLOGY INC	1,200 000	10/25/2011	4/5/2013	11,220 00	6,654.24	4,565 76
651-Bern	NOBLE ENERGY INC	100 000	9/10/2010	4/8/2013	11,424 37	7,510 19	3,914 18
651-Bern	TIBCO SOFTWARE INC	150 000	4/5/2012	4/19/2013	2,750.27	4,862 61	-2,112 34
651-Bern. .	ALTRIA GROUP INC.	400 000	3/22/2011	4/24/2013	14,274.80	10,190 28	4,084.52
651-Bern .	CISCO SYSTEMS INC.	500 000	12/22/2011	4/24/2013	10,208.25	9,078.40	1,129.85
651-Bern. .	CIT GROUP INC	50.000	12/19/2011	4/24/2013	2,108.02	1,703 06	404.96
651-Bern .	CIT GROUP INC	100 000	12/19/2011	4/24/2013	4,216 04	3,406 12	809 92
651-Bern...	CIT GROUP INC	250.000	12/19/2011	4/24/2013	10,540 10	8,515 30	2,024 80
651-Bern	GOOGLE INC	11.000	9/22/2008	4/24/2013	8,980.30	4,994.02	3,986 28
651-Bern...	GOOGLE INC.	4.000	1/15/2009	4/24/2013	3,265.56	1,184 09	2,081 47
651-Bern .	HEWLETT PACKARD CO	200 000	8/10/2010	4/24/2013	3,999.70	8,527.30	-4,527.60
651-Bern.	HEWLETT PACKARD CO.	200 000	2/23/2011	4/24/2013	3,999.70	8,635.96	-4,636.26
651-Bern...	HEWLETT PACKARD CO	200 000	2/25/2011	4/24/2013	3,999 70	8,537 32	-4,537.62
651-Bern.	HEWLETT PACKARD CO	100.000	5/20/2011	4/24/2013	1,999 85	3,628 52	-1,628.67
651-Bern .	PFIZER INC	500 000	6/18/2009	4/24/2013	15,375 05	7,360.60	8,014.45

Capital Gains (Losses) Report - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
651-Bern .	PRECISION CASTPARTS CORP	75.000	6/16/2011	4/24/2013	14,165 06	11,428.66	2,736 40
651-Bern. .	STARBUCKS CORP.	200.000	10/7/2010	4/24/2013	11,961.30	5,199.56	6,761.74
651-Bern...	TIME WARNER CABLE INC	175 000	3/9/2010	4/24/2013	16,254.72	8,550.05	7,704.67
651-Bern	UNITEDHEALTH GROUP INC	175 000	8/10/2011	4/24/2013	10,327 70	7,367 03	2,960 67
651-Bern..	WELLS FARGO & CO	20.000	4/15/2011	4/24/2013	747 81	604 72	143 09
651-Bern...	WELLS FARGO & CO	300.000	10/20/2011	4/24/2013	11,217 15	7,559 94	3,657.21
651-Bern...	WELLS FARGO & CO	111 000	2/21/2012	4/24/2013	4,150.35	3,470.26	680 09
651-Bern	Overlay A Portfolio	4,431.718	3/2/2010	4/24/2013	50,300 00	45,936.30	4,363.70
651-Bern	Overlay B Portfolio	5,802.691	3/2/2010	4/24/2013	64,700 00	59,145 04	5,554.96
651-Bern...	INTUIT INC	200.000	1/11/2011	4/25/2013	11,210 00	9,518.28	1,691 72
651-Bern...	INTUIT INC	150.000	1/21/2011	4/25/2013	8,407.50	7,096.67	1,310.83
651-Bern .	INTUIT INC	150 000	2/22/2011	4/25/2013	8,407 50	7,924.56	482 94
651-Bern	INTUIT INC	250 000	7/15/2011	4/25/2013	14,012.50	12,304 25	1,708.25
651-Bern..	SCHLUMBERGER LTD	100.000	2/19/2009	5/1/2013	7,367 06	3,931.67	3,435.39
651-Bern	SCHLUMBERGER LTD	200 000	3/19/2009	5/1/2013	14,734.12	8,840 66	5,893 46
651-Bern .	UNITEDHEALTH GROUP INC	65.000	8/10/2011	5/2/2013	3,875 78	2,736.32	1,139.46
651-Bern .	UNITEDHEALTH GROUP INC	110 000	11/2/2011	5/2/2013	6,559 00	5,096.55	1,462.45
651-Bern..	PFIZER INC	400 000	6/18/2009	5/3/2013	11,525.32	5,888 48	5,636.84
651-Bern .	PFIZER INC.	200 000	7/2/2009	5/3/2013	5,762 66	2,940 26	2,822 40
651-Bern	ALTRIA GROUP INC	700.000	3/22/2011	5/7/2013	25,488.40	17,832.99	7,655.41
651-Bern...	APPLIED MATERIALS INC	1,100.000	10/18/2011	5/7/2013	16,275.49	12,717.76	3,557.73
651-Bern...	APPLIED MATERIALS INC	200 000	11/21/2011	5/7/2013	2,959.18	2,169 48	789.70
651-Bern..	KROGER CO	700.000	1/19/2011	5/7/2013	24,369.52	15,019 55	9,349.97
651-Bern...	JPMORGAN CHASE & CO.	250.000	3/23/2012	5/13/2013	12,374 95	11,201 02	1,173.93
651-Bern...	SCHLUMBERGER LTD	100 000	3/19/2009	5/14/2013	7,697.55	4,420 33	3,277.22
651-Bern	SCHLUMBERGER LTD	50.000	3/18/2010	5/14/2013	3,848.78	3,248.72	600.06
651-Bern	UNITEDHEALTH GROUP INC.	90 000	11/2/2011	5/15/2013	5,541.76	4,169 91	1,371.85
651-Bern .	UNITEDHEALTH GROUP INC	210.000	4/12/2012	5/15/2013	12,930 77	12,259.42	671 35
651-Bern .	MICRON TECHNOLOGY INC	1,000 000	10/25/2011	5/24/2013	11,473.10	5,545 20	5,927.90
651-Bern	MICRON TECHNOLOGY INC	2,000 000	11/14/2011	5/24/2013	22,946 20	10,639 40	12,306.80
651-Bern	NATIONAL-OILWELL VARCO INC	25.000	2/14/2012	5/30/2013	1,779 21	2,088.03	-308.82
651-Bern...	NATIONAL-OILWELL VARCO INC	100.000	2/16/2012	5/30/2013	7,116 85	8,385.37	-1,268 52
651-Bern .	NATIONAL-OILWELL VARCO INC	50.000	2/27/2012	5/30/2013	3,558.43	4,258 68	-700.25
651-Bern .	PRECISION CASTPARTS CORP	45.000	6/16/2011	6/4/2013	9,603.49	6,857.19	2,746.30
651-Bern...	PRECISION CASTPARTS CORP	5.000	8/3/2011	6/4/2013	1,067 05	770 07	296.98
651-Bern.	F5 NETWORKS INC	150.000	5/24/2012	6/5/2013	11,540.70	16,442 43	-4,901.73
651-Bern	ALTRIA GROUP INC.	200 000	5/21/2012	6/6/2013	7,129.56	6,318 12	811.44
651-Bern ..	HARLEY DAVIDSON INC	200.000	10/24/2011	6/6/2013	10,744.40	7,751.10	2,993.30

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L. .
651-Bern	KROGER CO.	50.000	1/19/2011	6/7/2013	1,700 05	1,072.83	627 22
651-Bern. .	KROGER CO.	650.000	2/4/2011	6/7/2013	22,100 65	14,505.01	7,595 64
651-Bern...	GENERAL ELECTRIC CO.	500 000	12/15/2011	6/17/2013	11,877.90	8,408.10	3,469.80
651-Bern...	JOHNSON & JOHNSON	200.000	6/28/2010	6/17/2013	17,133.64	11,890.04	5,243.60
651-Bern...	CITRIX SYSTEMS INC	150.000	1/6/2011	7/2/2013	9,240.00	10,329 42	-1,089.42
651-Bern	CITRIX SYSTEMS INC	50 000	3/21/2011	7/2/2013	3,080 00	3,419.46	-339 46
651-Bern...	HARLEY DAVIDSON INC	150 000	10/24/2011	7/9/2013	8,220.93	5,813 33	2,407.60
651-Bern ..	HARLEY DAVIDSON INC	125 000	11/7/2011	7/9/2013	6,850.78	4,833.18	2,017.60
651-Bern...	APPLIED MATERIALS INC.	600.000	11/21/2011	7/15/2013	9,950.52	6,508.44	3,442.08
651-Bern...	APPLIED MATERIALS INC	100 000	12/22/2011	7/15/2013	1,658 42	1,045 48	612 94
651-Bern	EXXON MOBIL CORP.	500 000	6/8/2012	7/16/2013	46,534.10	40,077 90	6,456 20
651-Bern	GENERAL ELECTRIC CO	1,300.000	12/22/2011	7/16/2013	30,526 73	23,531.17	6,995.56
651-Bern ..	CITRIX SYSTEMS INC	100 000	3/21/2011	7/19/2013	6,499.36	6,838.91	-339 55
651-Bern...	CITRIX SYSTEMS INC	100 000	6/27/2011	7/19/2013	6,499 36	7,845.36	-1,346.00
651-Bern .	TIME WARNER CABLE INC	100.000	3/9/2010	7/19/2013	11,668.36	4,885.74	6,782 62
651-Bern.	TIME WARNER CABLE INC	25 000	3/9/2010	7/19/2013	2,917 09	1,221 43	1,695 66
651-Bern...	TIME WARNER CABLE INC	100.000	8/12/2011	7/19/2013	11,668.36	6,587 41	5,080.95
651-Bern..	TIME WARNER CABLE INC	50 000	8/12/2011	7/22/2013	5,788.33	3,293 71	2,494 62
651-Bern	TIME WARNER CABLE INC	25 000	11/29/2011	7/22/2013	2,894 17	1,432.96	1,461.21
651-Bern .	HARLEY DAVIDSON INC	125 000	11/7/2011	7/25/2013	6,987 50	4,833 18	2,154.32
651-Bern. .	NATIONAL-OILWELL VARCO INC	50 000	2/27/2012	7/25/2013	3,559 86	4,258 68	-698 82
651-Bern	.NATIONAL-OILWELL VARCO INC	125.000	3/15/2012	7/25/2013	8,899.65	10,001.11	-1,101 46
651-Bern...	Overlay A Portfolio	41 415	3/2/2010	7/25/2013	488 28	429 28	59.00
651-Bern	.NATIONAL-OILWELL VARCO INC	150 000	3/27/2012	7/26/2013	10,714 26	11,748 41	-1,034.15
651-Bern..	NATIONAL-OILWELL VARCO INC	150 000	4/13/2012	7/26/2013	10,714 26	11,845.73	-1,131.47
651-Bern	PRECISION CASTPARTS CORP	75 000	8/3/2011	8/9/2013	16,448 60	11,550 99	4,897 61
651-Bern...	BERKSHIRE HATHAWAY INC	100 000	7/17/2012	8/12/2013	11,710.07	8,451 16	3,258.91
651-Bern...	TIME WARNER CABLE INC	175 000	11/29/2011	8/15/2013	19,355.02	10,030.69	9,324 33
651-Bern .	WALT DISNEY CO	200.000	5/31/2011	8/22/2013	12,254 16	8,312.16	3,942.00
651-Bern...	CHEVRON CORPORATION	175 000	6/8/2012	8/23/2013	20,818.98	17,534.55	3,284 43
651-Bern...	APPLIED MATERIALS INC.	1,000.000	12/22/2011	8/29/2013	15,051.90	10,454 80	4,597 10
651-Bern...	APPLIED MATERIALS INC.	1,200.000	2/2/2012	8/29/2013	18,062 28	15,195.48	2,866.80
651-Bern...	APPLIED MATERIALS INC.	900.000	7/17/2012	8/29/2013	13,546.71	9,265.50	4,281 21
651-Bern. .	BIOGEN IDEC INC	125 000	8/27/2012	9/6/2013	28,370 51	18,413.75	9,956.76
651-Bern.	EOG RES INC	70.000	2/24/2011	9/9/2013	11,403 32	7,793 85	3,609.47
651-Bern...	DELTA AIR LINES INC	500 000	2/14/2011	9/17/2013	11,606.60	5,871.70	5,734.90
651-Bern...	WALT DISNEY CO	200 000	8/25/2011	9/20/2013	13,079 26	6,394.56	6,684.70
651-Bern...	PRECISION CASTPARTS CORP	25 000	8/3/2011	10/2/2013	5,715.82	3,850.33	1,865.49

Capital Gains (Losses) Report - Last year

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern. .	PRECISION CASTPARTS CORP	25 000	10/25/2011	10/2/2013	5,715 82	4,302.42	1,413.40
651-Bern...	EOG RES INC	5 000	2/24/2011	10/4/2013	866.75	556 70	310.05
651-Bern	EOG RES INC	100.000	10/21/2011	10/4/2013	17,335.00	8,916.19	8,418 81
651-Bern...	MACYS INC	600 000	7/20/2012	10/11/2013	25,538.46	21,090 00	4,448.46
651-Bern .	DELTA AIR LINES INC	300 000	2/14/2011	10/14/2013	7,216.71	3,523.02	3,693 69
651-Bern...	DELTA AIR LINES INC	300 000	7/15/2011	10/14/2013	7,216.71	2,545.92	4,670 79
651-Bern .	DELTA AIR LINES INC	700 000	7/15/2011	10/14/2013	16,838.99	5,940 48	10,898 51
651-Bern...	COGNIZANT TECHNOLOGY SOLUTIONS CORP	200.000	4/9/2012	10/18/2013	17,200.02	15,177.52	2,022 50
651-Bern...	INTERCONTINENTALEXCHANGE GROUP INC	75.000	9/5/2012	10/18/2013	14,863.49	10,162 88	4,700.61
651-Bern...	KINDER MORGAN INC	900 000	10/15/2012	10/21/2013	31,858.47	31,264.20	594 27
651-Bern...	FIDELITY NATIONAL FINANCIAL INC	1,300 000	9/24/2012	10/23/2013	34,386.69	27,437.67	6,949.02
651-Bern...	MCDONALDS CORP.	125.000	6/15/2012	10/23/2013	11,776.08	11,306 20	469 88
651-Bern ..	NOBLE ENERGY INC	100.000	9/10/2010	10/25/2013	7,616 50	3,755 10	3,861.40
651-Bern...	NOBLE ENERGY INC	100.000	2/14/2011	10/25/2013	7,616.50	4,394.04	3,222.46
651-Bern	.LYONDELLBASELL INDUSTRIES	200.000	8/25/2011	11/7/2013	15,111.64	6,049.66	9,061.98
651-Bern...	CIT GROUP INC	50.000	12/19/2011	11/8/2013	2,380.26	1,703.06	677.20
651-Bern .	CIT GROUP INC	350 000	12/19/2011	11/8/2013	16,661.79	11,921.42	4,740.37
651-Bern...	WELLPOINT INC	75.000	3/8/2011	11/13/2013	6,572.39	5,141.78	1,430.61
651-Bern...	WELLPOINT INC	150.000	4/11/2011	11/13/2013	13,144.79	10,394 91	2,749.88
651-Bern...	WELLPOINT INC	175 000	4/11/2011	11/13/2013	15,335 58	12,127 40	3,208.18
651-Bern	WELLPOINT INC	200 000	4/26/2011	11/13/2013	17,526 38	14,608 24	2,918 14
651-Bern	WELLPOINT INC	200 000	4/29/2011	11/13/2013	17,526.38	15,265.14	2,261 24
651-Bern...	WELLPOINT INC	100.000	7/25/2011	11/13/2013	8,763 19	7,435 88	1,327 31
651-Bern .	CITRIX SYSTEMS INC	100 000	6/27/2011	11/14/2013	5,593 87	7,845.36	-2,251 49
651-Bern	CITRIX SYSTEMS INC	150 000	8/21/2012	11/14/2013	8,390 81	11,617.73	-3,226.92
651-Bern ..	CISCO SYSTEMS INC.	600.000	2/7/2012	11/18/2013	12,810 00	12,153 00	657.00
651-Bern...	VIACOM INC. - CLASS B	150.000	11/26/2010	11/18/2013	11,967 68	5,683.02	6,284.66
651-Bern...	KINDER MORGAN INC	100.000	10/26/2012	11/19/2013	3,536 03	3,470.04	65.99
651-Bern	KINDER MORGAN INC	300.000	11/12/2012	11/19/2013	10,608.09	9,771.69	836.40
651-Bern	APPLE INC	25.000	11/20/2013	4/24/2013	-10,228.07	12,966.15	-23,194.22†
651-Bern..	AMAZON.COM INC.	55.000	11/14/2012	11/21/2013	20,131.87	12,341 65	7,790.22
651-Bern...	KRAFT FOODS GROUP INC	182.875	8/2/2012	11/22/2013	9,640.18	7,845.32	1,794.86
651-Bern...	KRAFT FOODS GROUP INC	83.125	8/21/2012	11/22/2013	4,381 90	3,749.86	632 04
651-Bern	KRAFT FOODS GROUP INC	484 000	10/5/2012	11/22/2013	25,513.87	23,012 36	2,501 51
651-Bern	BIOGEN IDEC INC	75.000	8/27/2012	11/26/2013	21,740.09	11,048.25	10,691 84
651-Bern...	INTUITIVE SURGICAL INC	55 000	10/12/2012	12/5/2013	20,278.53	27,256.26	-6,977.73
651-Bern...	INTUITIVE SURGICAL INC	15 000	11/14/2012	12/5/2013	5,530.51	7,954.40	-2,423.89
651-Bern	INTUITIVE SURGICAL INC	45.000	11/14/2012	12/5/2013	16,591 52	23,863 20	-7,271 68

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L .
651-Bern...	WELLPOINT INC	100 000	7/25/2011	12/6/2013	9,028.27	7,435 88	1,592.39
651-Bern...	WELLPOINT INC	200 000	8/11/2011	12/6/2013	18,056 54	12,026 84	6,029 70
651-Bern...	WELLPOINT INC	500.000	5/17/2012	12/6/2013	45,141.35	32,955.00	12,186 35
651-Bern. .	CISCO SYSTEMS INC.	500 000	2/7/2012	12/16/2013	10,201.95	10,127.50	74 45
651-Bern. .	CISCO SYSTEMS INC.	700.000	2/13/2012	12/16/2013	14,282 73	14,022.68	260.05
651-Bern...	CISCO SYSTEMS INC.	500 000	3/7/2012	12/16/2013	10,201.95	9,735.35	466 60
651-Bern	INTERNATIONAL BUSINESS MACHINES CORP	150 000	5/31/2012	12/16/2013	26,203 11	29,039.60	-2,836 49
651-Bern .	INTERNATIONAL BUSINESS MACHINES CORP	50 000	8/16/2012	12/16/2013	8,734.37	9,986.17	-1,251.80
651-Bern ..	EBAY INC.	350 000	8/27/2012	12/18/2013	18,344.24	16,446.12	1,898 12
651-Bern .	APPLE INC	25.000	12/20/2013	6/17/2013	10,842.49	13,767.81	-2,925 32†
657-Bern.	Bernstein Global Diversified Hedge Fund	352.508	7/31/2003	12/31/2013	50,968 31	36,911 31	14,057.00
657-Bern.	Bernstein Global Diversified Hedge Fund	6,085.262	2/1/2006	12/31/2013	879,852.92	1,000,000.00	-120,147 08
TOTAL LONG TERM					**9,062,888.76**	**7,709,512.29**	**1,353,376.47**
OVERALL TOTAL					**12,532,128.23**	**11,157,726.02**	**1,374,402.21**

†Due to complex tax rules governing short sales, all short sales that result in losses are categorized as Long Term. While this should not result in under-forecasting tax liabilities, please contact your tax advisor for proper treatment of these sales.