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

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
JOHN GOGIAN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
2531 W. 237TH STREET, STE. 124

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
TORRANCE, CA 90505

A Employer identification number
95-3759369

B Telephone number (see instructions)
(310) 325-0954

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2\. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 9,368,101.

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

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Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	219,168.	219,168.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	568,323.			
b	Gross sales price for all assets on line 6a 3,396,494.				
7	Capital gain net income (from Part IV, line 2)		568,323.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	1,273.			
12	**Total.** Add lines 1 through 11	788,764.	787,491.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	117,224.	23,445.		93,779.
14	Other employee salaries and wages	13,913.	1,391.		12,521.
15	Pension plans, employee benefits	7,815.	782.		7,033.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	8,885.	4,970.		3,915.
c	Other professional fees (attach schedule) *	69,170.	69,170.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	10,132.	1,673.		8,459.
19	Depreciation (attach schedule) and depletion	2,360.			
20	Occupancy				
21	Travel, conferences, and meetings	621.			621.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	56,068.	6,955.		49,113.
24	**Total operating and administrative expenses.** Add lines 13 through 23	286,188.	108,386.		175,441.
25	Contributions, gifts, grants paid	1,519,125.			1,519,125.
26	**Total expenses and disbursements** Add lines 24 and 25	1,805,313.	108,386.	0	1,694,566.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-1,016,549.			
b	**Net investment income** (if negative, enter -0-)		679,105.		
c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
3E1410 1 000

*ATCH 4

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Form **990-PF** (2013)

Part II Balance Sheets

		Attached sche[illegible]es and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	99.	99.	99.
	2	Savings and temporary cash investments	356,280.	273,229.	273,229.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	361,982.	390,811.	428,768.
	b	Investments - corporate stock (attach schedule) ATCH 8	3,571,018.	2,762,464.	4,436,978.
	c	Investments - corporate bonds (attach schedule) ATCH 9	1,251,960.	1,072,135.	1,100,046.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	2,808,983.	2,836,954.	3,100,099.
	14	Land, buildings, and equipment basis ▶ 27,332. Less accumulated depreciation (attach schedule) ▶ 22,741.	6,951.	4,591.	ATCH 11 27,353.
	15	Other assets (describe ▶ ATCH 12)	222.	1,529.	1,529.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,357,495.	7,341,812.	9,368,101.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 13)		866.	
	23	**Total liabilities** (add lines 17 through 22)	0	866.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,357,495.	7,340,946.	
	30	**Total net assets or fund balances** (see instructions)	8,357,495.	7,340,946.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,357,495.	7,341,812.	

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	8,357,495.
2	Enter amount from Part I, line 27a	2	-1,016,549.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,340,946.
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	7,340,946.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	568,323.
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 (col (b) divided by col (c))
2012	886,019.	9,662,368.	0.091698
2011	638,314.	9,830,717.	0.064931
2010	690,345.	9,641,344.	0.071603
2009	571,427.	9,107,464.	0.062743
2008	759,089.	11,818,815.	0.064227

2	**Total** of line 1, column (d)	2	0.355202
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	0.071040
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,795,636.
5	Multiply line 4 by line 3	5	695,882.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,791.
7	Add lines 5 and 6	7	702,673.
8	Enter qualifying distributions from Part XII, line 4	8	1,694,566.

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 In[illegible]stment Income (Section 4940(a), 4940(b), [illegible]940(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 instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	6,791.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	6,791.
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	6,791.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,240.		
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	3,240.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,551.
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 Instructions for the 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 ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
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* ATCH 14	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		
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, col (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*	10		X

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

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

Website address ▶ WWW.GOGIANFOUNDATION.ORG

14 The books are in care of ▶ LINDA STAMMERJOHN Telephone no ▶ 310-325-0954

Located at ▶ 2531 W. 237TH STREET, STE. 124 TORRANCE, CA ZIP+4 ▶ 90505

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ▶ ___ , ___ , ___ , ___			
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 ▶ ___ , ___ , ___ , ___			
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? ☐ 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? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		117,224.	3,067.	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SCHOLARSHIP PROGRAM STUDENTS ARE TO BE SELECTED BY THE SCHOLARSHIP COMMITTEE	52,069.
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	9,154,304.
b	Average of monthly cash balances			1b	789,893.
c	Fair market value of all other assets (see instructions)			1c	611.
d	**Total** (add lines 1a, b, and c)			1d	9,944,808.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	9,944,808.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	149,172.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	9,795,636.
6	**Minimum investment return.** Enter 5% of line 5			6	489,782.

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	489,782.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,791.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,791.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	482,991.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	482,991.
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	482,991.

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	1,694,566.
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	1,694,566.
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	6,791.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,687,775.

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					482,991.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008	173,373.				
b	From 2009	118,266.				
c	From 2010	218,568.				
d	From 2011	162,178.				
e	From 2012	409,315.				
f	**Total** of lines 3a through e		1,081,700.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,694,566.					
a	Applied to 2012, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2013 distributable amount					482,991.
e	Remaining amount distributed out of corpus		1,211,575.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,293,275.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		173,373.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		2,119,902.			
10	Analysis of line 9					
a	Excess from 2009	118,266.				
b	Excess from 2010	218,568.				
c	Excess from 2011	162,178.				
d	Excess from 2012	409,315.				
e	Excess from 2013	1,211,575.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

N/A

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

N/A

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

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

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

ATCH 16

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

ALL REQUIREMENTS ARE LISTED ON WWW.GOGIANFOUNDATION.ORG

c Any submission deadlines

01/12 AND 06/28 EACH YEAR

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

ANY RESTRICTIONS WILL BE POSTED ON WWW.GOGIANFOUNDATION.ORG

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*				
ATCH 17				
Total . . . . ▶ **3a**				1,519,125.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	219,168.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	568,323.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 18				1,273.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				788,764.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 788,764.

(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)

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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		N/A

2a 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

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

Daniel L Mueller | MAY 8, 2014 | PRESIDENT, JGFF

Signature of officer or trustee | Date | 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 KURT ADELMAN	Preparer's signature	Date 5/5/14	Check ☐ if self-employed	PTIN P01257920
Firm's name ▶ J. ARTHUR GREENFIELD & CO. LLP			Firm's EIN ▶ 95-2118809	
Firm's address ▶ 10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA 90024-4124			Phone no 310-208-2646	

JOH[illegible]GOGIAN FAMILY FOUNDATION 95-3759369

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,015		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS (SEE SCH. G-3)					7,015.	
35,879		TOTAL CAPITAL GAIN DISTRIBUTIONS (SEE SCH. G-3)					35,879.	
		FIRST REPUBLIC SHORT TERM (SEE SCH. G-1) PROPERTY TYPE: SECURITIES				P	VAR	VAR
109,695.		105,168.					4,527.	
		FIRST REPUBLIC LONG TERM (SEE SCH. G-1) PROPERTY TYPE: SECURITIES				P	VAR	VAR
748,112.		688,145.					59,967.	
		SCHWAB #4251 SHORT TERM (SEE SCH. G-2) PROPERTY TYPE: SECURITIES				P	VAR	VAR
144,396.		132,901.					11,495.	
		SCHWAB #4251 LONG TERM (SEE SCH. G-2) PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,351,376.		1,901,957.					449,419.	
		LITIGATION SETTLEMENT - GOLDMAN SACHS GR PROPERTY TYPE: SECURITIES				P	VAR	VAR
21.							21.	
3,396,494								
TOTAL GAIN(LOSS)							568,323.	

JSA
3E1730 1 000

First Republic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5609
Tel. (877)348-5576 Fax (415)362-0888

[redacted]

FEIN : 95-3759369

Schedule of Realized Gains and Losses Year-to-Date

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term							
01/11/13	01/12/12*	RPP	FNMA GTD REMIC-PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier 3136A3UG4 Original Cost Basis 607.99	35,000.000	607 99	599 37	-8.62
01/17/13	07/27/12	SELL High Cost	WAL MART STORES INC Security Identifier WMT	410.000	30,579 76	28,233 90	-2,345.86
08/23/13	01/17/13	SELL High Cost	LOCKHEED MARTIN CORP Security Identifier. LMT	55.000	5,216 61	6,911 82	1,695 21
12/09/13	01/17/13	ZMEC Versus Purchase	MOLEX INC COM Security Identifier MOLX	1,000 000	28,524 49	38,680.00	10,155 51
12/24/13	08/23/13	SELL High Cost	ANADARKO PETE CORP C Security Identifier. APC	450 000	40,239 53	35,269 72	-4,969.81
Total Short Term				ST/C	$105,168.38 Cost	$109,694.81	$4,526.43
Long Term							
01/14/13	09/17/10*	SELL High Cost	DELL INC NT 5 875% /E DTD 06/15/09 Security Identifier. 24702RAJ0 Original Cost Basis 17,259.60	15,000 000	16,731.02	16,687 95	-43.07
01/15/13	09/29/03*	MAT First In-First Out	TIME WARNER COS INC %.01/15/13 B/E DTD 01/19/93 Security Identifier 887315AK5 Original Cost Basis 6,317.36	5,000.000	5,000.00	5,000.00	0.00

[redacted]

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
01/17/13	11/07/11	SELL High Cost	EMC CORP COM Security Identifier EMC	920 000	22,691 80	22,097 86	-593 94
01/17/13	11/07/11	SELL High Cost	FOMENTO ECONOMICO ME C V NEW ISIN#US3444191064 SPO N ADR REP UNIT1 SER B SH & 2 S Security Identifier FMX	575 000	38,979 77	61,571 13	22,591 36
01/17/13	11/07/11	SELL High Cost	MURPHY OIL CORP Security Identifier MUR	70 000	3,860 85	4,319 51	458 66
01/17/13	07/12/10*	SELL High Cost	MURPHY OIL CORP Security Identifier. MUR	310.000	15,754.26	19,129.24	3,374 98
[illegible]/13	11/07/11	SELL High Cost	NORFOLK SOUTHERN COR Security Identifier NSC	860 000	63,525 53	56,755 49	-6,770 04
01/17/13	11/07/11	SELL High Cost	POTASH CORP OF SASKA C COM ISIN#CA73755L1076 Security Identifier POT	500 000	24,352 30	21,036 32	-3,315 98
01/17/13	06/21/11	SELL High Cost	QUALITY SYS INC Security Identifier QSII	780 000	32,130 35	14,572 27	-17,558.08
01/17/13	01/26/11	SELL High Cost	REINSURANCE GROUP AM NEW Security Identifier: RGA	650 000	38,165.27	36,120 76	-2,044 51
01/17/13	07/25/11	SELL High Cost	ROSS STORES INC (STA CHGD FM CALF TO DELAWARE) Security Identifier ROST	780 000	30,117.75	45,511.95	15,394.20
01/17/13	08/15/11	SELL High Cost	ROSS STORES INC (STA CHGD FM CALF TO DELAWARE) Security Identifier ROST	100 000	3,569 75	5,834 86	2,265 11
01/17/13	06/21/11	SELL High Cost	UNITED THERAPEUTICS OM Security Identifier UTHR	390 000	21,182 54	20,634.21	-548.33
02/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier 3136A3UG4 Original Cost Basis: 604 43	35,000 000	604 43	595 86	-8.57
03/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier 3136A3UG4 Original Cost Basis 599 30	35,000 000	599 30	590 80	-8 50
04/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier. 3136A3UG4 Original Cost Basis 593 09	35,000 000	593 09	584 68	-8 41
05/13/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier 3136A3UG4 Original Cost Basis 579.90	35,000 000	579 90	571 68	-8 22

Statement Period: 12/01/2013 - 12/31/2013

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
06/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier: 3136A3UG4 Original Cost Basis: 584.00	35,000.000	584.00	575 72	-8.28
07/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier: 3136A3UG4 Original Cost Basis 570.27	35,000 000	570 27	562 18	-8 09
08/12/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1.750% 12/25/21 B/E DTD 01/01/12 Security Identifier: 3136A3UG4 Original Cost Basis: 560.70	35,000.000	560.70	552 75	-7.95
08/23/13	05/17/12	SELL High Cost	AXIS CAPITAL HLDGS L N#BMG0692U1099 Security Identifier: AXS	120.000	4,040.19	5,183.48	1,143.29
08/23/13	03/14/11	SELL High Cost	ENSCO PLC SHS CL A I VLR192 Security Identifier: ESV	960 000	53,764 22	54,944.06	1,179 84
08/23/13	11/07/11	SELL High Cost	AT&T INC COM Security Identifier T	145.000	4,263 71	4,934 66	670.95
08/23/13	08/16/12	SELL High Cost	AMERCO COMMON STOCK Security Identifier: UHAL	40.000	3,790 25	6,807.48	3,017.23
[illegible]/23/13	06/21/11	SELL High Cost	ANGLOGOLD ASHANTI LT ADR ISIN#US0351282068 Security Identifier: AU	350.000	15,062.25	5,007 89	-10,054.36
08/23/13	11/07/11	SELL High Cost	AUTOZONE INC Security Identifier: AZO	35 000	11,417.64	14,755 99	3,338.35
08/23/13	08/15/12	SELL High Cost	BLACK HILLS CORP COM Security Identifier: BKH	180 000	5,698 18	8,888.57	3,190.39
08/23/13	08/15/12	SELL High Cost	EXXON MOBIL CORP COM Security Identifier. XOM	100 000	8,818.70	8,739.71	-78 99
08/23/13	05/17/12	SELL High Cost	EXXON MOBIL CORP COM Security Identifier: XOM	610.000	50,330 29	53,312 22	2,981.93
08/23/13	11/07/11	SELL High Cost	FOMENTO ECONOMICO ME C V NEW ISIN#US3444191064 SPO N ADR REP UNIT1 SER B SH & 2 S Security Identifier: FMX	190 000	12,880 27	18,478.19	5,597 92

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Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
08/23/13	08/14/08*	SELL High Cost	LINCOLN ELEC HLDGS I Security Identifier LECO	110 000	4,499 93	6,858 10	2,358.17
08/23/13	05/23/11	SELL High Cost	ORACLE CORP COM Security Identifier ORCL	270 000	9,000 45	8,600 82	-399 63
08/23/13	07/25/11	SELL High Cost	ORACLE CORP COM Security Identifier ORCL	330 000	10,687.05	10,512.11	-174 94
08/23/13	10/29/10*	SELL High Cost	ORACLE CORP COM Security Identifier ORCL	740 000	21,834 88	23,572 62	1,737 74
3/13	11/07/11	SELL High Cost	PETSMART INC Security Identifier PETM	190 000	8,946.36	13,403 00	4,456 64
08/23/13	05/17/12	SELL High Cost	PROASSURANCE CORP CO Security Identifier PRA	700 000	30,808 22	33,889 04	3,080 82
08/23/13	11/07/11	SELL High Cost	UNION PACIFIC CORP C Security Identifier UNP	20.000	2,030 82	3,142.54	1,111 72
08/23/13	01/26/11	SELL High Cost	UNION PACIFIC CORP C Security Identifier: UNP	10 000	943 04	1,571.27	628 23
08/23/13	11/07/11	SELL High Cost	UNITEDHEALTH GROUP I Security Identifier UNH	620.000	28,132.13	45,002 62	16,870 49
08/26/13	11/07/11	ZMEC Versus Purchase	BUCKEYE TECHNOLOGIES MERGER EFF 08/23/13 1 OLD / 37 50 USD PER SH Security Identifier 118255108	1,070 000	33,935 91	40,125 00	6,189 09
09/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier: 3136A3UG4 Original Cost Basis. 551.29	35,000 000	551 29	543 47	-7 82
5/13	07/01/11*	MAT First In First Out	UNITED STATES TREAS % 09/15/13 B/E DTD 09/15/10 Security Identifier 912828NY2 Original Cost Basis: 15,060 98	15,000 000	15,000 08	15,000.00	-0 08
10/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier. 3136A3UG4 Original Cost Basis 542 04	35,000 000	542.04	534.35	-7 69
10/15/13	04/07/11*	MAT First In First Out	FEDERAL NATL MTG ASS K NTS 4 625% 10/15/13 B/E DTD 09/26/03 Security Identifier. 31359MTG8 Original Cost Basis. 32,569 80	30,000 000	30,000 00	30,000 00	0 00
11/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1.750% 12/25/21 B/E DTD 01/01/12 Security Identifier 3136A3UG4 Original Cost Basis 489.45	35,000 000	489 45	482 51	-6 94

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FIRST REPUBLIC INVESTMENT MANAGEMENT
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Statement Period: 12/01/2013 - 12/31/2013

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
12/11/13	01/12/12*	RPP	FNMA GTD REMIC PASS -2012-1 CL-AE 1 750% 12/25/21 B/E DTD 01/01/12 Security Identifier 3136A3UG4 Original Cost Basis: 524 64	35,000.000	524.64	517.20	-7.44
					Cost		
Total Long Term				LT/C	$688,144.87	$748,112.12	$59,967.25
Total Short Term and Long Term					$793,313.25 ✓	$857,806.93 ✓	$64,493.68

* Noncovered under the cost basis rules as defined below.

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P L 110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed

Reporting requirements generally will be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes, especially for noncovered securities. Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the issuer as a return of capital. In addition, corporate action events may require adjustments to your original cost basis. Return of capital information and cost basis information, as it relates to corporate actions, has been obtained from sources we believe to be reliable.

Adjustments to cost basis can be made after year-end, in particular, for return of capital adjustments, but may also include adjustments for corporate action events. Therefore there may be differences in cost basis reflected on your monthly client brokerage statement at year end versus any subsequent reports, including your 1099-B or online displays you may have available to you.

When you report your cost basis on your tax return, it should be verified using all of your own records. In particular, there may be other adjustments which you need to make, but are not required to be made by Pershing as it relates to H.R. 1424. You should consult with your tax advisor in order to properly report your gain or loss for tax purposes. Pershing shall not be responsible for and makes no representations or warranties with respect to the accuracy of any information that you report to the IRS or other taxing authorities, and, accordingly, disclaims any and all liability that may arise with respect to your use and reliance on the information provided herein for such reporting.

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds Average
All Other Investments· First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APACHE CORP APA	150.0000	05/22/12	05/17/13	$12,154 15	$12,336 10	($181 95)
APACHE CORP· APA	200.0000	12/12/12	05/17/13	$16,205 53	$15,546 35	$659 18
Security Subtotal				**$28,359.68**	**$27,882.45**	**$477.23**
E M C CORP MASS EMC	200 0000	09/07/12	04/16/13	$4,598 91	$5,531 18	($932 27)
E M C CORP MASS EMC	300 0000	09/07/12	04/16/13	$6,898 38	$8,296 77	($1,398 39)
Security Subtotal				**$11,497.29**	**$13,827.95**	**($2,330.66)**
HALLIBURTON CO HLDG CO HAL	100 0000	07/24/12	04/04/13	$3,849 77	$3,111 75	$738 02
HALLIBURTON CO HLDG CO HAL	100.0000	07/24/12	04/04/13	$3,849.77	$3,111 75	$738.02
HALLIBURTON CO HLDG CO HAL	200 0000	07/24/12	04/04/13	$7,699 56	$6,223 50	$1,476 06
Security Subtotal				**$15,399.10**	**$12,447.00**	**$2,952.10**
ISHARES S&P GLOBAL MATLSSECTOR INDEX FUND. MXI	25 0000	12/12/12	04/04/13	$1,448 71	$1,525 55	($76.84)
ISHARES S&P GLOBAL MATLSSECTOR INDEX FUND MXI	100.0000	12/12/12	04/04/13	$5,795 11	$6,102 22	($307.11)
Security Subtotal				**$7,243.82**	**$7,627.77**	**($383.95)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JANUS TRITON FD CL I· JSMGX	459 9960	multiple	10/03/13	$10,437 39	$8,261 52	$2,175 87
Security Subtotal				**$10,437.39**	**$8,261.52**	**$2,175.87**
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1· NVS	50 0000	08/24/12	04/16/13	$3,675 69	$3,006 27	$669 42
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1: NVS	100 0000	08/24/12	04/16/13	$7,351 38	$6,012 54	$1,338.84
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1 NVS	100.0000	08/24/12	04/16/13	$7,351 39	$6,012 54	$1,338.85
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1 NVS	100.0000	01/10/13	04/16/13	$7,351 37	$6,535 75	$815 62
Security Subtotal				**$25,729.83**	**$21,567.10**	**$4,162.73**
OCCIDENTAL PETE CORP. OXY	100 0000	07/24/12	04/16/13	$8,148.17	$8,303.08	($154.91)
Security Subtotal				**$8,148.17**	**$8,303.08**	**($154.91)**
PIMCO COMMODITY REAL RETURN STRAT CL INSTL. PCRIX	149.1140	multiple	01/10/13	$985 29	$1,010 99	($25.70)
Security Subtotal				**$985.29**	**$1,010.99**	**($25.70)**
STRYKER CORP. SYK	50 0000	04/26/12	04/04/13	$3,276 53	$2,704 78	$571 75

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STRYKER CORP· SYK	100.0000	04/26/12	04/04/13	$6,552.96	$5,409 56	$1,143 40
STRYKER CORP. SYK	50 0000	01/10/13	04/04/13	$3,276 54	$2,936 68	$339.86
STRYKER CORP. SYK	100.0000	01/10/13	04/04/13	$6,552 97	$5,873 37	$679 60
Security Subtotal				**$19,659.00**	**$16,924.39**	**$2,734.61**
V F CORPORATION: VFC	50 0000	08/24/12	04/16/13	$8,468 38	$7,513 09	$955 29
V F CORPORATION VFC	50 0000	01/10/13	04/16/13	$8,468 39	$7,535 95	$932 44
Security Subtotal				**$16,936.77**	**$15,049.04**	**$1,887.73**
Total Short-Term				**$144,396.34**	**$132,901.29**	**$11,495.05**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APACHE CORP APA	150.0000	10/12/11	04/16/13	$10,764 71	$13,334 09	($2,569.38)
APACHE CORP· APA	19 0000	10/12/11	05/17/13	$1,539 53	$1,688 98	($149 45)
APACHE CORP: APA	481.0000	10/12/11	05/17/13	$38,974.30	$42,757 99	($3,783.69)
Security Subtotal				**$51,278.54**	**$57,781.06**	**($6,502.52)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments· First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APPLE INC AAPL	30 0000	03/06/08	11/21/13	$15,481 88	$4,544 01 [a]	$10,937 87
Security Subtotal				**$15,481.88**	**$4,544.01**	**$10,937.87**
AT&T INC 5 625%16TENDER OFFER EXP· 12/04/1 78387GAL7	100,000.0000	03/31/05	11/22/13	$111,016 00	$101,051 30 [a]	$9,964 70
Security Subtotal				**$111,016.00**	**$101,051.30**	**$9,964.70**
COSTCO WHSL CORP NEW COST	48 0000	01/27/10	04/04/13	$5,100 15	$2,763 54 [a]	$2,336 61
COSTCO WHSL CORP NEW· COST	52.0000	01/27/10	04/04/13	$5,525 43	$2,993 84 [a]	$2,531 59
COSTCO WHSL CORP NEW COST	100.0000	05/18/09	11/21/13	$12,409 23	$4,548 88 [a]	$7,860 35
Security Subtotal				**$23,034.81**	**$10,306.26**	**$12,728.55**
DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR REPS 4 DEO	50.0000	12/27/10	04/04/13	$6,225 96	$3,706 64 [a]	$2,519 32
Security Subtotal				**$6,225.96**	**$3,706.64**	**$2,519.32**
DIAMOND HILL SMALL CAP FUND CL I. DHSIX	324.9240	11/18/10	01/10/13	$8,479 65	$8,054 38 [a]	$425 27
DIAMOND HILL SMALL CAP FUND CL I DHSIX	1,289 0750	11/18/10	06/18/13	$39,965 00	$31,954 24 [a]	$8,010 76
DIAMOND HILL SMALL CAP FUND CL I: DHSIX	1,867 2200	11/18/10	08/30/13	$58,465.00	$46,285 58 [a]	$12,179.42

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DIAMOND HILL SMALL CAP FUND CL I· DHSIX	433.1500	11/18/10	11/21/13	$14,965 00	$10,737 14 [a]	$4,227 86
Security Subtotal				**$121,874.65**	**$97,031.34**	**$24,843.31**
DISNEY WALT CO DIS	180 0000	10/15/09	04/04/13	$10,348 53	$5,236 70 [a]	$5,111 83
DISNEY WALT CO· DIS	120 0000	10/12/11	04/04/13	$6,899 03	$4,081 70	$2,817 33
DISNEY WALT CO DIS	100.0000	02/18/09	08/30/13	$6,089 24	$1,790 02 [a]	$4,299.22
DISNEY WALT CO· DIS	150.0000	02/18/09	11/21/13	$10,468 82	$2,685 03 [a]	$7,783.79
Security Subtotal				**$33,805.62**	**$13,793.45**	**$20,012.17**
E M C CORP MASS EMC	50 0000	04/09/09	08/30/13	$1,286 24	$661.50 [a]	$624 74
E M C CORP MASS: EMC	100.0000	04/09/09	08/30/13	$2,572 48	$1,322 99 [a]	$1,249 49
E M C CORP MASS EMC	100.0000	04/09/09	08/30/13	$2,572 48	$1,323 00 [a]	$1,249 48
Security Subtotal				**$6,431.20**	**$3,307.49**	**$3,123.71**
EDISON INTERNATIONAL EIX	50 0000	04/19/11	04/04/13	$2,498 81	$1,906 40	$592.41
EDISON INTERNATIONAL EIX	100.0000	04/19/11	04/04/13	$4,997 61	$3,812 78	$1,184 83

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EDISON INTERNATIONAL· EIX	100.0000	04/19/11	04/04/13	$4,997 60	$3,812 88	$1,184 72
Security Subtotal				**$12,494.02**	**$9,532.06**	**$2,961.96**
EXXON MOBIL CORPORATION XOM	100 0000	06/02/11	04/04/13	$8,966 15	$8,158 42	$807 73
EXXON MOBIL CORPORATION XOM	150.0000	02/18/09	11/21/13	$14,233 75	$10,829 06 [a]	$3,404 69
Security Subtotal				**$23,199.90**	**$18,987.48**	**$4,212.42**
GILEAD SCIENCES INC GILD	200.0000	02/26/10	04/04/13	$9,526 39	$4,750 79 [a]	$4,775.60
GILEAD SCIENCES INC. GILD	800.0000	04/19/11	04/04/13	$38,105 59	$16,210.36	$21,895.23
GILEAD SCIENCES INC GILD	100.0000	06/09/10	08/30/13	$6,038 76	$1,669 34 [a]	$4,369 42
GILEAD SCIENCES INC GILD	100.0000	06/09/10	08/30/13	$6,038 75	$1,669.34 [a]	$4,369 41
GILEAD SCIENCES INC: GILD	100 0000	06/09/10	08/30/13	$6,038 73	$1,669 35 [a]	$4,369 38
GILEAD SCIENCES INC GILD	100.0000	06/09/10	08/30/13	$6,038 75	$1,669 35 [a]	$4,369.40
GILEAD SCIENCES INC. GILD	150.0000	06/09/10	11/21/13	$10,700.86	$2,504.02 [a]	$8,196.84
Security Subtotal				**$82,487.83**	**$30,142.55**	**$52,345.28**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GLAXOSMITHKLINE 4 375%14 DUE 04/15/14 377372AA5	100,000.0000	11/02/07	11/22/13	$101,386 00	$96,054 00 [a]	$5,332.00
Security Subtotal				**$101,386.00**	**$96,054.00**	**$5,332.00**
GOLDMAN SACHS GROWTH OPPTY I· GGOIX	706 4360	12/21/11	01/10/13	$17,965 00	$15,445 83	$2,519 17
GOLDMAN SACHS GROWTH OPPTY I· GGOIX	1,069 9000	12/21/11	06/18/13	$29,965.00	$23,392 76	$6,572 24
GOLDMAN SACHS GROWTH OPPTY I: GGOIX	1,309 5610	12/21/11	11/21/13	$41,465 00	$28,632 81	$12,832.19
Security Subtotal				**$89,395.00**	**$67,471.40**	**$21,923.60**
GOOGLE INC CLASS A GOOG	15 0000	01/27/10	01/10/13	$11,085 85	$8,065 63 [a]	$3,020 22
GOOGLE INC CLASS A· GOOG	35 0000	03/23/11	04/04/13	$27,799 72	$20,209 27	$7,590 45
GOOGLE INC CLASS A GOOG	15 0000	01/27/10	11/21/13	$15,507 37	$8,065 62 [a]	$7,441 75
GOOGLE INC CLASS A. GOOG	5 0000	02/22/10	11/21/13	$5,169 12	$2,715 18 [a]	$2,453 94
Security Subtotal				**$59,562.06**	**$39,055.70**	**$20,506.36**
HALLIBURTON CO HLDG CO HAL	100 0000	07/24/12	08/30/13	$4,791 27	$3,111 75	$1,679 52

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
HALLIBURTON CO HLDG CO HAL	150.0000	07/24/12	11/21/13	$8,073.36	$4,667 62	$3,405 74
Security Subtotal				**$12,864.63**	**$7,779.37**	**$5,085.26**
HARDING LOEVNER INTL EQTY PORT INST HLMIX	2,072 6860	03/06/12	10/11/13	$36,465 00	$31,148 33	$5,316 67
HARDING LOEVNER INTL EQTY PORT INST HLMIX	1,405 2840	03/06/12	11/21/13	$24,965 00	$21,118 61	$3,846.39
Security Subtotal				**$61,430.00**	**$52,266.94**	**$9,163.06**
I B M CORP 7 5%13NOTES DUE 06/15/13· IBQ.F	100,000.0000	10/24/02	06/15/13	$100,000 00	$109,000 00 [a]	($9,000.00)
Security Subtotal				**$100,000.00**	**$109,000.00**	**($9,000.00)**
JANUS TRITON FD CL I JSMGX	1,441 6150	11/08/11	06/18/13	$29,965.00	$24,735 09	$5,229 91
JANUS TRITON FD CL I· JSMGX	4,470 5880	11/08/11	08/30/13	$94,965 00	$76,705 91	$18,259 09
JANUS TRITON FD CL I JSMGX	3,095 5680	multiple	10/03/13	$70,238 91	$53,113 46	$17,125 45
Security Subtotal				**$195,168.91**	**$154,554.46**	**$40,614.45**
JHANCOCK DISCIPLINED VALUE MID CAP I· JVMIX	875 2740	12/21/11	01/10/13	$11,971 27	$9,804 44	$2,166 83

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JHANCOCK DISCIPLINED VALUE MID CAP I· JVMIX	2,534 8540	12/21/11	06/18/13	$39,965.00	$28,394 34	$11,570.66
Security Subtotal				**$51,936.27**	**$38,198.78**	**$13,737.49**
JHANCOCK3 DISCIPLINED VALUE MID CAP I· JVMIX	2,590 0900	12/21/11	11/21/13	$45,965 00	$29,013 07	$16,951 93
Security Subtotal				**$45,965.00**	**$29,013.07**	**$16,951.93**
JOHNSON & JOHNSON JNJ	150 0000	02/26/10	04/16/13	$12,521 34	$9,485.19 [a]	$3,036.15
JOHNSON & JOHNSON JNJ	8.0000	06/02/11	04/16/13	$667 80	$533 58	$134 22
JOHNSON & JOHNSON· JNJ	92 0000	06/02/11	04/16/13	$7,679 75	$6,136 17	$1,543 58
JOHNSON & JOHNSON JNJ	100 0000	03/06/12	04/16/13	$8,347 56	$6,434 75	$1,912 81
JOHNSON & JOHNSON JNJ	150 0000	01/23/09	11/21/13	$14,287 75	$8,367 72 [a]	$5,920 03
Security Subtotal				**$43,504.20**	**$30,957.41**	**$12,546.79**
JPMORGAN CHASE & CO JPM	290.0000	02/26/10	04/04/13	$13,759 60	$12,202.86 [a]	$1,556.74
JPMORGAN CHASE & CO. JPM	50 0000	08/27/10	04/04/13	$2,372 36	$1,802 48 [a]	$569 88
JPMORGAN CHASE & CO JPM	100.0000	08/27/10	04/04/13	$4,744 71	$3,605 87 [a]	$1,138.84

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments· First In First Out [FIFO]

● Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JPMORGAN CHASE & CO: JPM	150.0000	04/19/11	04/04/13	$7,117 06	$6,681 41	$435 65
JPMORGAN CHASE & CO JPM	10 0000	08/10/11	04/04/13	$474 48	$356 01	$118.47
JPMORGAN CHASE & CO· JPM	250.0000	02/18/09	11/21/13	$14,316 55	$5,436 97 [a]	$8,879 58
Security Subtotal				**$42,784.76**	**$30,085.60**	**$12,699.16**
LAZARD EMRG MKTS EQTY BLEND PORT INST EMBIX	771 8700	12/21/11	10/11/13	$8,978 45	$7,619 86	$1,358 59
LAZARD EMRG MKTS EQTY BLEND PORT INST EMBIX	1,019 5040	12/21/11	11/21/13	$11,472 47	$10,064 49	$1,407 98
Security Subtotal				**$20,450.92**	**$17,684.35**	**$2,766.57**
● METROPOLITAN WEST HIGH YIELD BOND I· MWHIX	8,746 3560	06/09/10	08/30/13	$89,965 00	$89,463 78 [a]	$501 22
Security Subtotal				**$89,965.00**	**$89,463.78**	**$501.22**
OAKMARK INTL FD CLASS I OAKIX	229.4460	11/08/11	10/11/13	$6,000 00	$3,946 74	$2,053 26
OAKMARK INTL FD CLASS I. OAKIX	753 2960	11/08/11	11/21/13	$20,000 00	$12,957 56	$7,042.44
Security Subtotal				**$26,000.00**	**$16,904.30**	**$9,095.70**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
OCCIDENTAL PETE CORP· OXY	100 0000	07/24/12	11/21/13	$9,849 18	$8,303 08	$1,546 10
Security Subtotal				**$9,849.18**	**$8,303.08**	**$1,546.10**
ORACLE CORPORATION ORCL	400.0000	10/01/10	11/21/13	$13,904 01	$11,029 96 [a]	$2,874 05
Security Subtotal				**$13,904.01**	**$11,029.96**	**$2,874.05**
PEPSICO INCORPORATED PEP	379.0000	05/20/10	04/16/13	$30,290.17	$24,160 78 [a]	$6,129 39
PEPSICO INCORPORATED· PEP	71 0000	12/27/10	04/16/13	$5,674 42	$4,659 51 [a]	$1,014 91
Security Subtotal				**$35,964.59**	**$28,820.29**	**$7,144.30**
PIMCO COMMODITY REAL RETURN STRAT CL INSTL: PCRIX	14,573.1390	multiple	01/10/13	$96,293 80	$142,963.29	($46,669 49)
Security Subtotal				**$96,293.80**	**$142,963.29**	**($46,669.49)**
PIMCO EMRG LOCAL BD FD INSTL CL· PELBX	12,923.3290	multiple	04/04/13	$140,441 59	$131,923 85 [a]	$8,517 74
Security Subtotal				**$140,441.59**	**$131,923.85**	**$8,517.74**
PIMCO TOTAL RETURN FUND INSTL CL· PTTRX	4,852 1260	06/16/09	10/11/13	$52,465 00	$50,911 11 [a]	$1,553 89
Security Subtotal				**$52,465.00**	**$50,911.11**	**$1,553.89**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PNC FINL SERVICES GP INC· PNC	300.0000	12/21/11	04/16/13	$19,401 52	$16,930 01	$2,471 51
Security Subtotal				**$19,401.52**	**$16,930.01**	**$2,471.51**
PROCTER & GAMBLE· PG	400 0000	12/27/10	04/16/13	$32,039 53	$25,839.81 [a]	$6,199 72
PROCTER & GAMBLE· PG	150.0000	02/18/09	11/21/13	$12,714 28	$7,612 33 [a]	$5,101 95
Security Subtotal				**$44,753.81**	**$33,452.14**	**$11,301.67**
PRUDENTIAL FINANCIAL INC. PRU	150 0000	07/26/11	08/30/13	$11,244 30	$9,116 65	$2,127 65
PRUDENTIAL FINANCIAL INC. PRU	250.0000	07/26/11	11/21/13	$22,626.41	$15,194 43	$7,431.98
Security Subtotal				**$33,870.71**	**$24,311.08**	**$9,559.63**
QUALCOMM INC QCOM	150 0000	04/19/11	04/04/13	$9,856 63	$8,004 89	$1,851 74
QUALCOMM INC QCOM	150.0000	11/12/10	11/21/13	$10,648 96	$7,046.09 [a]	$3,602 87
Security Subtotal				**$20,505.59**	**$15,050.98**	**$5,454.61**
ROWE T PRICE GROUP INC TROW	50 0000	12/27/10	04/04/13	$3,687 49	$3,218 35 [a]	$469 14
ROWE T PRICE GROUP INC TROW	100.0000	12/27/10	04/04/13	$7,374 96	$6,436 69 [a]	$938 27
Security Subtotal				**$11,062.45**	**$9,655.04**	**$1,407.41**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SCHLUMBERGER LTD F· SLB	50 0000	03/17/10	04/04/13	$3,694 54	$3,363 00 [a]	$331.54
SCHLUMBERGER LTD F SLB	100 0000	03/17/10	04/04/13	$7,389 36	$6,726 01 [a]	$663.35
SCHLUMBERGER LTD F. SLB	150 0000	01/27/10	11/21/13	$13,593 26	$9,772 91 [a]	$3,820 35
Security Subtotal				**$24,677.16**	**$19,861.92**	**$4,815.24**
STRYKER CORP SYK	200 0000	04/26/12	11/21/13	$14,851 99	$10,819 12	$4,032.87
Security Subtotal				**$14,851.99**	**$10,819.12**	**$4,032.87**
TARGET CORPORATION· TGT	350.0000	03/23/11	04/04/13	$24,061 06	$17,604 54	$6,456 52
TARGET CORPORATION TGT	150.0000	05/18/09	11/21/13	$9,660 33	$6,219 54 [a]	$3,440.79
Security Subtotal				**$33,721.39**	**$23,824.08**	**$9,897.31**
UNITED PARCEL SERVICE B CLASS B· UPS	25 0000	12/27/10	04/04/13	$2,089 35	$1,819 86 [a]	$269 49
UNITED PARCEL SERVICE B CLASS B UPS	50.0000	12/27/10	04/04/13	$4,178 72	$3,639 73 [a]	$538 99
UNITED PARCEL SERVICE B CLASS B UPS	100.0000	12/27/10	04/04/13	$8,357 43	$7,279 46 [a]	$1,077 97
UNITED PARCEL SERVICE B CLASS B. UPS	75 0000	06/02/11	04/04/13	$6,268 08	$5,418 50	$849.58
UNITED PARCEL SERVICE B CLASS B UPS	100 0000	01/30/09	11/21/13	$10,106 65	$4,316 37 [a]	$5,790 28

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
UNITED PARCEL SERVICE B CLASS B UPS	100 0000	01/30/09	11/21/13	$10,106 54	$4,316 38 [a]	$5,790 16
Security Subtotal				**$41,106.77**	**$26,790.30**	**$14,316.47**
US TREAS BD 7.125%02/23 DUE 02/15/23 912810EP9	50,000.0000	09/17/96	04/23/13	$75,203 13	$50,000 00 [a]	$25,203.13
Security Subtotal				**$75,203.13**	**$50,000.00**	**$25,203.13**
US TREASURY 7 125%02/23UST BOND DUE 02/15/23· 912810EP9	50,000.0000	09/17/96	11/22/13	$68,882 81	$50,000 00 [a]	$18,882 81
Security Subtotal				**$68,882.81**	**$50,000.00**	**$18,882.81**
V F CORPORATION VFC	50 0000	08/24/12	08/30/13	$9,345 44	$7,513 10	$1,832 34
V F CORPORATION. VFC	75.0000	08/24/12	11/21/13	$16,839 51	$11,269 64	$5,569.87
Security Subtotal				**$26,184.95**	**$18,782.74**	**$7,402.21**
VERIZON COMMUNICATIONS VZ	13 0000	01/10/11	04/04/13	$640 47	$468 05	$172.42
VERIZON COMMUNICATIONS: VZ	50 0000	01/10/11	04/04/13	$2,463 25	$1,800 20	$663 05
VERIZON COMMUNICATIONS VZ	87 0000	01/10/11	04/04/13	$4,286 26	$3,132 35	$1,153 91
VERIZON COMMUNICATIONS VZ	100.0000	01/10/11	04/04/13	$4,926.53	$3,600 40	$1,326 13

G000006690810

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds Average
All Other Investments· First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VERIZON COMMUNICATIONS. VZ	137 0000	01/10/11	04/04/13	$6,749 61	$4,932 55	$1,817.06
VERIZON COMMUNICATIONS VZ	163.0000	01/10/11	04/04/13	$8,030 24	$5,868 66	$2,161.58
VERIZON COMMUNICATIONS. VZ	487 0000	01/10/11	04/04/13	$23,992 19	$17,533.96	$6,458.23
VERIZON COMMUNICATIONS VZ	313 0000	04/19/11	04/04/13	$15,420 66	$11,626 52	$3,794.14
Security Subtotal				**$66,509.21**	**$48,962.69**	**$17,546.52**
VISA INC CL A CLASS A· V	50 0000	01/18/11	01/10/13	$7,992.37	$3,556 50	$4,435 87
VISA INC CL A CLASS A· V	100.0000	03/23/11	04/04/13	$16,613.78	$7,204 29	$9,409 49
VISA INC CL A CLASS A V	100 0000	01/18/11	11/21/13	$20,145 20	$7,112 99	$13,032 21
Security Subtotal				**$44,751.35**	**$17,873.78**	**$26,877.57**
3M COMPANY· MMM	50 0000	12/02/10	04/04/13	$5,288 89	$4,350 36 [a]	$938 53
3M COMPANY MMM	200.0000	06/02/11	04/04/13	$21,155 57	$18,332 55	$2,823 02

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
3M COMPANY MMM	175.0000	06/17/09	11/21/13	$22,787 20	$10,336 17 [a]	$12,451 03
Security Subtotal				**$49,231.66**	**$33,019.08**	**$16,212.58**
Total Long-Term				**$2,351,375.83**	**$1,901,957.34**	**$449,418.49**
Total Realized Gain or (Loss)				**$2,495,772.17**	**$2,034,858.63**	**$460,913.54**

G000006690910

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

Realized Gains and Losses

Fiscal Year Ending 12/31/2013

FEIN#95-3759369

John Gogian Family Foundation FDN

Capital Gain Distributions

Description	Pay Date	Short Term Gains	Total Long Gains	Total Gains
Goldman Sachs Growth Opportun	12/05/2013		12,066 68	12,066 68
Goldman Sachs Growth Opportun	12/05/2013	539.90		539.90
		539.90	12,066 68	12,606.58
PIMCO Total Return Instl	12/11/2013		2,047 72	2,047.72
PIMCO Total Return Instl	12/11/2013	391.38		391.38
		391.38	2,047 72	2,439 10
JPMorgan Mortgage-Backed Secu	12/12/2013		181 06	181.06
Metropolitan West High Yield Bo	12/13/2013	1,685.80		1,685 80
Metropolitan West High Yield Bo	12/13/2013		1,115.20	1,115.20
		1,685 80	1,115.20	2,801.00
John Hancock Disciplined Value	12/16/2013		1,819 21	1,819.21
John Hancock Disciplined Value	12/16/2013	3,546.90		3,546.90
		3,546.90	1,819.21	5,366.11

Sch. G-3.1

Realized Gains and Losses

Fiscal Year Ending 12/31/2013

John Gogian Family Foundation FDN

Capital Gain Distributions

Description	Pay Date	Short Term Gains	Total Long Gains	Total Gains
Diamond Hill Small Cap I	12/17/2013		6,543.24	6,543.24
Loomis Sayles Investment Grade	12/17/2013		9,054.65	9,054.65
Loomis Sayles Investment Grade	12/17/2013	60.71		60.71
		60.71	9,054 65	9,115 36
Oakmark International I	12/19/2013		1.891.34	1,891 34
Lazard Emerging Markets Equity	12/23/2013	790 16		790 16
Wasatch Core Growth I	12/27/2013		1,159 82	1,159.82
Total (Distributions)		7,014.85	35,878.92	42,893.77

Sch. G-3.2

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BAY CITIES - INTEREST	221.	221.
[illegible]HWAB ENRIGHT - #4251 - INTEREST	28,105.	28,105.
SCHWAB ENRIGHT - #4251 - DIVIDENDS	115,934.	115,934.
FIRST REPUBLIC WEALTH MGMT - INTEREST	42,348.	42,348.
FIRST REPUBLIC WEALTH MGMT - DIVIDENDS	42,777.	42,777.
FIRST REPUBLIC - BOND PREMIUM AMORT.	-10,217.	-10,217.
TOTAL	219,168.	219,168.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		1,273.
	TOTALS	1,273.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		7,100.	4,970.		2,130.
[illegible]OKKEEPING FEES		1,785.			1,785.
	TOTALS	8,885.	4,970.		3,915.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	69,170.	69,170.
TOTALS	69,170.	69,170.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	734.	734.	
PAYROLL TAXES	9,388.	939.	8,449.
FRANCHISE TAX BOARD	10.		10.
TOTALS	10,132.	1,673.	8,459.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONFERENCES & STAFF DEVELOPMEN	2,990.		2,990.
BOOKS AND PUBLICATIONS	443.	89.	354.
RECTORS VISITATION EXPENSE	1,131.		1,131.
ASSOCIATION DUES	2,305.		2,305.
FILING FEES	85.		85.
INSURANCE	5,425.	1,085.	4,340.
OFFICE SUPPLIES & EXPENSES	1,513.	303.	1,210.
PAYROLL SERVICE	2,528.	253.	2,275.
POSTAGE AND DELIVERY	430.	86.	344.
TELEPHONE EXPENSES	2,891.	289.	2,602.
WEBSITE DESIGN & MAINTENANCE	170.		170.
COMPUTER EXPENSES	5,149.	515.	4,634.
GRANTS & SCHOLARSHIP EXPENSES	9,336.		9,336.
PRINTING	386.	77.	309.
JANITORIAL EXPENSES	160.	32.	128.
OFFICE EQUIPMENTS-MAINT/REPAIR	369.	74.	295.
RENT	9,715.	1,943.	7,772.
RELOCATION	10,034.	2,007.	8,027.
SECURITY	280.	56.	224.
ILITIES	728.	146.	582.
TOTALS	56,068.	6,955.	49,113.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIRST REPUBLIC (SEE SCH C)	270,541.	271,713.
SCHWAB ENRIGHT #4251 (SCH B)	100,000.	134,625.
US OBLIGATIONS TOTAL	370,541.	406,338.
FIRST REPUBLIC (SEE SCH C)	20,270.	22,430.
STATE OBLIGATIONS TOTAL	20,270.	22,430.
US AND STATE OBLIGATIONS TOTAL	390,811.	428,768.

JOHN GOGIAN FAMILY FOUNDATION 95-3759369

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHWAB ENRIGHT #4251 (SCH B)	1,309,321.	2,072,693.
FIRST REPUBLIC (SEE SCH C)	1,453,143.	2,364,285.
TOTALS	2,762,464.	4,436,978.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHWAB ENRIGHT #4251(SCH B)		
FIRST REPUBLIC (SEE SCH C)	1,072,135.	1,100,046.
TOTALS	1,072,135.	1,100,046.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOND&EQUITY FUNDS (SCH B)	2,836,954.	3,100,099.
TOTALS	2,836,954.	3,100,099.

FEIN# 95-3759369

EP Wealth Advisors, Inc.
21515 Hawthorne Blvd., Suite 1200
Torrance, CA 90503
(310) 543-4559

Unrealized Gains and Losses
Fiscal Year Ending 12/31/2013

John Gogian Family Foundation
3305 Fujita St
Torrance, CA 90505

FDN Acct #:40854251

Unrealized Gains and Losses

Symbol	Description	Acquisition Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value
Cash & Equivalents							
Taxable Money Market							
Sweep							
SWZXX	Schwab Advisor Premier Sweep S				65,425.08		65,425.08
		Total Cash & Equivalents			**65,425.08**		**65,425.08**
Stocks							
AAPL	Apple Inc.	3/6/2008	155.00	236.50	36,657.16	561.02	86,958.10
COST	Costco Wholesale	5/18/2009	500.00	49.22	24,609.69	119.02	59,510.00
DEO	Diageo PLC ADR	12/27/2010	350.00	74.13	25,946.46	132.42	46,347.00
DIS	Walt Disney Co.	2/18/2009	900.00	26.75	24,077.57	76.40	68,760.00
EIX	Edison International	2/18/2009	850.00	30.39	25,833.49	46.30	39,355.00
EMC	EMC Corp.	4/9/2009	3,350.00	22.04	73,845.51	25.15	84,252.50
ETN	Eaton Corporation	4/4/2013	650.00	59.51	38,682.65	76.12	49,478.00
GILD	Gilead Sciences Inc	6/9/2010	850.00	22.78	19,365.39	75.10	63,835.00
GOOG	Google Inc Class A	2/22/2010	80.00	512.32	40,985.22	1,120.71	89,656.80
HAL	Halliburton Co	7/24/2012	750.00	31.12	23,338.12	50.75	38,062.50
JNJ	Johnson & Johnson	1/23/2009	750.00	61.00	45,748.44	91.59	68,692.50

Sch B-1.1

Unrealized Gains and Losses

Symbol	Description	Acquisition Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value
JPM	JPMorgan Chase & Co	2/18/2009	1,500.00	34.61	51,908.96	58.48	87,720.00
MMM	3M Company	6/17/2009	625.00	81.15	50,719.72	140.25	87,656.25
NVS	Novartis AG ADS	8/24/2012	1,000.00	60.13	60,125.35	80.38	80,380.00
ORCL	Oracle Corp	10/1/2010	1,750.00	28.23	49,396.13	38.26	66,955.00
OXY	Occidental Petroleum Corp.	7/24/2012	400.00	83.03	33,211.89	95.10	38,040.00
PEP	Pepsico Inc.	1/23/2009	1,000.00	58.17	58,170.25	82.94	82,940.00
PG	Procter & Gamble Co.	2/18/2009	950.00	59.77	56,779.12	81.41	77,339.50
PNC	PNC Financial Services Group	12/21/2011	1,200.00	58.91	70,688.94	77.58	93,096.00
PRU	Prudential Financial Inc	7/26/2011	900.00	59.65	53,687.99	92.22	82,998.00
QCOM	QUALCOMM Inc	11/12/2010	850.00	52.00	44,196.38	74.25	63,112.50
SLB	Schlumberger Ltd.	1/27/2010	700.00	70.26	49,183.46	90.11	63,077.00
SYK	Stryker Corp	4/26/2012	800.00	54.10	43,276.46	75.14	60,112.00
TGT	Target Corporation	5/18/2009	1,200.00	49.21	59,055.89	63.27	75,924.00
TROW	T. Rowe Price	12/27/2010	850.00	66.33	56,378.56	83.77	71,204.50
UPS	United Parcel Service B	7/23/2009	800.00	63.30	50,642.24	105.08	84,064.00
V	Visa Inc.	1/18/2011	300.00	71.74	21,521.58	222.68	66,804.00
VFC	V F Corporation	8/24/2012	1,100.00	37.57	41,322.02	62.34	68,574.00
VZ	Verizon Communications	1/30/2009	850.00	29.75	25,285.86	49.14	41,769.00
XOM	Exxon Mobil Corp.	2/18/2009	850.00	64.33	54,680.35	101.20	86,020.00
		Total Stocks			**1,309,320.85**		**2,072,693.15**
Government Bonds							
912810EP9	United States Treasury Bond	9/17/1996	100,000.00	100.00	100,000.00	134.63	134,625.00
		Total Government Bonds			**100,000.00**		**134,625.00**
Bonds & Equity Funds							
Mid Cap					1,209,320.85		1,938,068.15
GGOIX	Goldman Sachs Growth Opportuni	12/21/2011	6,183.25	23.81	147,199.21	30.45	188,279.90
JVMIX	John Hancock Disciplined Value	12/21/2011	17,269.99	13.57	234,430.11	18.14	313,277.64
					381,629.32		**501,557.54**

Sch B-1.2

Unrealized Gains and Losses

Symbol	Description	Acquisition Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value
Small Cap							
DHSIX	Diamond Hill Small Cap I	11/18/2010	3,384.54	25.57	86,533.23	33.10	112,028.11
WIGRX	Wasatch Core Growth I	10/3/2013	1,540.13	52.70	81,159.82	55.43	85,369.41
					167,693.05		**197,397.52**
International							
HLMIX	Harding Loevner International	3/6/2012	12,993.64	15.05	195,539.73	18.03	234,275.26
EMBIX	Lazard Emerging Markets Equity	12/21/2011	15,323.09	10.41	159,519.52	11.18	171,312.15
OAKIX	Oakmark International I	11/8/2011	6,630.37	18.80	124,655.06	26.32	174,511.42
					479,714.31		**580,098.83**
Other Assets							
MXI	iShares S&P Global Materials	12/7/2012	1,100.00	59.95	65,943.91	62.33	68,563.00
					65,943.91		**68,563.00**
Taxable Bonds							
HFLIX	Hartford Floating Rate I	12/12/2012	35,446.34	8.96	317,711.19	9.04	320,434.92
OMBIX	JPMorgan Mortgage-Backed Secur	12/29/2009	19,175.35	11.05	211,852.73	11.21	214,955.63
LSIIX	Loomis Sayles Investment Grade	10/22/2008	29,676.75	11.00	326,448.78	11.90	353,153.30
MWHIX	Metropolitan West High Yield B	6/9/2010	10,192.69	10.23	104,285.73	10.26	104,577.01
MWLIX	Metropolitan West Low Duration	8/30/2013	20,500.30	8.78	180,000.00	8.79	180,197.61
PTTRX	PIMCO Total Return Instl	6/16/2009	34,378.32	10.89	374,398.35	10.69	367,504.27
TGEIX	TCW Emerging Markets Income I	4/24/2012	25,197.51	9.02	227,276.27	8.40	211,659.12
					1,741,973.05		**1,752,481.86**
		Total Bonds & Equity Funds			**2,836,953.64**		**3,100,098.75**
		Total			**4,311,699.57**		**5,372,841.98**

Sch B-1.3

[redacted]

FIRST REPUBLIC INVESTMENT MANAGEMENT
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Portfolio Holdings

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 36.00% of Portfolio *(In Maturity Date Sequence)*									
S.Treasury Securities									
ED STATES TREAS NTS			**Security Identifier: 912828NV8**						
1.250% 08/31/15 B/E DTD 08/31/10									
1ST CPN DTE 02/28/11 CPN PMT SEMI ANNUALON FEB 28 AND AUG 31									
Moody Rating AAA									
08/28/13 *	25,000.000	101.4090	25,352.26	101.5900	25,397.50	45.24	105.32	312.50	1.23%
			Original Cost Basis: $25,423.83						
UNITED STATES TREAS NTS			**Security Identifier: 912828HA1**						
4.750% 08/15/17 B/E DTD 08/15/07									
1ST CPN DTE 02/15/08 CPN PMT SEMI ANNUALON FEB 15 AND AUG 15									
Moody Rating AAA									
03/04/08 *,3,12	45,000.000	103.8100	46,714.57	112.9770	50,839.65	4,125.08	801.56	2,137.50	4.20%
			Original Cost Basis: $49,041.21						
UNITED STATES TREAS NTS			**Security Identifier: 912828WD8**						
1.250% 10/31/18 B/E DTD 10/31/13									
1ST CPN DTE 04/30/14 CPN PMT SEMI ANNUALON APR 30 AND OCT 31									
Moody Rating AAA									
11/06/13 *	25,000.000	99.6050	24,901.36	98.0390	24,509.75	-391.61	52.66	312.50	1.27%
			Original Cost Basis: $24,898.44						
ED STATES TREAS NTS			**Security Identifier: 912828JR2**						
3.750% 11/15/18 B/E DTD 11/15/08									
1ST CPN DTE 05/15/09 CPN PMT SEMI ANNUALON MAY 15 AND NOV 15									
Moody Rating AAA									
11/22/11 *,3,12	35,000.000	111.2620	38,941.74	109.7420	38,409.70	-532.04	166.78	1,312.50	3.41%
			Original Cost Basis: $40,553.66						
UNITED STATES TREAS NTS			**Security Identifier: 912828NT3**						
2.625% 08/15/20 B/E DTD 08/15/10									
1ST CPN DTE 02/15/11 CPN PMT SEMI ANNUALON FEB 15 AND AUG 15									
Moody Rating AAA									
09/09/10 *,3,12	5,000.000	99.1880	4,959.41	102.0310	5,101.55	142.14	49.22	131.25	2.57%
			Original Cost Basis: $4,941.82						
09/09/10 *,3,12	5,000.000	99.3380	4,966.92	102.0310	5,101.55	134.63	49.22	131.25	2.57%

Sch C-1.1

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
U.S. Treasury Securities *(continued)*									
UNITED STATES TREAS NTS *(continued)*									
			Original Cost Basis: $4,952 56						
Total Noncovered	**10,000.000**		**9,926.33**		**10,203.10**	**276.77**	**98.44**	**262.50**	
Total	**10,000.000**		**$9,926.33**		**$10,203.10**	**$276.77**	**$98.44**	**$262.50**	
UNITED STATES TREAS NTS			**Security Identifier: 912828PC8**						
2.625% 11/15/20 B/E DTD 11/15/10									
1ST CPN DTE 05/15/11 CPN PMT SEMI ANNUALON MAY 15 AND NOV									
y Rating AAA									
08/28/13 *	40,000.000	102 5330	41,013 20	101.6250	40,650 00	-363 20	133.43	1,050.00	2.58%
			Original Cost Basis: $41,059.38						
UNITED STATES TREAS NTS			**Security Identifier: 912828RC6**						
2.125% 08/15/21 B/E DTD 08/15/11									
1ST CPN DTE 02/15/12 CPN PMT SEMI ANNUALON FEB 15 AND AUG 15									
Moody Rating AAA									
08/28/13 *	30,000.000	97.8150	29,344 44	96 8750	29,062.50	-281.94	239.06	637.50	2.19%
			Original Cost Basis: $29,317.97						
UNITED STATES TREAS NTS			**Security Identifier: 912828RR3**						
2.000% 11/15/21 B/E DTD 11/15/11									
1ST CPN DTE 05/15/12 CPN PMT SEMI ANNUALON MAY 15 AND NOV 15									
Moody Rating AAA									
11/30/11 *,3,12	30,000.000	99.6440	29,893.08	95.4450	28,633.50	-1,259.58	76 24	600.00	2.09%
			Original Cost Basis: $29,867.70						
UNITED STATES TREAS NTS			**Security Identifier: 912828VS6**						
%08/15/23 B/E DTD 08/15/13									
PN DTE 02/15/14 CPN PMT SEMI ANNUALON FEB 15 AND AUG 15									
Moody Rating AAA									
08/28/13 *	25,000.000	97.8170	24,454.24	96.0310	24,007 75	-446.49	234.38	625.00	2.60%
			Original Cost Basis: $24,437.50						
Total U.S. Treasury Securities	**265,000.000**		**$270,541.22**		**$271,713.45**	**$1,172.23**	**$1,907.87**	**$7,250.00**	
U.S. Government Bonds									
FEDERAL NATL MTG ASSN BENCHMARK NOTES			**Security Identifier: 31398AZV7**						
2.625% 11/20/14 B/E DTD 10/26/09									
1ST CPN DTE 11/20/09 CPN PMT SEMI ANNUALON MAY 20 AND NOV 20									
Moody Rating AAA S & P Rating AA+									
07/01/11 *,3,12	35,000.000	101.2190	35,426.56	102.1870	35,765 45	338 89	104.64	918.75	2.56%
			Original Cost Basis: $36,592.26						

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Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
U.S. Government Bonds *(continued)*									
ERAL NATL MTG ASSN BENCHMARK NTS			**Security Identifier: 31359MZC0**						
4. 5% 10/15/15 B/E DTD 09/12/05									
1ST CPN DTE 10/15/05 CPN PMT SEMI ANNUALON APR 15 AND OCT 15									
Moody Rating AAA S & P Rating AA+									
11/23/10 *,3,12	30,000.000	104.8830	31,464.90	107.0500	32,115.00	650.10	277.08	1,312.50	4.08%
			Original Cost Basis: $33,891.33						
FEDERAL NATL MTG ASSN BENCHMARK NOTES			**Security Identifier: 31398A4M1**						
1.625% 10/26/15 B/E DTD 09/27/10									
1ST CPN DTE 10/26/10 CPN PMT SEMI ANNUALON APR 26 AND OCT 26									
Moody Rating AAA S & P Rating AA+									
11/23/10 *,3,12	25,000.000	100.0180	25,004.39	102.1850	25,546.25	541.86	73.35	406.25	1.59%
			Original Cost Basis: $25,011.55						
07/01/11 *,3,12	10,000.000	99.7800	9,977.97	102.1850	10,218.50	240.53	29.34	162.50	1.59%
			Original Cost Basis: $9,949.10						
Total Noncovered	**35,000.000**		**34,982.36**		**35,764.75**	**782.39**	**102.69**	**568.75**	
Total	**35,000.000**		**$34,982.36**		**$35,764.75**	**$782.39**	**$102.69**	**$568.75**	
FEDERAL NATL MTG ASSN FIXED RATE			**Security Identifier: 31398ADM1**						
5.375% 06/12/17 B/E DTD 06/08/07									
PN DTE 12/12/07 CPN PMT SEMI ANNUALON JUN 12 AND DEC 12									
Moody Rating AAA S & P Rating AA+									
07/02/08 *,3,12	5,000 000	102.0500	5,102.48	114.3510	5,717.55	615.07	14.18	268.75	4 70%
			Original Cost Basis: $5,234.50						
08/18/08 *,3,12	30,000.000	102.2390	30,671.61	114.3510	34,305.30	3,633 69	85.11	1,612 50	4.70%
			Original Cost Basis: $31,522.35						
Total Noncovered	**35,000.000**		**35,774.09**		**40,022.85**	**4,248.76**	**99.29**	**1,881.25**	
Total	**35,000.000**		**$35,774.09**		**$40,022.85**	**$4,248.76**	**$99.29**	**$1,881.25**	
FEDERAL HOME LN MTG CORP REFERENCE NTS			**Security Identifier: 3137EACA5**						
FED REFERENCE BOND 3.750% 03/27/19 B/E									
DTD 03/27/09 1ST CPN DTE 09/27/09CPN PMT SEMI ANNUAL ON MAR 27 AND SEP 27									
Moody Rating AAA S & P Rating AA+									
06/18/09 *,3,12	50,000.000	97.4900	48,745.20	108.9970	54,498.50	5,753.30	489.58	1,875.00	3.44%
			Original Cost Basis: $47,867.60						

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
U.S. Government Bonds *(continued)*									
FEDERAL HOME LN MTG CORP REFERENCE NTS			**Security Identifier: 3137EADB2**						
FED REFERENCE NOTE 2 375% 01/13/22 B/E DTD 01/13/12 1ST CPN DTE 07/13/12CPN PMT SEMI ANNUAL ON JAN 13 AND JUL 13 Moody Rating AAA S & P Rating AA+									
02/09/12 *,3,12	20,000.000	99.2680	19,853.59	95.5960	19,119.20	-734.39	221 67	475 00	2.48%
			Original Cost Basis: $19,823.38						
6/12*	75,000 000	102 3510	76,762 92	95.5960	71,697.00	-5,065 92	831 25	1,781 25	2.48%
			Original Cost Basis: $77,033.18						
Total Noncovered	**95,000.000**		**96,616.51**		**90,816.20**	**-5,800.31**	**1,052.92**	**2,256.25**	
Total	**95,000.000**		**$96,616.51**		**$90,816.20**	**-$5,800.31**	**$1,052.92**	**$2,256.25**	
Total U.S. Government Bonds (Corp Bonds)	**280,000.000**		**$283,009.62** (B).		**$288,982.75** (A).	**$5,973.13**	**$2,126.20**	**$8,812.50**	
⁶Asset Backed Securities									
FNMA GTD REMIC PASS THRU TR			**Security Identifier: 3136A3UG4**						
TR 2012-1 CL AE 1.750% 12/25/21 B/E DTD 01/01/12 Factor: 0.61305590 Effective Date: 12/02/13 Current Face Value: 21,456.957									
01/12/12 *,3,12	35,000 000	101 4380	21,765.41	100.9520	21,661.23	-104.18	31.29		
			Original Cost Basis: $31,666.73						
Total Asset Backed Securities	**35,000.000**		**$21,765.41** (B).		**$21,661.23** (A).	**-$104.18**	**$31.29**	**$0.00**	
Total Current Face Value:	**21,456.957**								
Municipal Bonds									
FORNIA ST FOR ADDL ISSUES 13063C			**Security Identifier: 13063BJA1**						
TAXABLE BUILD AMER BDS 5.700% 11/01/21 B/E DTD 12/01/101ST CPN DTE 05/01/11 CPN PMT SEMI ANNUAL ON MAY 01 AND NOV 01 ***TAXABLE*** Moody Rating A1 S & P Rating A									
11/23/10 *,3,12	20,000.000	101.3500	20,269.98	112 1510	22,430.20	2,160.22	190 00	1,140 00	5.08%
			Original Cost Basis: $20,348.20						
Total Municipal Bonds	**20,000.000**		**$20,269.98**		**$22,430.20**	**$2,160.22**	**$190.00**	**$1,140.00**	

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First Republic Securities Company, LLC
Member FINRA/SIPC
111 Pine Street, San Francisco CA 94111-5609
Tel: (877)348-5576 Fax: (415)362-0888

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
porate Bonds									
: CAP CORP SR NT 5.500% 03/01/14 B/E			**Security Identifier: 26439RAQ9**						
D DTD 02/20/04 1ST CPN DTE 09/01/04 CPN PMT SEMI ANNUAL ON MAR 01 AND SEP 01 Moody Rating BAA2 S & P Rating BBB									
02/18/04 *,3,12	10,000.000	100.0000	10,000.00	100.7790	10,077.90	77.90	183.33	550.00	5.45%
			Original Cost Basis: $9,999.80						
BHP BILLITON FIN USA LTD GTD SR NT			**Security Identifier: 055451AG3**						
5.500% 04/01/14 B/E DTD 03/25/09 CALLABLE FOREIGN SECURITY 1ST CPN DTE 10/01/09 CPN PMT SEMI ANNUAL ON APR 01 AND OCT 01 Moody Rating A1 S & P Rating A+									
07/25/12 *	25,000.000	101.2680	25,316.89	101.2750	25,318.75	1.86	343.75	1,375.00	5.43%
			Original Cost Basis: $27,085.75						
HEWLETT PACKARD CO GLOBAL NT			**Security Identifier: 428236AV5**						
4.750% 06/02/14 B/E DTD 02/26/09 1ST CPN DTE 06/02/09 CPN PMT SEMI ANNUAL ON JUN 02 AND DEC 02 oody Rating BAA1 S & P Rating BBB+									
/09 *,3,12	20,000.000	100.4860	20,097.27	101.6010	20,320.20	222.93	76.53	950.00	4.67%
			Original Cost Basis: $21,071.60						
WACHOVIA BK NATL ASSN MEDIUM TERM SUB			**Security Identifier: 92976GAB7**						
BK NTS MED TERM NTS 4.800% 11/01/14 B/E DTD 10/21/04 1ST CPN DTE 05/01/05 CPN PMT SEMI ANNUAL ON MAY 01 AND NOV 01 Moody Rating A1 S & P Rating A+									
08/15/11 *,3,12	30,000.000	102.0600	30,618.00	103.7130	31,113.90	495.90	240.00	1,440.00	4.62%
			Original Cost Basis: $32,304.00						

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Portfolio Holdings *(continued)*

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Fixed Income *(continued)*

Corporate Bonds *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
ANHEUSER BUSCH INBEV WORLDWIDE INC GTD NT 5.375% 11/15/14 B/E DTD 11/15/10 1ST CPN DTE 05/15/11 CPN PMT SEMI ANNUALON MAY 15 AND NOV 15 Moody Rating A3 S & P Rating A **Security Identifier: 03523TBG2**									
07/13/11 *,3,12	10,000.000	112.5690	11,256.90 Original Cost Basis: $11,256.90	104.1530	10,415.30	-841.60	68.68	537.50	5.16%
[illegible]ERAL ELEC CAP CORP MEDIUM TERM NTS [illegible].RT.NTS SER A 2.150% 01/09/15 B/E DTD 01/09/12 1ST CPN DTE 07/09/12CPN PMT SEMI ANNUAL ON JAN 09 AND JUL 09 Moody Rating A1 S & P Rating AA+ **Security Identifier: 36962G5M2**									
01/04/12 *,3,12	30,000.000	99.9640	29,989.10 Original Cost Basis: $29,968.80	101.8310	30,549.30	560.20	308.17	645.00	2.11%
DIAGO FIN BV GTD 3.250% 01/15/15 B/E DTD 11/06/09 CALLABLE FOREIGN SECURITY 1ST CPN DTE 07/15/10CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating A3 S & P Rating A- **Security Identifier: 25244SAF8**									
08/06/12 *	25,000.000	102.7430	25,685.78 Original Cost Basis: $26,595.25	102.8690	25,717.25	31.47	374.65	812.50	3.15%
SYMANTEC CORP SR NT 2.750% 09/15/15 B/E DTD 09/16/10 1ST CPN DTE 03/15/11 CPN PMT SEMI ANNUAL ON MAR 15 AND SEP 15Moody Rating BAA2 S & P Rating BBB **Security Identifier: 871503AG3**									
[illegible]/11 *,3,12	10,000.000	98.8520	9,885.23 Original Cost Basis: $9,706.00	102.7300	10,273.00	387.77	80.97	275.00	2.67%
DEUTSCHE BK AG GLOBAL MEDIUM TERM NTS ISIN#US2515A14E85 3.250% 01/11/16 B/E DTD 01/11/11FOREIGN SECURITY 1ST CPN DTE 07/11/11 CPN PMT SEMI ANNUAL ON JAN 11 AND JUL 11 Moody Rating A2 S & P Rating A **Security Identifier: 2515A14E8**									
04/19/12 *,3,12	20,000.000	101.3040	20,260.77 Original Cost Basis: $20,466.80	104.5870	20,917.40	656.63	306.94	650.00	3.10%

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
rporate Bonds *(continued)*									
IURA HLDGS INC MED TRM NT SER A			**Security Identifier: 65535HAC3**						
ISIN#US65535HAC34 4.125% 01/19/16 B/E DTD 01/19/11 FOREIGN SECURITY1ST CPN DTE 07/19/11 CPN PMT SEMI ANNUAL ON JAN 19 AND JUL 19 Moody Rating Baa3 S & P Rating BBB+									
01/12/11 *3.12	10,000.000	99.6900	9,969.04	105.2650	10,526.50	557.46	185.63	412.50	3.91%
			Original Cost Basis: $9,929.10						
CISCO SYS INC SR NT 5.500% 02/22/16 B/E			**Security Identifier: 17275RAC6**						
DTD 02/22/06 1ST CPN DTE 08/22/06 CPN PMT SEMI ANNUAL ON FEB 22 AND AUG 22Moody Rating A1 S & P Rating AA-									
03/25/09 *3.12	20,000.000	101.6800	20,335.92	110.0130	22,002.60	1,666.68	394.17	1,100.00	4.99%
			Original Cost Basis: $20,970.40						
COUNTRYWIDE FINL CORP SUB NT			**Security Identifier: 222372AJ3**						
6.250% 05/15/16 B/E DTD 05/16/06 1ST CPN DTE 11/15/06 CPN PMT SEMI ANNUALON MAY 15 AND NOV 15 dy Rating BAA3 S & P Rating BBB+									
01/09/12 *3.12	10,000.000	96.3620	9,636.20	110.3500	11,035.00	1,398.80	79.86	625.00	5.66%
			Original Cost Basis: $9,492.20						
AT&T INC GLOBAL FIXED RT NT			**Security Identifier: 00206RAY8**						
2.400% 08/15/16 B/E DTD 08/18/11 CALLABLE 1ST CPN DTE 02/15/12CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15 Moody Rating A3 S & P Rating A-									
08/15/11 *3.12	15,000.000	99.8230	14,973.45	102.8350	15,425.25	451.80	136.00	360.00	2.33%
			Original Cost Basis: $14,950.95						

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
AMERICAN EXPRESS CR CORP MEDIUM TERM NTS			**Security Identifier: 0258M0DC0**						
FIXED RATE NOTES SER D 2.800% 09/19/16 B/E DTD 09/19/11 1ST CPN DTE 03/19/12 CPN PMT SEMI ANNUAL ON MAR 19 AND SEP 19 Moody Rating A2 S & P Rating A-									
09/14/11 *,3,12	10,000.000	99 9530	9,995.34	104 4880	10,448.80	453.46	79.33	280.00	2.67%
			Original Cost Basis: $9,991.70						
ARIO PROV CDA BD			**Security Identifier: 683234DP0**						
ISIN#US683234DP09 1.600% 09/21/16 B/E DTD 09/21/11 FOREIGN SECURITY 1ST CPN DTE 03/21/12 CPN PMT SEMI ANNUAL ON MAR 21 AND SEP 21 Moody Rating Aa2 S & P Rating AA-									
09/14/11 *,3,12	30,000 000	99.9330	29,980 01	101 9170	30,575.10	595.09	133.33	480 00	1 56%
			Original Cost Basis: $29,964 00						
GOLDMAN SACHS GROUP INC SUB NT			**Security Identifier: 38141GEU4**						
5 625% 01/15/17 B/E DTD 01/10/07 1ST CPN DTE 07/15/07 CPN PMT SEMI ANNUALON JAN 15 AND JUL 15 Moody Rating BAA2 S & P Rating BBB+									
05/07/07 *,3,12	20,000.000	99 9050	19,981.05	110 1940	22,038 80	2,057 75	518.75	1,125.00	5.10%
			Original Cost Basis: $19,949 40						
GENERAL ELEC CAP CORP MEDIUM TERM NTS			**Security Identifier: 36962G2G8**						
GLOBAL NTS SER A 5.400% 02/15/17 B/E DTD 02/13/07 1ST CPN DTE 08/15/07CPN PMT SEMI ANNUAL ON FEB AND AUG 15 ly Rating A1 S & P Rating AA+									
05/23/12 *	40,000.000	108.7230	43,489.17	111.2920	44,516.80	1,027.63	816.00	2,160.00	4.85%
			Original Cost Basis $45,158.80						
BARCLAYS BK PLC NT LNKD TO CHANGES			**Security Identifier: 06740JM98**						
IN THE CONSUMER PRICE INDEX 4.500% 03/10/17 B/E DTD 03/10/10FOREIGN SECURITY 1ST CPN DTE 04/10/10 CPN PMT MONTHLY ON 10 Moody Rating A2									
02/26/10 *,3,12	20,000.000	100.0000	20,000.00	99.8500	19,970.00	-30.00	52.50	900.00	4.50%
			Original Cost Basis: $20,000 00						

Sch C-1.8

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
VERIZON COMMUNICATIONS INC NT 6.100% 04/15/18 B/E DTD 04/04/08 CALLABLE 1ST CPN DTE 10/15/08 CPN PMT SEMI ANNUAL ON APR 15 AND OCT 15 Moody Rating BAA1 S & P Rating BBB+			**Security Identifier: 92343VAM6**						
08/28/13 *	50,000.000	116.3350	58,167.49	116.1390	58,069.50	-97.99	643.89	3,050.00	5.25%
			Original Cost Basis: $58,167.49						
RE JOHN CAP CORP MEDIUM TERM MED TERM .750% 09/10/18 B/E DTD 09/08/08 1ST CPN DTE 03/08/09CPN PMT SEMI ANNUAL ON MAR 08 AND SEP 08 Moody Rating A2 S & P Rating A			**Security Identifier: 24422EQV4**						
08/28/13 *	50,000.000	116.2990	58,149.60	116.1270	58,063.50	-86.10	902.43	2,875.00	4.95%
			Original Cost Basis: $58,149.60						
WAL MART STORES INC NOTES 4.125% 02/01/19 B/E DTD 01/23/09 CALLABLE 1ST CPN DTE 08/01/09CPN PMT SEMI ANNUAL ON FEB 01 AND AUG 01 Moody Rating AA2 S & P Rating AA			**Security Identifier: 931142CP6**						
07/12/12 *	50,000.000	111.7280	55,864.20	108.4670	54,233.50	-1,630.70	859.38	2,062.50	3.80%
			Original Cost Basis: $57,447.50						
METLIFE INC SR DEBT SECS SER B 7.717% 02/15/19 B/E DTD 02/17/09 CALLABLE 1ST CPN DTE 08/15/09CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15 Moody Rating A3 S & P Rating A-			**Security Identifier: 59156RAT5**						
/09 * 3,12	20,000.000	100.0000	20,000.00	123.9510	24,790.20	4,790.20	583.06	1,543.40	6.22%
			Original Cost Basis: $21,196.40						
JEFFERIES GROUP INC NEW FIXED RT SENIOR NOTES 8.500% 07/15/19 B/E DTD 06/30/09 CALLABLE 1ST CPN DTE 01/15/10 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating BAA3 S & P Rating BBB			**Security Identifier: 472319AF9**						
11/23/09 * 3,12	10,000.000	106.3930	10,639.34	122.0000	12,200.00	1,560.66	391.94	850.00	6.96%
			Original Cost Basis: $10,974.00						

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
orporate Bonds *(continued)*									
OIL HYDRO ASA NT			**Security Identifier: 85771PAB8**						
3. 25% 08/17/17 B/E DTD 08/17/10 CALLABLE FOREIGN SECURITY1ST CPN DTE 02/17/11 CPN PMT SEMI ANNUAL ON FEB 17 AND AUG 17 Moody Rating Aa2 S & P Rating AA-									
07/26/12 *	25,000.000	107.0520	26,763.09	104.9730	26,243.25	-519.84	290.80	781.25	2.97%
			Original Cost Basis: $27,431.50						
JPMORGAN CHASE BK N A NEW YORK N Y SUB			**Security Identifier: 48121CYK6**						
NT ACCD INVS 6.000% 10/01/17 B/E DTD 09/24/07 1ST CPN DTE 04/01/08CPN PMT SEMI ANNUAL ON APR 01 AND OCT 01 Moody Rating A2 S & P Rating A									
06/22/10 *,3,12	15,000.000	104.5390	15,680.83	114.4120	17,161.80	1,480.97	225.00	900.00	5.24%
			Original Cost Basis: $16,218.75						
08/15/11 *,3,12	5,000.000	107.3200	5,366.01	114.4120	5,720.60	354.59	75.00	300.00	5.24%
			Original Cost Basis: $5,570.80						
Total Noncovered	**20,000.000**		**21,046.84**		**22,882.40**	**1,835.56**	**300.00**	**1,200.00**	
	20,000.000		**$21,046.84**		**$22,882.40**	**$1,835.56**	**$300.00**	**$1,200.00**	
C GROUP INC GLOBAL SR NT			**Security Identifier: 172967EM9**						
6.125% 11/21/17 B/E DTD 11/21/07 1ST CPN DTE 05/21/08 CPN PMT SEMI ANNUALON MAY 21 AND NOV 21 Moody Rating BAA2 S & P Rating A-									
08/15/11 *,3,12	20,000.000	106.3010	21,260.28	115.2710	23,054.20	1,793.92	136.11	1,225.00	5.31%
			Original Cost Basis: $21,928.60						
TARGET CORP NOTES 6.000% 01/15/18 B/E			**Security Identifier: 87612EAS5**						
DTD 01/17/08 1ST CPN DTE 07/15/08 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15Moody Rating A2 S & P Rating A+									
08/06/10 *,3,12	15,000.000	111.0610	16,659.21	115.4830	17,322.45	663.24	415.00	900.00	5.19%
			Original Cost Basis: $17,898.75						

Sch C-1.9

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
O RLTY CORP FIXED RT 6.875% 10/01/19 B/E DTD 09/24/09 CALLABLE 1ST CPN DTE 04/01/10CPN PMT SEMI ANNUAL ON APR 01 AND OCT 01 Moody Rating BAA1 S & P Rating BBB+			**Security Identifier: 49446RAJ8**						
01/29/10 *,3,12	10,000.000	104.5780	10,457.75 Original Cost Basis: $10,690.80	119.2190	11,921.90	1,464.15	171.88	687.50	5.76%
MORGAN STANLEY FIXED RT GLOBAL MEDIUM TERM NT SER F 5.500% 01/26/20 B/E DTD 01/26/10 1ST CPN DTE 07/26/10CPN PMT SEMI ANNUAL ON JAN 26 AND JUL 26 Moody Rating BAA2 S & P Rating A-			**Security Identifier: 61747YCM5**						
02/19/10 *,3,12	20,000.000	97.9820	19,596.49 Original Cost Basis: $19,406.00	112.2570	22,451.40	2,854.91	473.61	1,100.00	4.89%
DOW CHEM CO FIXED RT NT 4.250% 11/15/20 B/E DTD 11/09/10 CALLABLE 08/15/20 @ 100.0001ST CPN DTE 05/15/11 CPN PMT SEMI ANNUAL MAY 15 AND NOV 15 Moody Rating BAA2 S & P Rating BBB			**Security Identifier: 260543CC5**						
11/10/10 *,3,12	10,000.000	99.0350	9,903.49 Original Cost Basis: $9,868.40	106.5140	10,651.40	747.91	54.31	425.00	3.99%
WELLPOINT INC FIXED RT NT 3.700% 08/15/21 B/E DTD 08/15/11 CALLABLE 05/15/21 @ 100.0001ST CPN DTE 02/15/12 CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15 Moody Rating BAA2 S & P Rating A-			**Security Identifier: 94973VAW7**						
11/14/13 *	25,000.000	100.9910	25,247.65 Original Cost Basis: $25,251.00	99.6300	24,907.50	-340.15	349.44	925.00	3.71%

Sch C-1.11

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*						Cost Σ(B) = 1,072,134.94 ✓			
JPMORGAN CHASE & CO FIXED RT NOTES			**Security Identifier: 46625HJD3**						
4.500% 01/24/22 B/E DTD 01/23/12						FMV Σ(A) = 1,100,046.28 ✓			
1ST CPN DTE 07/24/12 CPN PMT SEMI ANNUALON JAN 24 AND JUL 24									
Moody Rating A3 S & P Rating A									
11/18/13 *	25,000.000	106.3580	26,589.62	105.7730	26,443.25	-146.37	490.63	1,125.00	4.25%
			Original Cost Basis: $26,608.00						
AMERIPRISE FINL INC SR NT			**Security Identifier: 03076CAF3**						
00% 10/15/23 B/E DTD 09/06/13									
CPN DTE 04/15/14 CPN PMT SEMI ANNUALON APR 15 AND OCT 15									
Moody Rating A3 S & P Rating A									
11/06/13 *	25,000.000	102.1790	25,544.74	99.7040	24,926.00	-618.74	319.44	1,000.00	4.01%
			Original Cost Basis: $25,551.00						
Total Corporate Bonds	730,000.000		$767,359.91 (B) ✓		$789,402.30 (A) ✓	$22,042.39	$10,760.51	$34,427.15	
Total Corporate Bonds			$1,072,134.94		$1,100,046.28	$31,243.79	$15,015.87	$51,629.65	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 61.00% of Portfolio								
Common Stocks								
ABBOTT LABS COM			**Security Identifier: ABT**					
Dividend Option: Cash			CUSIP: 002824100					
08/20/09 *,3	930.000	21.7560	20,232.94	38.3300	35,646.90	15,413.96	818.40	2.29%
RVIE INC COM			**Security Identifier: ABBV**					
end Option: Cash			CUSIP: 00287Y109					
08/20/09 *	930.000	23.5920	21,940.89	52.8100	49,113.30	27,172.41	1,488.00	3.02%
AMBEV S A SPONSORED ADR			**Security Identifier: ABEV**					
ISIN#US02319V1035			CUSIP: 02319V103					
Dividend Option: Cash								
06/21/11	5,900.000	6.4820	38,245.10	7.3500	43,365.00	5,119.90		
AMERCO COMMON STOCK			**Security Identifier: UHAL**					
Dividend Option: Cash			CUSIP: 023586100					
08/16/12	290.000	94.7560	27,479.35	237.8400	68,973.60	41,494.25		
AMERICAN WTR WKS CO INC NEW COM			**Security Identifier: AWK**					
Dividend Option: Cash			CUSIP: 030420103					
08/15/11 3	680.000	28.5750	19,431.07	42.2600	28,736.80	9,305.73	761.60	2.65%
11/07/11 3	200.000	31.1650	6,233.04	42.2600	8,452.00	2,218.96	224.00	2.65%

Sch C-1.12

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
[illegible]mmon Stocks *(continued)*								
[illegible]RICAN WTR WKS CO INC NEW COM *(continued)*								
Total Covered	**880.000**		**25,664.11**		**37,188.80**	**11,524.69**	**985.60**	
Total	**880.000**		**$25,664.11**		**$37,188.80**	**$11,524.69**	**$985.60**	
APPLE INC COM			**Security Identifier: AAPL**					
Dividend Option: Cash			CUSIP: 037833100					
01/21/11[3]	150.000	328.3040	49,245.61	561.0200	84,153.00	34,907.39	1,830.00	2.17%
11/07/11[3]	10.000	399.6050	3,996.05	561.0200	5,610.20	1,614.15	122.00	2.17%
Total Covered	**160.000**		**53,241.66**		**89,763.20**	**36,521.54**	**1,952.00**	
Total	**160.000**		**$53,241.66**		**$89,763.20**	**$36,521.54**	**$1,952.00**	
AT&T INC COM			**Security Identifier: T**					
Dividend Option: Cash			CUSIP: 00206R102					
11/23/09[*,3]	700.000	26.5980	18,618.46	35.1600	24,612.00	5,993.54	1,288.00	5.23%
07/12/10[*,3]	100.000	24.7700	2,477.00	35.1600	3,516.00	1,039.00	184.00	5.23%
Total Noncovered	**800.000**		**21,095.46**		**28,128.00**	**7,032.54**	**1,472.00**	
11/07/11[3]	225.000	29.4050	6,616.10	35.1600	7,911.00	1,294.90	414.00	5.23%
Total Covered	**225.000**		**6,616.10**		**7,911.00**	**1,294.90**	**414.00**	
Total	**1,025.000**		**$27,711.56**		**$36,039.00**	**$8,327.44**	**$1,886.00**	
[illegible]OZONE INC			**Security Identifier: AZO**					
Dividend Option: Cash			CUSIP: 053332102					
07/17/09[*,3]	90.000	156.9900	14,129.10	477.9400	43,014.60	28,885.50		
Total Noncovered	**90.000**		**14,129.10**		**43,014.60**	**28,885.50**		
11/07/11[3]	25.000	326.2180	8,155.46	477.9400	11,948.50	3,793.04		
Total Covered	**25.000**		**8,155.46**		**11,948.50**	**3,793.04**		
Total	**115.000**		**$22,284.56**		**$54,963.10**	**$32,678.54**	**$0.00**	
AXIS CAPITAL HLDGS LTD SHS			**Security Identifier: AXS**					
ISIN#BMG0692U1099			CUSIP: G0692U109					
Dividend Option: Cash								
05/17/12	780.000	33.6680	26,261.21	47.5700	37,104.60	10,843.39	842.40	2.27%
BLACK HILLS CORP COM			**Security Identifier: BKH**					
Dividend Option: Cash			CUSIP: 092113109					
08/15/12	1,120.000	31.6570	35,455.31	52.5100	58,811.20	23,355.89	1,702.40	2.89%

Sch C-1.13

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
CERNER CORP			**Security Identifier: CERN**					
Dividend Option: Cash				CUSIP: 156782104				
08/24/10[*,3]	680.000	18.1730	12,357.64	55.7400	37,903.20	25,545.56		
Total Noncovered	**680.000**		**12,357.64**		**37,903.20**	**25,545.56**		
11/07/11[3]	360.000	31.7990	11,447.53	55.7400	20,066.40	8,618.87		
08/15/12	140.000	36.8110	5,153.50	55.7400	7,803.60	2,650.10		
Total Covered	**500.000**		**16,601.03**		**27,870.00**	**11,268.97**		
l	**1,180.000**		**$28,958.67**		**$65,773.20**	**$36,814.53**	**$0.00**	
C VRON CORP NEW COM			**Security Identifier: CVX**					
Dividend Option: Cash				CUSIP: 166764100				
03/24/08[*,3]	210.000	84.3020	17,703.48	124.9100	26,231.10	8,527.62	840.00	3.20%
05/01/09[*,3]	60.000	66.6300	3,997.80	124.9100	7,494.60	3,496.80	240.00	3.20%
Total Noncovered	**270.000**		**21,701.28**		**33,725.70**	**12,024.42**	**1,080.00**	
11/07/11[3]	30.000	107.5020	3,225.07	124.9100	3,747.30	522.23	120.00	3.20%
03/16/12[3]	180.000	110.7550	19,935.90	124.9100	22,483.80	2,547.90	720.00	3.20%
Total Covered	**210.000**		**23,160.97**		**26,231.10**	**3,070.13**	**840.00**	
Total	**480.000**		**$44,862.25**		**$59,956.80**	**$15,094.55**	**$1,920.00**	
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A			**Security Identifier: CTSH**					
Dividend Option: Cash				CUSIP: 192446102				
07/30/09[*,3]	500.000	30.4800	15,240.00	100.9800	50,490.00	35,250.00		
Total Noncovered	**500.000**		**15,240.00**		**50,490.00**	**35,250.00**		
11/07/11[3]	250.000	70.0940	17,523.50	100.9800	25,245.00	7,721.50		
Total Covered	**250.000**		**17,523.50**		**25,245.00**	**7,721.50**		
Total	**750.000**		**$32,763.50**		**$75,735.00**	**$42,971.50**	**$0.00**	
GATE PALMOLIVE CO COM			**Security Identifier: CL**					
end Option: Cash				CUSIP: 194162103				
01/26/11[3]	1,160.000	40.0550	46,463.57	65.2100	75,643.60	29,180.03	1,577.60	2.08%
COMCAST CORP CL A			**Security Identifier: CMCSA**					
Dividend Option: Cash				CUSIP: 20030N101				
03/16/12[3]	1,250.000	29.5900	36,987.00	51.9650	64,956.25	27,969.25	975.00	1.50%
CVS CAREMARK CORP			**Security Identifier: CVS**					
Dividend Option: Cash				CUSIP: 126650100				
05/17/12	200.000	45.1470	9,029.30	71.5700	14,314.00	5,284.70	180.00	1.25%
06/14/12	270.000	45.7390	12,349.65	71.5700	19,323.90	6,974.25	243.00	1.25%
Total Covered	**470.000**		**21,378.95**		**33,637.90**	**12,258.95**	**423.00**	
Total	**470.000**		**$21,378.95**		**$33,637.90**	**$12,258.95**	**$423.00**	

Sch C-1.14

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
EST REINSURANCE GROUP LTD SHS			**Security Identifier: RE**					
ISIN#BMG3223R1088			CUSIP: G3223R108					
Dividend Option: Cash								
11/07/11[3]	340.000	92.6920	31,515.38	155.8700	52,995.80	21,480.42	1,020.00	1.92%
FOMENTO ECONOMICO MEX S A B DE C V NEW			**Security Identifier: FMX**					
ISIN#US3444191064 SPON ADR REP UNIT1			CUSIP: 344419106					
SER B SH & 2 SER D B SHS & 2 SER D L SHS								
Dividend Option: Cash								
11/07/11[3]	475.000	67.7910	32,200.68	97.8700	46,488.25	14,287.57	1,480.66	3.18%
GARTNER INC COM			**Security Identifier: IT**					
Dividend Option: Cash			CUSIP: 366651107					
06/17/11[3]	470.000	37.3850	17,570.90	71.0500	33,393.50	15,822.60		
GILEAD SCIENCES INC			**Security Identifier: GILD**					
Dividend Option: Cash			CUSIP: 375558103					
01/17/13	1,130.000	38.8350	43,883.12	75.1000	84,863.00	40,979.88		
GOLDMAN SACHS GROUP INC COM			**Security Identifier: GS**					
Dividend Option: Cash			CUSIP: 38141G104					
7/13	325.000	141.9660	46,138.83	177.2600	57,609.50	11,470.67	715.00	1.24%
HELMERICH & PAYNE INC COM			**Security Identifier: HP**					
Dividend Option: Cash			CUSIP: 423452101					
01/17/13	400.000	60.0490	24,019.47	84.0800	33,632.00	9,612.53	1,000.00	2.97%
08/23/13	300.000	64.6450	19,393.35	84.0800	25,224.00	5,830.65	750.00	2.97%
Total Covered	**700.000**		**43,412.82**		**58,856.00**	**15,443.18**	**1,750.00**	
Total	**700.000**		**$43,412.82**		**$58,856.00**	**$15,443.18**	**$1,750.00**	
HOME DEPOT INC COM			**Security Identifier: HD**					
Dividend Option: Cash			CUSIP: 437076102					
01/17/13	700.000	65.2040	45,642.90	82.3400	57,638.00	11,995.10	1,092.00	1.89%
INTEL CORP COM			**Security Identifier: INTC**					
Dividend Option: Cash			CUSIP: 458140100					
01/19/10[*,3]	1,350.000	21.1560	28,560.87	25.9550	35,039.25	6,478.38	1,215.00	3.46%
07/12/10[*,3]	100.000	20.5120	2,051.24	25.9550	2,595.50	544.26	90.00	3.46%

Sch C-1.15

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
INTEL CORP COM *(continued)*								
07/13/10 *,3	30 000	21 0500	631.50	25.9550	778.65	147.15	27.00	3.46%
Total Noncovered	**1,480.000**		**31,243.61**		**38,413.40**	**7,169.79**	**1,332.00**	
Total	**1,480.000**		**$31,243.61**		**$38,413.40**	**$7,169.79**	**$1,332.00**	
INTERNATIONAL BUSINESS MACHS CORP				**Security Identifier: IBM**				
COM				CUSIP: 459200101				
Dividend Option. Cash								
19/07 *,3	220 000	95.2140	20,947 01	187.5700	41,265.40	20,318.39	836.00	2.02%
1/09 *,3	30.000	104.5100	3,135 30	187.5700	5,627.10	2,491.80	114.00	2.02%
Total Noncovered	**250.000**		**24,082.31**		**46,892.50**	**22,810.19**	**950.00**	
Total	**250.000**		**$24,082.31**		**$46,892.50**	**$22,810.19**	**$950.00**	
JP MORGAN CHASE & CO COM				**Security Identifier: JPM**				
ISIN#US46625H1005				CUSIP: 46625H100				
Dividend Option: Cash								
08/24/10 *,3	1,000 000	36.2780	36,277.50	58.4800	58,480.00	22,202.50	1,520 00	2.59%
LINCOLN ELEC HLDGS INC COM				**Security Identifier: LECO**				
Dividend Option: Cash				CUSIP: 533900106				
08/14/08 *,3	550.000	40.9080	22,499.65	71.3400	39,237.00	16,737.35	506 00	1.28%
09/22/08 *,3	140.000	35.7000	4,997.99	71.3400	9,987 60	4,989.61	128.80	1.28%
05/01/09 *,3	80.000	21.8400	1,747.20	71.3400	5,707.20	3,960.00	73.60	1.28%
Total Noncovered	**770.000**		**29,244.84**		**54,931.80**	**25,686.96**	**708.40**	
Total	**770.000**		**$29,244.84**		**$54,931.80**	**$25,686.96**	**$708.40**	
LOCKHEED MARTIN CORP COM				**Security Identifier: LMT**				
Dividend Option: Cash				CUSIP: 539830109				
07/11 3	360.000	77.7460	27,988 52	148.6600	53,517.60	25,529.08	1,915.20	3 57%
1/13	95.000	94 8470	9,010.51	148 6600	14,122.70	5,112.19	505 40	3.57%
Total Covered	**455.000**		**36,999.03**		**67,640.30**	**30,641.27**	**2,420.60**	
Total	**455.000**		**$36,999.03**		**$67,640.30**	**$30,641.27**	**$2,420.60**	
LYONDELLBASELL INDUSTRIES N V ORD				**Security Identifier: LYB**				
SHS CL A				CUSIP N53745100				
Dividend Option: Cash								
01/17/13	400.000	61.9050	24,761.80	80.2800	32,112 00	7,350 20	960.00	2.98%
MASTERCARD INC CL A COM				**Security Identifier: MA**				
Dividend Option: Cash				CUSIP. 57636Q104				
05/23/11 3	120.000	272.2450	32,669 40	835.4600	100,255 20	67,585.80	528.00	0.52%
MICROSOFT CORP COM				**Security Identifier: MSFT**				
Dividend Option: Cash				CUSIP. 594918104				
08/22/07 *,3	470 000	28.1500	13,230 50	37.4100	17,582.70	4,352.20	526.40	2.99%
03/12/08 *,3	140.000	29.4950	4,129 33	37.4100	5,237.40	1,108 07	156 80	2.99%

Sch C-1.16

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ROSOFT CORP COM *(continued)*								
1/09 *,3	190.000	19.9800	3,796.20	37.4100	7,107.90	3,311.70	212.80	2.99%
Total Noncovered	**800.000**		**21,156.03**		**29,928.00**	**8,771.97**	**896.00**	
Total	**800.000**		**$21,156.03**		**$29,928.00**	**$8,771.97**	**$896.00**	
OCCIDENTAL PETE CORP COM			**Security Identifier: OXY**					
Dividend Option: Cash			CUSIP: 674599105					
06/17/08 *,3	130.000	91.3600	11,876.80	95.1000	12,363.00	486.20	332.80	2.69%
12/18/08 *,3	220.000	55.9100	12,300.20	95.1000	20,922.00	8,621.80	563.20	2.69%
05/01/09 *,3	40.000	58.5300	2,341.20	95.1000	3,804.00	1,462.80	102.40	2.69%
10/29/10 *,3	110.000	78.8310	8,671.40	95.1000	10,461.00	1,789.60	281.60	2.69%
Total Noncovered	**500.000**		**35,189.60**		**47,550.00**	**12,360.40**	**1,280.00**	
Total	**500.000**		**$35,189.60**		**$47,550.00**	**$12,360.40**	**$1,280.00**	
PETSMART INC			**Security Identifier: PETM**					
Dividend Option: Cash			CUSIP: 716768106					
11/07/11 3	740.000	47.0860	34,843.71	72.7500	53,835.00	18,991.29	577.20	1.07%
PRICE T ROWE GROUP INC COM			**Security Identifier: TROW**					
Dividend Option: Cash			CUSIP: 74144T108					
7/12	720.000	58.4540	42,086.72	83.7700	60,314.40	18,227.68	1,094.40	1.81%
COMPANIES INC (NEW)			**Security Identifier: TJX**					
Dividend Option: Cash			CUSIP: 872540109					
11/07/11 3	1,240.000	30.1830	37,426.30	63.7300	79,025.20	41,598.90	719.20	0.91%
TOTAL S A SPONSORED ADR			**Security Identifier: TOT**					
Dividend Option: Cash			CUSIP: 89151E109					
08/23/13	725.000	56.2740	40,798.75	61.2700	44,420.75	3,622.00	1,904.12	4.28%
UNION PACIFIC CORP COM			**Security Identifier: UNP**					
Dividend Option: Cash			CUSIP: 907818108					
01/26/11 3	400.000	94.3040	37,721.68	168.0000	67,200.00	29,478.32	1,264.00	1.88%
URS CORP NEW COM			**Security Identifier: URS**					
Dividend Option: Cash			CUSIP: 903236107					
01/17/13	1,300.000	40.4110	52,534.44	52.9900	68,887.00	16,352.56	1,092.00	1.58%

Sch C-1.17

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
US BANCORP DEL COM			**Security Identifier: USB**					
Dividend Option: Cash			CUSIP: 902973304					
11/07/11 3	850.000	25.7640	21,899.65	40.4000	34,340.00	12,440.35	782.00	2.27%
01/17/13	475.000	32.9710	15,661.35	40.4000	19,190.00	3,528.65	437.00	2.27%
Total Covered	**1,325.000**		**37,561.00**		**53,530.00**	**15,969.00**	**1,219.00**	
Total	**1,325.000**		**$37,561.00**		**$53,530.00**	**$15,969.00**	**$1,219.00**	
VERIZON COMMUNICATIONS INC			**Security Identifier: VZ**					
			CUSIP: 92343V104					
[illegible]end Option: Cash								
06/14/12	380.000	43.6770	16,597.10	49.1400	18,673.20	2,076.10	805.60	4.31%
VERTEX PHARMACEUTICALS INC COM			**Security Identifier: VRTX**					
			CUSIP: 92532F100					
Dividend Option: Cash								
08/15/12	430.000	54.2840	23,342.08	74.3000	31,949.00	8,606.92		
WELLS FARGO & CO NEW COM			**Security Identifier: WFC**					
Dividend Option: Cash			CUSIP: 949746101					
06/23/10 *,3	1,120.000	27.3850	30,670.64	45.4000	50,848.00	20,177.36	1,344.00	2.64%
07/12/10 *,3	200.000	27.0260	5,405.24	45.4000	9,080.00	3,674.76	240.00	2.64%
08/24/10 *,3	350.000	23.9360	8,377.43	45.4000	15,890.00	7,512.57	420.00	2.64%
Total Noncovered	**1,670.000**		**44,453.31**		**75,818.00**	**31,364.69**	**2,004.00**	
Total	**1,670.000**		**$44,453.31**		**$75,818.00**	**$31,364.69**	**$2,004.00**	
ZIMMER HLDGS INC COM			**Security Identifier: ZMH**					
Dividend Option: Cash			CUSIP: 98956P102					
01/17/13	600.000	73.0970	43,858.10	93.1900	55,914.00	12,055.90	480.00	0.85%
[illegible] Common Stocks			**$1,453,142.57** ✓		**$2,364,285.25**	**$911,142.68**	**$42,382.58**	
[illegible]al Equities			**$1,453,142.57**		**$2,364,285.25**	**$911,142.68**	**$42,382.58**	

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LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 11

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
FILE CABINET	SL	2,114			2,114.	2,091.			2,091.
FURNITURE	SL	686.			686.	667.			667.
FURNITURE	SL	1,928.			1,928	1,864			1,864.
OFFICE EQUIPMENT	SL	6,518.			6,518.	6,301.			6,301.
SAFE	M7	853.			853.	800.			800.
VAULT	M7	747.			747.	683.			683.
COMPUTER	M5	876.			876.	791			791.
PRINTER	M5	265.			265	241.			241.
BOOKCASE	M5	149			149.	136.			136.
EQUIPMENT	M5	152.			152.	139.			139.
SCREEN	M5	221.			221	199.			199.
PRINTER	M5	214.			214	180.			180.
COMPUTER DESK	SL	611.			611.	611.			611.
FURNITURE & EQUIP	SL	206.			206.	206.			206.
OFFICE FURNITURE	SL	2,432.			2,432.	1,944.	488.		2,432.
COMPUTERS	SL	3,396.			3,396.	2,037.	679.		2,716.
COPIER	SL	5,965.			5,965.	1,491.	1,193.		2,684.
TOTALS		27,333.			27,333.	20,381.			22,741.

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST PAID	999.	999.
DEPOSIT RECEIVABLE	530.	530.
TOTALS	1,529.	1,529.

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
CREDIT CARD PAYABLE		866.
	TOTALS	866.

ATTACHMENT 14

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE FOUNDATION REVISED ITS BY-LAWS TO REFLECT THE CURRENT NEW ADDRESS. A COPY OF THE REVISED BY-LAWS IS ATTACHED.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN J. GOGIAN 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	PRESIDENT 1.00	2,000.	0	0
KATHLEEN D. CRANE 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	DIRECTOR 2.00	2,000.	0	0
CAROLE JOUROYAN 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	DIRECTOR 1.00	1,500.	0	0
DAN MUELLER 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	CHAIRMAN 2.00	2,000.	0	0
[illegible]RY NELSON 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	TREASURER 1.00	1,500.	0	0
LINDA STAMMERJOHN 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	MANAGING DIRECTOR 40.00	102,224.	3,067.	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
REBECCA SCHROFF 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	SECRETARY 1.00	2,000.	0	0
THOMAS CODY 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	DIRECTOR 1.00	2,000.	0	0
GREG ALESSANDRA 2531 W. 237TH STREET, STE. 124 TORRANCE, CA 90505	DIRECTOR 1.00	2,000.	0	0
	GRAND TOTALS	117,224.	3,067.	0

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LINDA STAMMERJOHN
2531 W. 237TH STREET, STE 124
TORRANCE, CA 90505
310-325-0954

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE A	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	1,519,125.
		TOTAL CONTRIBUTIONS PAID	1,519,125.

John Gogian Family Foundation

FEIN: 95-3759369

January through December 2013

Contributions - Charity & Schol

Charities

Date	Name	Street	City	Zip	Amount
02/20/2013	Pediatric Therapy Network	1815 W 213th Street, Ste 100	Torrance	90501	10,000 00
05/09/2013	Canine Angels Service Teams	P O Box 5256	Diamond Bar	91765	10,000 00
05/09/2013	Carousel Ranch	34289 Rocking Horse Road	Agua Dulce	91390	20,000 00
05/09/2013	A Window Between Worlds	710 4th Avenue, Ste #5	Venice	90291	35,000 00
05/09/2013	The ARC - Los Angeles & Orange Counties	12049 Woodruff Avenue	Downey	90241	35,000 00
05/09/2013	Achievable Foundation	5901 Green Valley Circle Ste 320	Culver City	90230-6949	20,000 00
05/09/2013	CASA of Los Angeles		Monterey Park	91754	25,000 00
05/10/2013	Armenian Gospel Mission Inc	P O Box 5727	Pasadena	91117	35,000 00
05/10/2013	Center for Nonviolent Education & Parenti		Los Angeles	90026	25,000 00
05/10/2013	Center for Nonviolent Education & Parenti		Los Angeles	90026	10,000 00
05/10/2013	Center for the Partially Sighted		Culver City	90230	20,000 00
05/10/2013	Child Welfare Initiative		Los Angeles	90036	10,000 00
05/10/2013	Child Welfare Initiative		Los Angeles	90036	15,000 00
05/10/2013	Flintridge Center	238 West Mountain St Ste 106	Pasadena	91103	5,000 00
05/10/2013	Friendship Circle of the South Bay	2108 Vail Ave	Redondo Beach	90278	25,000 00
05/10/2013	Glendale Association for the Retarded		Glendale	91201	30,000 00
05/10/2013	Glendale Association for the Retarded		Glendale	91201	5,000 00
05/10/2013	InsideOut Writers		Hollywood	90028	20,000 00
05/10/2013	It's Time for Kids	17328 Ventura Blvd , Ste 164	Encino	91316	10,000 00
05/10/2013	Journey House, Inc	1232 North Los Robles Ave	Pasadena	91104	10,000 00
05/10/2013	Marycrest Manor, Inc	10664 Saint James Dr	Culver City	90230	20,000 00
05/10/2013	Mychal's Learning Place	4901 West Rosecrans	Hawthorne	90250	25,000 00
05/10/2013	Parents' Place	1500 S Hyacinth Ave Ste B	West Covina	91791-3832	10,000 00
05/10/2013	Providence TrinityCare Hospice Fd	5315 Torrance Blvd B-1	Torrance	90503	20,000 00
05/10/2013	Su Casa- Ending Domestic Violence	3840 Woodruff Ave Ste 203	Long Beach	90808	25,000 00
05/10/2013	Rainbow Services, Ltd	453 W 7th Street	San Pedro	90731	30,000 00
05/10/2013	Rainbow Services, Ltd	453 W 7th Street	San Pedro	90731	5,000 00
05/10/2013	Ride To Fly	4923 Halison Street	Torrance	90503	5,000 00
05/10/2013	STAR	P O Box 1075	Torrance	90505	50,000 00
05/10/2013	STAR	P O Box 1075	Torrance	90505	20,000 00
05/10/2013	St Barnabas Senior Services		Los Angeles		30,000 00
05/10/2013	St Barnabas Senior Services		Los Angeles		5,000 00
05/10/2013	Valley Family Center		San Fernando	91340	20,000 00
05/13/2013	Peace 4 Kids	P O Box 5347	Compton	90221	15,000 00
05/14/2013	Long Beach Nonprofit Partnership		Long Beach	90808-1746	2,575 00
05/14/2013	Community Partners fbo Circle of Friends		Los Angeles	90012	10,000 00
05/14/2013	Community Partners fbo Circle of Friends		Los Angeles	90012	2,500 00
05/17/2013	Jewish Family and Children's Service		Long Beach	90815	25,000 00
05/17/2013	Center for the Pacific Asian Family	543 Fairfax Avenue #108	Los Angeles	90036	35,000 00
05/17/2013	Arts & Services for Disabled	3626 Pacific Coast Highway	Long Beach	90804	20,000 00
06/19/2013	Domestic Violence Center of Santa Clarita		Newhall	91321	1,000 00
06/19/2013	HEAR Center	301 East Del Mar Blvd	Pasadena	91101	1,000 00
06/19/2013	Mychal's Learning Place	4901 West Rosecrans	Hawthorne	90250	1,000 00
06/25/2013	Carousel Ranch	34289 Rocking Horse Road	Agua Dulce	91390	1,000 00
06/25/2013	CASA of Los Angeles		Monterey Park	91754	1,000 00
06/25/2013	OPARC		Montclair	91763	1,000 00
06/25/2013	STAR	P O Box 1075	Torrance	90505	1,000 00
06/25/2013	Toberman Neighborhood Center		San Pedro	90731	1,000 00
06/25/2013	Valley Family Center		San Fernando	91340	1,000 00
07/12/2013	CASA of Los Angeles		Monterey Park	91754	25,000 00
08/01/2013	Association of Small Foundations		Washington	20036	10,000 00
08/08/2013	Long Beach Nonprofit Partnership		Long Beach	90808-1746	400 00
12/05/2013	Friends of Warm Hearth	P O Box 4784	Sunnyside	11104	30,000 00
12/05/2013	HEAR Center	301 East Del Mar Blvd	Pasadena	91101	25,000 00
12/05/2013	Help for Brain Injured Children, Inc	981 N Euclid Street	La Habra	90631	20,000 00
12/05/2013	Learning Rights Law Center	205 S Broadway, Suite 808	Los Angeles	90012	20,000 00
12/05/2013	Pediatric Therapy Network	1815 W 213th Street, Ste 100	Torrance	90501	25,000 00
12/05/2013	Shane's Inspiration	15213 Burbank Blvd	Sherman Oaks	91411	25,000 00
12/05/2013	Switzer Center	2201 Amapola Court	Torrance	90501	25,000 00
12/05/2013	For The Child, Inc	4565 California Ave	Long Beach	90807	25,000 00
12/05/2013	Los Angeles Youth Network	7033 Sunset Blvd , Suite 225	Los Angeles	90028	25,000 00

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	Date	Name	Street	City	Zip	Amount
	12/05/2013	Pacific Lodge Youth Services	4900 Serrania Ave	Woodland Hills	91364	25,000 00
	12/05/2013	WomenShelter of Long Beach	PO Box 32107	Long Beach	90832	20,000 00
	12/05/2013	YWCA - Santa Monica/Westside	2019 14th Street	Santa Monica	90405	25,000 00
	12/05/2013	OPARC		Montclair	91763	5,000 00
	12/05/2013	The ARC - Los Angeles & Orange Counties	12049 Woodruff Avenue	Downey	90241	50,000 00
	12/05/2013	For The Child, Inc	4565 California Ave	Long Beach	90807	50,000 00
	12/05/2013	Grandparents As Parents	22048 Sherman Way #217	Canoga Park	91303	50,000 00
	12/05/2013	HEAR Center	301 East Del Mar Blvd	Pasadena	91101	50,000 00
	12/05/2013	STAR	P O Box 1075	Torrance	90505	50,000 00
Charities						1,339,475 00
· Community Grants						
	02/06/2013	M O D D , Inc		Torrance	90503	1,000 00
	10/16/2013	St Barnabas Senior Services		Los Angeles		2,000 00
	10/16/2013	The Los Angeles Challenge	501 Deep Valley Drive Ste 202	Rolling Hills Estates	90274	8,000 00
	10/16/2013	CASA of Los Angeles		Monterey Park	91754	5,000 00
	10/16/2013	Carousel Ranch	34289 Rocking Horse Road	Agua Dulce	91390	5,000 00
	10/16/2013	Bloom Again Foundation	221 E Walnut Street, Suite 245	Pasadena	91101	5,000 00
	10/16/2013	LMU	Corporate & Foundation Relations	Los Angeles	90045-2659	5,000 00
	11/22/2013	Canine Angels Service Teams	P O Box 5256	Diamond Bar	91765	10,000 00
	11/22/2013	Casa de los Angelitos		Harbor City	90710-1818	5,000 00
	11/22/2013	Dream Street Foundation	324 S Beverly Drive, Suite 500	Beverly Hills	90212	5,000 00
	11/22/2013	Homeboy Industries, Inc		Los Angeles	90012	5,000 00
	11/22/2013	House of Yahweh	P O Box 1089	Lawndale	90260	10,000 00
	11/22/2013	Norcal Haven, Inc	1818 Gilbreth Road, Ste 132	Burlingame	94010	7,500 00
	11/22/2013	Peace 4 Kids	P O Box 5347	Compton	90221	5,000 00
	11/22/2013	Pediatric Therapy Network	1815 W 213th Street, Ste 100	Torrance	90501	5,000 00
	11/22/2013	Ride To Fly	4923 Halison Street	Torrance	90503	2,500 00
	11/22/2013	St James Armenian Church	4950 West Slauson Ave	Los Angeles	90056	15,000 00
	11/22/2013	St Mary Medical Center	1050 Linden Ave	Long Beach	90813-3393	5,000 00
	11/22/2013	STRIVE	9124 S Main Street	Los Angeles	90003	10,000 00
	11/22/2013	A Window Between Worlds	710 4th Avenue, Ste #5	Venice	90291	5,000 00
	12/05/2013	HEAR Center	301 East Del Mar Blvd	Pasadena	91101	5,000 00
	12/12/2013	Mychal's Learning Place	4901 West Rosecrans	Hawthorne	90250	5,000 00
Community Grants						131,000 00
Scholarships						
	02/04/2013	Cal St University Long Beach	1250 Bellflower Blvd	Long Beach	90841-0106	-2,000 00
	08/15/2013	Cal State University - East Bay	25800 Carlos Bee Blvd	Hayward	94542	5,000 00
	08/15/2013	Santa Fe University Art & Design		Santa Fe	87505	4,000 00
	08/15/2013	U C Regents, Berkeley	207 Sproul Hall #1960	Berkeley	94720-1960	4,000 00
	08/15/2013	USC	Attn Aid Coordinator	Los Angeles	90089-0914	4,000 00
	08/15/2013	Marist College	3399 North Road	Poughkeepsie	12601	4,000 00
	08/15/2013	Harvey Mudd College	301 Platt Blvd	Claremont	91711	4,000 00
	08/15/2013	Georgetown University	37th and O Streets, NW	Washington	20057	5,000 00
	08/15/2013	UC Regents San Diego	9500 Gilmar Drive	La Jolla	92093-0026	5,000 00
	08/15/2013	UCLA	405 Hilgard Ave	Los Angeles	90095-9000	4,000 00
	08/15/2013	Cal St University Dominguez Hills	1000 E Victoria St ,	Carson	90747	4,000 00
	08/15/2013	El Camino College Foundation		Torrance	90506	2,000 00
	08/21/2013	ASU	P O Box 870303	Tempe	85287-0303	3,650 00
	11/07/2013	Fashion Institute of Design & Merchandise	919 Grand Street	Los Angeles	90015-1421	2,000 00
Scholarships						48,650 00
Contributions - Charity & Schol						1,519,125 00
TOTAL						**1,519,125.00**

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FEDERAL TAX REFUND			14	1,273.	
TOTALS				1,273.	

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment Sequence No **179**

Name(s) shown on return	Identifying number
JOHN GOGIAN FAMILY FOUNDATION	95-3759369

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	

8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	2,360.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	2,360.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

JSA **For Paperwork Reduction Act Notice, see separate instructions.**
3X2300 2 000

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				**43**	
44 **Total.** Add amounts in column (f) See the instructions for where to report				**44**	

JOHN GOGIAN FAMILY FOUNDATION

2013

95-3759369

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
FILE CABINET	02/20/2001	2,114.	100 000			2,114.	2,091.	2,091.	SL		5.000				
FURNITURE	05/21/2001	686.	100.000			686.	667.	667	SL		5.000				
FURNITURE	07/09/2001	1,928.	100.000			1,928.	1,864.	1,864.	SL		5.000				
OFFICE EQUIPMENT	07/12/2001	6,518.	100.000			6,518.	6,301.	6,301.	SL		5.000				
SAFE	06/25/2003	853.	100 000			853.	800.	800.	200DB	HY			7		
VAULT	09/28/2004	747.	100.000			747	683.	683.	200DB	HY			7		
COMPUTER	04/21/2004	876.	100 000			876.	791.	791.	200DB	HY			5		
PRINTER	08/23/2004	265.	100.000			265	241.	241.	200DB	HY			5		
BOOKCASE	07/22/2004	149.	100 000			149.	136.	136.	200DB	HY			5		
EQUIPMENT	02/10/2004	152.	100.000			152.	139	139.	200DB	HY			5		
SCREEN	10/14/2004	221.	100.000			221.	199	199	200DB	HY			5		
PRINTER	03/15/2005	214.	100.000			214.	180.	180.	200DB	HY			5		
COMPUTER DESK	06/14/2006	611.	100.000			611.	611.	611.	SL		5 000				
FURNITURE & EQUIP	05/21/2007	206.	100.000			206.	206.	206.	SL		5 000				
OFFICE FURNITURE	12/19/2008	2,432.	100.000			2,432.	1,944.	2,432.	SL		5.000				488.
COMPUTERS	12/22/2009	3,396.	100.000			3,396.	2,037.	2,716.	SL		5.000				679.
COPIER	09/27/2011	5,965.	100.000			5,965.	1,491.	2,684	SL		5.000				1,193.
Less Retired Assets															
Subtotals		27,333.				27,333.	20,381.	22,741.							2,360.

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS		27,333				27,333.	20,381.	22,741.							2,360.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA

3X9024 1 000

TAX RETURN ATTACHMENT – REVISED BYLAWS

BYLAWS FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR ITS ARTICLES OF INCORPORATION OF JOHN GOGIAN FAMILY FOUNDATION,

A California Nonprofit Public Benefit Corporation

Ratified May 13, 2014

ARTICLE I

OFFICES

Section 1.01. Principal Office. The principal office for the transaction of the business of this corporation is located at 2531 W. 237th Street, Suite 124, Torrance CA 90505. The Board of Directors (herein called the "Board") may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 1.02. Other Offices. The Board may at any time establish branches or subordinate offices at any place or places where this corporation is qualified to do business.

ARTICLE II

OBJECTIVES AND PURPOSES

Subject to and in accordance with the purposes as set forth in the Articles of Incorporation, the objectives and purposes of this corporation shall be the provision of supporting contributions for selected charitable, scientific, literary, and educational charities, as defined under Internal Revenue Code §501(c)(3). In particular, this corporation shall be dedicated to supporting community-based organizations that enhance the quality of people's lives in the greater Los Angeles area. In this regard, this corporation's primary goal shall be to have a positive and lasting impact on the lives of abused and neglected youth, the developmentally disabled, and other persons similarly challenged, by enabling the creation and maintenance of safe and stable environments in which such persons may live, learn, work, and grow.

Pursuant to the Articles of Incorporation, this corporation is also committed to provide assistance to organizations that provide services and support to persons of Armenian descent living in either the United States or Armenia.

In discharging the obligations described hereunder, no more than twenty percent (20%) of the distributions which this corporation shall be required by law to make in any year shall be distributed for any one authorized purpose or to any one qualified organization.

ARTICLE III

DIRECTORS

Section 3.01. Classes of Directors. The corporation shall have two (2) classes of Directors.

The first class of Directors shall be known as "Founder Directors." Originally, this class consisted of the two founders of this corporation, Rosalia Gogian and John J. Gogian. Rosalia Gogian is now deceased, and thus John J. Gogian is now the sole Founder Director. Accordingly, all references in these Bylaws to the Founder Director refer to John J. Gogian. Upon the death, incapacity, or resignation of John J. Gogian, the class of "Founder Directors" shall cease to exist.

The second class of Directors shall be known as "Elected Directors." Elected Directors shall be elected from time to time by the incumbent members of the Board of Directors in accordance with the provisions of these Bylaws.

Unless otherwise stated or the context so requires, all references to "Director" or "Directors" contained in these Bylaws refer without distinction to the members of both classes of Directors.

Section 3.02. Powers. Except as limited by the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, its Board. The Board may delegate the management of the day-to-day operation of this corporation to a management company or other person provided that the business and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

A. To select and remove all the other officers, agents and employees of this corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.

B. To conduct, manage and control the affairs and activities of this corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws as the Board may deem best.

C. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as the Board may deem best.

D. To borrow money and incur indebtedness for the purposes of this corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

E. To carry on a business at a profit with the ultimate objective that all profits earned will be used to further the mission of this corporation.

Section 3.03. Number. The authorized number of Directors shall be a range of no less than five and no more than eleven until changed by amendment of the Bylaws. The exact number of the Directors shall be as determined from time to time by action by the Board of Directors.

Section 3.04. Qualification. Directors need not be residents of the State of California. Not more than 49% of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full time of part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person

Section 3.05. Term of Office of Elected Directors. An Elected Director who is elected by the Board upon nomination of the Board's nominating committee at the Board's annual meeting held during the fourth quarter of each calendar year shall hold office for a term of two (2) years commencing on January 1 of the calendar year following the date of election. An Elected Director who is elected by the Board to fill a vacancy on the Board shall hold office for the remainder of the calendar year in which the election occurs, and for a term of two (2) years commencing on January 1 of the calendar year following the date of election. Notwithstanding the foregoing, Elected Directors may be removed and replaced at any annual meeting of the Board. If an Elected Director's term has expired and a replacement Director has not been elected, such Director's position shall remain vacant until a replacement Director has been elected.

Section 3.06. Voting Power. With respect to each matter submitted to the Board for determination, each Elected Director shall be entitled to cast one (1) vote, and the Founder Director shall be entitled to cast a number of votes equal to the authorized number of Elected Directors plus one (1).

Section 3.07. Vacancies.

A. A vacancy in the Board shall be deemed to exist whenever any authorized position of Elected Director is not filled by a duly elected Director, whether such vacancy is caused by death, resignation, removal, term limits, incapacity, change in the authorized number of Elected Directors, or otherwise.

B. Vacancies in the Board, including vacancies resulting from the removal of an Elected Director, may be filled by a vote of the Directors then in office, provided that at least five (5) Directors participate in the election. Each Director so elected shall hold office as provided in Section 3.05.

C. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law (restricting the resignation of a last remaining director), any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of this corporation, unless the notice specifies a later time for effectiveness of such resignation. If the Board accepts the resignation of an Elected Director tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective.

D. No reduction of the number of Elected Directors shall have the effect of removing any Elected Director prior to the expiration of his or her term of office.

E. Any person qualified to be an Elected Director under Section 3.04 may be nominated by any method of nomination authorized or approved by the Board of Directors.

Section 3.08. Removal. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law. The Board, by a vote of the Directors then in office, may remove any Elected Director without cause, provided that at least five (5) Directors participate in the voting.

Section 3.09. Regular Meetings. Regular meetings of the Board shall be held at such time as shall be from time to time fixed by the Board. The last regular meeting of each calendar year, held during the fourth calendar quarter, shall constitute the Board's annual meeting. Call and notice of such regular and annual meetings is hereby dispensed with.

Section 3.10. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two Directors.

Section 3.11. Notice of Meetings. Except in the case of meetings for which notice has been dispensed with as authorized hereunder, notice of the time and place of the meetings of the Board shall be communicated to each Director, if by mail or electronic mail, at least four (4) days before the meeting, and if delivered personally or by telephone or telegraph, at least forty-eight (48) hours prior to the time of the meeting. No notice or waiver of notice need specify the purpose of any regular or special meeting of the Board. Notwithstanding the foregoing, notice of a meeting may be waived as provided for in Section 3.15 of this Article III.

Section 3.12. Manner of Giving Notice. Written notice shall be deemed given when personally delivered to the Director or at the time it is deposited in the United States mail, first class postage prepaid, or at the time it is delivered to a common carrier for transmission, addressed to the Director at his or her address as it is shown upon the records of this corporation, or, if it is not so shown on such records and is not readily ascertainable, at the principal executive office of this corporation. Notice by electronic mail shall be deemed given when it is actually transmitted by the Foundation. Oral notice shall be deemed given when it is communicated in person or by telephone to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director.

Section 3.13. Place of Meetings. Meetings of the Board shall be held at any place within or without the State of California which has been designated in the notice of such meeting or which has been designated from time to time by resolution of the Board. In the absence of such designation meetings shall be held at the principal office of this corporation.

Section 3.14. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a written waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. No Director who so protests shall be considered present at any such meeting. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the Directors not present (including each Director who protested lack of notice) signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents and approval shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.15. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision approved by a majority of the votes cast by the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation or these Bylaws require a greater number of votes or the participation of a greater number of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the votes cast by the required quorum for such a meeting.

Section 3.16. Adjournment. A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to each Director who was not present at the time of the adjournment. Notice shall be deemed given as provided in Section 3.13 of this Article III.

Section 3.17. Committees.

A. The Board may, by duly adopted resolution, designate one or more committees, each consisting of two or more committee members, to serve at the pleasure of the Board. At least one member of each committee shall be a Director, unless the presence of a Director on the committee would be inappropriate by virtue of the nature or purpose of the committee.

Such committees may include, but will not be limited to, the finance and investment committee, the grants program committee, the nominating committee for the purpose of nominating Directors, or such other committees as may be deemed appropriate by the Board. To augment the expertise and experience of the Board, non-Directors may be invited to participate on the grants and finance committees, or such other committees deemed appropriate by the Board. Each committee shall have such authority as may be properly delegated to it by resolution of the Board or as provided in these Bylaws, but in no event shall any committee have final authority with respect to:

1. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the Board;
2. The filling of vacancies on the Board or on any committee;

3. The fixing of compensation of the Directors for serving on the Board or on any committee;

4. The amendment or repeal of Bylaws or the adoption of new Bylaws;

5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

6. The appointment of other committees or the members thereof; or

7. The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

B. Any such committee must be created, and the members thereof appointed, by resolution duly adopted by the Board, and any such committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

C. In any instance in which it is necessary to determine the rules applicable to conduct of a committee which is a properly appointed and serving committee of the Board of Directors, reference shall be made to the provisions of this Article III in all areas in which reasonable guidance as to the conduct of the committee might reasonably be deemed to be derived. Any matter not so determined under the provisions of this Article III shall be determined in the discretion of the Board, or, in the absence of any action by the Board or a reasonable opportunity to do so, by a majority of the members of the committee.

Section 3.18. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 3.19. Telephonic Meetings. Meetings of the Board may be held through use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another at the time of such meeting. Participation in such a meeting constitutes presence in person at such meeting. If the corporation's Secretary does not participate in a telephonic meeting, the Board member who initiated the meeting shall be responsible for insuring that minutes of the meeting are duly recorded and then delivered into the Secretary's custody.

Section 3.20. Loans. This corporation shall not make any loan of money or property to or guaranty the obligation of any Director or officer of this corporation or of its parent or any subsidiary, unless such loan or guaranty has been approved by the Attorney General. Notwithstanding the foregoing, however, this corporation may advance money to an officer or Director of this corporation, or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer, provided that in the absence of such advance such officer or Director would be entitled to be reimbursed for such expenses by such corporation, its parent or any subsidiary.

Section 3.21. Duty of Directors; Reliance on Others.

A. A Director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

B. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of this corporation whom the Director believes to be reliable and competent in the matters presented;

2. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

3. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 3.22. Distributions. All distributions of supporting contributions to qualified charities shall be approved by the Board in accordance with this corporation's established grant making policies and guidelines. The Founder Director shall have the right to make recommendations to the Board with respect to approximately ten percent (10%) of the distributions to be made during each fiscal year. Each Director, and this corporation's managing or executive director, shall have the right to make recommendations to the Board with respect to certain "discretionary" distributions to be made during each fiscal year. All recommended distributions must be in compliance with the corporation's established grant making policies and guidelines, except that "discretionary" distributions may be to qualified charities working in program areas outside of the corporation's designated program areas. Unless he has received prior approval from the Board, no Director or officer of this corporation shall direct that any distribution be made, or make any promise that any distribution shall be made, to any prospective recipient.

Section 3.23. Conflict Disclosures. Each Director shall disclose any existing relationship, if any, with organizations applying for support. These affiliations include serving as an officer, director, trustee, member, employee or advisor. The existence of a conflict shall not necessarily prohibit dealings with such an organization, but these issues shall be taken into account by the Board of Directors in making any decision with respect to a distribution or entering into any transaction with an organization with which any Director has an affiliation. No Director who has an affiliation with any organization applying for, or considered for, support, shall be entitled to vote with respect to any proposed distribution to, or entering into any transaction with, an organization with respect to which the Director has an affiliation, but this will not restrict the ability of other members of the Board to act in this connection. The Board may, in its discretion, adopt and maintain a separate conflict of interest policy to govern its operation.

Section 3.24. Professional Advisors. After the Founder Director ceases to serve as a Director, no officer or Director of this corporation shall also serve as the corporation's legal counsel or accountant. It is the intention of the Founder Director that an independent legal advisor and accounting advisor provide these types of services to the corporation. Should a Director or officer have a conflict as a result of this provision, the Director or officer shall be required to determine whether to continue to serve in the capacity of Director or officer or to discontinue the provision of legal and/or accounting services. No provision hereof shall be deemed to imply a continued right to serve as accountant or legal counsel for the corporation, as such advisors are selected by the Board in its discretion based upon the most effective and knowledgeable legal and accounting resources available.

ARTICLE IV

OFFICERS

Section 4.01. Enumeration and Qualifications. The officers of this corporation shall be a Chairman of the Board or a President, or both, a Secretary, a Chief Financial Officer and such other officers with such titles and duties as shall be determined in the discretion of the Board including, but not limited to, one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Chief Financial Officers. Any one person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairman of the Board.

Section 4.02. Election, Removal and Resignation. Officers shall be chosen by the Board and shall serve and shall be subject to removal, with or without cause, at the pleasure of the Board, subject to the rights, if any, of officers under contracts of employment with this corporation. Any officer may resign at any time upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 4.03. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board or prescribed by the Bylaws. Whenever there is no President of this corporation, the Chairman of the Board shall have the powers and duties of the President.

Section 4.04. The President. The President, if there shall be such an officer, shall serve as the chief executive officer of this corporation and shall, subject to the control of the Board of Directors, and further subject to such supervisory powers , if any, as may be given by the Board of Directors to the Chairman of the Board, if there shall be such an officer, have general supervision, direction, and control of the business and the officers of the corporation. In the absence of the Chairman of the Board, he shall preside at all meetings of the Board. He shall be an ex officio member of all standing committees, and shall have the general powers and duties of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 4.05. The Secretary. The Secretary shall keep or cause to be kept, in books provided for the purpose, the minutes of the meetings of the Board; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records of this corporation and, in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board or by the President.

Section 4.06. The Chief Financial Officer. The Chief Financial Officer (who may also be known as the Treasurer) shall be the financial officer of this corporation; shall have charge and custody of, and be responsible for, all funds of this corporation and deposit, or cause to be deposited, all such funds in the name of this corporation in such banks, trust companies or other depositories as shall be selected by the Board; shall receive and give receipts for moneys due and payable to this corporation from any source whatsoever; and in general perform all the duties incident to the office of Chief Financial Officer and such other duties as may from time to time be assigned to him or her by the Board and the President. The Chief Financial Officer shall render to the President and the Board, whenever the same shall be required, an account of all his or her transactions as Chief Financial Officer and of the financial condition of this corporation. He or she shall, if required so to do by the Board, give this corporation a bond in such amount and with such surety or sureties as may be ordered by the Board for the faithful performance of the duties of his or her office and for the restoration to this corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to this corporation.

Section 4.07. Assistants and Subordinates. Any duty to be performed by an officer of this corporation may be performed by his or her duly authorized assistant officer.

ARTICLE V

CORPORATE RECORDS

Section 5.01. Types of Records. This corporation shall keep adequate and correct books and records of account, and shall keep minutes of the proceedings of the Board and committees of the Board. Such minutes shall be kept in written form. Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 5.02. Annual Reports. The Board of Directors shall cause an Annual Report to be sent to each of its Directors in accordance with the provisions of Section 6321 of the California Nonprofit Public Benefit Corporation Law.

Section 5.03. Directors' Right of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

ARTICLE VI

CORPORATE SEAL; OTHER AUTHORIZATIONS

Section 6.01. Corporate Seal. The corporate seal shall be circular in form, and shall have inscribed thereon the name of this corporation, the date of its incorporation, and the word "CALIFORNIA."

Section 6.02. Execution of Contracts. The Board, except as in these Bylaws otherwise provided, may authorize any officer or officers or agent or agents to enter into any contract or execute any instrument in the name of and on behalf of this corporation. Such authority may be general, or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit, or to render it liable for any purpose or in any amount; provided, however, that nothing contained in this Section 6.02, Article VI, shall be construed to prevent any officer of this corporation from performing his or her regular duties in the ordinary course of business pursuant to the authority granted to said officer by these Bylaws.

Section 6.03. Representation of Shares of Other Corporations. All shares of any other corporation standing in the name of this corporation shall be voted, represented and all rights incidental thereto exercised by such person as is designated by the Board. In absence of such designation such shares shall be voted, represented and all rights incidental thereto exercised by the Chairman of the Board, the President, or any Vice President, or by any other person authorized to do so by one of such officers.

ARTICLE VII

BYLAWS

Section 7.01. General Scope of the Bylaws. The particular powers and provisions enumerated in these Bylaws are not intended to be, or to be construed to be, to the exclusion of or a limitation upon the exercise of any right, privilege or power which this corporation may lawfully regulate, or delegate in or by its Bylaws. As to any matter which may hereafter arise and which is not specifically provided for by these Bylaws, the Directors shall have the right to act as may be determined by a vote of the Board, provided such action is not contrary to the laws of the State of California governing Nonprofit Public Benefit Corporations.

Section 7.02. Bylaws to be Kept at Office. This corporation shall keep at its principal executive office in this State, the original or a copy of its Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 7.03. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 7.04. Amendments of Bylaws by Directors. Bylaws may be adopted, amended or repealed by approval of the Board.

ARTICLE VIII

INDEMNIFICATION

Section 8.01. Definitions. For purposes of this Article VIII:

A. Agent. "Agent" means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation;

B. Proceeding. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative;

C. Expenses. "Expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Article VIII;

D. Executive. "Executive" shall mean any officer or Director (or both) of this corporation or any of its subsidiaries.

Section 8.02. Indemnification of Agents Other Than Executives. This corporation may without restriction indemnify any agent of this corporation who is not an executive.

Section 8.03. Indemnification of Executives Against Expense - Successful Defense on the Merits. This corporation may indemnify an executive against expenses actually and reasonably incurred in connection with a successful defense on the merits of any proceeding referred to in Section 8.04 hereof, or in defense of any claim, issue or matter therein.

Section 8.04. Indemnification of Executive Expense Disposition Other Than Successful Defense on the Merits.

A. Non-Derivative Actions. This corporation may indemnify an executive against expenses actually and reasonably incurred by him or her in connection with any proceeding (other than in an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) to which such executive was or is a party, or is threatened to be made a party by reason of the fact that such executive is or was an agent of this corporation. In order to qualify for indemnification pursuant to this Section 8.04, Subsection (A), there must be a determination by:

1. A majority of a quorum consisting of Directors who are not parties to such proceeding; or

2. The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation, that the executive acted in good faith and in a manner which he reasonably believed to be in the best interests of this corporation, and in the case of a criminal proceeding, the executive had no reasonable cause to believe that his or her conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

B. Derivative Actions. This corporation may indemnify an executive against expenses actually and reasonably incurred by him in connection with the defense or settlement of threatened, pending or completed action by or in the right of this corporation or brought under Section 5233 of the California Nonprofit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust to procure a judgment in its favor to which such executive was or is a party or is threatened to be made a party by reason of the fact that such person is or was an agent of this corporation upon the terms and conditions set forth in this Section 8.04, Subsection (B).

1. Judgment. If the executive shall have been adjudged to be liable to this corporation in the performance of his or her duty to this corporation in respect of any claim, issue or matter the court in which such action was brought shall determine whether, and the extent to which, in view of all the circumstances of the case, such executive is fairly and reasonably entitled to indemnity for the expenses which such court shall determine.

2. Disposition With Court Approval. If the executive shall dispose of the action with court approval but prior to being adjudged liable to this corporation, this corporation may indemnify the executive against such expenses if there is a determination by:

   a. A majority of a quorum consisting of Directors who are not parties to such proceeding; or

   b. The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation, that the executive acted in good faith, in a manner which he reasonably believed to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

3. Disposition Without Court Approval. If the executive shall dispose of the action without court approval but prior to being adjudged liable to this corporation, this corporation may not indemnify the executive against such expenses without the approval of the Attorney General.

Section 8.05. Indemnification Against Amounts Other Than Expenses.

A. Non-Derivative Actions. This corporation may indemnify an executive against judgments, fines, settlements and other amounts actually and reasonably incurred by him in connection with any proceeding (other than in an action by or in the right of this corporation) to which such executive was or is a party, or is threatened to be made a party by reason of the fact that such executive is or was an agent of this corporation. Such indemnification must meet the same qualifications set forth in Section 8.04, Subsection (A) of these Bylaws.

B. Derivative Actions. This corporation may not indemnify an executive for any amounts which he paid (or for which he became liable) in settling or otherwise disposing of a threatened or pending action described in Section 8.04, Subsection (B), whether or not such disposition was with court approval.

Section 8.06. Advances. This corporation may advance, prior to the final disposition of a proceeding, expenses incurred in defending any proceeding prior to the final disposition of such proceeding if it has received an undertaking for or on behalf of the executive to repay such amount unless indemnification of the executive pursuant to this Article VIII is ultimately determined.

Section 8.07. Insurance. This corporation may purchase and maintain insurance on behalf of any agent of this corporation, including executives, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as agent, whether or not this corporation would otherwise be authorized to indemnify the agent against such liability pursuant to the provisions of this Article VIII. However, this corporation shall have no power to purchase and maintain insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Corporation Law.

ARTICLE IX

RESTRICTIONS ON DEALING WITH DIRECTORS

Section 9.01. Self-Dealing Transaction. A self-dealing transaction means a transaction:

A. To which this corporation is a party and in which one or more of its Directors has a material financial interest;

B. Between this corporation and one or more of its Directors or between this corporation and any person in which one or more of its Directors has a material financial interest.

A mere common Directorship does not constitute a material financial interest within the meaning of subdivision (A). A resolution of the Board fixing the compensation of Directors or officers of this corporation is not governed by this section.

Section 9.02. Requirements for a Self-Dealing Transaction. This corporation shall not be a party to a self-dealing transaction unless either

A. The Attorney General (or the court in an action in which the Attorney General is an indispensable party) has approved the transaction; or

B. The transaction meets all of the following requirements:

   i. This corporation entered into the transaction for its own benefit;

   ii. The transaction was fair and reasonable as to this corporation at the time this corporation entered into the transaction.

   iii. Prior to consummating the transaction or any part thereof the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Director's interest in the transaction. No action by a committee of the Board shall satisfy this paragraph; and

iv. Prior to authorizing or approving the transaction the Board considered and in good faith determined after reasonable investigation under the circumstances that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or this corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or

C. The following facts are established:

i. A committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in paragraph (b) of this section.

ii. It was not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and

iii. The Board, after determining in good faith that the conditions of subparagraphs (1) and (2) of this paragraph (c) were satisfied, ratified the transaction at its next meeting by a vote of the majority of the Directors then in office without counting the vote of the interested Director or Directors.

ARTICLE X

RESTRICTIONS ON DEALING WITH DIRECTORS AND OFFICERS

During any period when this corporation is deemed to be a "private foundation" as defined in the Internal Revenue Code of 1954, as amended from time to time (hereinafter referred to as the "Code"), this corporation

A. Shall distribute so much of its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax upon undistributed income imposed by the Code;

B. Shall not engage in any act of self-dealing as defined in the Code;

C. Shall not retain any excess business holdings as defined in the Code;

D. Shall not make any investments which will subject this corporation to any tax upon investments which jeopardize charitable purpose imposed by the Code; and

E. Shall not make any expenditures which will subject this corporation to any tax upon taxable expenditures imposed by the Code.

CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of the JOHN GOGIAN FAMILY FOUNDATION, a California nonprofit public benefit corporation, and that the above and foregoing Bylaws were adopted as the Bylaws of said corporation on the ___ day of ______________, 200_, by unanimous written consent of the Directors of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this ____day of, _____________, 200_.

____

_________________, Secretary