Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
ELEANOR LLOYD DEES FOUNDATION

A Employer identification number
95-4192075

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2049 CENTURY PARK EAST NO 200

B Telephone number (see instructions)
(310) 785-6145

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 90067

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 3,148,968

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

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

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

	Line	Description	(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	29,881	29,881		
	4	Dividends and interest from securities	56,245	56,245		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	141,670			
	b	Gross sales price for all assets on line 6a 990,177				
	7	Capital gain net income (from Part IV, line 2)		141,670		
	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)				
	12	**Total.** Add lines 1 through 11	227,796	227,796		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,008	7,155		3,853
	c	Other professional fees (attach schedule)	27,686	27,686		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,403	1,472		85
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	44,097	36,313		3,938
	25	Contributions, gifts, grants paid	125,100			125,100
	26	**Total expenses and disbursements.** Add lines 24 and 25	169,197	36,313		129,038
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	58,599			
	b	**Net investment income** (if negative, enter -0-)		191,483		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	331,920	574,372	574,372
	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		9,754	9,754
	10a	Investments—U S and state government obligations (attach schedule)	107,725	107,725	106,137
	b	Investments—corporate stock (attach schedule)	1,240,188	1,380,091	2,096,621
	c	Investments—corporate bonds (attach schedule)	492,391	304,548	318,949
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	200,000	45,000	43,135
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,372,224	2,421,490	3,148,968
Liabilities	17	Accounts payable and accrued expenses	9,333		
	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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	9,333	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	1,546,902	1,546,902	
	29	Retained earnings, accumulated income, endowment, or other funds	815,989	874,588	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,362,891	2,421,490	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,372,224	2,421,490	

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	2,362,891
2	Enter amount from Part I, line 27a	2	58,599
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,421,490
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,421,490

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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	
a	See Additional Data Table			
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	141,670
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	135,578	2,870,497	0 047232
2011	125,674	2,818,487	0 044589
2010	125,629	2,634,173	0 047692
2009	155,991	2,425,482	0 064313
2008	145,891	2,760,149	0 052856

2	**Total** of line 1, column (d).	2	0 256682
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 051336
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,018,299
5	Multiply line 4 by line 3.	5	154,947
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,915
7	Add lines 5 and 6.	7	156,862
8	Enter qualifying distributions from Part XII, line 4.	8	129,038

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

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

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	3,830
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	0
3	Add lines 1 and 2	3	3,830
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	3,830
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 13,600		
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	13,600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	16
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	9,754
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 9,754 **Refunded** ▶	11	0

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶CHERYL A STEWART Telephone no ▶(310) 785-6145

Located at ▶2049 CENTURY PARK EAST SUITE 200 LOS ANGELES CA ZIP+4 ▶90067

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		No
	See 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 page 20 of the instructions)?		1b		
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

Part 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**		
	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**		No
	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**		

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
ALEXANDRA T DEES 2049 CENTURY PARK EAST - STE 200 LOS ANGELES, CA 90067	PRESIDENT 1 00	0	0	0
C ABIGAIL DEES 2049 CENTURY PARK EAST - STE 200 LOS ANGELES, CA 90067	SECRETARY 1 00	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,725,899
b	Average of monthly cash balances		1b	338,364
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	3,064,263
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	3,064,263
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	45,964
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,018,299
6	**Minimum investment return.** Enter 5% of line 5		6	150,915

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	150,915
2a	Tax on investment income for 2013 from Part VI, line 5	2a 3,830		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,830
3	Distributable amount before adjustments Subtract line 2c from line 1		3	147,085
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	147,085
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	147,085

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	129,038
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	129,038
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	129,038

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				147,085
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			128,543	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 129,038				
a Applied to 2012, but not more than line 2a			128,543	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				495
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013	0			0
(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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				146,590
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				125,100
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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			14	29,881	
4 Dividends and interest from securities. . . .			14	56,245	
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	141,670	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		227,796	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 227,796

(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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-10-29	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
NAZ AFSHAR				P00441843
Firm's name ▶ GURSEY SCHNEIDER LLP			Firm's EIN ▶ 95-3309779	
Firm's address ▶ 1888 CENTURY PARK EAST SUITE 900 LOS ANGELES, CA 900671735			Phone no (310) 552-0960	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
439 BERKSHIRE HATHAWAY	P	2003-06-30	2013-01-17
50 EBAY INC	P	2012-02-17	2013-01-18
89 UNILEVER	P	2013-01-24	2013-01-29
20 UNILEVER	P	2013-01-24	2013-01-30
239 ALCATEL	P	2012-01-10	2013-01-07
4 AMAZON COM	P		2013-01-11
2 BAIDU INC	P		2013-01-11
3 BIOGEN IDEC	P	2012-11-15	2013-01-11
12 EOG RES	P	2012-11-15	2013-01-11
21 LAS VEGAS SANDS	P	2012-10-01	2013-01-11
4 LINKEDIN	P		2013-01-11
5 SALESFORCE COM	P	2012-11-15	2013-01-11
8 VISA INC	P	2012-11-15	2013-01-11
2 BAIDU INC (WASH SALE)	P	2012-04-19	2013-01-18
6 BIOGEN IDEC (WASH SALE)	P		2013-01-18
4 LINKEDIN (WASH SALE)	P	2012-10-01	2013-01-18
8 LAS VEGAS SANDS CORP	P	2013-01-15	2013-01-30
29 LAS VEGAS SANDS CORP	P		2013-02-04
45000 TELEFONICA EMISIONES	P	2011-09-14	2013-02-04
1000 WELLS FARGO CAP IX	P	2005-02-03	2013-02-04
806 LI & FUNG LTD	P	2012-12-17	2013-02-11
27 ANHEUSER BUSCH INBEV	P		2013-02-12
38 FRESENIUS MED CARE	P		2013-02-12
19 VODAFONE GROUP	P		2013-02-21
164 DEUTSCHE TELEKOM	P		2013-02-26
18 LINKEDIN	P		2013-02-13
8 MICHAEL KORS HLDGS	P		2013-02-20
7 BIOGEN IDEC	P		2013-02-21
9 NOVO-NORDISK	P		2013-02-21
6 NOVO-NORDISK	P	2012-11-15	2013-02-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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6 LAUDER ESTEE COS	P	2013-01-15	2013-02-26
3 NOVO-NORDISK	P	2012-11-15	2013-02-26
3 PRECISION CASTPARTS	P		2013-02-26
5 LINKEDIN	P	2012-05-09	2013-03-05
75 ABBOTT LABS	P	2003-06-30	2013-03-12
75 ABBVIE INC	P	2003-06-30	2013-03-12
110 AUTOMATIC DATA PROCESSING	P	1993-07-01	2013-03-12
75 BECTON DICKINSON	P	1995-10-11	2013-03-12
75 CHEVRON CORP	P	1995-11-16	2013-03-12
120 HEINZ	P	2003-08-22	1936-03-12
110 KELLOGG CO	P	2003-08-22	2013-03-12
105 MCDONALDS	P	2003-06-30	2013-03-12
185 NESTLE	P	1995-05-12	2013-03-12
50 ROYAL DUTCH SHELL	P	1993-07-01	2013-03-12
150 UNILEVER	P	1993-07-01	2013-03-12
42 SCHWAB CHARLES CORP	P	2012-09-13	2013-03-19
47 SOFTBANK CORP	P		2013-03-14
100 TESCO PLC	P		2013-03-19
2 CSL LTD	P	2012-09-13	2013-03-21
30 ECOPETROL	P		2013-03-21
23 ECOPETROL	P	2012-06-22	2013-03-22
22 EXPERIAN PLC	P	2012-11-19	2013-03-25
17 INFOMA PLC	P	2012-02-28	2013-03-25
61 INFOMA PLC	P	2012-02-28	2013-03-26
2 NOVO-NORDISK	P	2012-11-19	2013-03-26
2 NOVO-NORDISK	P	2011-11-30	2013-03-27
177 CAIRN ENERGY	P	2012-07-30	2013-04-02
30 CAIRN ENERGY	P	2012-09-13	2013-04-02
3 LINKEDIN	P	2012-05-09	2013-03-06
3 PRECISION CASTPARTS (WASH SALE)	P	2013-01-15	2013-03-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
9 LINKEDIN	P		2013-03-12
6 MICHAEL KORS HLDGS	P	2013-01-15	2013-03-18
1 BAIDU IND	P	2012-04-26	2013-03-18
10 EMC CORP	P	2012-09-13	2013-03-18
3 LAS VEGAS SANDS	P	2011-11-29	2013-03-18
1 LINKEDIN	P	2012-05-15	2013-03-18
9 LULULEMON ATHLETICA	P	2013-01-08	2013-03-18
1 PRECISON CASTPARTS	P	2013-01-26	2013-03-18
1 YUM BRANDS INC	P	2013-03-13	2013-03-18
51 LULULEMON ATHLETICA	P		2013-03-26
13 LULULEMON ATHLETICA	P		2013-03-27
396 DELL INC	P		2013-04-26
179 JUPITER TELECOMMUNICATION	P		2013-04-05
459 JUPITER TELECOMMUNICATION	P		2013-04-08
12 UNITED OVERSEAS BK	P	2012-09-13	2013-04-24
42 INFORMA PLC	P		2013-05-02
99 INFORMA PLC	P	2011-11-30	2013-05-03
8 CELGENE	P		2013-04-08
17 ALEXION PHARMACEUTICALS	P		2013-04-26
6 BIOGEN IDEC	P	2012-11-15	2013-04-26
11 CELGENE	P		2013-04-26
26 GILEAD SCIENCES	P	2013-03-07	2013-04-26
38 ALEXION PHARMACEUTICALS	P		2013-04-29
9 YUM BRANDS INC	P		2013-04-30
14 SHINHAN FINL GROUP	P		2013-05-06
9 SOCIEDAD QUIMICA MINERA DE CHI	P		2013-05-06
64 SHINHAN FINL GROUP	P		2013-05-07
10 SOCIEDAD QUIMICA MINERA DE CHI	P		2013-05-07
18 CSL LTD	P		2013-05-14
21 COGNIZANT TECHNOLOGY	P		2013-05-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4 COGNIZANT TECHNOLOGY (WASH SALE)	P		2013-05-20
4 CIELO - CASH IN LIEU	P		2013-05-31
586 CREDIT SUISSE GROUP - CASH IN LIEU	P	2012-02-28	2013-05-31
198 EMC CORP	P		2013-05-17
4 ALEXION PHARMACEUTICALS	P		2013-05-20
11 FMC TECHNOLOGIES	P		2013-05-20
15 GILEAD SCIENCES	P		2013-05-20
1 GOOGLE	P		2013-05-20
25 LAS VEGAS SANDS	P	2011-11-29	2013-05-20
11 YUM BRANDS	P		2013-05-20
4 MICHAEL KORS HLDGS	P		2013-05-31
2 FRANKLIN RES	P		2013-05-31
4 LAUDER ESTEE COS	P		2013-05-31
975 HEINZ	P		2013-06-10
70000 TARGET CORP 4%	P		2013-06-17
19 CISCO SYS INC	P		2013-06-25
17 WILLIS GROUP	P		2013-06-06
47 RIO TINTO PLC	P		2013-06-06
44 WILLIS GROUP	P		2013-06-12
11 WILLIS GROUP	P	2012-11-19	2013-06-13
6 FRESENIUS MED CARE	P	2011-11-30	2013-06-14
12 FRESENIUS MED CARE	P	2011-11-30	2013-06-17
14 FRESENIUS MED CARE	P	2012-11-19	2013-06-18
15 BHP BILLITON PLC	P		2013-06-24
72 CSL LTD	P		2013-06-24
1 BHP BILITON PLC	P		2013-06-25
33 AUTOLIV INC	P		2013-06-27
143 ICAP PLC	P		2013-06-28
21 ICAP PLC	P	2012-03-07	2013-07-01
5 ACCENTURE PLC	P		2013-07-02

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14 LAUDER ESTEE COS	P		2013-06-18
40 YUM BRANDS INC	P		2013-06-18
18 LAUDER ESTEE COS	P		2013-06-19
7 YUM BRANDS	P		2013-06-19
7 BAIDU INC	P		2013-06-24
8 BIOGEN IDEC	P	2012-11-15	2013-06-24
2 ALEXION PHARMACEUTICALS	P		2013-07-01
1 AMAZON COM	P		2013-07-01
2 CELGENE	P		2013-07-01
1 PRECISION CASTPARTS	P		2013-07-01
2 VMWARE INC	P		2013-07-01
10 TORCHMARK CORP	P		2013-07-23
95 MICROSOFT	P		2013-08-02
38 SCHWAB CHARLES CORP	P		2013-08-05
24 BG GROUP	P		2013-07-10
61 PETROFAC LTD	P		2013-07-17
23 SUBSEA 7 INC	P		2013-07-17
155 PETROFAC	P		2013-07-18
39 PETROFAC	P		2013-07-19
53 PUBICIS	P		2013-08-02
2 ALEXION PHARMACEUTICALS	P		2013-07-18
28 YUM BRANDS	P		2013-07-19
6 FMC TECHNOLOGIES	P		2013-07-23
15 LAS VEGAS SANDS	P		2013-07-23
4 LINKEDIN	P		2013-07-23
5 LINKEDIN	P		2013-07-24
17 BAIDU	P		2013-07-31
109 FACEBOOK	P		2013-07-31
28 FACEBOOK	P		2013-08-05
13 NORTHROP GRUMMAN	P		2013-08-19

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(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)
10 24 CREDIT SUISSE	P		2013-08-09
17 LAUDER ESTEE COS	P		2013-08-16
44 LAUDER ESTEE COS	P		2013-08-19
83 LAS VEGAS SANDS CORP	P		2013-08-30
14 JOHNSON & JOHNSON	P		2013-09-17
8 BARD	P		2013-09-23
24 BARD	P		2013-09-30
20 BARD	P		2013-10-01
4 NESTLE	P		2013-09-25
18 MICHAEL KORS	P		2013-09-09
9 MICHAEL KORS	P		2013-09-12
92 FACEBOOK	P		2013-09-12
21 QUALCOMM	P		2013-09-12
35 EDWARDS LIFESCIENCES	P		2013-09-30
51 EDWARDS LIFESCIENCES	P		2013-10-01
70000 KRAFT FOODS	P		2013-10-01
515 25 PERMANENT PORTFOLIO MUTUAL	P		2013-11-01
10092 355 PIMCO ALL ASSET ALL AUTH	P		2013-11-01
9362 382 PIMCO COMMODITY REAL RETURN	P		2013-11-01
4492 363 PIMCO GLOBAL MULTI-ASSET	P		2013-11-01
2 GOOGLE	P		2013-10-23
47 LOREAL CO	P		2013-10-17
52 NEWMONT MINING	P		2013-11-14
41 MINDRAY MED INTL	P		2013-11-22
34 MINDRAY MED INTL	P		2013-11-25
71 INDUSTRIAL & COML BK	P		2013-10-28
2 CELGENE	P		2013-10-30
19 FACEBOOK	P		2013-10-30
	P		
	P		

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39 GILEAD SCIENCES	P		2013-11-07
1 PRICELINE COM	P		2013-11-13
6 ALEXION PHARMACEUTICALS	P		2013-11-19
2 AMAZON COM	P		2013-11-19
2 ARM HOLDINGS	P		2013-11-19
2 BAIDU INC	P		2013-11-19
6 COGNIZANT TECHNOLOGY	P		2013-11-19
1 EOG RES	P		2013-11-19
1 FASTENAL	P		2013-11-19
4 FRANKLIN RES	P		2013-11-19
1 MONSANTO	P		2013-11-19
39 QUALCOMM	P		2013-11-19
3 TJX COS	P		2013-11-19
4 NOVO-NORDISK	P		2013-11-20
17 NOVO-NORDISK	P		2013-11-21
2 AMAZON COM	P		2013-11-22
11 CELGENE	P		2013-11-22
5 NOVO-NORDISK	P		2013-11-22
23 QUALCOMM	P		2013-11-22
66 QUALCOMM	P		2013-11-26
2 PRECISION CASTPARTS	P		2013-12-02
201 EXPERIAN PLC	P		2013-12-10
8 BAIDU	P		2013-12-20
1 PRICELINE COM	P		2013-12-24
7 COGNIZANT TECHNOLOGY	P		2013-12-31
8 FRANKLIN RES	P		2013-12-31
20 RED HAT INC	P		2013-12-31
4 AMAZON COM	P		2013-12-31
50 EBAY INC	P	2011-11-29	2013-01-18
70 UNILEVER	P	2011-11-29	2013-01-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
655 ALCATEL	P	2011-11-30	2013-01-07
6 BIOGEN IDEC	P		2013-01-11
7 LAS VEGAS SANDS	P	2011-11-29	2013-01-30
22 ANHEUSER BUSCH	P	2011-11-30	2013-02-07
109 VODAFONE GROUP	P	2009-06-18	2013-02-15
113 DEUTSCHE TELEKOM	P	2011-11-30	2013-02-21
193 SCHWAB CHARLES CORP	P	2012-02-23	2013-03-14
48 CSL LTD	P	2012-02-28	2013-03-18
52 EXPERIAN PLC	P	2012-02-28	2013-03-20
17 NOVO-NORDISK	P		2013-03-21
53 LULULEMON ATHLETICA	P		2013-03-27
340 DELL INC	P		2013-04-26
41 JUPITER TELECOM	P	2012-02-28	2013-04-05
19 UNITED OVERSEAS	P	2012-04-18	2013-04-19
44 INFORMA PLC	P		2013-05-02
33 SOCIEDAD QUIMICA MINERA DE CHI	P		2013-05-06
145 EMC CORPORATION	P	2011-11-29	2013-05-17
18 COGNIZANT TECH	P	2012-05-07	2012-05-13
83 CISCO SYS INC	P	2012-02-23	2013-06-25
47 WILLIS GROUP	P	2012-02-28	2013-06-06
36 WILLIS GROUP	P	2011-11-30	2013-06-13
9 FRESENIUS MED CARE	P	2011-11-30	2013-06-18
38 BHP BILLITON PLC	P	2013-06-19	2013-06-24
11 ACCENTURE PLC	P	2012-02-28	2013-07-02
6 BIOGEN IDEC	P		2013-06-24
92 SCHWAB CHARLES CORP	P	2012-02-23	2013-08-05
128 BG GROUP	P		
125 SUBSEA 7 INC	P		2013-07-17
91 PETROFAC	P		2013-07-18
90 PETROFAC	P		2013-07-19

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56 YUM BRANDS	P		2013-07-19
7 FMC TECHNOLOGIES	P		2013-07-23
9 NORTHROP GRUMMAN	P		2013-08-19
55 76 CREDIT SUISSE	P		2013-08-09
17 LAUDER ESTEE COS	P		2013-08-16
44 LAS VEGAS SANDS CORP	P		2013-08-30
14 JOHNSON AND JOJNSON	P		2013-08-30
26 BARD	P		2013-09-23
61 NESTLE	P		2013-09-25
37 EDWARDS LIFESCIENCES	P		2013-09-30
1080 61 PERMANENT PORTFOLIO MUTUAL	P		2013-11-01
9 GOOGLE	P		2013-10-23
12 LOREAL CO	P		2013-10-17
59 QUALCOMM	P		2013-11-19
5 NOVO-NORDISK	P		2013-11-20
21 FRANKLIN RES	P		2013-12-31
3 AMAZON COM	P		2013-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
41,795		21,283	20,512
2,744		1,819	925
3,528		3,010	518
1,001		845	156
335		460	-125
1,059		812	247
202		230	-28
435		410	25
1,488		1,257	231
1,067		906	161
441		426	15
842		618	224
1,259		911	348
202		202	0
869		869	0
441		441	0
422		354	68
1,482		1,282	200
45,000		46,258	-1,258
25,000		24,500	500
2,119		2,798	-679
2,335		1,913	422
1,317		1,330	-13
498		518	-20
1,722		1,947	-225
2,710		1,937	773
492		394	98
1,180		884	296
1,537		1,220	317
1,035		814	221

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
380		345	35
518		407	111
545		500	45
841		538	303
2,576		939	1,637
2,834		2,031	803
6,980		1,250	5,730
6,590		1,187	5,403
8,907		2,025	6,882
8,697		3,864	4,833
6,755		3,680	3,075
10,182		2,355	7,827
13,126		1,447	11,679
3,352		1,171	2,181
6,053		1,608	4,445
760		520	240
915		722	193
1,705		1,705	0
62		34	28
1,642		1,720	-78
1,250		1,318	-68
386		318	68
261		217	44
936		779	157
323		268	55
321		268	53
1,460		1,621	-161
247		275	-28
499		323	176
545		545	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,563		969	594
346		295	51
88		115	-27
251		239	12
159		133	26
178		108	70
625		534	91
191		171	20
69		66	3
3,299		3,025	274
819		771	48
5,213		4,129	1,084
2,562		2,035	527
5,979		4,740	1,239
401		350	51
624		536	88
1,460		1,264	196
921		573	348
1,558		1,448	110
1,274		758	516
1,388		787	601
1,382		953	429
3,416		3,236	180
610		597	13
467		457	10
440		530	-90
2,149		2,429	-280
478		589	-111
557		309	248
1,326		1,326	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
252		252	0
11		9	2
17		14	3
4,562		4,722	-160
416		341	75
617		508	109
845		550	295
906		623	283
1,458		1,106	352
771		729	42
248		198	50
332		216	116
287		230	57
70,688		31,397	39,291
70,000		68,549	1,451
464		363	101
663		601	62
2,079		2,733	-654
1,740		1,556	184
435		389	46
211		210	1
426		420	6
490		490	0
841		942	-101
1,930		1,235	695
54		63	-9
2,371		1,896	475
1,680		1,696	-16
227		249	-22
402		297	105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
953		805	148
2,860		2,652	208
1,224		1,035	189
500		464	36
665		802	-137
1,657		1,010	647
185		170	15
277		215	62
236		143	93
220		171	49
135		150	-15
695		460	235
3,015		2,592	423
845		471	374
408		531	-123
593		743	-150
420		513	-93
1,478		1,887	-409
371		475	-104
1,008		941	67
217		170	47
1,997		1,857	140
342		277	65
834		663	171
800		430	370
996		538	458
2,160		1,948	212
3,684		2,673	1,011
1,028		686	342
1,233		760	473

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
307		252	55
1,126		977	149
2,867		2,529	338
4,575		3,671	904
1,246		905	341
958		732	226
2,791		2,195	596
2,323		1,830	493
279		218	61
1,356		892	464
682		446	236
4,065		2,256	1,809
1,433		1,235	198
2,415		3,202	-787
3,479		4,666	-1,187
70,000		73,036	-3,036
24,830		24,215	615
105,364		112,500	-7,136
52,898		62,500	-9,602
46,900		50,000	-3,100
2,000		1,214	786
1,188		816	372
1,392		2,621	-1,229
1,583		1,576	7
1,333		1,307	26
977		988	-11
310		143	167
993		466	527
			0
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,716		1,429	1,287
1,034		561	473
719		511	208
734		437	297
91		84	7
318		229	89
559		403	156
170		107	63
47		48	-1
217		144	73
110		100	10
2,772		2,294	478
189		139	50
696		555	141
2,961		2,359	602
732		437	295
1,687		787	900
871		694	177
1,654		1,353	301
4,689		3,883	806
518		361	157
3,565		2,909	656
1,348		917	431
1,188		561	627
690		470	220
455		289	166
1,115		976	139
1,601		874	727
2,638		1,478	1,160
2,802		2,368	434

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
919		1,260	-341
869		704	165
358		310	48
1,903		1,308	595
2,855		2,975	-120
1,187		1,462	-275
3,494		2,392	1,102
1,494		824	670
911		753	158
2,743		2,280	463
3,337		3,144	193
4,476		5,534	-1,058
533		423	110
634		554	80
654		562	92
1,612		1,945	-333
3,341		3,459	-118
1,136		1,170	-34
2,026		1,586	440
1,833		1,663	170
1,424		1,273	151
315		315	0
2,130		2,388	-258
883		655	228
1,243		758	485
2,045		1,140	905
2,177		2,832	-655
2,283		2,790	-507
868		1,108	-240
856		1,096	-240

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,995		3,713	282
400		323	77
853		527	326
1,671		1,375	296
1,127		977	150
2,425		1,946	479
1,247		905	342
3,113		2,378	735
4,258		3,323	935
2,553		3,385	-832
52,075		50,785	1,290
9,002		5,464	3,538
407		280	127
356		294	62
869		694	175
1,195		758	437
1,201		656	545
3,878			3,878

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			20,512
			925
			518
			156
			-125
			247
			-28
			25
			231
			161
			15
			224
			348
			0
			0
			0
			68
			200
			-1,258
			500
			-679
			422
			-13
			-20
			-225
			773
			98
			296
			317
			221

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			35
			111
			45
			303
			1,637
			803
			5,730
			5,403
			6,882
			4,833
			3,075
			7,827
			11,679
			2,181
			4,445
			240
			193
			0
			28
			-78
			-68
			68
			44
			157
			55
			53
			-161
			-28
			176
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			594
			51
			-27
			12
			26
			70
			91
			20
			3
			274
			48
			1,084
			527
			1,239
			51
			88
			196
			348
			110
			516
			601
			429
			180
			13
			10
			-90
			-280
			-111
			248
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			0
			2
			3
			-160
			75
			109
			295
			283
			352
			42
			50
			116
			57
			39,291
			1,451
			101
			62
			-654
			184
			46
			1
			6
			0
			-101
			695
			-9
			475
			-16
			-22
			105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			148
			208
			189
			36
			-137
			647
			15
			62
			93
			49
			-15
			235
			423
			374
			-123
			-150
			-93
			-409
			-104
			67
			47
			140
			65
			171
			370
			458
			212
			1,011
			342
			473

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			55
			149
			338
			904
			341
			226
			596
			493
			61
			464
			236
			1,809
			198
			-787
			-1,187
			-3,036
			615
			-7,136
			-9,602
			-3,100
			786
			372
			-1,229
			7
			26
			-11
			167
			527
			0
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			1,287
			473
			208
			297
			7
			89
			156
			63
			-1
			73
			10
			478
			50
			141
			602
			295
			900
			177
			301
			806
			157
			656
			431
			627
			220
			166
			139
			727
			1,160
			434

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-341
			165
			48
			595
			-120
			-275
			1,102
			670
			158
			463
			193
			-1,058
			110
			80
			92
			-333
			-118
			-34
			440
			170
			151
			0
			-258
			228
			485
			905
			-655
			-507
			-240
			-240

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			282
			77
			326
			296
			150
			479
			342
			735
			935
			-832
			1,290
			3,538
			127
			62
			175
			437
			545
			3,878

Form 990PF Part XV Line 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*				
FRIENDS OF HANNAH RESCUE 123 BIG STATION CAMP BLVD TALLATIN,TN 37066	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	10,000
HOMEBOY INDUSTRIES 130 W BRUNO STREET LOS ANGELES,CA 90012	NONE	PUBLIC CHARITY	SOCIAL - GENERAL OPERATING SUPPORT	10,000
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET 370 SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	SOCIAL - GENERAL OPERATING SUPPORT	15,000
PORTLAND STATE UNIVERSITY 1721 SW BROADWAY PORTLAND,OR 97201	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	5,000
RED BARN RABBIT RESCUE PO BOX 1331 CRESWELL,OR 97426	NONE	PUBLIC CHARITY	ANIMAL WELFARE - GENERAL OPERATING SUPPORT	2,500
SAVE THE REDWOODS LEAGUE 114 SANSOME STREET 1200 SAN FRANSISCO,CA 94104	NONE	PUBLIC CHARITY	ENVIRONMENTAL - GENERAL OPERATING SUPPORT	5,000
THE FOUNDATION 5751 BUCKINGHAM PARKWAY 107 CULVER CITY,CA 90230	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	35,600
THE NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	ENVIRONMENTAL - GENERAL OPERATING SUPPORT	25,000
WORLD PARROT TRUST PO BOX 935 LAKE ALFRED,FL 33850	NONE	PUBLIC CHARITY	ANIMAL WELFARE - GENERAL OPERATING SUPPORT	10,000
ROCKY MOUNTAIN ELF FOUNDATION 5705 GRANT CREEK MISSOULA,MT 59808	NONE	PUBLIC CHARITY	ENVIRONMENTAL - GENERAL OPERATING SUPPORT	5,000
THE TREVOR PROJECT PO BOX 69232 WEST HOLLYWOOD,CA 90069	NONE	PUBLIC CHARITY	SOCIAL - GENERAL OPERATING SUPPORT	1,000
THE ANIPLANT PROJECT INC PO BOX 451 OSPREY,FL 34229	NONE	PUBLIC CHARITY	ANIMAL WELFARE - GENERAL OPERATING SUPPORT	1,000
Total . . . . ▶ **3a**				125,100

TY 2013 Accounting Fees Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	11,008	7,155		3,853

TY 2013 Applied to Prior Year Election

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Election: PURSUANT TO CODE SEC. 4942(H)(2) AND REG. SEC. 53.4942(A)-3(D)(2), ELEANOR LLOYD DEES FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM PRIOR YEAR'S UNDISTRIBUTED INCOME AS FOLLOWS:YEAR END 12/31/06 AMOUNT $3,124YEAR END 12/31/08 AMOUNT $2,910________________________________GARY BRUMMETT, ASSISTANT SECRETARY

TY 2013 Investments Corporate Bonds Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TARGET CORP NOTE	0	0
75M GE CAPITAL INTERNOTES	75,005	87,317
KRAFT FOODS, INC. NOTE	0	0
75M BOEING CO. SR. NOTE	79,601	75,691
50M AES CORP.	51,130	58,750
45M VODAFONE GROUP PLC	47,502	45,718
TELEFONICA EMISIONES SAU	0	0
50M PETROBAS INTL FIN CO	51,310	51,473

TY 2013 Investments Corporate Stock Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Name of Stock	End of Year Book Value	End of Year Fair Market Value
610 BECTON DICKINSON & CO.	9,658	67,399
865 MCDONALDS CORP.	19,401	83,931
620 CHEVRON TEXACO	16,743	77,444
920 AUTOMATIC DATA PROCESSING, INC.	10,457	74,335
1525 NESTLE SPON ADR REP	11,927	111,972
405 ROYAL DUTCH PETROLEUM	9,485	28,864
12299 UNILEVER N.V.	13,177	49,443
610 ABBOTT LABORATORIES	7,637	23,381
BERKSHIRE HATHAWAY, INC.	0	0
H.J. HEINZ CO.	0	0
920 KELLOGG COMPANY	30,776	56,184
244 MEDTRONIC, INC.	10,483	14,003
139 UNILEVER	3,833	5,592
4000 ABERDEEN ASIA PACIFIC INCOME FD	25,640	23,040
5500 TEMPLETON GLOBAL INCOME FD INC	52,820	43,725
WELLS FARGO CAP IX	0	0
1500 MERRILL LYNCH CAP TRUST III	37,505	37,875
VODAFONE GROUP PLC	0	0
133 AMERICAN EXPRESS CO	6,775	12,067
117 BAXTER INTL INC	6,328	8,137
95 CHUBB CORP	6,433	9,180
273 CISCO SYS INC	5,216	6,123
129 CONOCOPHILLIPS	7,091	9,114
93 CVS CAREMARK CORP	3,921	6,656
DELL INC	0	0
EBAY INC	0	0
137 EXXON MOBIL CORP	11,558	13,864
GOOGLE INC	0	0
96 JOHNSON & JOHNSON	6,205	8,793
328 MICROSOFT CORP.	8,948	12,270

Name of Stock	End of Year Book Value	End of Year Fair Market Value
195 NEWMONT MNG CORP.	9,830	4,491
99 NORTHROP GRUMMAN CORP	5,791	11,346
167 PEPSICO INC	10,677	13,851
157 PNC FINL SVCS GROUP INC	8,780	12,180
129 PROCTER & GAMBLE CO.	8,343	10,502
313 SCHWAB CHARLES CORP	3,878	8,138
160 TARGET CORP	8,505	10,123
83 TRAVELERS COS INC	4,721	7,515
280 US BANCORP DEL	8,294	11,312
165 WAL-MART STORES INC	9,869	12,984
266 WELLS FARGO & CO	7,850	12,076
BARD C R INC	0	0
229 DR PEPPER SNAPPLE INC	8,973	11,157
320 MOLSON COORS BREWING CO	13,429	17,968
62 SIGMA ALDRICH CORP	4,170	5,829
167 SUNTUST BKS INC	3,256	6,147
75 TORCHMARK CORP.	3,451	5,861
489 BARRICK GOLD CORP	15,196	8,621
135 GLAXOSMITHKLINE PLC	5,941	7,208
UNILEVER NV	0	0
EXPERIAN PLC	0	0
INFORMA PLC	0	0
PETROFAC LTD	0	0
25 ACCENTURE PLC	1,488	2,056
211 AKZO NOBEL NV	3,880	5,460
ALCATEL-LUCENT	0	0
ANHEUSER BUSCH INBEV SA/NV	0	0
35 BASF SE	2,903	3,737
BG GROUP PLC	0	0
BHP BILLITON PLC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
310 BUNZL PLC	4,578	7,445
68 CANON INC	3,008	2,176
72 CENOVUS ENERGY INC	2,566	2,063
109 CHINA MOBILE LTD	5,634	5,700
131 CORUS ENTMT INC	2,697	3,168
CREDIT SUISSE GROUP	0	0
CSL LTD	0	0
DEUTSCHE TELEKOM AG	0	0
405 ERICSSON	4,063	4,957
FRESENIUS MED CARE AG	0	0
262 GIVAUDAN SA	4,988	7,506
JUPITER TELECOMMUNICATION CO LTD	0	0
365 KONINKLIJKE AHOLD NV	4,841	6,563
107 LOREAL CO	2,496	3,766
374 LINDE AG	6,216	7,836
NESTLE S A	0	0
417 NEW GOLD INC	4,837	2,185
469 NORDEA BK	4,383	6,327
77 NOVARTIS A G	4,434	6,189
NOVO-NORDISK A S	0	0
117 REED ELSEVIER PLC	4,621	7,026
RIO TINTO PLC	0	0
158 ROCHE HLDG LTD	6,728	11,068
51 SAP AG	3,320	4,444
474 SCHNEIDER ELEC SA	6,234	8,282
292 SGS SA	5,369	6,737
134 SILVER WHEATON CORP.	4,886	2,705
65 SODEXO	5,006	6,596
TESCO PLC	0	0
278 TULLOW OIL PLC	3,164	1,969

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WILLIS GROUP HLDGS PLC	0	0
SHINHAN FINL GROUP CO LTD	0	0
SOCIEDAD QUIMICA MINERA DE CHILE	0	0
SUBSEA 7 INC	0	0
46 ALEXION PHARMACEUTICALS INC	3,918	6,113
96 ALLERGAN INC	8,530	10,664
30 AMAZON COM INC	6,559	11,964
30 BIOGEN IDEC INC	4,269	8,387
84 CELGENE CORP.	6,012	14,193
132 COGNIZANT TECHNOLOGY SOLUTIONS	8,859	13,329
EMC CORP	0	0
58 EOG RES INC	6,217	9,735
120 FRANKLIN RES INC	4,329	6,928
11 GOOGLE INC	7,324	12,328
LAS VEGAS SANDS CORP	0	0
LAUDER ESTEE COS INC	0	0
50 PRECISION CASTPARTS CORP	9,020	13,465
12 PRICELINE COM INC	6,733	13,949
QUALCOMM INC	0	0
234 SALESFORCE COM INC	7,785	12,914
53 VISA INC	6,310	11,802
58 BAIDU INC	6,646	10,317
LULULEMON ATHLETICA INC	0	0
NOVO-NORDISK A S	0	0
3500.999 JOHN HANCOCK FDS III	45,000	63,508
1389.701 PRUDENTIAL JENNISON	45,000	56,269
534 VANGUARD SMALL CAP VALUE ETF	40,694	51,996
439 VANGUARD SMALL-CAP GROWTH	40,928	53,690
752 ISHARES INC MSCI AUSTRALIA	18,395	18,326
659 ISHARES INC MSCI CDA INDEX	18,398	19,216

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4561.457 COLUMBIA EMERGING MARKETS	45,000	46,527
1065 VANGUARD MSCI EMERGING MKT	45,110	43,814
76 BECTON DICKINSON	5,642	8,397
43 CHEVRON	1,969	5,371
146 DEVON ENERGY	7,890	9,033
437 EXELON CORP	14,658	11,969
COGNIZANT TECHNOLOGY	0	0
LI & FUNG	0	0
AUTOLIV	0	0
18 BAIDU	2,038	3,202
19 AGRIUM	1,999	1,738
44 ARKEMA	3,536	5,141
48 BANK NOVA SCOTIA HALIFAX	2,500	3,002
212 BRAMBLES	3,300	3,471
CAIRN ENERGY	0	0
13 CNOOC	2,620	2,440
516 DEUTSCHE BOERSE	3,348	4,280
226 FANUC CORP	6,270	6,899
147 ICAP PLC	1,743	2,199
170 PERNOD RICARD	3,507	3,880
204 SAFRAN	2,008	3,550
144 SOFTBANK CORP	2,211	6,302
111 SVENSKA CELLULOSA	2,021	3,422
59 TOYOTA MOTOR	5,525	7,193
82 UNITED OVERSEAS BK	2,392	2,759
110 CHECKPOINT SOFTWARE	5,112	7,095
92 CIELO	2,036	2,560
ECOPETROL	0	0
219 INDUSTRIAL & COML BK	3,048	2,960
454 PARTNER COMMUNICATION	2,387	4,259

Name of Stock	End of Year Book Value	End of Year Fair Market Value
323 SBERBANK RUSSIA	3,809	3,978
184 FACEBOOK	4,511	10,055
182 GILEAD SCIENCES	6,670	13,668
42 LINKEDIN	4,520	9,107
YUM BRANDS	0	0
EDWARDS LIFESCIENCES	0	0
249 FASTENAL	12,001	11,830
247 FMC TECHNOLOGIES	11,586	12,896
179 MICHAEL KORS HLDGS	8,870	14,533
610 ABBVIE INC	16,515	32,214
7716.066 PIMCO HIGH YIELD	75,000	74,151
108 EXPRESS SCRIPTS HLDG	6,683	7,586
430 TAIWAN SEMICONDUCTOR MFG	6,815	7,499
84 JARDINE MATHESON HLDGS	5,531	4,394
86 NIELSEN HLDGS	3,180	3,947
54 AON PLC	3,526	4,530
42 ASML HLDGS	2,925	3,936
216 BARCLAYS	3,841	3,916
26 BAYER	2,823	3,653
286 COMPAGNIE FINANCIERE	2,913	2,856
72 DAIHATSU MTR CO	2,828	2,441
37 ENBRIDGE	1,684	1,616
483 EUTELSAT COMMUNICATIONS	3,636	3,771
58 HENKEL	5,796	6,738
126 NOKIAN TYRES	2,765	3,027
180 PUBLICIS	3,195	4,124
86 SABMILLER	4,275	4,417
127 SANOFI	6,197	6,811
123 SONOVA HLDG	2,858	3,319
98 TOSHIBA CORP	2,856	2,473

Name of Stock	End of Year Book Value	End of Year Fair Market Value
106 UBS AG	2,192	2,041
220 UNICHARM	2,848	2,512
71 GRUPO FINANCIERO	2,770	2,476
64 ICICI BK LTD	2,872	2,379
530 TURKIYE GARANTI BANKASI	2,859	1,717
98 VOLKSWAGEN	4,557	5,514
120 BRISTOL MYERS SQUIBB	6,338	6,378
94 DISCOVERY COMMUNICATIONS	8,225	8,499
102 MONSANTO	10,193	11,888
90 TESLA MTRS	13,928	13,539
175 TJX COS	8,134	11,153
142 VERTEX PHARMACEUTICALS	10,860	10,551
160 VMWARE	12,165	14,354
255 RED HAT INC	12,445	14,290
167 ARM HLDNGS	6,999	9,140
88 MERCADOLIBRE	10,790	9,486

TY 2013 Investments Government Obligations Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

US Government Securities - End of Year Book Value: 107,725

US Government Securities - End of Year Fair Market Value: 106,137

State & Local Government Securities - End of Year Book Value: 0

State & Local Government Securities - End of Year Fair Market Value: 0

TY 2013 Investments - Other Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PERMANENT PORTFOLIO	AT COST	0	0
PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	AT COST	0	0
PIMCO ALL ASSET AL AUTH FUND	AT COST	0	0
PIMCO COMODITY REALRETURN	AT COST	0	0
1906.578 PIMCO COMMODITIES PLUS	AT COST	20,000	20,439
1152.074 NUVEEN REAL ESTATE SECS	AT COST	25,000	22,696

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TY 2013 Other Professional Fees Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	27,686	27,686		0

TY 2013 Taxes Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	3,830	0		0
FRANCHISE TAX	10	0		10
FOREIGN TAX	1,472	1,472		0
TAXES & LICENSE	75	0		75
PENALTY	16	0		0