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

Name of foundation THE WILLIAM GILLESPIE FOUNDATION		A Employer identification number 95-4480408	
Number and street (or P O box number if mail is not delivered to street address) 4910 CAMPUS DRIVE		B Telephone number (see instructions) (949) 752-2190	
City or town, state or province, country, and ZIP or foreign postal code NEWPORT BEACH, CA 92660		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☒ \$ 2,326,750	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	300,000			
	2 Check ☒ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,404	21,404		
	4 Dividends and interest from securities.	47,036	47,036		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	171,607			
	b Gross sales price for all assets on line 6a 582,621				
	7 Capital gain net income (from Part IV, line 2) . . .		171,607		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-14,306	-14,346		
	12 Total. Add lines 1 through 11	525,741	225,701		
	13 Compensation of officers, directors, trustees, etc	16,500			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,946	2,946		
	c Other professional fees (attach schedule)	8,614	8,614		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	797	797		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	10,568	10,568		
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	244	244		
	24 Total operating and administrative expenses. Add lines 13 through 23	39,669	23,169		0
	25 Contributions, gifts, grants paid	384,100			384,100
	26 Total expenses and disbursements. Add lines 24 and 25	423,769	23,169		384,100
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	101,972			
	b Net investment income (if negative, enter -0-)		202,532		
	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	25,975	273,823	273,823
	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			
	10a	Investments—U S and state government obligations (attach schedule)	153,675	90,668	97,796
	b	Investments—corporate stock (attach schedule)	453		
	c	Investments—corporate bonds (attach schedule).	400,342	292,395	299,171
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,612,348	1,635,931	1,655,960
	14	Land, buildings, and equipment basis ▶ _____ 87,894 Less accumulated depreciation (attach schedule) ▶ 87,894			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,192,793	2,292,817	2,326,750
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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,192,793	2,292,817	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,192,793	2,292,817	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,192,793	2,292,817	

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 2,192,793
2	Enter amount from Part I, line 27a	2 101,972
3	Other increases not included in line 2 (itemize) ▶ _____	3 52
4	Add lines 1, 2, and 3	4 2,294,817
5	Decreases not included in line 2 (itemize) ▶ _____	5 2,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 2,292,817

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)
1 a	MERRILL LYNCH 8R6-04B80	P	2013-01-01	2013-12-31
b	MERRILL LYNCH 8R6-04B80	P	2001-01-01	2013-12-31
c	CORE ENDOWMENT PORTFOLIO II,LP	P	2013-01-01	2013-12-31
d	CORE ENDOWMENT PORTFOLIO II,LP	P	2001-01-01	2013-12-31
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 7		7	
b 346,748		338,726	8,022
c		72,281	-72,281
d 235,866			235,866
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			8,022
c			-72,281
d			235,866
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	171,607
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	-72,281

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	470,509	2,289,147	0 20554
2011	493,955	2,853,282	0 17312
2010	506,399	3,124,411	0 16208
2009	642,078	3,160,934	0 20313
2008	630,438	4,076,376	0 15466

2 Total of line 1, column (d).	2	0 89852
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 17970
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,242,657
5 Multiply line 4 by line 3.	5	403,014
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,025
7 Add lines 5 and 6.	7	405,039
8 Enter qualifying distributions from Part XII, line 4. 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	8	384,100

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		1	4,051		
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		2	4,051		
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	4,051
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,051		
6 Credits/Payments		7	3,277		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			3,277	
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	3,277		
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	774		
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			
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 \$ (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?		2	No
If "Yes," attach a detailed description of the activities.			
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	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
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 ▶NICOLE STEEL Telephone no ▶(949) 752-2190 Located at ▶660 NEWPORT CENTER DR SUITE 600 NEWPORT BEACH CA ZIP +4 ▶92660			
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		
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	Yes	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.			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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
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		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?			
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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
WILLIAM GILLESPIE	PRESIDENT	0		
130 IRVINE COVE PLACE	10 00			
LAGUNA BEACH, CA 92651				
RICHARD GADBOIS III	SEC/CFO	0		
ONE SAN MATEO WAY	4 00			
CORONA DEL MAR, CA 92625				
JOHN M GUNNIN	DIRECTOR	16,500		
4695 MACARTHUR COURT 1600	10 00			
NEWPORT BEACH, CA 92660				
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	
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.	

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	959,547
b	Average of monthly cash balances.	1b	88,101
c	Fair market value of all other assets (see instructions).	1c	1,229,161
d	Total (add lines 1a, b, and c).	1d	2,276,809
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	
3	Subtract line 2 from line 1d.	3	2,276,809
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,152
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,242,657
6	Minimum investment return. Enter 5% of line 5.	6	112,133

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	112,133
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,051
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,051
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	108,082
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	108,082
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	108,082

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	384,100
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	384,100
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	384,100
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				108,082
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	427,743			
b From 2009.	484,475			
c From 2010.	350,906			
d From 2011.	355,381			
e From 2012.	359,034			
f Total of lines 3a through e.	1,977,539			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 384,100				
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).	0			
d Applied to 2013 distributable amount.				108,082
e Remaining amount distributed out of corpus	276,018			
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	2,253,557			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	427,743			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,825,814			
10 Analysis of line 9				
a Excess from 2009. . . .	484,475			
b Excess from 2010. . . .	350,906			
c Excess from 2011. . . .	355,381			
d Excess from 2012. . . .	359,034			
e Excess from 2013. . . .	276,018			

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary 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))

WILLIAM GILLESPIE

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

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)

[illegible]

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2013

Name of the organization THE WILLIAM GILLESPIE FOUNDATION	Employer identification number 95-4480408
---	---

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

[illegible]

Name of organization THE WILLIAM GILLESPIE FOUNDATION	Employer identification number 95-4480408
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE WILLIAM GILLESPIE FOUNDATION	Employer identification number 95-4480408
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Part III

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

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2013 Accounting Fees Schedule**Name:** THE WILLIAM GILLESPIE FOUNDATION**EIN:** 95-4480408**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	2,946	2,946	0	0

TY 2013 General Explanation Attachment

Name: THE WILLIAM GILLESPIE FOUNDATION

EIN: 95-4480408

Software ID: 13000170

Software Version: 2013v3.1

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	DONATIONS FOR THE YEAR 2013 1/17/2013 FRIENDSHIP SHELTER \$5,000 00 1/17/2013 FAMILIES FORWARD 5,000 00 1/17/2013 BARCLAY THEATRE 5,000 00 1/17/2013 BOYS & GIRLS CLUB LAGUNA BEACH 5,000 00 1/21/2013 NEWPORT BEACH LIBRARY 2,000 00 1/29/2013 USSTA 2,000 00 1/29/2013 NEWPORT BEACH POLICE ASSN 5,000 00 1/29/2013 SOUTH COAST REPERTORY 5,000 00 3/7/2013 BLIND CHILDRENS LEARNING CTR 5,000 00 3/7/2013 MOUNTAIN FIFES AND DRUMS 10,000 00 3/7/2013 PACIFIC CHORALE 5,000 00 3/7/2013 NATIONAL CHOREGRAPHERS 5,000 00 3/7/2013 THE WOODEN FLOOR 5,000 00 3/11/2013 CSULB FOUNDATION 5,000 00 3/11/2013 LAGUNA COLLEGE OF ART AND DESIGN 5,000 00 3/11/2013 PHILHARMONIC SOCIETY OF OC 5,000 00 3/17/2013 CORONA DEL MAR HS ASB 2,000 00 3/26/2013 UC REGENTS 1,000 00 3/26/2013 NEWPORT BEACH FILM FESTIVAL 2,000 00 3/26/2013 ORANGE COUNTY RESCUE MISSION 10,000 00 3/26/2013 WISE PLACE 5,000 00 3/28/2013 SURFING HERITAGE MUSEUM FDN 2,000 00 3/28/2013 OSTOMY ASSOCIATION 5,000 00 4/1/2013 TREES FOR SEAL BEACH 2,000 00 4/1/2013 SAGE HILL SERV 5,000 00 4/1/2013 SAGE HILL SCHOOL 25,000 00 4/8/2013 AMIGOS DE BOLSA CHICA 5,000 00 4/8/2013 FREE WHEELCHAIR 5,000 00 4/29/2013 SECOND HARVEST FOOD BANK 7,500 00 4/29/2013 NATIONAL CHOREGRAPHERS 5,000 00 4/29/2013 COURT APPOINTED SPECIAL ADVOCATES 25,000 00 5/7/2013 CANINE COMPANIONS FOR INDEPENDENCE 5,000 00 5/9/2013 LAGUNA COLLEGE OF ART AND DESIGN 2,500 00 5/9/2013 ARTS ORANGE COUNTY 5,000 00 5/9/2013 AIDS SERVICE FOUNDATION 5,000 00 5/9/2013 ANGEL FLIGHT 5,000 00 5/22/2013 CAPISTRANO COMM MARIACHI PROGRAM 2,000 00 5/22/2013 CASA YOUTH SHELTER 5,000 00 5/22/2013 BOYS & GIRLS CLUB STANTON 5,000 00 6/17/2013 MARIACHI NATIONALS 2,000 00 6/19/2013 CHILDRENS DENTAL CENTER 5,000 00 6/19/2013 BRAVA 5,000 00 7/5/2013 SURFRIDER FOUNDATION 5,000 00 7/11/2013 OCEAN INSTITUTE 5,000 00 7/11/2013 HOMEWORK HOUSE 5,000 00 7/16/2013 HOAG HOSPITAL FOUNDATION 5,000 00 7/25/2013 ALZHEIMERS FAMILY SERVICE CENTER 5,000 00 7/25/2013 LAGUNA PLAYHOUSE 5,000 00 8/14/2013 PACIFIC SYMPHONY YOUTH ENSEMBLE 5,000 00 8/14/2013 ORANGE CO MUSEUM OF ART 5,000 00 8/14/2013 ORANGE CO HS OF THE ARTS 5,000 00 8/14/2013 PAINT YOUR HEART OUT 5,000 00 8/14/2013 SHARE OUR SELVES 5,000 00 8/14/2013 ORANGE CO INTERFAITH SHELTER 5,000 00 8/22/2013 CSULB FOUNDATION 5,000 00 8/30/2013 PROJECT 999 5,000 00 8/30/2013 OC HUMAN RELATIONS COUNCIL 5,000 00 8/31/2013 PROVIDENCE SPEECH & HEARING 5,000 00 9/21/2013 HEALING AUTISM THROUGH LEARNING 1,000 00 9/21/2013 JIMMY MILLER FOUNDATION 2,000 00 9/21/2013 ACACIA ADULT DAY SERVICES 5,000 00 9/26/2013 KOMAN RACE FOR THE CURE 1,000 00 9/26/2013 ANAHEIM BALLET 5,000 00 10/3/2013 PATHWAYS TO INDEPENDENCE 5,000 00 10/3/2013 NATIONAL MULTIPLE SCLEROSIS SOCIETY 2,000 00 10/3/2013 SHANTI OF ORANGE COUNTY 5,000 00 10/10/2013 ASSOC OF ORANGE CO SHERIFF 1,100 00 10/16/2013 HOME AID ORANGE COUNTY 5,000 00 10/16/2013 LAGUNA ART MUSEUM 5,000 00 10/20/2013 SOMEONE CARES SOUP KITCHEN 5,000 00 10/21/2013 PEDDLE THE CAUSE 1,000 00 10/21/2013 AQUARIUM OF THE PACIFIC 5,000 00 10/21/2013 GUIDE DOGS OF THE DESERT 5,000 00 10/21/2013 SEAL BEACH ANIMAL SHELTER 5,000 00 10/21/2013 SHERMAN LIBRARY & GARDENS 1,000 00 11/20/2013 UC REGENTS 5,000 00 11/20/2013 BOWERS MUSEUM 5,000 00 12/10/2013 BRAVA 3,000 00 TOTAL DONATIONS \$384,100 00

TY 2013 Land, Etc. Schedule**Name:** THE WILLIAM GILLESPIE FOUNDATION**EIN:** 95-4480408**Software ID:** 13000170**Software Version:** 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	66,741	66,741		
Improvements	21,153	21,153		

TY 2013 Other Decreases Schedule

Name: THE WILLIAM GILLESPIE FOUNDATION

EIN: 95-4480408

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
FEDERAL TAX PAYMENT	2,000

TY 2013 Other Expenses Schedule**Name:** THE WILLIAM GILLESPIE FOUNDATION**EIN:** 95-4480408**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT	198	198		
OFFICE EXPENSES	46	46		

TY 2013 Other Income Schedule**Name:** THE WILLIAM GILLESPIE FOUNDATION**EIN:** 95-4480408**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	40		
PASS THRU PARTNERSHIP	-14,346		

TY 2013 Other Increases Schedule

Name: THE WILLIAM GILLESPIE FOUNDATION

EIN: 95-4480408

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
WASH SALES	52

TY 2013 Other Professional Fees Schedule**Name:** THE WILLIAM GILLESPIE FOUNDATION**EIN:** 95-4480408**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASSET MANAGEMENT FEES	8,614	8,614	0	0

TY 2013 Taxes Schedule**Name:** THE WILLIAM GILLESPIE FOUNDATION**EIN:** 95-4480408**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	787	787		
STATE TAXES	10	10		

Fiscal Statement

WILLIAM GILLESPIE FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
245,634	CASH ML BANK DEPOSIT PROGRAM	09/26/13	213 25 245,634 00	213 25 245,634 00			122 82
	Total Cash and Money Funds		245,847 25	245,847 25			122.82
Government Securities							
35 000	U.S. TRSY INFLATION BOND 2.0% JAN 15 2026 INFL ADJ PRIN 41,187	10/29/08	35 164 11	45,595 96	10,431 85	321 47	824 00
	Total Government Securities		35,164 11	45,595.96	10,431.85	321 47	824 00
Corporate Bonds							
50 000	ALCOA INC GLB 05 550% FEB 01 2017	11/10/11	52 136 44	53 818 00	1,681 56	1 156 25	2,775 00
25,000	BP CAPITAL MARKETS PLC COMPANY GUARNT GLB 03 875% MAR 10 2015	01/08/10	25 249 72	26,007 50	757 78	296 01	969 00
100,000	HSBC BANK USA SUBORDINATED GLB 04 625% APR 01 2014	09/27/04	99,354 68	101,030 00	1,675 32	1 156 25	4,625 00
25,000	MELLON CAPITAL IV SER 1 GLB VAR% PERPETUAL	04/15/10	24,000 00	19,743 75		30 56	
25,000	MELLON CAPITAL IV	12/06/10	22 925 00	19 743 75		30 56	

PLEASE SEE REVERSE SIDE

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 Statement Period Year Ending 12/31/13
 Account No 8R6-04B80

x 99133993



Fiscal Statement

WILLIAM GILLESPIE FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
50 000	MORGAN STANLEY SER CPI VAR% DEC 01 2017	05/08/07	45 838 00	50,930 50	5,092 50	132 46	
539	PRUDENTIAL FINANCIAL CPI + 2.40% VAR% 4/10/2018	06/25/07	12 316 16	14,472 15	2,155 99		483 00
500	PRUDENTIAL FINANCIAL	11/15/07	10,575.00	13 425 00	2,850 00		448 00
Total Corporate Bonds			<u>292,395.00</u>	<u>299,170.65</u>	<u>14,213 15</u>	<u>2,802.09</u>	<u>9,300.00</u>
Municipal Bonds							
50 000	SOUTHERN CA PPA NAT GAS PJ REV CTY A AGM TAXABLE FEB08 05 610%JUL01 24	02/10/12	55,504 05	52,199 50	(3,304 55)	1,402 50	2 805 00
Total Municipal Bonds			<u>55,504.05</u>	<u>52,199.50</u>	<u>(3,304 55)</u>	<u>1,402 50</u>	<u>2,805.00</u>

Government Bonds 35,164.11 45,545.76
 90,668.16 77,995.46

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Page Statement Period Account No
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EMA Fiscal Statement

WILLIAM GILLESPIE FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
278	ISHARES IBOXX \$ INVT GRADE CORP BD	11/28/11	30,738.46	31,744.26	1,005.80	1,217.00
1 177	ISHARES SELECT DIVIDEND ETF	11/04/11	61,002.15	83,978.95	22,976.80	2,572.00
386	WISDOMTREE EM SMALL CAP	01/23/12	17,312.10	17,790.74	478.64	614.00
1,575	ISHARES U.S. PREFERRED STOCK ETF	11/04/11	58,107.75	58,007.25	(94.50)	3,831.00
942	SPDR S AND P INTL DVD ETF	01/18/12	45,561.62	44,697.90	(863.72)	3,062.00
4 312	FIDELITY ADV FLOATING RATE HIGH INC FD CL I 9530 Fractional Share	11/10/11 12/09/13	41,836.95 9.37	42,947.52 9.49	1,110.57 0.12	1,307.00 1.00
5 888	PIMCO ALL ASSET ALL AUTHORITY FUND CL P 9400 Fractional Share	11/11/11 09/19/13	62,875.64 9.65	58,291.20 9.31	(4,584.44) (0.34)	3,369.00 1.00
Total Mutual Funds/Closed End Funds/UIT			317,447.69	337,476.62	20,028.93	15,973.00

Partnership Interest - CAFE Endowment 1,517,413 1,517,483
 for 11, LP 1,125,930.69 1,655,959.62

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Year Ending 12/31/13Account No
8R6 04B60