Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
MARK C. LEMONS FOUNDATION

A Employer identification number
95-4712282

Number and street (or P O box number if mail is not delivered to street address)
3029 WILSHIRE BLVD.

Room/suite
200

B Telephone number
(310)828-7547

City or town, state or province, country, and ZIP or foreign postal code
SANTA MONICA, CA 90403

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)* ▶$ 6,327,472.

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))

			(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	248,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	148,064.	148,064.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,133,879.			
	b	Gross sales price for all assets on line 6a 5,115,769.				
	7	Capital gain net income (from Part IV, line 2)		1,133,879.		
	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)				
	11	Other income	112.	326.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	1,530,055.	1,282,269.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,000.	2,000.		33,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	14,942.	7,471.		7,471.
	c	Other professional fees STMT 4	43,357.	43,357.		0.
	17	Interest	3,897.	3,897.		0.
	18	Taxes STMT 5	10,805.	2,027.		2,678.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	1,813.	1,635.		178.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	109,814.	60,387.		43,327.
	25	Contributions, gifts, grants paid	201,600.			201,600.
	26	**Total expenses and disbursements.** Add lines 24 and 25	311,414.	60,387.		244,927.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	1,218,641.			
	b	**Net investment income** (if negative, enter -0-)		1,221,882.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	21,987.	7,935.	7,935.
	2	Savings and temporary cash investments	358,846.	1,671,941.	1,671,941.
	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	310.	310.	310.
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 7	3,967,855.	3,479,391.	4,047,156.
	c	Investments - corporate bonds STMT 8	0.	251,537.	250,130.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	331,544.	350,000.	350,000.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,680,542.	5,761,114.	6,327,472.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	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	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	4,680,542.	5,761,114.	
	30	**Total net assets or fund balances**	4,680,542.	5,761,114.	
	31	**Total liabilities and net assets/fund balances**	4,680,542.	5,761,114.	

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	4,680,542.
2	Enter amount from Part I, line 27a	2	1,218,641.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,899,183.
5	Decreases not included in line 2 (itemize) ▶ ASSET BASIS ADJ/MISC	5	138,069.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,761,114.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,115,769.		3,981,890.	1,133,879.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				1,133,879.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 1,133,879.

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)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	320,124.	5,429,031.	.058965
2011	270,364.	5,000,059.	.054072
2010	194,250.	4,557,334.	.042624
2009	236,000.	4,205,792.	.056113
2008	311,375.	5,200,780.	.059871

2	**Total** of line 1, column (d)	2	.271645
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	.054329
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,741,875.
5	Multiply line 4 by line 3	5	311,950.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,219.
7	Add lines 5 and 6	7	324,169.
8	Enter qualifying distributions from Part XII, line 4	8	244,927.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ________ **(attach copy of letter if necessary-see 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	24,438.
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	24,438.
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	24,438.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,406.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	30,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	33,406.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,968.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶		8,968. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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?	2		X
	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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	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	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2013)

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

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

Website address ▶ N/A

14 The books are in care of ▶ MARK C LEMONS Telephone no ▶ (310) 828-7547

Located at ▶ C/O GIVEN & CO 3029 WILSHIRE BLVD STE 200, SANTA ZIP+4 ▶ 90403

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 N/A

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

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	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 ▶ ________ , ________ , ________ , ________			
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)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MARK C. LEMONS 3029 WILSHIRE BLVD STE 200 SANTA MONICA, CA 90403	TRUSTEE 20.00	35,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form **990-PF** (2013)

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10-10-13

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2013)

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10-10-13

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	4,999,634.
b	Average of monthly cash balances	1b	829,681.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,829,315.
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	5,829,315.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,440.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,741,875.
6	**Minimum investment return.** Enter 5% of line 5	6	287,094.

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	287,094.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 24,438.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	24,438.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	262,656.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	262,656.
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	262,656.

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	244,927.
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	244,927.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	244,927.

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				262,656.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			142,564.	
b Total for prior years ______ , ______ , ______		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 ▶ $ 244,927.				
a Applied to 2012, but not more than line 2a			142,564.	
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				102,363.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				160,293.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address 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				
CALVARY CHRISTIAN SCHOOL FOUNDATION 701 PALISADES DRIVE PACIFIC PALISADES, CA 90272		PUBLIC CHARITY	EDUCATION	60,000.
CAMP DEL CORAZON 11615 HESBY STREET NORTH HOLLYWOOD, CA 91601-3620		PUBLIC CHARITY	PUBLIC SUPPORT	15,000.
CHILDREN'S BUREAU 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007-1220		PUBLIC CHARITY	SOCIAL SERVICES	43,000.
CHRIS MURPHY FOUNDATION 3237 NELSON LANE FORT COLLINS, CO 80525		PUBLIC CHARITY	SOCIAL SERVICES	10,000.
FRIENDS OF ANIMALS UTAH P.O. BOX 682155 PARK CITY, UT 84068-2155		PUBLIC CHARITY	GENERAL SUPPORT	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	201,600.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	148,064.	
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			14	326.	
8 Gain or (loss) from sales of assets other than inventory			18	1,133,879.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a ENTERPRISE PRODUCTS	900000	-151.			
b PLAINS ALL AMERICAN	900000	-22.			
c PAA NATURAL GAS STORAGE	900000	-1.			
d MAGELLAN MIDSTREAM					
e PARTNERS	900000	-40.			
12 Subtotal Add columns (b), (d), and (e)		-214.		1,282,269.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,282,055.

(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)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 11/17/14 — Title TRUSTEE

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
PETER GOLDBERG	Peter Goldberg	11/13/14		P00020952

Firm's name ▶ GIVEN & COMPANY, AN ACCTY CORP

Firm's EIN ▶ 95-3416914

Firm's address ▶ 3029 WILSHIRE BLVD. #200
SANTA MONICA, CA 90403-2376

Phone no (310) 828-7547

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
MARK C. LEMONS FOUNDATION

Employer identification number
95-4712282

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
MARK C. LEMONS FOUNDATION	95-4712282

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARK C LEMONS CHARITABLE LEAD UNITRUST 3029 WILSHIRE BLVD STE 200 SANTA MONICA, CA 90403	$ 248,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
MARK .C. LEMONS FOUNDATION	95-4712282

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	Employer identification number
MARK .C. LEMONS FOUNDATION	95-4712282

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) ▶ $

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

MARK C. LEMONS FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-4712282 PAGE 1 OF 1

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	WHITTIER L/S FUND - LOSS ON TERMINATION	P		
b	WHITTIER SHORT TERM LOSS			
c	WHITTIER LONG TERM			
d	WHITTIER CAP GAIN DISTRIBUTION			
e	RBC 315-48351			
f	RBC 315-48449			
g	RBC 315-68697			
h	RBC 315-48461			
i	WHITTIER LONG SHORT FUND SCH K-1	P		
j	WHITTIER LONG SHORT FUND SCH K-1	P		
k	APOLLO GLOBAL MANAGEMENT	P		
l	ENTERPRISE PRODUCT PARTNERS	P		
m				
n				
o				

	(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	246,239.		261,226.	-14,987.
b	174,358.		178,662.	-4,304.
c	515,934.		517,025.	-1,091.
d	1,757.			1,757.
e	3,696,682.		2,737,291.	959,391.
f	180,842.		126,265.	54,577.
g	29,489.		30,014.	-525.
h	263,453.		131,403.	132,050.
i	3,859.			3,859.
j	3,055.			3,055.
k	101.			101.
l			4.	-4.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				-14,987.
b				-4,304.
c				-1,091.
d				1,757.
e				959,391.
f				54,577.
g				-525.
h				132,050.
i				3,859.
j				3,055.
k				101.
l				-4.
m				
n				
o				

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,133,879.
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) If (loss), enter "-0-" in Part I, line 8		3	N/A

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
LOYOLA HIGH SCHOOL 1901 VENICA BLVD. LOS ANGELES, CA 90006		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
NATUREBRIDGE 28 GEARY STREET - SUITE 650 SAN FRANCISCO, CA 94108		PUBLIC CHARITY	OUTDOOR EDUCATION	5,000.
NATIONAL ABILITY CENTER 1000 ABILITY WAY PARK CITY, UT 84060		PUBLIC CHARITY	GENERAL SUPPORT	2,500.
PALISADES MALIBU YMCA 821 VIA DE LA PAZ PACIFIC PALISADES, CA 90272		PUBLIC CHARITY	GENERAL SUPPORT	20,000.
PARK CITY EDUCATION FDN 2700 KEARNS BLVD PARK CITY , UT 84060		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PARK CITY COMMUNITY FDN P.O. BOX 681499 PARK CITY, UT 84068		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
PARK CITY AQUATIC TEAM BOOSTER CLUB P.O. BOX 980580 PARK CITY, UT 84098		PUBLIC CHARITY	GENERAL SUPPORT	600.
SALT LAKE HEAD START 1307 SOUTH 900 WEST SALT LAKE CITY, UT 84104		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ST. PAULS THE APOSTLE SCHOOL 10750 OHIO AVENUE LOS ANGELES, CA 90024		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
UNIVERSITY OF PORTLAND 5000 N. WILLAMETTE BLVD. PORTLAND, OR 97203		PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				73,100.

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05-01-13

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
USC GOLF 1026 W. 34TH ST LOS ANGELES, CA 90089		PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

323631
05-01-13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INTEREST	10.	0.	10.	10.	
RBC 48351	13,773.	0.	13,773.	13,773.	
RBC 48351	16,094.	0.	16,094.	16,094.	
RBC 48449	5,828.	0.	5,828.	5,828.	
RBC 48461	2,132.	0.	2,132.	2,132.	
RBC 48461	545.	0.	545.	545.	
RBC 48469	451.	0.	451.	451.	
RBC 48475	1,500.	0.	1,500.	1,500.	
RBC 68697	184.	0.	184.	184.	
WHITTIER #009187 AMORTIZATION	-3,385.	0.	-3,385.	-3,385.	
WHITTIER #009187 DIVIDENDS	79,380.	0.	79,380.	79,380.	
WHITTIER #009187 INTEREST	24,123.	0.	24,123.	24,123.	
WHITTIER #009187 OID	542.	0.	542.	542.	
WHITTIER #009187 OTHER INTEREST	570.	0.	570.	570.	
WHITTIER #749187 DIVIDENDS	1,950.	0.	1,950.	1,950.	
WHITTIER LONG/SHORT FUND LLC K-1	4,367.	0.	4,367.	4,367.	
TO PART I, LINE 4	148,064.	0.	148,064.	148,064.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER LONG/SHORT FUND LLC K-1	287.	287.	
APOLLO GLOBAL MANAGEMENT	39.	39.	
ENTERPRISE PRODUCTS	-151.	0.	
PLAINS ALL AMERICAN	-22.	0.	
PAA NATURAL GAS STORAGE	-1.	0.	
MAGELLAN MIDSTREAM PARTNERS	-40.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	112.	326.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	14,942.	7,471.		7,471.
TO FORM 990-PF, PG 1, LN 16B	14,942.	7,471.		7,471.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WHITTIER MANAGEMENT FEES	37,229.	37,229.		0.
RBC MANAGEMENT FEES	6,128.	6,128.		0.
TO FORM 990-PF, PG 1, LN 16C	43,357.	43,357.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,869.	1,869.		0.
FEDERAL TAX 990-PF/990-T	6,100.	0.		0.
CA RRF-1	75.	0.		75.
PAYROLL TAXES	2,761.	158.		2,603.
TO FORM 990-PF, PG 1, LN 18	10,805.	2,027.		2,678.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	178.	0.		178.
K-1 PASS-THRU DEDUCTIONS FROM WHITTIER LONG/SHORT FUND LLC	1,635.	1,635.		0.
TO FORM 990-PF, PG 1, LN 23	1,813.	1,635.		178.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WHITTIER - STOCK ACCOUNT	0.	0.
RBC 351 - STATEMENT ATTACHED	1,100,852.	1,128,640.
RBC 461 - STATEMENT ATTACHED	458,328.	518,102.
RBC 697 - STATEMENT ATTACHED	378,692.	387,713.
RBC 475 - STATEMENT ATTACHED	482,779.	511,874.
RBC 449 - STATEMENT ATTACHED	1,058,740.	1,500,827.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,479,391.	4,047,156.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RBC 469 - STATEMENT ATTACHED	251,537.	250,130.
TOTAL TO FORM 990-PF, PART II, LINE 10C	251,537.	250,130.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BRAZIL FEDERATIVE REP 12.5% DUE 1/5/16	COST	0.	0.
ISHARES EMERGING MKT BONDS (EMB)	COST	0.	0.
NOVAGOLD RES INC 5.5% DUE 5/1/15	COST	0.	0.
WHITTIER LONG/SHORT FUND LLC	COST	0.	0.
IRONWOOD MULTI-STRATEGY	COST	350,000.	350,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		350,000.	350,000.

MARK C LEMONS FOUNDATION
3029 WILSHIRE BLVD STE 200

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *
GATEWAY TR GATEWAY FD CL Y	GTEYX	10,566 330	$28.990	$306,317.91		$301,045.63	$5,272.28
					Purchase	*$300,000.00*	*$5,265.01*
					Reinvest	*$1,045.63*	*$7.25*
TOTAL OTHER ASSETS				$306,317.91		$301,045.63	$5,272.28

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SPDR BARCLAYS CONVERTIBLE SECURITIES ETF	CWB	6,500.000	$46.730	$303,745.00		$299,649.80	$4,095.20	$11,128.0
PRUDENTIAL INVT PORTFOLIOS INC 15 SHORT DURATION FD CL Z	HYSZX	10,101.010	$9.900	$100,000.00		$100,000.00	$0.00	$6,000.0
NUVEEN INVT TR III SYMPHONY FLOATING RATE INCOME FD CL I	NFRIX	9,566.579	$20.980	$200,706.83		$200,132.89	$573.94	$8,638.62
					Purchase	*$200,000.00*	*$573.60*	
					Reinvest	*$132.89*	*$0.33*	
TEMPLETON GLOBAL BOND FUND ADVISOR CL	TGBAX	7,676.427	$13.090	$100,484.43		$100,023.79	$460.64	$3,938.01
					Purchase	*$100,000.00*	*$460.47*	
					Reinvest	*$23.79*	*$0.16*	
TCW FDS INC EMERGING MKTS INCOME FD CL I	TGEIX	11,820.331	$8.400	$99,290.78		$100,000.00	-$709.22	$5,791.96
BRAZIL FEDERATIVE REP GLOBAL BRL BD MOODY BAA2 S&P BBB CPN· 12 500% DUE 01/05/2016 DTD. 09/26/2005 BOOK ENTRY ONLY	105756BJ8	41,000.000	$44.134	$18,095.12 $1,060.73		N/A	N/A	$2,169.68
TOTAL TAXABLE FIXED INCOME ESTIMATED ACCRUED BOND INTEREST		86,664.347		$822,322.16 $1,060.73		$799,806.48	$4,420.56	$37,666.27

RBC 351

MARK C LEMONS FOUNDATION
3029 WILSHIRE BLVD STE 200

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ACCENTURE PLC IRELAND SHS CL A	ACN	115.000	$82.220	$9,455.30	$8,789.44	$665.86	$213.90
BROOKFIELD ASSET MANAGEMENT INC CLASS A LTD VTG SHS	BAM	265.000	$38.830	$10,289.95	$10,440.47	-$150.52	$212.00
COPA HOLDINGS S A CL A	CPA	110.000	$160.110	$17,612.10	$16,768.39	$843.71	$321.20
LYONDELLBASELL INDUSTRIES N V CL A	LYB	200.000	$80.280	$16,056.00	$15,181.80	$874.20	$480.00
SEADRILL LIMITED SHS	SDRL	330.000	$41.080	$13,556.40	$14,882.34	-$1,325.94	$1,254.00
TOTAL INTERNATIONAL EQUITIES				$66,969.75	$66,062.44	$907.31	$2,481.10

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
AMERICAN TOWER CORPORATION REIT	AMT	110.000	$79.820	$8,780.20	$8,553.59	$226.61
TOTAL OTHER ASSETS				$8,780.20	$8,553.59	$226.61

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMERIPRISE FINL INC	AMP	155.000	$115.050	$17,832.75	$15,932.43	$1,900.32	$322.40
APOLLO GLOBAL MANAGEMENT LLC CL A SHS	APO	540.000	$31.610	$17,069.40	$15,924.55	$1,144 85	$2,133.00
ARTISAN PARTNERS ASSET MANAGEMENT INC	APAM	275.000	$65.190	$17,927.25	$17,253.47	$673.78	$473.00
AVERY DENNISON CORP	AVY	240.000	$50.190	$12,045.60	$11,377.68	$667.92	$278.40
BOEING CO	BA	125.000	$136.490	$17,061.25	$9,168.89	$7,892.36	$365.00
CBOE HOLDINGS INC	CBOE	155.000	$51.960	$8,053.80	$7,804.41	$249.39	$111.60
COMCAST CORP CL A	CMCSA	325.000	$51.965	$16,888.63	$5,954.00	$10,934.63	$253.50
DOVER CORP	DOV	140.000	$96.540	$13,515.60	$12,843.18	$672.42	$210.00
ENTERPRISE PRODUCTS PARTNERS LP	EPD	125.000	$66.300	$8,287.50	$7,648.38	$639.12	$345.00
GALLAGHER ARTHUR J & CO	AJG	160.000	$46.930	$7,508.80	$7,580.48	-$71.68	$224.00
GENUINE PARTS CO	GPC	105.000	$83.190	$8,734.95	$8,546.99	$187.96	$225.75
HOME DEPOT INC	HD	265.000	$82.340	$21,820.10	$20,152.72	$1,667.38	$413.40
ITC HOLDINGS CORP	ITC	170.000	$95.820	$16,289.40	$17,086.42	-$797.02	$289.00
JPMORGAN CHASE & CO	JPM	175.000	$58.480	$10,234.00	$10,037.86	$196.14	$266.00
KAR AUCTION SERVICES INC	KAR	380.000	$29.550	$11,229.00	$10,905.62	$323.38	$380.00

RBC 461

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
LORILLARD INC	LO	245.000	$50.680	$12,416.60	$12,700.78	-$284.18	$539.00
MACQUARIE INFRASTRUCTURE CO LLC MEMBERSHIP INT	MIC	315.000	$54.430	$17,145.45	$16,976.14	$169.31	$1,102.50
MAGELLAN MIDSTREAM PARTNERS LP UNIT REPSTG LTD PARTNER	MMP	175.000	$63.270	$11,072.25	$10,715.23	$357.02	$390.25
MICROCHIP TECHNOLOGY INC	MCHP	245.000	$44.750	$10,963.75	$10,655.03	$308.72	$347.41
MICROSOFT CORP	MSFT	165.000	$37.410	$6,172.65	$6,350.85	-$178.20	$184.80
PHILIP MORRIS INTERNATIONAL INC	PM	75.000	$87.130	$6,534.75	$3,708.94	$2,825.81	$282.00
PLAINS ALL AMERICAN PIPELINE L P UNIT LTD PARTNERSHIP INT	PAA	95.000	$51.770	$4,918.15	$4,812.69	$105.46	$228.00
POLARIS INDUSTRIES INC	PII	60.000	$145.640	$8,738.40	$7,779.59	$958.81	$100.80
PRAXAIR INC	PX	45.000	$130.030	$5,851.35	$5,585.85	$265.50	$108 00
PRICE T ROWE GROUP INC	TROW	220.000	$83 770	$18,429.40	$17,265.16	$1,164.24	$334.40
ROCKWELL AUTOMATION INC	ROK	50.000	$118.160	$5,908.00	$5,651.50	$256.50	$116.00
SIX FLAGS ENTERTAINMENT CORPORATION NEW	SIX	95.000	$36.820	$3,497.90	$3,504.54	-$6.64	$178.60
TIME WARNER INC	TWX	245.000	$69.720	$17,081.40	$7,278.95	$9,802.45	$281.75
TUPPERWARE BRANDS CORPORATION	TUP	115.000	$94.530	$10,870.95	$10,117.69	$753.26	$285.20
UNION PACIFIC CORP	UNP	130.000	$168.000	$21,840.00	$9,780.33	$12,059.67	$410.80
UNITED PARCEL SVC INC CL B	UPS	135.000	$105.080	$14,185.80	$13,490.54	$695.26	$334.80
US BANCORP DEL COM	USB	160.000	$40.400	$6,464.00	$6,028.78	$435.22	$147.20
WALGREEN CO	WAG	430 000	$57.440	$24,699 20	$25,554.86	-$855.66	$541.80
WELLPOINT INC	WLP	105.000	$92.390	$9,700.95	$9,192.49	$508.46	$157.50
WYNN RESORTS LTD	WYNN	110.000	$194.210	$21,363.10	$18,345.36	$3,017.74	$440.00
TOTAL US EQUITIES				$442,352.08	$383,712.38	$58,639.70	$12,800.86

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	* ESTIMATED ANNUALIZED INCOME
ABBOTT LABORATORIES	ABT	391.000	$38.330	$14,987.03	$14,850.14	$136.89	$344.08
ALLSTATE CORP	ALL	307.000	$54.540	$16,743.78	$16,458.21	$285.57	$307.00
ANADARKO PETROLEUM CORP	APC	186.000	$79.320	$14,753.52	$16,596.50	-$1,842.98	$133.92
CIRRUS LOGIC INC	CRUS	724.000	$20.425	$14,787.70	$14,044.73	$742.97	
CITIGROUP INC COM	C	297.000	$52.110	$15,476.67	$15,095.92	$380.75	$11.88
COMPUTER SCIENCES CORP	CSC	214.000	$55.880	$11,958.32	$11,465.69	$492.63	$171.20
EDISON INTERNATIONAL	EIX	315.000	$46.300	$14,584.50	$15,396.57	-$812.07	$447.30
FEDEX CORP	FDX	105.000	$143.770	$15,095.85	$15,048.58	$47.27	$63.00
FOREST LABORATORIES INC	FRX	294.000	$60.030	$17,648.82	$16,478.64	$1,170.18	
GREEN MOUNTAIN COFFEE ROASTERS INC (FORMERLY GREEN MOUNTAIN COFFEE INC)	GMCR	228.000	$75.540	$17,223.12	$15,516.77	$1,706.35	$228.00
MARATHON OIL CORP	MRO	434.000	$35.300	$15,320.20	$16,118.24	-$798.04	$329.84
PEPSICO INC	PEP	200.000	$82.940	$16,588.00	$16,473.98	$114.02	$454.00
PHILIP MORRIS INTERNATIONAL INC	PM	156.000	$87.130	$13,592.28	$13,548.60	$43.68	$586.56
ROCK-TENN CO-CL A	RKT	173.000	$105.010	$18,166.73	$16,547 43	$1,619.30	$242.20
SLM CORPORATION	SLM	269 000	$26.280	$7,069.32	$6,985 66	$83.66	$161.40

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SM ENERGY COMPANY	SM	204.000	$83.110	$16,954.44	$16,681.32	$273.12	$20.40
STARBUCKS CORP	SBUX	206.000	$78.390	$16,148.34	$16,724.98	-$576.64	$214.24
SUNPOWER CORPORATION	SPWR	247.000	$29.810	$7,363.07	$7,792.36	-$429.29	
THE TRAVELERS COMPANIES INC	TRV	166.000	$90.540	$15,029.64	$14,644.19	$385.45	$332.00
UNION PACIFIC CORP	UNP	103.000	$168.000	$17,304.00	$16,374.32	$929.68	$325.48
VISA INC CL A COMMON STOCK	V	84.000	$222.680	$18,705.12	$16,790.75	$1,914.37	$134.40
W W GRAINGER INC	GWW	64.000	$255.420	$16,346.88	$16,425.47	-$78.59	$238.08
WHIRLPOOL CORP	WHR	90.000	$156.860	$14,117.40	$13,557.60	$559.80	$225.00
TOTAL US EQUITIES				$345,964.73	$339,616.65	$6,348.08	$4,969.98

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
TRINA SOLAR LTD SPONSORED ADR	TSL	663.000	$13.670	$9,063.21	$8,185.53	$877.68	
TYCO INTERNATIONAL LTD	TYC	439.000	$41.040	$18,016.56	$16,414.17	$1,602.39	$280.96
XL GROUP PLC US LISTED	XL	461.000	$31.840	$14,678.24	$14,475.35	$202.89	$258.16
TOTAL INTERNATIONAL EQUITIES				$41,758.01	$39,075.05	$2,682.96	$539.12

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$87.20	
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	17,935.000	$1.000	$17,935.00	$16,523.47
TOTAL CASH AND MONEY MARKET				$18,022.20	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ISHARES CORE S&P MID CAP ETF	IJH	1,201.000	$133.810	$160,705.81	$154,362.86	$6,342.95	$2,075.33
ISHARES CORE S&P 500 ETF	IVV	868.000	$185.650	$161,144.20	$154,503.91	$6,640.29	$2,903.46
TOTAL US EQUITIES				$321,850.01	$308,866.77	$12,983.24	$4,978.79

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
PROSHARES ULTRA MIDCAP400 ETF	MVV	745.000	$126.900	$94,540.50	$86,836.79	$7,703.71
PROSHARES ULTRA S&P500 ETF	SSO	931.000	$102.560	$95,483.36	$87,075.36	$8,408.00
TOTAL OTHER ASSETS				$190,023.86	$173,912.15	$16,111.71

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
POTLATCH CORPORATION	PCH	75.000	$41.740	$3,130.50	$2,918.25	$212.25
RAYONIER INC REIT	RYN	75.000	$42.100	$3,157.50	$3,318.75	-$161.25
TOTAL OTHER ASSETS				$6,288.00	$6,237.00	$51.00

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABBOTT LABORATORIES	ABT	1,000.000	$38.330	$38,330.00	$26,626.18	$11,703.82	$880.00
APPLE INC	AAPL	125.000	$561.020	$70,127.50	$30,972.50	$39,155.00	$1,525.00
BERKSHIRE HATHAWAY INC DEL CL B	BRKB	550.000	$118.560	$65,208.00	$48,005.42	$17,202.58	
CENTERPOINT ENERGY INC	CNP	600.000	$23.180	$13,908.00	$14,957.94	-$1,049.94	$498.00
CHEVRON CORPORATION	CVX	750.000	$124.910	$93,682.50	$66,567.48	$27,115.02	$3,000.00
COCA COLA COMPANY (THE)	KO	2,000.000	$41.310	$82,620.00	$43,198.91	$39,421.09	$2,240.00
EXXON MOBIL CORP	XOM	800.000	$101.200	$80,960.00	$62,377.01	$18,582.99	$2,016.00
GENERAL ELECTRIC CO	GE	1,500.000	$28.030	$42,045.00	$25,930.00	$16,115.00	$1,320.00
GOOGLE INC CL A	GOOG	100.000	$1,120.710	$112,071.00	$52,795.35	$59,275.65	
INTERNATIONAL BUSINESS MACHINES CORP	IBM	465.000	$187.570	$87,220.05	$53,558.04	$33,662.01	$1,767.00
JOHNSON & JOHNSON	JNJ	1,000.000	$91.590	$91,590.00	$63,104.78	$28,485.22	$2,640.00
MICROSOFT CORP	MSFT	1,450.000	$37.410	$54,244.50	$44,394.50	$9,850.00	$1,624.00
PEPSICO INC	PEP	175.000	$82.940	$14,514.50	$15,013.25	-$498.75	$397.25
PETSMART INC	PETM	200.000	$72.750	$14,550.00	$14,907.80	-$357.80	$156.00
PROCTER & GAMBLE CO	PG	500.000	$81.410	$40,705.00	$30,926.40	$9,778.60	$1,203.00

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATE ANNUALIZED INCOM
TARGET CORP	TGT	850.000	$63.270	$53,779.50	$46,329.50	$7,450.00	$1,462.0
UNITED PARCEL SVC INC CL B	UPS	150.000	$105.080	$15,762.00	$15,191.99	$570.01	$372.0
VISA INC CL A COMMON STOCK	V	200.000	$222.680	$44,536.00	$16,464.60	$28,071.40	$320.0
WAL-MART STORES INC	WMT	1,360.000	$78.690	$107,018.40	$67,694.24	$39,324.16	$2,556.8
WALT DISNEY CO	DIS	250.000	$76.400	$19,100.00	$17,362.00	$1,738.00	$215.0
WHOLE FOODS MARKET INC	WFM	75.000	$57.830	$4,337.25	$4,273.50	$63.75	$36.0
3M COMPANY	MMM	600.000	$140.250	$84,150.00	$49,121 50	$35,028.50	$2,052.0
TOTAL US EQUITIES				$1,230,459.20	$809,772.89	$420,686.31	$26,280.05

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
CALLOWAY REAL ESTATE INVESTMENT TRUST UNITS	CWYUF	650.000	$23.641	$15,366.65	$15,909.72	-$543.07	$949.65
CHINA MOBILE LIMITED SPONSORED ADR RPSTG 5 ORD SHS	CHL	700.000	$52.290	$36,603.00	$37,708.30	-$1,105.30	$1,410.50
CIELO S A SPONSORED ADR	CIOXY	250.000	$27.827	$6,956.75	$7,540.00	-$583.25	$232.75
COMPANIA CERVECERIAS UNIDAS SA SPONSORED ADR REPSTG 2 COM SHS	CCU	300.000	$24.110	$7,233.00	$7,481.97	-$248.97	$183.90
GAZPROM NEFT SPONSORED ADR	GZPFY	350.000	$22.460	$7,861.00	$7,926.98	-$65.98	$595.70
JARDINE MATHESON HOLDINGS LTD UNSPONSORED ADR	JMHLY	60.000	$52.310	$3,138 60	$3,199.20	-$60.60	$77.10
LUXOTTICA GROUP SPA SPONSORED ADR	LUX	120.000	$53.920	$6,470.40	$6,414.48	$55.92	$72.00
NESTLE SA-SPONSORED ADR REPSTG REGD ORD (SF 10 PAR)	NSRGY	350.000	$73.424	$25,698.40	$17,661.00	$8,037.40	$635.60
PT KALBE FARMA ORDINARY SHARES	PTKFF	50,000.000	$0.102	$5,106.27	$5,650.00	-$543.73	
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	RDSA	350.000	$71.270	$24,944.50	$24,573.47	$371.03	$1,071.00

INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATE ANNUALIZED INCOM
UNILEVER N V YORK SHS ADR	UN	500.000	$40.230	$20,115.00	$19,614.95	$500.05	$593.0
VODAFONE GROUP PLC SPONSORED ADR	VOD	400.000	$39.310	$15,724.00	$14,955.60	$768.40	$636.0
TOTAL INTERNATIONAL EQUITIES				$175,217.57	$168,635.67	$6,581.90	$6,457.2

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATE ANNUALIZED INCOM
AES TR III 6.75% TR PFD CONV SECS BOOK ENTRY	AESPRC	225.000	$50.180	$11,290.50	$1.00	$11,289.50	$759.3
AES TIETE S A SPONSORED ADR REPRESENTING PFD STOCK	AESYY	900.000	$8.092	$7,282.80	$7,407.00	-$124.20	$996.3
BANK OF AMERICA 7.25% NON CUMULATVE PERP C V T PFD SERIES L	BACPRL	19.000	$1,061.000	$20,159.00	$16,687.94	$3,471.06	$1,377.5
STRATEGIC HOTELS & RESORTS INC 8.5% SER A CUM REDEEMABLE PFD	BEEPRA	500.000	$23.980	$11,990.00	$11,772.40	$217.60	$1,062.5
CITIGROUP INC 6.875% SER K DEP SHS REPSTG 1/1000TH INT FXD TO FLTG 4.13%	CPRK	500.000	$25.340	$12,670.00	$12,499.95	$170.05	$859.3
US BANCORP DEL 6.00% SERIES G NON CUM PERPET PFD STOCK	USBPRN	500.000	$27.370	$13,685.00	$13,683.60	$1.40	$750.0
WELLS FARGO & COMPANY 5.85% DEP SHS RPSTG 1/1000TH INT PRP PFD CL A SER Q FXD TO FLOATING	WFCPRQ	500.000	$23.570	$11,785.00	$12,042.60	-$257.60	$731.0
TOTAL TAXABLE FIXED INCOME		3,144.000		$88,862.30	$74,094.49	$14,767.81	$6,536.0

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated.

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	145,641.010	$1.000	$145,641.01	$296,428.05
TOTAL CASH AND MONEY MARKET				$145,641.01	

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
POLYMER GROUP INC SR SECD 7.75%19 CALL 02/01/2015 103.875 PAR CALL 02/01/2017 MOODY B1 S&P B	731745AL9 CPN. 7.750% DUE 02/01/2019 DTD: 01/19/2012 BOOK ENTRY ONLY	4,000.000	$106.625	$4,265.00 $129.17	$4,272.46	-$7.46	$310.00
TEEKAY CORP SR NT MOODY B2 S&P B+	87900YAA1 CPN 8.500% DUE 01/15/2020 DTD 01/27/2010 BOOK ENTRY ONLY	4,000.000	$108.125	$4,325.00 $156.78	$4,350.21	-$25.21	$340.00
SILGAN HOLDINGS INC SR UNSECURED CALL 04/01/2016 102.500 PAR CALL 04/01/2018 MOODY BA2 S&P BB-	827048AP4 CPN· 5.000% DUE 04/01/2020 DTD: 08/08/2012 BOOK ENTRY ONLY	4,000.000	$98.750	$3,950.00 $50.00	$3,950.00	$0.00	$200.00
DONNELLEY R R & SONS CO NT MOODY BA3 S&P BB-	257867AW1 CPN 7.625% DUE 06/15/2020 DTD 06/21/2010 BOOK ENTRY ONLY	4,000.000	$108.750	$4,350.00 $13.56	$4,354.54	-$4.54	$305.00
CHS/COMMUNITY HEALTH SYS REGISTERED SENIOR NOTES CALL 07/15/2016 103.563 PAR CALL 07/15/2018 MOODY B3 S&P B	12543DAQ3 CPN 7.125% DUE 07/15/2020 DTD 07/18/2012 BOOK ENTRY ONLY	4,000.000	$103.750	$4,150.00 $131.42	$4,148.95	$1.05	$285.00

RBC 469

CONSULTING SOLUTIONS
ACCOUNT STATEMENT
2013 ANNUAL STATEMENT

TAXABLE FIXED INCOME
(continued)

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
FERRELLGAS L P / FERRELLGAS SR NT 6.5%21 CALL 05/01/2016 103.250 PAR CALL 05/01/2019 MOODY B2 S&P B	CPN 6.500% DUE 05/01/2021 DTD 06/06/2011 BOOK ENTRY ONLY	315292AM4	4,000.000	$102.000	$4,080.00 $43.33	$4,099.42	-$19.42	$260.00
SUBURBAN PROPANE PARTNERS L P SR NT 7.375%21 PAR CALL 08/01/2019 MOODY BA3 S&P BB-	CPN 7.375% DUE 08/01/2021 DTD 12/13/2012 BOOK ENTRY ONLY	864486AG0	4,000.000	$109.000	$4,360.00 $122.92	$4,367.74	-$7.74	$295.00
DOLPHIN SUBSIDIARY II INC SR NT 7.25%21 PAR CALL 07/15/2021 MOODY BA2 S&P BB	CPN 7.250% DUE 10/15/2021 DTD 10/09/2012 BOOK ENTRY ONLY	256882AD3	4,000.000	$101.250	$4,050.00 $61.22	$4,089.08	-$39.08	$290.00
CENTURYLINK INC SR NT SER T MOODY BA2 S&P BB	CPN 5.800% DUE 03/15/2022 DTD. 03/12/2012 BOOK ENTRY ONLY	156700AS5	4,000.000	$98.750	$3,950.00 $68.31	$3,885.00	$65.00	$232.00
MGM RESORTS INTL SENIOR NOTES MOODY B3 S&P B+	CPN· 7.750% DUE 03/15/2022 DTD 03/22/2012 BOOK ENTRY ONLY	552953BX8	3,000.000	$111.750	$3,352.50 $68.46	$3,341.90	$10.60	$232.50
BE AEROSPACE INC SR UNSECURED CALL 04/01/2017 102.625 PAR CALL 04/01/2020 MOODY BA2 S&P BB	CPN. 5.250% DUE 04/01/2022 DTD 03/13/2012 BOOK ENTRY ONLY	055381AS6	4,000.000	$101.500	$4,060.00 $52.50	$4,084.54	-$24.54	$210 00
U S BANCORP PAR CALL 06/15/2022 MOODY A2 S&P A	CPN 2.950% DUE 07/15/2022 DTD 07/23/2012 BOOK ENTRY ONLY	91159JAA4	10,000.000	$92.913	$9,291.30 $136.03	$9,351.60	-$60.30	$295.00
DAVITA INC SR UNSECURED CALL 08/15/2017 102.875 PAR CALL 08/15/2020 MOODY B2 S&P B	CPN 5.750% DUE 08/15/2022 DTD 08/28/2012 BOOK ENTRY ONLY	23918KAP3	4,000.000	$101 250	$4,050.00 $86.89	$4,059.10	-$9.10	$230.00

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATE ANNUALIZED INCOM
INTERNATIONAL LEASE FIN CORP SR UNSECURED MOODY BA3 S&P BBB-	459745GN9 CPN 5.875% DUE 08/15/2022 DTD: 08/21/2012 BOOK ENTRY ONLY	4,000.000	$99.750	$3,990.00 $88.78	$4,113 77	-$123.77	$235.0
CABLEVISION SYSTEMS CORP SR UNSECURED MOODY B1 S&P B+	12686CBB4 CPN 5.875% DUE 09/15/2022 DTD· 09/27/2012 BOOK ENTRY ONLY	4,000.000	$95.750	$3,830.00 $69.19	$3,880.00	-$50.00	$235.0
PENSKE AUTOMOTIVE GRP INC SR SB NT 5.75%22 CALL 10/01/2017 102.875 PAR CALL 10/01/2020 MOODY B2 S&P B	70959WAE3 CPN: 5.750% DUE 10/01/2022 DTD 06/19/2013 BOOK ENTRY ONLY	4,000.000	$102.250	$4,090.00 $57.50	$4,094.67	-$4.67	$230.00
HERTZ CORP SR NT 6.25%22 CALL 10/15/2017 103.125 PAR CALL 10/15/2020 MOODY B2 S&P B	428040CN7 CPN: 6.250% DUE 10/15/2022 DTD. 03/05/2013 BOOK ENTRY ONLY	4,000.000	$103.250	$4,130.00 $52.78	$4,137.98	-$7.98	$250.00
SPRINT NEXTEL CORP NOTES MOODY B1 S&P BB-	852061AS9 CPN· 6.000% DUE 11/15/2022 DTD. 11/14/2012 BOOK ENTRY ONLY	4,000.000	$97.500	$3,900.00 $30.67	$3,945.00	-$45.00	$240.00
INTEL CORP SR UNSECURED MOODY A1 S&P A+	458140AM2 CPN: 2.700% DUE 12/15/2022 DTD. 12/11/2012 BOOK ENTRY ONLY	10,000.000	$92.181	$9,218.10 $12.00	$9,299.10	-$81.00	$270.00
GENERAL ELECTRIC CAP CORP SR UNSECURED MOODY A1 S&P AA+	36962G6S8 CPN: 3.100% DUE 01/09/2023 DTD 01/08/2013 BOOK ENTRY ONLY	10,000.000	$94.876	$9,487.60 $148.11	$9,520.20	-$32.60	$310.00
JPMORGAN CHASE & CO MOODY A3 S&P A	46625HJH4 CPN 3.200% DUE 01/25/2023 DTD. 01/25/2013 BOOK ENTRY ONLY	10,000.000	$94.803	$9,480.30 $138.67	$9,469.60	$10.70	$320.00

RBC 469

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATE ANNUALIZED INCOM
AMERICAN TOWER CORP NEW MOODY BAA3 S&P BBB-	03027XAB6 CPN. 3.500% DUE 01/31/2023 DTD 01/08/2013 BOOK ENTRY ONLY	10,000.000	$91.174	$9,117.40 $145.83	$9,235.30	-$117.90	$350.0
NRG ENERGY INC SR NT 6.625%23 CALL 09/15/2017 103.313 PAR CALL 09/15/2020 MOODY B1 S&P BB-	629377BU5 CPN 6.625% DUE 03/15/2023 DTD: 07/19/2013 BOOK ENTRY ONLY	4,000.000	$100.750	$4,030.00 $78.03	$4,104.39	-$74.39	$265.0
AVIS BUDGET CAR RENT LLC /AVIS SR NT CALL 04/01/2018 102.750 PAR CALL 04/01/2021 MOODY B2 S&P B	053773AV9 CPN 5.500% DUE 04/01/2023 DTD· 08/01/2013 BOOK ENTRY ONLY	4,000.000	$96.875	$3,875.00 $55.00	$3,920.00	-$45.00	$220.0
EQUINIX INC SENIOR NOTES CALL 04/01/2018 102.688 PAR CALL 04/01/2021 MOODY BA3 S&P BB	29444UAM8 CPN· 5.375% DUE 04/01/2023 DTD: 03/05/2013 BOOK ENTRY ONLY	4,000.000	$97.750	$3,910.00 $53.75	$3,940.00	-$30.00	$215.0
OFFSHORE GROUP INVT LTD CALL 04/01/2018 103.563 PAR CALL 04/01/2021 MOODY B3 S&P B-	676253AM9 CPN· 7.125% DUE 04/01/2023 DTD 08/23/2013 BOOK ENTRY ONLY	4,000.000	$102.000	$4,080.00 $71.25	$4,128.55	-$48.55	$285.00
CC HLDGS GS V LLC/ CROWN CASTL SR NT 3.849%23 MOODY BAA3 S&P BBB-	14987BAE3 CPN· 3.849% DUE 04/15/2023 DTD 06/17/2013 BOOK ENTRY ONLY	10,000.000	$93.610	$9,361 00 $81.26	$9,372.60	-$11.60	$384.90
CONTINENTAL RESOURCES INC PAR CALL 01/15/2023 MOODY BAA3 S&P BBB-	212015AL5 CPN 4.500% DUE 04/15/2023 DTD. 07/12/2013 BOOK ENTRY ONLY	10,000.000	$101.375	$10,137.50 $95.00	$9,843.75	$293.75	$450.00
HCA INC SENIOR NOTES MOODY B3 S&P B-	404121AG0 CPN 5.875% DUE 05/01/2023 DTD 10/23/2012 BOOK ENTRY ONLY	4,000.000	$98.750	$3,950.00 $39.17	$3,980.00	-$30.00	$235.00

RBC 469

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATE ANNUALIZED INCOM
PFIZER INC SR UNSECURED MOODY A1 S&P AA	717081DH3 CPN 3.000% DUE 06/15/2023 DTD 06/03/2013 BOOK ENTRY ONLY	10,000.000	$93.957	$9,395.70 $138.33	$9,615.20	-$219.50	$300.0
UNITED RENTALS NORTH AMER INC SENIOR NOTES CALL 12/15/2017 103.063 PAR CALL 12/15/2020 MOODY B2 S&P BB-	911365AX2 CPN· 6.125% DUE 06/15/2023 DTD 10/30/2012 BOOK ENTRY ONLY	4,000.000	$101.500	$4,060.00 $10.89	$4,099.51	-$39.51	$245.0
DENBURY RESOURCES INC REGISTERED SENIOR SUBORDINATED NOTES CALL 01/15/2018 102.313 PAR CALL 01/15/2021 MOODY B1 S&P BB	24823UAH1 CPN. 4.625% DUE 07/15/2023 DTD: 02/05/2013 BOOK ENTRY ONLY	4,000.000	$90.250	$3,610.00 $85.31	$3,600.00	$10.00	$185.0
ORACLE CORP SR UNSECURED MOODY A1 S&P A+	68389XAS4 CPN: 3.625% DUE 07/15/2023 DTD 07/16/2013 FC. 01/15/2014 BOOK ENTRY ONLY	10,000.000	$99.197	$9,919.70 $166.15	$9,892.60	$27.10	$362.5
CATERPILLAR FINL SVCS CORP SR UNSECURED MOODY A2 S&P A	14912L5X5 CPN: 3.750% DUE 11/24/2023 DTD· 11/26/2013 FC 05/24/2014 BOOK ENTRY ONLY	10,000.000	$98.729	$9,872.90 $36.46	$10,036.98	-$164.08	$375.0
ALABAMA PWR CO MOODY A2 S&P A	010392FK9 CPN 3.550% DUE 12/01/2023 DTD 12/06/2013 FC 06/01/2014 BOOK ENTRY ONLY	10,000.000	$98.146	$9,814.60 $24.65	$9,981.70	-$167.10	$355.0
SCHLUMBERGER INVT SA PAR CALL 09/01/2023 MOODY A1 S&P AA-	806854AH8 CPN 3 650% DUE 12/01/2023 DTD 12/03/2013 FC 06/01/2014 BOOK ENTRY ONLY	10,000.000	$99.129	$9,912.90 $28.39	$10,073.37	-$160.47	$365.0

TAXABLE FIXED INCOME
(continued)

DESCRIPTION		SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MICROSOFT CORP ORIGINAL ISSUE DISCOUNT PAR CALL 09/15/2023 MOODY AAA S&P AAA	 CPN 3.625% DUE 12/15/2023 DTD 12/06/2013 FC 06/15/2014 BOOK ENTRY ONLY	594918AW4	10,000.000	$100.156	$10,015.60 $25.17	$9,950.80	$64.80	$362.50
IRON MOUNTAIN INCORPORATED SENIOR SUBORDINATED NOTES CALL 08/15/2017 102.875 PAR CALL 08/15/2020 MOODY B1 S&P B	 CPN 5.750% DUE 08/15/2024 DTD 08/10/2012 BOOK ENTRY ONLY	46284PAP9	4,000.000	$92.750	$3,710.00 $86.89	$3,725.00	-$15.00	$230.00
HEALTHSOUTH CORP REGISTERED SENIOR NOTES CALL 11/01/2017 102.875 PAR CALL 11/01/2020 MOODY BA3 S&P BB-	 CPN 5.750% DUE 11/01/2024 DTD 09/11/2012 BOOK ENTRY ONLY	421924BK6	4,000.000	$98.750	$3,950.00 $38.33	$3,980.00	-$30.00	$230.00
REGAL ENTERTAINMENT GRP REGISTERED SENIOR NOTES CALL 02/01/2018 102.875 PAR CALL 02/01/2021 MOODY B3 S&P B-	 CPN 5.750% DUE 02/01/2025 DTD· 01/17/2013 BOOK ENTRY ONLY	758766AF6	4,000.000	$94.250	$3,770.00 $95.83	$3,825.00	-$55 00	$230.00
PEABODY ENERGY CORP SR NT MOODY BA2 S&P BB	 CPN 7.875% DUE 11/01/2026 DTD. 10/12/2006 BOOK ENTRY ONLY	704549AF1	4,000.000	$101.500	$4,060.00 $52.50	$4,119.79	-$59.79	$315.00
HAWAIIAN AIRLS MOODY BA1 S&P BBB+	 CPN 3.900% DUE 07/15/2027 DTD 05/29/2013 FC 01/15/2014 BOOK ENTRY ONLY	419838AA5	10,000.000	$92 875	$9,287.50 $229.67	$9,287.50	$0.00	$390.00
CITIZENS COMMUNICATIONS CO SENIOR NOTE MOODY BA2 S&P BB-	 CPN 9.000% DUE 08/15/2031 DTD 03/11/2002 BOOK ENTRY ONLY	17453BAJ0	4,000.000	$98.250	$3,930.00 $136.00	$4,009.98	-$79.98	$360.00
TOTAL TAXABLE FIXED INCOME ESTIMATED ACCRUED BOND INTEREST			255,000.000		$250,129.60 $3,492.15	$251,536.88	-$1,407.28	$12,284.40