Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: HENRY L GUENTHER FOUNDATION

A Employer identification number: 95-6026937

Number and street (or P O box number if mail is not delivered to street address): 2029 CENTURY PARK EAST

Room/suite: 4392

B Telephone number (see instructions): (310) 785-0658

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

H Check type of organization: [X] 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)* ▶ $ 85,947,074.

J Accounting method [X] 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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	766.	766.		
	4 Dividends and interest from securities	1,910,367.	1,910,367.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	738,325.			
	b Gross sales price for all assets on line 6a 4,416,021.				
	7 Capital gain net income (from Part IV, line 2)		738,325.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	2,649,458.	2,649,458.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	738,000.	147,600.		590,400.
	14 Other employee salaries and wages	15,120.	3,024.		12,096.
	15 Pension plans, employee benefits	159,641.	31,928.		127,713.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 1	24,535.	4,907.		19,628.
	c Other professional fees (attach schedule) *	304,042.	304,042.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	63,379.	4,233.		16,934.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	36,753.	7,351.		29,402.
	21 Travel, conferences, and meetings	4,521.	904.		3,617.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	41,777.	8,356.		33,421.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,387,768.	512,345.		833,211.
	25 Contributions, gifts, grants paid	2,855,000.			2,855,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,242,768.	512,345.	0	3,688,211.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,593,310.			
	b **Net investment income** (if negative, enter -0-)		2,137,113.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	11,983,313.	8,047,294.	8,047,294.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) **	5,769,613.	5,193,691.	5,193,691.
	b Investments - corporate stock (attach schedule) ATCH 6	35,764,808.	46,070,838.	46,070,838.
	c Investments - corporate bonds (attach schedule) ATCH 7	23,010,916.	20,519,300.	20,519,300.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 8	5,349,463.	6,115,951.	6,115,951.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	81,878,113.	85,947,074.	85,947,074.
Liabilities	17 Accounts payable and accrued expenses	25,772.	27,713.	
	18 Grants payable	5,300,000.	5,700,000.	
	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)	5,325,772.	5,727,713.	
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, ▶ [X] 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	76,552,341.	80,219,361.	
	30 Total net assets or fund balances (see instructions)	76,552,341.	80,219,361.	
	31 Total liabilities and net assets/fund balances (see instructions)	81,878,113.	85,947,074.	

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	76,552,341.
2	Enter amount from Part I, line 27a	2	-1,593,310.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	8,515,330.
4	Add lines 1, 2, and 3	4	83,474,361.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	3,255,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	80,219,361.

**ATCH 5

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	738,325.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,699,810.	79,075,412.	0.046788
2011	3,529,794.	78,388,248.	0.045030
2010	2,185,711.	75,807,303.	0.028832
2009	5,607,335.	70,400,605.	0.079649
2008	5,610,757.	81,735,297.	0.068645

2	**Total** of line 1, column (d)	2	0.268944
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	0.053789
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	82,067,481.
5	Multiply line 4 by line 3	5	4,414,328.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	21,371.
7	Add lines 5 and 6	7	4,435,699.
8	Enter qualifying distributions from Part XII, line 4	8	3,688,211.

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	42,742.
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	42,742.
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	42,742.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 40,000.		
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	40,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	59.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,801.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 ▶ D V WERDERMAN, TREASURER Telephone no ▶ 310-785-0658

Located at ▶ ATTACHMENT 11 ZIP+4 ▶ 90067

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

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

			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)		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)*		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)? (see instructions) . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		738,000.	159,641.	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 13		235,919.
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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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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	74,261,655.
b	Average of monthly cash balances	1b	9,054,893.
c	Fair market value of all other assets (see instructions)	1c	692.
d	**Total** (add lines 1a, b, and c)	1d	83,317,240.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	83,317,240.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,249,759.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	82,067,481.
6	**Minimum investment return.** Enter 5% of line 5	6	4,103,374.

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	4,103,374.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	42,742.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	42,742.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,060,632.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,060,632.
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	4,060,632.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	3,688,211.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,688,211.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,688,211.

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				4,060,632.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 ..... 1,653,648.				
b From 2009 ..... 2,110,702.				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	3,764,350.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 3,688,211.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				3,688,211.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*	372,421.			372,421.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,391,929.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,281,227.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,110,702.			
10 Analysis of line 9				
a Excess from 2009 ... 2,110,702.				
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) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

ATCH 14

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

ATCH 15

c Any submission deadlines

OCTOBER 31ST AND MAY 31ST

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

ATCH 16

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total . . . . ▶ **3a**				2,855,000.
b *Approved for future payment*				
APPROVED FOR FUTURE PAYMENT				2,000,000.
Total . . . . ▶ **3b**				2,000,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	766.	
4 Dividends and interest from securities			14	1,910,367.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	738,325.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,649,458.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,649,458.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
13	ALL ACTIVITIES CONDUCTED BY THE FOUNDATION ARE FOR THE
	PURPOSES OF PROMOTING AND ENGAGING IN EXCLUSIVELY
	CHARITABLE ENDEAVORS WHICH WILL TEND TO IMPROVE SOCIAL
	CONDITIONS, PROMOTE HUMAN WELFARE AND/OR ALLEVIATE PAIN AND
	SUFFERING.

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: Sarah Milliken | Date: 3-18-14 | Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LINDA E G BALLESTEROS	Linda E.G. Ballesteros	3-13-14		P00366852

Firm's name ▶ MAGINNIS KNECHTEL & MCINTYRE LLP — Firm's EIN ▶ 95-2746188

Firm's address ▶ 300 W. COLORADO BLVD. PASADENA, CA 91105 — Phone no 626-449-3466

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		FIRST REPUBLIC PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,896,797.		3,287,173.					609,624.	
		DUNCAN & BRANSON INV. MGMT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
519,224.		390,523.					128,701.	
TOTAL GAIN(LOSS)							738,325.	

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX ACCOUNTING FEES	24,535.	4,907.		19,628.
TOTALS	24,535.	4,907.		19,628.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIRST REPUBLIC	122,842.	122,842.
DUNCAN AND BRANSON	113,077.	113,077.
CUSTODIAN BANK ADMIN	68,123.	68,123.
TOTALS	304,042.	304,042.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	42,212.		
PAYROLL TAXES	21,167.	4,233.	16,934.
TOTALS	63,379.	4,233.	16,934.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES AND OTHER	13,695.	2,739.	10,956.
CUSTODIAN BANK FEE	7,243.	1,449.	5,794.
SALK SEMINAR	6,560.	1,312.	5,248.
SECRETARIAL SERVICES	5,458.	1,092.	4,366.
TELEPHONE AND FAX	3,685.	737.	2,948.
INSURANCE	3,360.	672.	2,688.
OTHER	1,776.	355.	1,421.
TOTALS	41,777.	8,356.	33,421.

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

ATTACHMENT 5

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U.S. GOVERNMENT OBLIGATIONS	5,648,623.	5,193,691.	5,193,691.
OTHER INCOME	120,990.		
US OBLIGATIONS TOTAL	5,769,613.	5,193,691.	5,193,691.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PUBLICLY TRADED EQUITIES:			
FIRST REPUBLIC - SEE ATTACHED	15,218,230.	19,083,347.	19,083,347.
DUNCAN & BRANSON-SEE ATTACHED	15,569,269.	20,385,181.	20,385,181.
PIMCO FUND - SEE ATTACHED	4,851,769.	6,225,210.	6,225,210.
FIRST REPUBLIC - PREFERRED	125,540.	377,100.	377,100.
TOTALS	35,764,808.	46,070,838.	46,070,838.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FIRST REPUBLIC - SEE ATTACHED	1,917,395.	1,231,354.	1,231,354.
PIMCO FUND - SEE ATTACHED	21,093,521.	19,287,946.	19,287,946.
TOTALS	23,010,916.	20,519,300.	20,519,300.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OTHER MANAGED INVESTMENTS			
-CASH AND EQUIVALENTS	5,131,789.	5,906,005.	5,906,005.
-FOREIGN BONDS	217,674.	209,946.	209,946.
TOTALS	5,349,463.	6,115,951.	6,115,951.

ATTACHMENT 9

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
GRANTS PAID (TAX)		2,855,000.
UNREALIZED GAIN (BOOK)		5,660,330.
	TOTAL	8,515,330.

ATTACHMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
GRANTS ACCRUED (BOOK)		3,255,000.
	TOTAL	3,255,000.

ATTACHMENT 11

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

C/O FOUNDATION 2029 CENTURY PARK EAST LOS ANGELES, CA

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
W D MILLIKEN 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR/SECR/COO 30.00	119,500.	33,047.	0
JOSEPH P BATTAGLIA 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	57,500.	0	0
ANN LEATHERBURY 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	57,500.	26,884.	0
SUSANNE SUNDBERG 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	57,500.	13,300.	0
D V WERDERMAN 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR/TREASURER/CFO 20.00	125,500.	29,194.	0

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

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
SARAH C MILLIKEN 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR/PRES/CEO 40.00	205,500.	35,429.	0
RICHARD BATTAGLIA 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	57,500.	21,787.	0
DENNIS SUNDBERG 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	57,500.	0	0
	GRAND TOTALS	738,000.	159,641.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FIRST REPUBLIC INVESTMENT MANAGEMENT 111 W MICHELTORENA ST SANTA BARBARA, CA 93101	INV MANAGEMENT	122,842.
DUNCAN & BRANSON INVESTMENT MANAGEMENT 200 HOMER AVE PALO ALTO, CA 94301	INV MANAGEMENT	113,077.
	TOTAL COMPENSATION	235,919.

ATTACHMENT 14

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

SARAH C MILLKEN
2029 CENTURY PARK EAST, STE 4392
LOS ANGELES, CA 90067

ATTACHMENT 15

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATION FORMS AND APPLICATION PROCEDURES ARE AVAILABLE BY REQUEST. ALL REQUESTS SHOULD BE ADDRESSED TO THE FOUNDATION AT THE ADDRESS LISTED ABOVE.

ATTACHMENT 16

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

IN GENERAL, THE FOUNDATION APPLIES ITS RESOURCES TO PRESERVE AND ENRICH THE BENEFITS TO BE DERIVED BY CALIFORNIA RESIDENTS, AND PRINCIPALLY THOSE RESIDING IN SOUTHERN CALIFORNIA. ADDITIONAL RESTRICTIONS EXIST. PLEASE REFER TO THE FOUNDATION'S POLICIES AS STATED IN THE GRANT APPLICATION.

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	UNRELATED SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	2,855,000
		TOTAL CONTRIBUTIONS PAID	2,855,000

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust: HENRY L GUENTHER FOUNDATION

Employer identification number: 95-6026937

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	4,416,021.	3,677,696.		738,325.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	738,325.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			738,325.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			738,325.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or** b $3,000 . . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24 If zero or less, enter -0-	26	
27	Subtract line 26 from line 21 If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33 If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38 If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
HENRY L GUENTHER FOUNDATION	95-6026937

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
FIRST REPUBLIC	VARIOUS	VARIOUS	3,896,797.	3287173.			609,624.
DUNCAN & BRANSON INV. MGMT	VARIOUS	VARIOUS	519,224.	390,523.			128,701.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			4,416,021.	3677696.			738,325.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

HENRY L. GUENTHER FOUNDATION
JANUARY 2013 GRANTS
Federal Excise Tax Return - Form 990

NAME & ADDRESS	GRANT AMOUNT	PURPOSE
1. Alzheimer's Association 17771 Cowan, Suite 200 Irvine, CA 92614	$ 5,000	*for general operating support*
2. Aquinas High School 2772 Sterling Avenue San Bernardino, CA 92404	13,000	*to equip the new science lab*
3. Boys & Girls Club of the West Valley 7245 Remmet Avenue Canoga Park, CA 91303	5,000	*to support Project Learn*
4 Braille Institute of America 741 North Vermont Avenue Los Angeles, CA 90029	1,000,000	*final installment of the July 2010 grant of $3,000,000 to build a new Regional Center in Orange County*
5 Children of the Night 14530 Sylvan Street Van Nuys, CA 91411	5,000	*to support its residential program for children*
6 Citrus Valley Health Partners 210 W. San Bernardino Road P O Box 6108 Covina, CA 91722-5108	250,000	*for the new linear accelerator*
7 Glendale Association for the Retarded 6512 San Fernando Road Glendale, CA 91201	5,000	*for its work programs*
8. House Research Institute 2100 West Third Street, Fifth Floor Los Angeles, CA 90057	200,000	*to renovate the children's center*
9 Imperial Valley Food Bank P.O Box 4406 El Centro, CA 92244	5,000	*for general operating support*
10 Los Angeles Biomedical Research Institute at Harbor - UCLA Medical Center 1124 W. Carson Street Torrance, CA 90502	300,000	*to purchase a Benchtop Orbitrap Mass Spectrometer*
11 Mind Research Institute 3631 South Harbor Blvd , Suite 200 Santa Ana, CA 92704	10,000	*for Los Angeles schools implementing the Spatio Temporal Math program*

Exhibit ___

12 My Stuff Bags Foundation 5347 Sterling Center Drive Westlake Village, CA 91361	$ 5,000	*to provide supplies to children who are rescued from abuse, neglect, or abandonment*
13. Neighborhood Music School Association 358 S. Boyle Avenue Los Angeles, CA 90033	10,000	*to renovate the music school building*
14. Oak View Renewal Partnership P.O. Box 3476 Huntington Beach, CA 92605	5,000	*for general operating support*
15 Providence Little Company of Mary Foundation (fka Little Company of Mary Community Hospital Foundation) 4101 Torrance Blvd. Torrance, CA 90503	100,000	*final installment of the July 2010 grant for $300,000 for the purchase of 2 pieces of direct digital radiography equipment*
16. Providence TrinityCare Hospice Foundation 2601 Airport Drive, Suite 230 Torrance, CA 90505	20,000	*for the full time nurse and the part time social worker who will follow older adults after they are discharged from the hospital*
17 Salk Institute for Biological Studies 10010 North Torrey Pines Road La Jolla, CA 92037-1099	250,000	*final installment of the January 2010 grant of $750,000 for the purchase of a transmission electron microscope and a sequencing machine*
18. Sharp Healthcare Foundation 8695 Spectrum Center Blvd San Diego, CA 92123	250,000	*first of three installments of the January 2010 grant of $750,000 to build the seventh floor of the Stephen Birch Healthcare Center at Sharp Memorial Hospital*
19 St Barnabas Senior Center of Los Angeles 675 S Carondelet Street Los Angeles, CA 90057	5,000	*to support the delivery of bulk food to low income adults*
20 Step Up On Second 1328 Second Street Santa Monica, CA 90401	10,000	*to support the meals program for individuals diagnosed with severe and persisted mental illness*
Total	**$2,453,000**	

402,000

Grand Total $ 2,855,000

Exhibit ___

HENRY L. GUENTHER FOUNDATION
JULY 2013 GRANTS

Federal Excise Tax Return - Form 990

NAME & ADDRESS	GRANT AMOUNT	PURPOSE
1 Angel Flight West 3161 Donald Douglas Loop South Santa Monica, CA 90405-3213	$ 20,000	*to support free private air transportation for needy persons who must travel for health care*
2 Blind Childrens Center 4120 Marathon Street Los Angeles, CA 90029	5,000	*to support the early intervention program for blind and multi-disabled infants and toddlers and their parents*
3 P F. Bresee Foundation 184 South Bimini Place Los Angeles, CA 90004	10,000	*to support the after school educational enrichment programs for youth*
4 Center for Reflective Parenting 2014 Sawtelle Blvd Los Angeles, CA 90025	10,000	*for parenting classes in the Pico Union areas of Los Angeles*
5 College Summit - Southern California 880 Apollo Street, Suite 160 El Segundo, CA 90245	20,000	*to help promising students achieve the necessary school work and skills to attend college*
6 Community Memorial Health System 2674 East Main Street, Suite E #210 Ventura, CA 93003-2829	50,000	*to convert a portable analog x-ray machine into a digital one*
7 Exceptional Minds 13400 Riverside Drive, Ste 211 Sherman Oaks, CA 91423	10,000	*to support the vocational program for autistic young adults*
8 Hillsides 940 Avenue 64 Pasadena, CA 91105	10,000	*to support implementation of TRAUMA INFORMED CARE*
9 Midnight Mission 601 South San Pedro Street Los Angeles, CA 90014	10,000	*to mentor families who move from transitional housing to permanent housing*

Exhibit ___

10 Pacific Legal Foundation 930 G Street Sacramento, CA 95814	$ 20,000	*to support civil litigation in the public interest*
11 Pasadena Playhouse 600 Playhouse Ave , Suite 300 Pasadena, CA 91101	20,000	*for the purchase and installation of new audience seating*
12 The Rape Foundation 1223 Wilshire Boulevard, #410 Santa Monica, CA 90403	100,000	*for the Stuart House Capital Campaign*
13 Reading to Kids 1600 Sawtelle Boulevard, Suite 210 Los Angeles, CA 90025	5,000	*to support Saturday reading club for children*
14 The Salvation Army - Bell Shelter 180 East Ocean Boulevard, Ste 500 Long Beach, CA 90802	50,000	*to renovate 7 restrooms at the shelter for homeless men and women*
15 San Diego Blood Bank 3636 Gateway Center Ave , Ste 100 San Diego, CA 92102	20,000	*toward the purchase of a new blood - mobile*
16 Teach for America - Los Angeles 606 S Olive Street, Suite 300 Los Angeles, CA 90014	20,000	*for the recruitment and training of teachers*
17 Therapeutic Living Centers for the Blind 7915 Lindley Avenue Reseda, CA 91335	5,000	*for the model child development center for blind and multi-disabled infants and toddlers*
18 Villa Esperanza Services 2060 East Villa Street Pasadena, CA 91107	5,000	*for furniture for the adult day program*
19 Westside Food Bank 1710 22nd Street Santa Monica, CA 90404	12,000	*for the purchase of emergency and supplemental food*
Total	**$ 402,000**	

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SETTLEMENT DATE

S U M M A R Y   O F   A C C O U N T   A S S E T S

AS OF 12/31/13

[redacted]

GUENTHER - FIRST REPUBLIC

	ORIGINAL COST	% OF ACCOUNT	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND CASH EQUIVALENTS						
MONEY MARKET FUNDS	185,910.40	0.955	185,910.40	0.707	18.68	0.010
FIXED INCOME						
MUNICIPAL BONDS	5,014,747.95	25.773	5,193,691 00	19.762	235,700.90	4.538
CORPORATE BONDS	1,197,712.50	6.156	1,231,353.50	4.685	60,737.50	4.933
FOREIGN BONDS	219,452.00	1.128	209,946.00	0.799	6,250.00	2.977
PREFERRED STOCK	431,924.90	2.220	377,100.00	1.435	25,048.00	6.642
TOTAL FIXED INCOME	6,863,837.35	35.276	7,012,090 50	26.681	327,736.40	4.674
EQUITIES						
CONSUMER DISCRETIONARY	317,726.50	1.633	548,730.00	2.088	7,280.00	0.591
CONSUMER STAPLES	692,402.48	3.559	823,936.00	3.135	19,286.40	2.341
ENERGY	1,237,449.88	6.360	1,806,626.25	6.874	70,583.70	28.149
FINANCIALS	1,388,267.96	7.135	2,185,740.00	8.317	58,840.00	17.101
HEALTH CARE	1,748,883 15	8.988	2,975,708.00	11.323	21,236.00	0.714
INDUSTRIALS	1,872,812.58	9.625	3,677,026.60	13.991	23,368.00	0.636
INFORMATION TECHNOLOGY	1,605,332.63	8.251	2,629,074.00	10.004	50,186.00	1.909
MATERIALS	832,073.53	4.276	1,417,012.00	5.392	35,360.00	2.495
TELECOMMUNICATION SERVICES	557,629.44	2.866	741,992.40	2.823	34,919.20	4.706
UTILITIES	429,920.20	2.210	495,020.00	1.884	19,160.00	3.871
OTHER EQUITIES	354,342.60	1.821	401,925.00	1.529	17,949.90	4.466
TOTAL EQUITIES	11,036,840.95	56.723	17,702,790.25	67.359	358,169.20	2.023
ALTERNATIVE INVESTMENTS						
REAL ESTATE	1,370,782.60	7.045	1,380,557.20	5.253	79,475.00	5.757
ACCOUNT TOTAL	19,457,371.30	100.000	26,281,348.35	100.000	765,399.28	2.912

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/13

[redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	CASH AND CASH EQUIVALENTS						
	MONEY MARKET FUNDS						
184,910.400	BOFA GOVERNMENT RESERVES TRUST CLASS CUSIP NO: 097100556		184,910.40	184,910.40	.704	18.49	.010
1,000.000	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT - CUSTODY CUSIP NO: 99Z490478		1,000.00	1,000.00	.004	.19	.019
	TOTAL MONEY MARKET FUNDS		185,910.40	185,910.40	.708	18.68	.010
	TOTAL CASH AND CASH EQUIVALENTS		185,910.40	185,910.40	.708	18.68	.010
	FIXED INCOME						
	MUNICIPAL BONDS						
240,000.000	ILLINOIS MUN ELEC AGY PWR SUPP REV BDS-TAXBL DTD 08/06/09 04.580 DUE 02/01/14 NON-CALLABLE FIXED RT NO SINK FUND A1/A+ CUSIP NO· 452024GK2	100.280	250,653.60	240,672.00	.916	10,992.00	4.567
200,000.000	PALO ALTO CALIF WTR REV REV BDS-TAXBL DTD 10/28/09 03.625 DUE 06/01/14 NON-CALLABLE FIXED RT NO SINK FUND AA2/AAA CUSIP NO: 697388AD8	101.231	209,326.00	202,462.00	.770	7,250.00	3.581

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/13

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
50,000.000	CALIFORNIA ST GO BDS-TAXBL DTD 10/15/09 04.850 DUE 10/01/14 NON-CALLABLE FIXED RT NO SINK FUND A1/A CUSIP NO: 13063A7F5	103.114	52,574.00	51,557.00	.196	2,425.00	4.704
225,000.000	SOUTH CAROLINA ST PUB SVC AUTH REV BDS-TAXBL DTD 05/20/09 04.270 DUE 01/01/15 NON-CALLABLE FIXED RT NO SINK FUND SANTEE COOPER A1/AA- CUSIP NO: 8371475V5	103.552	239,404.50	232,992.00	.887	9,607.50	4.124
200,000.000	CALIFORNIA ST GO BDS-TAXBL DTD 04/28/09 05.450 DUE 04/01/15 NON-CALLABLE FIXED RT NO SINK FUND A1/A CUSIP NO: 13063A5C4	106.026	201,236.00	212,052.00	.807	10,900.00	5.140
135,000.000	UNIVERSITY N C CHARLOTTE REV REV BDS-TAXBL DTD 04/11/07 05.254 DUE 04/01/15 NON-CALLABLE FIXED RT NO SINK FUND UNIVERSITY OF NORT AA3/AA- INS:FSA CUSIP NO: 914716UG8	105.157	149,283.00	141,961.95	.540	7,092.90	4.996
150,000.000	NORTHERN CALIF TRANSMISSION AG REF REV BDS-TAXBL DTD 05/14/09 05.370 DUE 05/01/15 NON-CALLABLE FIXED RT NO SINK FUND AA3/A+ CUSIP NO: 664848BC1	105.652	156,562.50	158,478.00	603	8,055.00	5.083

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Bank of America Private Wealth Management

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LIST OF ACCOUNT ASSETS

AS OF 12/31/13

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
250,000.000	MARICOPA CNTY ARIZ UNI SCH DIS SCH IMPT BDS-TAXBL DTD 02/10/10 03.678 DUE 07/01/15 NON-CALLABLE FIXED RT NO SINK FUND AA2/ INS:AGMC CUSIP NO: 567438QM1	104.115	255,125.00	260,287.50	.990	9,195.00	3.533
150,000.000	PERALTA CALIF CMNTY COLLEGE DI GO BDS-TAXBL DTD 02/19/09 06.423 DUE 11/01/15 ESCROWED TO MATURITY FIXED RT SINK 11/01/14 A1/A+ CUSIP NO: 713580AR9	108.304	151,767.00	162,456.00	.618	9,634.50	5.931
150,000.000	NEW MEXICO ST UNIV REGTS IMPT IMPT REV BDS-TAXBL DTD 02/03/10 04.107 DUE 04/01/16 NON-CALLABLE FIXED RT NO SINK FUND AA2/AA CUSIP NO: 647421BQ8	105.708	154,698.00	158,562.00	.603	6,160.50	3.885
200,000.000	PIMA CNTY ARIZ UNI SCH DIST NO SCH IMPT BDS-TAXBL DTD 03/24/10 04.453 DUE 07/01/17 NON-CALLABLE FIXED RT NO SINK FUND /AA- CUSIP NO: 721858CT3	107.713	204,154.00	215,426.00	.820	8,906.00	4.134
150,000.000	PORT AUTH N Y & N J CONSOLIDATED BDS-TAXBL-OID DTD 03/15/08 04.875 DUE 09/15/17 NON-CALLABLE FIXED RT NO SINK FUND AA3/AA- CUSIP NO: 73358TR94	110.578	159,204.00	165,867.00	.631	7,312.50	4.409

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/13

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
155,000.000	MACOMB INTERCEPTOR DRAIN DRAIN DRAIN BDS-TAXBL DTD 08/30/10 03.450 DUE 05/01/18 NON-CALLABLE FIXED RT NO SINK FUND /AA+ CUSIP NO: 55539PAG3	101.833	169,850.55	157,841.15	.601	5,347.50	3.388
100,000.000	NORTHWEST FIRE DIST ARIZ PIMA GO BDS-TAXBL DTD 05/13/10 04.670 DUE 07/01/18 NON-CALLABLE FIXED RT NO SINK FUND /AA- CUSIP NO: 667457AH8	109.796	102,167.00	109,796.00	.418	4,670.00	4.253
200,000.000	PURDUE RESH FNDTN PURDUE RESEARCH FOUNDATION-TAXBL DTD 01/17/08 05.033 DUE 07/01/18 NON-CALLABLE FIXED RT NO SINK FUND AAA/AA- CUSIP NO: 746168AA1	111.100	213,010.00	222,200.00	.845	10,066.00	4 530
200,000.000	UNIVERSITY CALIF REVS REV BDS-TAXBL DTD 04/14/10 04.983 DUE 05/15/20 NON-CALLABLE FIXED RT SINK 05/15/16 AA1/AA CUSIP NO: 91412GAE5	109.050	201,616.00	218,100.00	.830	9,966.00	4.569
500,000.000	CALIFORNIA ST GO BDS-TAXBL DTD 12/01/10 05.600 DUE 11/01/20 NON-CALLABLE FIXED RT NO SINK FUND A1/A CUSIP NO: 13063BJD5	112.615	500,685.00	563,075.00	2.142	28,000.00	4.973

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Bank of America Private Wealth Management

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LIST OF ACCOUNT ASSETS

AS OF 12/31/13

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
140,000.000	BERKS CNTY PA GO BDS-TAXBL DTD 02/16/10 04.735 DUE 11/15/20 NON-CALLABLE FIXED RT NO SINK FUND AA1/AA CUSIP NO: 084509QN1	109.521	142,760.80	153,329.40	.583	6,629.00	4.323
250,000.000	ORANGE CNTY CALIF LOC TRANSN A MEASURE 2 SALES TAX REV BD-TAXBL DTD 12/23/10 05.563 DUE 02/15/21 CALL 02/15/20 @ 100.000 FIXED RT NO SINK FUND AA2/AA+ CUSIP NO: 684273GX7	108.584	265,390.00	271,460.00	1.033	13,907.50	5.123
400,000.000	VIRGINIA BEACH VA GO PUB IMPT BDS-TAXBL DTD 05/25/10 04.250 DUE 03/15/21 CALL 03/15/20 @ 100.000 FIXED RT NO SINK FUND AAA/AAA CUSIP NO: 927734VL4	106.628	417,540.00	426,512.00	1.623	17,000.00	3.986
200,000.000	KING CNTY WASH SCH DIST NO 210 GO BDS-TAXBL DTD 01/26/10 04.900 DUE 12/01/22 CALL 12/01/19 @ 100.000 FIXED RT NO SINK FUND AA1/AA+ CUSIP NO: 494890YF7	107.425	201,514 00	214,850.00	.817	9,800.00	4.561
300,000.000	SAN FRANCISCO CALIF CITY & CNT GO BDS-TAXBL DTD 03/24/10 05.200 DUE 06/15/23 NON-CALLABLE FIXED RT NO SINK FUND AA1/AA+ CUSIP NO: 797646NM4	109.677	312,273.00	329,031.00	1.252	15,600.00	4.741

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/13

[redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
300,000 000	SANTA MONICA CALIF CMNTY COLLE GO BDS-TAXBL DTD 02/10/10 05.728 DUE 08/01/24 CALL 08/01/20 @ 100.000 FIXED RT NO SINK FUND AA2/AA CUSIP NO: 802385LC6	108.241	303,954.00	324,723.00	1.236	17,184.00	5.292
	TOTAL MUNICIPAL BONDS		5,014,747.95	5,193,691.00	19.761	235,700.90	4.538
	CORPORATE BONDS						
200,000.000	WELLS FARGO & CO NEW SUB NT DTD 04/06/04 4.625% DUE 04/15/14 CUSIP NO: 949746FS5	101.173	199,460.00	202,346.00	.770	9,250.00	4.571
200,000.000	ALLSTATE CORP SR NT DTD 05/13/09 6.200% DUE 05/16/14 CUSIP NO· 020002AW1	102.110	201,584.00	204,220.00	.777	12,400.00	6.072
200,000.000	UNITED TECHNOLOGIES CORP NT DTD 04/29/05 4.875% DUE 05/01/15 CUSIP NO: 913017BH1	105.680	217,520.00	211,360.00	.804	9,750.00	4.613
200,000.000	CISCO SYS INC NT DTD 02/22/06 5.500% DUE 02/22/16 CUSIP NO: 17275RAC6	110.013	188,500.00	220,026.00	.837	11,000.00	4 999
200,000.000	INTERNATIONAL BUSINESS MACHS CORP SR NT DTD 09/14/07 5.700% DUE 09/14/17 CUSIP NO: 459200GJ4	114.830	213,554.00	229,660.00	.874	11,400.00	4.964

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/13

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
150,000.000	DU PONT E I DE NEMOURS & CO SR NT DTD 11/09/09 4.625% DUE 01/15/20 CUSIP NO: 263534BZ1	109.161	177,094.50	163,741.50	.623	6,937.50	4.237
	TOTAL CORPORATE BONDS		1,197,712.50	1,231,353.50	4.685	60,737.50	4.933
FOREIGN BONDS							
200,000.000	STATOIL ASA GO GTD NT NORWAY DTD 08/17/10 3.125% DUE 08/17/17 CUSIP NO: 85771PAB8	104.973	219,452.00	209,946.00	.799	6,250.00	2.977
	TOTAL FOREIGN BONDS		219,452.00	209,946.00	.799	6,250.00	2.977
PREFERRED STOCK							
4,000.000	GENERAL ELEC CAP CORP PFD 4.875% CUSIP NO: 369622428	20.420	101,379.20	81,680.00	.311	4,876.00	5.970
4,000.000	BB&T CORP PFD DEP SHS REPSTG 1/1000TH PERP SER E 5.625% CUSIP NO: 054937404	20.350	92,403.00	81,400.00	.310	5,624.00	6.909
2,000.000	BANK NEW YORK MELLON CORP PFD 5.200% CUSIP NO: 064058209	20.750	40,981.60	41,500.00	.158	2,600.00	6.265
4,000.000	CAPITAL ONE FINL CORP DEP SHS REPSTG 1/40TH INT IN A SH OF FIXED RT NON CUM PERPETUAL PFD STK SER B 6.000% CUSIP NO: 14040H402	21.740	97,270.70	86,960.00	.331	6,000.00	6.900

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SETTLEMENT DATE

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/13

[redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
4,000.000	GOLDMAN SACHS GROUP INC PFD CUSIP NO: 38145G209	21.390	99,890.40	85,560.00	.326	5,948.00	6.952
	TOTAL PREFERRED STOCK		431,924.90	377,100.00	1.436	25,048.00	6.642
	TOTAL FIXED INCOME		6,863,837.35	7,012,090.50	26.681	327,736.40	4.674
EQUITIES							
CONSUMER DISCRETIONARY							
7,000.000	STARBUCKS CORP CUSIP NO. 855244109	78.390	317,726.50	548,730.00	2.088	7,280.00	1.327
	TOTAL CONSUMER DISCRETIONARY		317,726.50	548,730.00	2.088	7,280.00	1.327
CONSUMER STAPLES							
1,500.000	COSTCO WHSL CORP NEW CUSIP NO: 22160K105	119.020	147,930.00	178,530.00	.679	1,860.00	1.042
1,800.000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM CUSIP NO: 25243Q205	132.420	221,599.98	238,356.00	.907	5,396.40	2.264
5,000.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	81.410	322,872.50	407,050.00	1.549	12,030.00	2.955
	TOTAL CONSUMER STAPLES		692,402 48	823,936.00	3.135	19,286.40	2.341
ENERGY							
4,000.000	SEADRILL LTD BERMUDA CUSIP NO: G7945E105	41.080	185,931 20	164,320.00	.625	15,200.00	9.250

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/13

[redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
8,000.000	BAYTEX ENERGY CORP CANADA CUSIP NO. 073170105	39.160	112,964 00	313,280 00	1.192	18,786.40	5.997
2,500.000	CHEVRON CORP CUSIP NO· 166764100	124.910	215,767 82	312,275.00	1.188	10,000.00	3.202
4,480.000	CONOCOPHILLIPS CUSIP NO: 20825C104	70.650	243,657.82	316,512.00	1.204	12,364.80	3.907
1,400.000	CONTINENTAL RES INC OKLAHOMA COM CUSIP NO: 212015101	112.520	161,665.14	157,528.00	.599		
4,000.000	NATIONAL OILWELL VARCO INC CUSIP NO: 637071101	79.530	215,913.90	318,120.00	1.210	4,160.00	1.308
6,375.000	PEMBINA PIPELINE CORP CANADA CUSIP NO: 706327103	35.230	101,550.00	224,591.25	.855	10,072.50	4.485
TOTAL	ENERGY		1,237,449.88	1,806,626.25	6.873	70,583.70	3.907
FINANCIALS							
5,000.000	ACE LTD SWITZERLAND CUSIP NO. H0023R105	103.530	250,950.00	517,650.00	1.970	12,600.00	2.434
7,000.000	J P MORGAN CHASE & CO CUSIP NO: 46625H100	58 480	230,071.24	409,360.00	1.558	10,640.00	2.599
12,000.000	NEW YORK CMNTY BANCORP INC CUSIP NO: 649445103	16.850	209,386.00	202,200.00	.769	12,000.00	5.935
17,000.000	REGIONS FINL CORP NEW COM CUSIP NO: 7591EP100	9.890	167,620.00	168,130.00	.640	2,040.00	1.213

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L I S T O F A C C O U N T A S S E T S

AS OF 12/31/13

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
13,000.000	US BANCORP DEL COM NEW CUSIP NO: 902973304	40.400	361,884.20	525,200.00	1.998	11,960.00	2.277
8,000.000	WELLS FARGO & CO NEW COM CUSIP NO: 949746101	45.400	168,356.52	363,200.00	1.382	9,600.00	2.643
	TOTAL FINANCIALS		1,388,267.96	2,185,740.00	8.317	58,840.00	2.692
HEALTH CARE							
5,300.000	ABBVIE INC CUSIP NO: 00287Y109	52.810	137,701.89	279,893.00	1.065	8,480.00	3.030
6,000.000	CERNER CORP CUSIP NO: 156782104	55.740	197,623.70	334,440.00	1.273		
3,000.000	EDWARDS LIFESCIENCES CORP CUSIP NO: 28176E108	65.760	234,240.00	197,280.00	751		
4,200.000	GILEAD SCIENCES INC CUSIP NO: 375558103	75.100	232,604.40	315,420.00	1.200		
5,500.000	HCA HLDGS INC CUSIP NO: 40412C101	47.710	250,174.10	262,405.00	.998		
3,000.000	IDEXX LABS INC CUSIP NO· 45168D104	106.370	125,230.05	319,110.00	1.214		
1,500.000	INTUITIVE SURGICAL INC CUSIP NO: 46120E602	384.080	83,915.50	576,120.00	2.192		
4,000.000	NOVARTIS A G SPONSORED ADR SWITZERLAND CUSIP NO: 66987V109	80.380	230,207.44	321,520.00	1.223	8,228.00	2.559

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U.S. TRUST
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LIST OF ACCOUNT ASSETS

AS OF 12/31/13

[redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
2,000.000	NOVO-NORDISK A S ADR DENMARK CUSIP NO: 670100205	184.760	257,186.07	369,520.00	1.406	4,528.00	1.225
	TOTAL HEALTH CARE		1,748,883.15	2,975,708.00	11.322	21,236.00	.714
INDUSTRIALS							
7,000.000	EMERSON ELEC CO CUSIP NO: 291011104	70.180	185,940.00	491,260.00	1.869	12,040.00	2.451
1,400.000	MIDDLEBY CORP CUSIP NO: 596278101	239.724	301,712.89	335,613.60	1.277		
2,200.000	PRECISION CASTPARTS CORP CUSIP NO: 740189105	269.300	148,728.80	592,460.00	2.254	264.00	.045
4,000.000	ROPER INDS INC NEW CUSIP NO: 776696106	138.680	226,024.40	554,720.00	2.111	3,200.00	.577
6,000.000	STERICYCLE INC CUSIP NO: 858912108	116.170	273,470.44	697,020.00	2.652		
6,600.000	TEAM HEALTH HOLDINGS INC CUSIP NO: 87817A107	45.550	263,887.80	300,630.00	1.144		
3,000.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	113.800	161,608.25	341,400.00	1.299	7,080.00	2.074
4,900.000	WABTEC CORP CUSIP NO: 929740108	74.270	311,440.00	363,923.00	1.385	784.00	.215
	TOTAL INDUSTRIALS		1,872,812.58	3,677,026.60	13.991	23,368.00	.636
INFORMATION TECHNOLOGY							

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AS OF 12/31/13

[redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
5,500.000	ACCENTURE PLC CL A COM IRELAND CUSIP NO: G1151C101	82.220	154,035.20	452,210.00	1.721	10,230.00	2.262
4,000.000	AVAGO TECHNOLOGIES LTD SINGAPORE CUSIP NO: Y0486S104	52.879	112.123.85	211,516.00	.805	4,000.00	1.891
700.000	APPLE INC CUSIP NO: 037833100	561.020	382,911.74	392,714.00	1.494	8,540.00	2.175
15,200.000	INTEL CORP CUSIP NO· 458140100	25.955	227,881.58	394,516.00	1.501	13,680.00	3.468
1,000.000	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	187.570	87,872 10	187,570.00	.714	3,800.00	2.026
10,000.000	NICE SYS LTD SPONSORED ADR ISRAEL CUSIP NO: 653656108	40.960	241,344.70	409,600.00	1.559	4,080.00	.996
8,200.000	ORACLE CORP CUSIP NO· 68389X105	38.260	159,906.02	313,732.00	1.194	3,936.00	1.255
1,200.000	VISA INC CL A COM CUSIP NO· 92826C839	222.680	239,257 44	267,216.00	1.017	1,920.00	.719
	TOTAL INFORMATION TECHNOLOGY		1,605,332.63	2,629,074.00	10.005	50,186.00	1.909
MATERIALS							
4,900.000	LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS CUSIP NO: N53745100	80.280	200,502.73	393,372.00	1.497	11,760.00	2.990

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LIST OF ACCOUNT ASSETS

AS OF 12/31/13

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
4,000.000	BHP BILLITON LTD SPONSORED ADR AUSTRALIA CUSIP NO. 088606108	68.200	188,952.80	272,800.00	1.038	9,280.00	3 402
4,000.000	ECOLAB INC CUSIP NO: 278865100	104.270	172,765.50	417,080.00	1.587	4,400.00	1.055
8,000.000	SONOCO PRODS CO CUSIP NO: 835495102	41.720	269,852.50	333,760.00	1.270	9,920.00	2.972
	TOTAL MATERIALS		832,073.53	1,417,012.00	5.392	35,360.00	2.495
	TELECOMMUNICATION SERVICES						
9,000.000	AT&T INC CUSIP NO: 00206R102	35.160	254,553.30	316,440.00	1.204	16,560.00	5.233
8,660.000	VERIZON COMMUNICATIONS INC CUSIP NO: 92343V104	49.140	303,076.14	425,552 40	1.619	18,359.20	4.314
	TOTAL TELECOMMUNICATION SERVICES		557,629.44	741,992.40	2.823	34,919.20	4.706
	UTILITIES						
10,000.000	PORTLAND GEN ELEC CO COM NEW CUSIP NO· 736508847	30.200	245,568.40	302,000.00	1.149	11,000.00	3.642
6,000.000	WESTAR ENERGY INC CUSIP NO: 95709T100	32.170	184,351.80	193,020.00	734	8,160.00	4.228
	TOTAL UTILITIES		429,920.20	495,020.00	1.883	19,160.00	3.871
	OTHER EQUITIES						
3,100.000	JPMORGAN ALERIAN MLP INDEX ETN CUSIP NO· 46625H365	46.350	141,143.00	143,685.00	.547	6,785.90	4.723

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LIST OF ACCOUNT ASSETS

AS OF 12/31/13

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
4,000.000	VANGUARD REIT ETF CUSIP NO: 922908553	64.560	213,199.60	258,240.00	.983	11,164 00	4.323
	TOTAL OTHER EQUITIES		354,342.60	401,925.00	1.530	17,949.90	4.466
	TOTAL EQUITIES		11,036,840.95	17,702,790.25	67.359	358,169.20	2.023
ALTERNATIVE INVESTMENTS							
REAL ESTATE							
4,000.000	ALEXANDRIA REAL ESTATE EQUITIES INC PFD REITS SER E CUSIP NO: 015271703	21.200	105,906.47	84,800.00	323	6,448.00	7.604
5,400.000	BIOMED RLTY TR INC REIT CUSIP NO: 09063H107	18.120	100,023.66	97,848.00	.372	5,400.00	5.519
4,000.000	DIGITAL RLTY TR INC REDEEMABLE PFD SER E 7.000% CUSIP NO: 253868707	21.710	94,165.60	86,840.00	.330	7,000.00	8.061
5,760.000	HCP INC REIT CUSIP NO: 40414L109	36.320	213,858.43	209,203.20	.796	12,096.00	5.782
4,000.000	HEALTH CARE REIT INC PFD SER J CUSIP NO: 42217K700	22.750	108,771.60	91,000.00	.346	6,500.00	7.143
3,500.000	KILROY RLTY CORP CUSIP NO: 49427F108	50.180	198,384.90	175,630.00	.668	4,900.00	2.790
4,000.000	KILROY RLTY CORP PFD REITS 6.375% SER H CUSIP NO: 49427F801	20.570	88,582.80	82,280.00	.313	6,376.00	7.749

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

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GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
10,000.000	OMEGA HEALTHCARE INVS INC CUSIP NO: 681936100	29.800	172,863.00	298,000.00	1.134	19,200.00	6.443
1,300.000	PUBLIC STORAGE INC COM (REIT) CUSIP NO: 74460D109	150.520	211,745.04	195,676.00	.745	7,280.00	3.720
3,000.000	VORNADO RLTY TR PFD REITS SER K 5.700% CUSIP NO: 929042851	19.760	76,481.10	59,280.00	.226	4,275.00	7.212
	TOTAL REAL ESTATE		1,370,782.60	1,380,557.20	5.253	79,475.00	5.757
	TOTAL ALTERNATIVE INVESTMENTS		1,370,782.60	1,380,557.20	5.253	79,475.00	5.757
TOTAL INVESTMENTS			19,457,371.30	26,281,348.35	100.000	765,399.28	2.912

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Trade Date

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Bank of America Private Wealth Management

Portfolio Detail

Account: [redacted] CUST GUENTHER-DUNCAN & BRANSON

Dec 01, 2013 through Dec 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
5,711,305 820	BOFA GOVERNMENT RESERVES TRUST CLASS	097100556	$5,711,305 82	$48 40	$5,711,305 82 1 000	$0 00	$571 13	0 01%
	Total Cash Equivalents		**$5,711,305.82**	**$48.40**	**$5,711,305.82**	**$0.00**	**$571.13**	**0.01%**
Total Cash/Currency			**$5,711,305.82**	**$48.40**	**$5,711,305.82**	**$0.00**	**$571.13**	**0.01%**

Equities

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
4,000 000	AIR PRODS & CHEMS INC Ticker APD	009158106 MAT	$447,120 00 111 780	$2,840 00	$336,657.00 84 164	$110,463 00	$11,360 00	2 54%
8,500 000	AMERICAN EXPRESS CO Ticker AXP	025816109 FIN	771,205 00 90 730	0 00	315,221 81 37 085	455,983 19	7,820 00	1 01
1,200 000	APPLE INC Ticker AAPL	037833100 IFT	673,224 00 561 020	0 00	346,779 51 288 983	326,444 49	14,640 00	2 17
8,200 000	AUTOMATIC DATA PROCESSING INC Ticker ADP	053015103 IFT	662,551 80 80 799	3,936 00	367,178 50 44 778	295,373 30	15,744 00	2 37
6,800 000	BOEING CO Ticker BA	097023105 IND	928,132 00 136 490	0 00	422,788 58 62 175	505,343 42	19,856 00	2 13
5,500 000	CATERPILLAR INC Ticker CAT	149123101 IND	499,455 00 90 810	0 00	190,345 05 34 608	309,109 95	13,200 00	2 64
4,400 000	CHEVRON CORP Ticker CVX	166764100 ENR	549,604 00 124 910	0 00	358,742 90 81 532	190,861 10	17,600 00	3 20
4,800 000	COSTCO WHSL CORP NEW Ticker COST	22160K105 CNS	571,296 00 119 020	0 00	321,682 06 67 017	249,613 94	5,952 00	1 04
12,000 000	DISNEY WALT CO COM DISNEY Ticker DIS	254687106 CND	916,800 00 76 400	10,320 00	349,289 80 29 107	567,510 20	10,320 00	1 12

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Portfolio Detail

Account: [redacted] CUST GUENTHER-DUNCAN & BRANSON

Dec 01, 2013 through Dec 31, 2013

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
7,300 000	ECOLAB INC Ticker ECL	278865100 MAT	761,171 00 104 270	2,007 50	447,313 07 61 276	313,857 93	8,030 00	1 05
4,700 000	FEDEX CORP Ticker FDX	31428X106 IND	675,719 00 143 770	705 00	399,400 37 84 979	276,318 63	2,820 00	0 41
22,000 000	GENERAL ELEC CO Ticker GE	369604103 IND	616,660 00 28 030	4,840 00	509,221 46 23 146	107,438 54	19,360 00	3 13
10,300 000	HOME DEPOT INC Ticker HD	437076102 CND	848,102 00 82 340	0 00	337,156 13 32 734	510,945 87	16,068 00	1 89
14,000 000	INTEL CORP Ticker INTC	458140100 IFT	363,370 00 25 955	0 00	321,380 20 22 956	41,989 80	12,600 00	3 46
1,600 000	INTERNATIONAL BUSINESS MACHS Ticker IBM	459200101 IFT	300,112 00 187 570	0 00	264,308 89 165 193	35,803 11	6,080 00	2 02
10,000 000	J P MORGAN CHASE & CO Ticker JPM	46625H100 FIN	584,800 00 58 480	0 00	394,527 20 39 453	190,272 80	15,200 00	2 59
6,200 000	JOHNSON & JOHNSON Ticker JNJ	478160104 HEA	567,858 00 91 590	0 00	437,132 01 70 505	130,725 99	16,368 00	2 88
4,600 000	KIMBERLY CLARK CORP Ticker KMB	494368103 CNS	480,516 00 104 460	3,726 00	289,677 80 62 973	190,838 20	14,904 00	3 10
16,000 000	LOWES COS INC Ticker LOW	548661107 CND	792,800 00 49 550	0 00	357,365 30 22 335	435,434 70	11,520 00	1 45
4,000 000	MCDONALDS CORP Ticker MCD	580135101 CND	388,120 00 97 030	0 00	249,562 72 62 391	138,557 28	12,960 00	3 33
10,000 000	MICROSOFT CORP Ticker MSFT	594918104 IFT	374,100 00 37 410	0 00	273,351 20 27 335	100,748 80	11,200 00	2 99
11,000 000	NIKE INC CL B Ticker NKE	654106103 CND	865,040 00 78 640	2,640 00	293,973 34 26 725	571,066 66	10,560 00	1 22
5,400 000	OCCIDENTAL PETE CORP DEL Ticker OXY	674599105 ENR	513,540 00 95 100	3,456 00	436,199 68 80 778	77,340 32	13,824 00	2 69
13,000 000	PAYCHEX INC Ticker PAYX	704326107 IFT	591,890 00 45 530	0 00	432,517 20 33 278	159,272 80	18,200 00	3 07

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: [redacted] CUST GUENTHER-DUNCAN & BRANSON

Dec 01, 2013 through Dec 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
6,000 000	PEPSICO INC Ticker PEP	713448108 CNS	497,640 00 82 940	3,405 00	383,876 62 63 979	113,763 38	13,620 00	2 73
4,500 000	PROCTER & GAMBLE CO Ticker PG	742718109 CNS	366,345 00 81 410	0 00	305,778 41 67 951	60,566 59	10,827 00	2 95
6,600 000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker SLB	806857108 ENR	594,726 00 90 110	2,062 50	552,211 10 83 668	42,514 90	8,250 00	1 38
5,900 000	STRYKER CORP Ticker SYK	863667101 HEA	443,326 00 75 140	1,799 50	373,835 19 63 362	69,490 81	7,198 00	1 62
6,400 000	TARGET CORP Ticker TGT	87612E106 CND	404,928 00 63 270	0 00	312,111 14 48 767	92,816 86	11,008 00	2 71
5,200 000	UNITED PARCEL SVC INC CL B Ticker UPS	911312106 IND	546,416 00 105 080	0 00	341,134 57 65 603	205,281 43	12,896 00	2 36
10,900 000	VERIZON COMMUNICATIONS INC Ticker VZ	92343V104 TEL	535,626 00 49 140	0 00	352,123 47 32.305	183,502 53	23,108 00	4 31
12,200 000	WALGREEN CO Ticker WAG	931422109 CNS	700,768 00 57 440	0 00	422,398 66 34 623	278,369 34	15,372 00	2 19
14,000 000	WELLS FARGO & CO NEW COM Ticker WFC	949746101 FIN	635,600 00 45 400	0 00	444,373 40 31 741	191,226 60	16,800 00	2 64
4,000 000	3M CO Ticker MMM	88579Y101 IND	561,000 00 140 250	0 00	288,208 08 72 052	272,791 92	13,680 00	2 43
	Total U.S. Large Cap		**$20,029,560.80**	**$41,737.50**	**$12,227,922.42**	**$7,801,638.38**	**$438,945.00**	**2.19%**
U.S. Small Cap								
6,000 000	TIDEWATER INC Ticker TDW	886423102 ENR	$355,620 00 59 270	$0 00	$333,120 08 55 520	$22,499 92	$6,000 00	1 68%
	Total U.S. Small Cap		**$355,620.00**	**$0.00**	**$333,120.08**	**$22,499.92**	**$6,000.00**	**1.68%**
Total Equities			**$20,385,180.80**	**$41,737.50**	**$12,561,042.50**	**$7,824,138.30**	**$444,945.00**	**2.18%**

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Trade Date

390536528

Portfolio Detail

Account: [redacted] CUST GUENTHER-DUNCAN & BRANSON

Dec 01, 2013 through Dec 31, 2013

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Small Cap (cont)								
Total Portfolio			**$26,096,486.62**	**$41,785.90**	**$18,272,348.32**	**$7,824,138.30**	**$445,516.13**	**1.70%**

[redacted]

390536535

Trade Date

Portfolio Detail

Account: [redacted] CUST HENRY L GUENTHER FDN-PIMCO

Dec 01, 2013 through Dec 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
8,789 270	BOFA GOVERNMENT RESERVES TRUST CLASS	097100556	$8,789 27	$0 07	$8,789 27 1 000	$0 00	$0 88	0 01%
	Total Cash Equivalents		**$8,789.27**	**$0.07**	**$8,789.27**	**$0.00**	**$0.88**	**0.01%**
Cash/Currency Other								
-631,070 430	PENDING CASH	999859P13	-$631,070 43	$0 00	-$631,070 43 1 000	$0 00	$0 00	0 00%
	Total Cash/Currency Other		**-$631,070.43**	**$0.00**	**-$631,070.43**	**$0.00**	**$0.00**	**0.00%**
Total Cash/Currency			**-$622,281.16**	**$0.07**	**-$622,281.16**	**$0.00**	**$0.88**	**0.00%**
Hedge Funds								
Hedge Funds Specific Strategy								
2,164,257 089	PIMCO ALL ASSET FUND INSTL CL	722005626	$26,144,225 64 12 080	$0 00	$26,301,027 66 12 152	-$156,802 02	$1,281,240 20	4 90%
	Total Hedge Funds Specific Strategy		**$26,144,225.64**	**$0.00**	**$26,301,027.66**	**-$156,802.02**	**$1,281,240.20**	**4.90%**
Total Hedge Funds			**$26,144,225.64**	**$0.00**	**$26,301,027.66**	**-$156,802.02**	**$1,281,240.20**	**4.90%**
Total Portfolio			**$25,521,944.48**	**$0.07**	**$25,678,746.50**	**-$156,802.02**	**$1,281,241.08**	**5.02%**

2014 TRANSACTION
SEE BELOW
SHOULD BE ZERO

[redacted]

2,164,257.089
(52,240.9307) ← REINVESTED IN 2014
2,112,016.159
CORRECT
NO. OF SHS.

26,144,225.64
(631,070.43)
25,513,155.21
CORRECT
MV

26301,027.66
(631,070.43)
25,669,957.23
CORRECT
COST

(1) Market Val( ) Portfolio Detail section does not include Accrued Income

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