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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

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

Name of foundation Nestle USA Foundation			A Employer identification number 95-6027479	
Number and street (or P O box number if mail is not delivered to street address) 800 N Brand Boulevard		Room/suite		B Telephone number (see instructions) (818) 549-6000
City or town Glendale		State CA		
ZIP code 91203		Foreign country name Foreign province/state/county Foreign postal code		
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change				
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 25,613,417		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		
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))

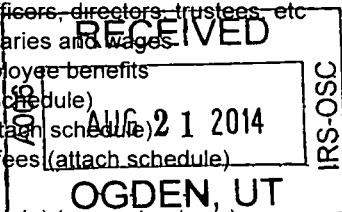
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	504,554	504,554		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,013,106			
b Gross sales price for all assets on line 6a 26,341,243		1,013,106		
7 Capital gain net income (from Part IV, line 2)				
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)	5,954	5,954		
12 Total. Add lines 1 through 11	1,523,614	1,523,614	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	101,914	101,914		
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	52,254	52,254		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	8,295	8,295		
24 Total operating and administrative expenses. Add lines 13 through 23	162,463	162,463	0	0
25 Contributions, gifts, grants paid	1,506,250			1,506,250
26 Total expenses and disbursements. Add lines 24 and 25	1,668,713	162,463	0	1,506,250
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-145,099			
b Net investment income (if negative, enter -0-)		1,361,151		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	885,668	491,615	491,615
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	2,798,719	4,692,113	4,631,994
	b Investments—corporate stock (attach schedule)	10,460,757	10,218,005	16,310,743
	c Investments—corporate bonds (attach schedule)	2,286,025	2,018,304	2,019,846
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,314,428	2,180,461	2,159,219
	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)	19,745,597	19,600,498	25,613,417
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	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 ▶ ☒			
	27 Capital stock, trust principal, or current funds	5,153,943	5,153,943	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	14,591,654	14,446,555	
	30 Total net assets or fund balances (see instructions)	19,745,597	19,600,498	
	31 Total liabilities and net assets/fund balances (see instructions)	19,745,597	19,600,498	

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	19,745,597
2	Enter amount from Part I, line 27a	2	-145,099
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	19,600,498
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,600,498

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 Statement 5				
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			0	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			0	
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	1,013,106
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.

(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	1,447,179	22,151,305	0.065332
2011	1,369,922	22,056,157	0.062111
2010	2,311,439	22,768,031	0.101521
2009	1,698,477	21,925,887	0.077464
2008	1,503,376	24,407,381	0.061595
2 Total of line 1, column (d)			2 0.368023
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 0.073605
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 23,976,941
5 Multiply line 4 by line 3			5 1,764,823
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,611
7 Add lines 5 and 6			7 1,778,434
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,506,250

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.			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	27,223	
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	27,223	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	27,223	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	35,000	
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	35,000	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,777	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 7,777 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► N/A	13	X	
14	The books are in care of ► Nestle USA, Inc Located at ► 800 N Brand Blvd Telephone no ► (818) 549-6000 ZIP+4 ► 91203-1289			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	N/A
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 ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
	Organizations relying on a current notice regarding disaster assistance check here		☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

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

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	24,342,072
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	24,342,072
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	24,342,072
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	365,131
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,976,941
6	Minimum investment return. Enter 5% of line 5	6	1,198,847

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	1,198,847
2a	Tax on investment income for 2013 from Part VI, line 5	2a	27,223
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27,223
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,171,624
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,171,624
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	1,171,624

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,506,250
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,506,250
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,506,250

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				1,171,624
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	297,825			
b From 2009	615,567			
c From 2010	1,192,955			
d From 2011	290,237			
e From 2012	373,236			
f Total of lines 3a through e	2,769,820			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,506,250				
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				1,171,624
e Remaining amount distributed out of corpus	334,626			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,104,446			
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				
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			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	297,825			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,806,621			
10 Analysis of line 9				
a Excess from 2009	615,567			
b Excess from 2010	1,192,955			
c Excess from 2011	290,237			
d Excess from 2012	373,236			
e Excess from 2013	334,626			

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

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

Nestle USA Foundation 800 N Brand Blvd Glendale, CA 91203 (818) 549-6000

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

Letter with a copy of IRS Exemption certificate and financial statement

- c** Any submission deadlines

None

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

None

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		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
Name and address (home or business)					
a Paid during the year					1,506,250
Total					▶ 3a 1,506,250
b Approved for future payment					
Total					▶ 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					504,554
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					1,013,106
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>See Statement 1</u>					5,954
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		0	1,523,614
13	Total. Add line 12, columns (b), (d), and (e)				13	1,523,614

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?

- (1) Cash

(2) Other assets

- b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- ☐ 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

8/6/2014
Date

Assistant Secretary
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's FIN ►

Firm's address ►

Phone no

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Part I, Line 11 - Other Income:

Reversal of disbursed checks	5,650
OID/MKT Accretion Income	261
Broker commission recaptured	43
	<u>5,954</u>

Part I, Line 16c - Other Professional Fees:

Corporate Fee for Securities Lending Activities	1,829
Capital Guardian Fee	93,605
Northern Trust Fee	5,910
Calfee Halter & Griswold LLP	570
	<u>101,914</u>

Part I, Line 18 - Taxes:

Excise Tax Paid	50,400
Foreign Taxes Paid on Dividend Income	1,854
	<u>52,254</u>

Part I, Line 23 - Other Expenses:

Filing Fees	847
Return of Capital	7,448
	<u>8,295</u>

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Organization	Michigan State University
Address:	1340 Engineering Bldg, East Lansing, MI 48824
Amount	\$2,000 00
Organization	University of Michigan
Address:	701 Tappan St , Ann Arbor, MI 48109-6006309
Amount:	\$500 00
Organization.	Reading is Fundamental
Address.	1730 Rhode Island Avenue NW, Washington, DC 20036
Amount:	\$10,000
Organization	Home of the First Tee of Lakeland
Address:	1740 George Jenkins Blvd , Lakeland, FL 33815
Amount:	\$5,000 00
Organization.	The First Tee of Pasadena
Address:	1133 Rosemont Avenue, Pasadena, CA 91103
Amount	10,000 00
Organization:	Food bank of Northeast Arkansas
Address.	3414 One Place, Jonesboro, AR 72402
Amount	\$10,000 00
Organization:	USC Norris Cancer Center
Address:	1441 Eastlake Ave., Room 8302, Los Angeles, CA 90033
Amount:	\$10,000 00
Organization:	Amerigives, Inc.
Address:	2400 SE Federal Hwy Suite 310, Stuart, FL 34994
Amount.	\$29,772 00
Organization	LEAD Program in Business and Engineering
Address.	14 East Hartwell Lane, Philadelphia, PA 19118
Amount:	\$25,000.00
Organization:	National Education Association
Address:	1201 16th Street, NW, Suite 216, Washington, DC 20036
Amount:	\$50,000 00
Organization.	Amerigives, Inc.
Address:	2400 SE Federal Hwy Suite 310, Stuart, FL 34994
Amount:	\$104,532 69
Organization:	Cal State Fullerton Philanthropic Foundation
Address:	800 N State College SGMH 3100, Fullerton, CA 92834-6848
Amount.	\$5,000.00
Organization.	Calabasas High School
Address:	22855 Mulholland Highway, Calabasas, CA 91302-2099
Amount:	\$2,000 00
Organization	March of Dimes - Northeast Ohio Division
Address:	5425 Warner Rd , Suite 10, Cleveland, OH 44125
Amount	\$2,500 00
Organization:	Santa Clarita Valley Family YMCA
Address.	26147 McBean Parkway, Valencia, CA 91355
Amount.	\$2,500 00
Organization.	Girl Scouts of the USA - Fund Development
Address:	P O Box 5046, New York, NY 10087-5046
Amount.	\$30,000 00
Organization.	Amerigives, Inc
Address:	2400 SE Federal Hwy Suite 310, Stuart, FL 34994
Amount:	\$16,715.37
Organization.	Beech Brook Headquarters
Address:	3737 Lander Rd., Pepper Pike, Ohio 44124

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Amount:	\$2,500 00
Organization:	City of Bentonville
Address:	215 SW "A" Street, Bentonville, AR 72712
Amount:	\$330 00
Organization:	Miami University Foundation
Address:	725 East Chestnut Street, Oxford, OH 45056-2480
Amount:	\$50,000 00
Organization:	Vision Mexico
Address:	120 Broadway, New York, NY 10271
Amount:	\$25,000 00
Organization:	Razorback Foundation Inc.
Address:	1295 Raazorback Road, Suite A, Fayetteville, AR 72701
Amount:	\$5,000 00
Organization:	LAPFC
Address:	96 N Madison Ave, Pasadena, CA 91101
Amount:	\$1,000.00
Organization:	Santa Clara Fund
Address:	P.O. Box 49257, Santa Clara, CA 95161-9986
Amount:	\$10,000 00
Organization:	Off the Street Club
Address:	25 North Karlove, Ave, Chicago, IL 60624
Amount:	\$10,000.00
Organization:	Amerigives, Inc
Address:	2400 SE Federal Hwy Suite 310, Stuart, FL 34994
Amount:	\$582.00
Organization:	American Red Cross
Address:	P.O. Box 22679, Chicago, IL 60673
Amount:	\$15,000.00
Organization:	The Midnight Mission
Address:	601 South San Pedro Street, Los Angeles, CA 90014
Amount:	\$25,000.00
Organization:	Consortium for Graduate Study in Management
Address:	P O Box 503802, St Louis, MO 63150-3802
Amount:	\$11,000 00
Organization:	Santa Clarita Valley Family YMCA
Address:	26147 McBean Parkway, Valencia, CA 91355
Amount:	\$5,000 00
Organization:	Student Philanthropists Advancing Real Charitable Donation
Address:	260 South Los Robles, Suite 104, Pasadena, CA 91101
Amount:	\$25,000 00
Organization:	St Jude the Apostle Church - Loaves & Fishes
Address:	32032 Lindero Canyon Drive, Westlake Village, CA 91361
Amount:	\$5,000 00
Organization:	The Midnight Mission
Address:	601 South San Pedro Street, Los Angeles, CA 90014
Amount:	\$5,000.00
Organization:	Amergives, Inc
Address:	2400 SE Federal Hwy Suite 310, Stuart, FL 34994
Amount:	\$225,772.55
Organization:	San Fernando Police Advisory Committee (SFPAC)
Address:	910 First Street, San Fernando, CA 91340
Amount:	\$2,000.00
Organization:	St Francis High School

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Address	200 Foothill Blvd , La Canada, CA 91011
Amount:	\$1,000 00
Organization:	Childrens Hospital Los Angeles
Address:	4650 Sunset Blvd, Los Angeles, CA 90027
Amount	\$10,000 00
Organization	Girl Scouts of the USA - Fund Development
Address:	P.O. Box 5046, New York, NY 10087-5046
Amount:	\$50,000 00
Organization:	Mayfield Junior School
Address:	405 South Euclid Avenue, Pasadena, CA 91101
Amount:	\$10,000 00
Organization:	Boys & Girls Clubs of America
Address	1275 Peachtree Street NE, Atlanta, GA 30309-3506
Amount:	\$50,000 00
Organization:	Pediatric Cancer Research Foundation
Address	9272 Jeronimo Road, Suite 122, Irvine, CA 92618
Amount	\$50,000 00
Organization.	Nestle Adopt-A-School Foundation
Address:	800 N. Brand Blvd , Glendale, CA 91203
Amount	\$50,000.00
Organization.	Carlthorp School
Address	438 San Vincente Blvd, Santa Monica, CA 90402
Amount.	\$4,000.00
Organization.	Harvard-Westlake School
Address	700 N Faring Road, Los Angeles, CA 90077
Amount	\$3,000.00
Organization	LAVA Foundation
Address:	24813 San Wedge Lane, Valencia, CA 91355
Amount	\$1,000 00
Organization	Arts in Education Aid Council
Address	19142 Sylvan Street, Tarzana, CA 91335
Amount:	\$1,000 00
Organization	WLA Youth Club
Address:	P.O. Box 641906, Los Angeles, CA 90064
Amount:	\$1,000 00
Organization:	Boys & Girls Clubs of America
Address	3939 Atlantic Ave , Suite 215, Los Angeles, CA 90807
Amount:	\$20,000.00
Organization:	Boys & Girls Clubs of Venice
Address:	2232 Lincoln Blvd., Venice, Ca 90291
Amount	\$10,000 00
Organization.	Michigan State University
Address:	411 Eppley Center, East Lansing, MI 48824-1122
Amount	\$25,000.00
Organization:	St. Catherine of Sienna School
Address	18125 Sherman Way, Reseda, CA 91335
Amount.	\$6,000.00
Organization.	San Fernando Police Advisory Committee (SFPAC)
Address:	910 First Street, San Fernando, CA 91340
Amount	\$2,000.00
Organization:	Mayfield Junior School
Address	405 South Euclid Avenue, Pasadena, CA 91101
Amount:	\$2,500 00

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Organization.	Boys & Girls Club of Long Beach
Address.	3635 Long Beach Blvd , Long Beach, CA 90807
Amount.	\$50,000 00
Organization.	Los Angeles Mission
Address.	303 East 5th Street, Los Angeles, CA 90013
Amount.	\$25,000.00
Organization.	Girl Scouts of Greater Los Angeles
Address.	919 La Loma Rd , Pasadena CA 91105
Amount.	\$1,000 00
Organization.	La Canada Flintridge Education Fund
Address.	4490 Cornishon Ave., La Canada Flintridge, CA 91011
Amount.	\$10,000.00
Organization.	Boys and Girls Clug of Benton County
Address:	2801 N. Walker, P O. Box 448, Bentonville, AR 72712
Amount	\$3,670.00
Organization.	Ozark Guidance Center Foundation, Inc
Address:	2400 S. 48th Street, Springdale, AR 72762
Amount	\$1,000.00
Organization.	Cleveland Foodbank
Address:	15500 South Waterloo Road, Cleveland, OH 44110
Amount.	\$2,500 00
Organization.	Food Bank of Northeast Arkansas
Address.	3414 One Place, P.O. Box 2097, Jonosboro, AR 72402
Amount.	\$20,000 00
Organization.	Michigan State University
Address:	Student Services, Office, 556 E. Circle Dr , Room 252, East Lansing, MI 48824
Amount	\$5,000.00
Organization.	University of Pittsburgh
Address	Student Payment Center, G7 Thackeray Hall, Pittsburgh, PA 15260
Amount.	\$5,000.00
Organization:	Rensselaer Polytechnic Institute
Address:	Attention Bursar's Office, 110 Eight Street, Troy, NY 12180
Amount	\$5,000 00
Organization.	The First Tee of Pasadena
Address.	1133 Rosemont Ave., Pasadena, CA 91103
Amount	\$38,600 00
Organization.	Boys & Girls Club of Long Beach
Address.	3635 Long Beach Blvd , Long Beach, CA 90807
Amount.	\$25,000.00
Organization.	Boys & Girls Club fo SCV
Address.	P.O. Box 221057, Santa Clarita, CA 91322
Amount	\$5,000.00
Organization.	Food Share
Address	Attn. Kristy Pollard, 4156 Southbank Rd., Oxnard, CA 93036
Amount:	\$20,000.00
Organization.	Reading Is Fundamental
Address.	1730 Rhode Island Ave NW, 11th Floor, Washington, DC 20036
Amount	\$25,000 00
Organization.	Harold & Carole Pump Foundation
Address	c/o TAI Events, Inc
Amount.	\$25,000 00
Organization.	African Alumni Council of UCI
Address:	c/o 17 Alisal Court, Aliso Viejo, CA 92656

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Amount:	\$15,000 00
Organization:	All Stars Helping Kids, Inc
Address:	970 Main Street, Redwood City, CA 94063
Amount:	\$20,000.00
Organization:	Students Philanthropists Advancing Real Change (SPARC)
Address:	260 South Los Robles, Suite 104, Pasadena, CA 91101
Amount:	\$15,000 00
Organization:	Tiger Woods Foundation
Address:	121 Innovation, Suite 150, Irvine, CA 92617
Amount:	\$20,000 00
Organization:	American Cancer Society
Address:	2120 First Ave. North, Seattle, WA 98109
Amount:	\$2,400 00
Organization:	Bakersfield South West Baseball
Address:	P.O. Box 21374, Bakersfield, Ca 93389
Amount:	\$5,000.00
Organization:	Angel Hair Foundation
Address:	2783 Suncrest Ave , Eugene, OR 97405
Amount:	\$500 00
Organization:	Women's Cancer Resource Center
Address:	5741 Telegraph Ave , Oakland, Ca 94609
Amount:	\$500 00
Organization:	The Krey Elementary
Address:	190 Crawford Dr., Brentwood, CA 94516
Amount:	\$150 00
Organization:	MVP Basketball Camp
Address:	29 Homeside lane, White Lane, White Plains, NY 10605
Amount:	\$250 00
Organization:	Dane County Library
Address:	1819 Aberg Ave., Madison, WI 53704
Amount:	\$200.00
Organization:	Love N Cherish Family center, Inc
Address:	825 Church Rd , Rock Hill, SC 29730
Amount:	\$300.00
Organization:	The Summit Outdoor Station
Address:	P O Box 9133, Mammoth Lakes, CA 93546
Amount:	\$200.00
Organization:	Redwood Day School
Address:	3245 Sheffield Ave., Oakland, CA 94602
Amount:	\$200 00
Organization:	Meals on wheels and Senior Outreach
Address:	1300 Civic Drive, Walnut Creek, CA 94596
Amount:	\$100 00
Organization:	Spanish Speaking Citizens Fdn
Address:	1470 Fruitvale Ave , Oakland, CA 94601
Amount:	\$100 00
Organization:	Porter Elementary
Address:	4800 T Street, San Diego, CA 92113
Amount:	\$150.00
Organization:	Super Stars Literacy
Address:	333 Hegenberger Rd. Suite 503, Oakland, CA 94621
Amount:	\$250 00
Organization:	Foundation Fighting Blindness

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Address.	7168 Columbia Gateway Dr Ste. 100, Columbia, MD 21046
Amount.	\$300 00
Organization.	Greater Cleveland Beekeepers
Address.	P.O Box 112104, Cleveland, OH 44111
Amount.	\$100 00
Organization:	The Fruit Tree Planting Foundation
Address:	P.O. Box 81881, Pittsburgh, PA 15217
Amount:	\$10,000.00
Organization:	Effie Center
Address.	6011 West Bailey Boswell Rd., Ft. Worth, TX 76179
Amount.	\$350.00
Organization	Boys & Girls Club of San Leandro
Address:	401 Marina Blvd , San Leandro, CA 94577
Amount:	\$1,000.00
Organization	The Good Dog Foundation
Address:	P O Box 1484, New York, NY 10276
Amount	\$250 00
Organization	Fashion Your Mind Foundation
Address.	P.O Box 5995, San Jose, CA 95150
Amount	\$1,000.00
Organization	Abby's run for the Dandy Walker Syndrome
Address:	5841 Wavertree Ln , Plano, TX 75043-4514
Amount:	\$250 00
Organization.	FAITH Educational Centers
Address.	P.O. Box 37023, Oak Park, MI 48237
Amount:	\$500.00
Organization:	Seguin Guadalupe County Public Library
Address:	707 East College St Sequin, TX 78155
Amount:	\$150 00
Organization.	St Patrick School
Address:	Montauk Highway, Bay Shore, N Y. 11706
Amount:	\$150 00
Organization	Castlen Elementary School
Address.	9960 Schoolhouse Rd, Grand Bay, AL 36541
Amount.	\$100.00
Organization	John C Fremont High School
Address:	7676 South Pedro Street, Los Angeles, CA 90003
Amount:	\$300 00
Organization	Maryland Agricultural Resource Council
Address	1114 Shawan Rd., Cockeysville, MD 21030
Amount:	\$2,500.00
Organization	Project Night Night
Address:	148 Beulah St, San Francisco, CA 94117
Amount	\$500 00
Organization:	Wood Memorial Library
Address.	205 East Main Street, Marcellus, MI 49067
Amount	\$225.00
Organization:	Conestoga, PTO
Address:	104 E. High Street, Murray, NE 68409
Amount	\$200.00
Organization:	Nextthitz youth
Address.	3076 Dovela Way, San Jose, CA 95118
Amount:	\$300 00

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Organization:	Star Ent Inc.
Address:	974 N Clay St., Louis, MO 63122
Amount:	\$500.00
Organization	Canfield Elementary
Address	9233 Airdrome Ave Los Angeles, CA 90035
Amount:	\$300 00
Organization	First Unitarian Church of Oakland
Address:	685 14th St. Oakland, CA 94612
Amount:	\$100.00
Organization	Education through Music
Address:	847 N. Hollywood Way Suite 206, Burbank, CA 91505
Amount:	\$250 00
Organization:	Manzanita Charter Middle School
Address:	2925 Technology Ct., Richmond, CA 94806
Amount:	\$500.00
Organization:	Friends of Oakland Parks and Recreation
Address:	2934 Fulton St , Berkley, CA 94705
Amount:	\$300 00
Organization:	Pleasanton Foothill Little League
Address:	P.O Box 1676, Pleasanton, CA 94566
Amount:	\$750 00
Organization:	Temescal Telegraph Community Association
Address:	4430 Telegraph Ave #49, Oakland, CA 94609
Amount:	\$1,000 00
Organization	Oakland Unified School District
Address:	2850 West St., Oakland, CA 94608
Amount:	\$250 00
Organization	Lake Baseball Association
Address:	P O. Box 424 Walbridge, OH 43465
Amount:	\$200 00
Organization:	Society of Women Engineers
Address	2625 Alcatraz Ave., Berkeley, CA 94705
Amount:	\$500 00
Organization	Save Mt. Diablo
Address:	1901 Olympic Blvd. #320, Walnut Creek, CA 94596
Amount:	\$500.00
Organization:	Taylor Family Foundation
Address:	5555 Arroyo Rd., Livermore, CA 94550
Amount:	\$500 00
Organization	First Place for Youth
Address:	426 17th Street, Suite 100, Oakland, CA 94612
Amount:	\$500 00
Organization	Oakland Elizabeth House
Address:	6423 Colby Street, Oakland, CA 94618
Amount:	\$200 00
Organization	CALICO
Address:	524 Estudillo Ave, San Leandro, CA 94577
Amount:	\$250 00
Organization:	Redlands Educational Fdn
Address:	P.O Box 7840
Amount:	\$250.00
Organization:	Kern Country Sheriff's EBA
Address	1350 Norris Rd , Bakersfield, CA 93308

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Amount:	\$250 00
Organization:	The School of the Madeleine
Address:	1225 Milvia St., Berkeley, CA 94709
Amount:	\$300.00
Organization:	Dancers Group
Address:	44 Gough St. Suite 201
Amount:	\$300.00
Organization:	Kern High School Ed Fdn.
Address:	5801 Sundale Ave., Bakersfield, CA 93309
Amount:	\$300 00
Organization:	Music Sources
Address:	P.O Box 6822, Albany, CA 94706
Amount:	\$200 00
Organization:	The Partners Program
Address:	6100 Broadway, Oakland, CA 94618
Amount:	\$300 00
Organization:	Monte Gardens Elementary
Address:	3841 Larkspur Drive, Concord, CA 94519
Amount:	\$400 00
Organization:	Lend a Hand Foundation
Address:	8105 Capwell Drive, Oakland, CA 94621
Amount:	\$500.00
Organization:	Children's Hospital
Address:	747 Fifty Second St. Oakland, CA 94609
Amount:	\$1,000 00
Organization:	Peralta Parent Teacher Group
Address:	460 63rd St Oakland, CA 94609
Amount:	\$200 00
Organization:	Dancer's Group
Address:	5327 Jacuzzi St Richmond, CA 94804
Amount:	\$1,200.00
Organization:	White Pigeon Township Library
Address:	102 N Kalamazoo St , White Pigeon, MI 49099
Amount:	\$200.00
Organization:	El Rancho High School
Address:	6501 South Pasadena Passons Blvd , Pico Rivera, CA 90660
Amount:	\$350 00
Organization:	Swim Across America
Address:	1684 8th Ave, San Francisco, CA 94122
Amount:	\$5,000 00
Organization:	RCPC/Scenic Streets
Address:	4123 Broadway, PMB 311, Oakland, CA 94611
Amount:	\$6,000.00
Organization:	Regent of the University of California
Address:	One Shields Ave, Davis, CA 95616
Amount:	\$25,000
Organization:	Alameda County Food Bank
Address:	P.O. Box 2599, Oakland, CA 94614
Amount:	\$10,000
Organization:	Oakland Greek Festival
Address:	2640 Shadelands Dr., Walnut Creek, CA 94598
Amount:	\$450.00
Organization:	Fort Wayne Zoological Society

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Part I, Line 25 & Part XV, Line 3a - Contributions & Gifts Paid:

Address:	3411 Sherman Blvd, Fort Wayne, IN, 46808
Amount:	\$15,000.00
Organization:	International Chamber Orchestra of Washington D.C
Address:	4 Monroe Street, #805, Rockville, MD 20850
Amount:	\$1,000.00
Organization:	Turn On To America
Address:	80 Hamilton Place, Oakland, CA 94612
Amount:	\$750.00
Organization:	Regents of the University of California
Address:	One Shield Avenue, Davis, CA 95616
Amount:	\$30,000.00
Organization:	PHILLIPS Program
Address:	7010 Braddock Road, Annadale, VA 22003
Amount:	\$250.00
TOTAL =	\$1,506,250

Nestlé USA Foundation
Form 990-PF - CY 2013

	<u>Cost</u>	<u>FMV</u>
<u>Part II, Line 10a - U.S. & State Gov't Obligations*:</u>		
Government Bonds	3,625,093	3,578,887
Government Agencies	812,020	804,648
Municipal/Provincial Bonds	255,000	248,459
	<u>4,692,113</u>	<u>4,631,994</u>
<u>Part II, Line 10b - Corporate Stock*:</u>	10,218,005	16,310,743
<u>Part II, Line 10c - Corporate Bonds*:</u>	2,018,304	2,019,846
<u>Part II, Line 13 - Other Investments*:</u>		
Government Mortgage Backed Sec	982,109	980,222
Government Issued Commercial Mortgage Backed Sec	316,157	315,477
Commercial Mortgage Backed Sec.	577,032	557,693
Index linked government bonds	305,163	305,827
	<u>2,180,461</u>	<u>2,159,219</u>

*For more details, see Statement 4

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAF value							

Equities

Common stock

Denmark - USD

ADR NOVO-NORDISK A S ADR CUSIP 670100205

400 000	184 76	0 00	73,904 00	28,646 80	45,257 20	0 00	45,257 20
Total USD			73,904 00	28,646 80	45,257 20	0 00	45,257 20
Total Denmark			73,904 00	28,646 80	45,257 20	0 00	45,257 20

Germany - USD

ADR SIEMENS AG COM DM50 (NEW) CUSIP 826197501

700 000	138 51	0 00	96,957 00	75,665 74	21,291 26	0 00	21,291 26
Total USD			96,957 00	75,665 74	21,291 26	0 00	21,291 26
Total Germany			96,957 00	75,665 74	21,291 26	0 00	21,291 26

Switzerland - USD

ADR NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP 641069406
NSRGY

2,000 000	73 59	0 00	147,180 00	14,212 38	132,967 62	0 00	132,967 62
Total USD			147,180 00	14,212 38	132,967 62	0 00	132,967 62
Total Switzerland			147,180 00	14,212 38	132,967 62	0 00	132,967 62

United Kingdom - USD

ADR NATIONAL GRID TRANSCO PLC SPONSORED ADR NEW CUSIP 636274300

1,200 000	65 32	1,391 28	78,384 00	60,636 41	17,747 59	0 00	17,747 59
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DIAGEO PLC SPONSORED ADR NEW CUSIP 25243Q205

300 000	132 42	0 00	39,726 00	29,114 68	10,611 32	0 00	10,611 32
Total USD			118,110 00	89,751 09	28,358 91	0 00	28,358 91

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equities

Common stock

Total United Kingdom 1,391 28 118,110 00 89,751 09 28,358 91 0 00 28,358 91

United States - USD

ABBVIE INC COM USD0 01 CUSIP 00287Y109

1,750 000 52 81 0 00 92,417 50 81,839 62 10,577 88 0 00 10,577 88

ACCENTURE PLC SHS CL A NEW CUSIP G1151C101
ACN

1,300 000 82 22 0 00 106,886 00 70,306 53 36,579 47 0 00 36,579 47

ACE LTD COM STK CUSIP H0023R105

1,925 000 103 53 0 00 199,295 25 153,659 42 45,635 83 0 00 45,635 83

AIR PROD & CHEM INC COM CUSIP 009158106

2,050 000 111 78 1,455 50 229,149 00 88,131 31 141,017 69 0 00 141,017 69

ALLEGHENY TECHNOLOGIES INC COM CUSIP 01741R102

4,600 000 35 63 0 00 163,898 00 134,570 99 29,327 01 0 00 29,327 01

ALLERGAN INC COM CUSIP 018490102

1,100 000 111 08 0 00 122,188 00 30,739 43 91,448 57 0 00 91,448 57

AMERICAN TOWER CORP CUSIP 03027X100

3,600 000 79 82 0 00 287,352 00 172,440 86 114,911 14 0 00 114,911 14

AON PLC COM CUSIP G0408V102

900 000 83 89 0 00 75,501 00 46,722 76 28,778 24 0 00 28,778 24

APPLE INC COM STK CUSIP 037833100

400 000 561 11 0 00 224,444 00 48,146 05 176,297 95 0 00 176,297 95

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							
Equities							
Common stock							
United States - USD							
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
1,400 000	80 81	672 00	113,134 00	102,158 87	10,975 13	0 00	10,975 13
AVAGO TECHNOLOGIES LTD CUSIP Y0486S104							
1,500 000	52 89	0 00	79,335 00	70,168 97	9,166 03	0 00	9,166 03
B/E AEROSPACE INC COM CUSIP 073302101							
BEAV							
2,200 000	87 03	0 00	191,466 00	148,681 84	42,784 16	0 00	42,784 16
BB&T CORP COM CUSIP 054937107							
BBT							
7,300 000	37 32	0 00	272,436 00	200,003 91	72,432 09	0 00	72,432 09
BEAM INC CUSIP 073730103							
3,000 000	68 06	0 00	204,180 00	162,931 78	41,248 22	0 00	41,248 22
BLACKROCK INC COM STK CUSIP 09247X101							
625 000	316 47	0 00	197,793 75	114,366 72	83,427 03	0 00	83,427 03
BOEING CO COM CUSIP 097023105							
1,400 000	136 49	0 00	191,086 00	89,785 02	101,300 98	0 00	101,300 98
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
8,275 000	53 15	2,979 00	439,816 25	243,755 01	196,061 24	0 00	196,061 24
BROADCOM CORP CL A CUSIP 111320107							
BRCM							
3,100 000	29 65	0 00	91,915 00	66,084 24	25,830 76	0 00	25,830 76

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Equities							
Common stock							
United States - USD							
CARNIVAL CORP COM PAIRED CUSIP 143658300							
5,000 000	40 17	0 00		200,850 00	151,444 74	49,405 26	0 00
CATERPILLAR INC COM CUSIP 149123101							
CAT	1,800 000	90 81	0 00	163,458 00	158,102 40	5,355 60	0 00
CENTENE CORP DEL COM CUSIP 15135B101							
2,300 000	58 95	0 00		135,585 00	92,564 84	43,020 16	0 00
GERNER CORP COM CUSIP 156782104							
3,100 000	55 74	0 00		172,794 00	31,530 21	141,263 79	0 00
CHARTER COMMUNICATIONS INC DEL CL A NEW CL A NEW CUSIP 16117M305							
425 000	136 76	0 00		58,123 00	50,094 11	8,028 89	0 00
CHEVRON CORP COM CUSIP 166764100							
CVX	1,800 000	124 91	0 00	224,838 00	154,026 89	70,811 11	0 00
CME GROUP INC COM STK CUSIP 12572Q105							
3,400 000	78 46	8,840 00		266,764 00	194,608 36	72,155 64	0 00
COACH INC COM CUSIP 189754104							
4,200 000	56 13	1,417 50		235,746 00	225,966 88	9,779 12	0 00
COBALT INTL ENERGY INC COM CUSIP 19075F106							
2,100 000	16 45	0 00		34,545 00	63,630 62	-29,085 62	0 00

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equities								
Common stock								
United States - USD								
COMCAST CORP NEW-CL A	CUSIP 20030N101							
	8,725 000	51 965	1,701 37	453,394 62	209,625 15	243,769 47	0 00	243,769 47
CONOCOPHILLIPS COM CUSIP 20825C104								
	1,100 000	70 65	0 00	77,715 00	61,227 98	16,487 02	0 00	16,487 02
DANAHER CORP COM CUSIP 235851102								
	4,000 000	77 20	100 00	308,800 00	125,371 84	183,428 16	0 00	183,428 16
DARDEN RESTAURANTS INC COM CUSIP 237194105								
	1,100 000	54 37	0 00	59,807 00	54,713 18	5,093 82	0 00	5,093 82
DELPHI AUTOMOTIVE PLC CUSIP G27823106								
	600 000	60 13	0 00	36,078 00	31,005 27	5,072 73	0 00	5,072 73
DOW CHEMICAL CO COM CUSIP 280543103								
	1,500 000	44 40	480 00	66,600 00	44,739 15	21,860 85	0 00	21,860 85
EATON CORP PLC COM USD0 50 CUSIP G29183103								
	4,575 000	76 12	0 00	348,249 00	222,313 09	125,935 91	0 00	125,935 91
EMERSON ELECTRIC CO COM CUSIP 291011104								
	1,525 000	70 18	0 00	107,024 50	36,600 00	70,424 50	0 00	70,424 50
ENSCO PLC SHS CLASS A COM CUSIP G3157S106								
	2,100 000	57 18	0 00	120,078 00	119,380 82	697 18	0 00	697 18

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Equities							
Common stock							
United States - USD							
EOG RESOURCES INC COM CUSIP 26875P101							
	550 000	167 84	0 00	92,312 00	34,242 01	58,069 99	0 00
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
	4,800 000	70 24	0 00	337,152 00	234,710 09	102,441 91	0 00
GENPACT LIMITED COM STK USD0 01 CUSIP G3922B107							
	4,100 000	18 37	0 00	75,317 00	64,061 86	11,255 14	0 00
GILEAD SCIENCES INC CUSIP 375558103							
GILD	8,050 000	75 15	0 00	604,957 50	193,561 55	411,395 95	0 00
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104							
GS	1,600 000	177 26	0 00	283,616 00	162,725 59	120,890 41	0 00
GOOGLE INC CL A CL A CUSIP 38259P508							
GOOG	300 000	1,120 71	0 00	336,213 00	122,768 52	213,444 48	0 00
HALLIBURTON CO COM CUSIP 408216101							
HAL	6,000 000	50 75	0 00	304,500 00	227,755 03	76,744 97	0 00
HEXCEL CORP NEW COM CUSIP 428291108							
	3,400 000	44 69	0 00	151,946 00	136,015 73	15,930 27	0 00
HOME DEPOT INC COM CUSIP 437076102							
	4,200 000	82 34	0 00	345,828 00	143,839 44	201,988 56	0 00

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Total							
Equities							
Common stock							
United States - USD							
IDEX CORP COM CUSIP 45167R104							
800 000		73 85	0 00	59,080 00	36,795 29	22,284 71	0 00
IRON MTN INC COM STK CUSIP 462846106							
IRM							
6,097 000		30 35	1,646 19	185,043 95	135,311 30	49,732 65	0 00
IRONWOOD PHARMACEUTICALS INC COM CL A CUSIP 46333X108							
3,500 000		11 61	0 00	40,635 00	46,543 30	-5,908 30	0 00
JABIL CIRCUIT INC COM CUSIP 466313103							
7,500 000		17 44	0 00	130,800 00	147,155 65	-16,355 65	0 00
JACK HENRY & ASSOC INC COM CUSIP 426281101							
5,400 000		59 21	0 00	319,734 00	181,537 09	138,196 91	0 00
JPMORGAN CHASE & CO COM CUSIP 46625H100							
JPM							
4,308 000		58 48	0 00	251,931 84	94,764 55	157,167 29	0 00
MARSH & MCLENNAN CO'S INC COM CUSIP 571748102							
4,100 000		48 36	0 00	198,276 00	120,472 88	77,803 12	0 00
MICROSOFT CORP COM CUSIP 594918104							
MSFT							
3,700 000		37 43	0 00	138,491 00	92,715 67	45,775 33	0 00
MONSANTO CO NEW COM CUSIP 61166W101							
2,150 000		116 55	0 00	250,582 50	154,565 84	96,016 66	0 00
							96,016 66

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equities								
Common stock								
United States - USD								
MOSAIC COTHE	CUSIP 61945C103							
	1,900 000	47 27	0 00	89,813 00	102,281 29	-12,468 29	0 00	-12,468 29
NEWELL RUBBERMAID INC COM CUSIP 651229106								
	10,700 000	32 41	0 00	346,787 00	227,936 60	118,850 40	0 00	118,850 40
NIELSEN HOLDINGS B V EURO 07 CUSIP N63218106								
	8,000 000	45 89	0 00	367,120 00	243,876 13	123,243 87	0 00	123,243 87
NIKE INC CL B CUSIP 654106103								
	1,600 000	78 64	384 00	125,824 00	78,946 13	46,877 87	0 00	46,877 87
NOBLE ENERGY INC COM CUSIP 655044105								
	3,800 000	68 11	0 00	258,818 00	177,162 27	81,655 73	0 00	81,655 73
NORFOLK SOUTHN CORP COM CUSIP 655844108								
	3,600 000	92 83	0 00	334,188 00	219,470 83	114,717 17	0 00	114,717 17
NUCOR CORP COM CUSIP 670346105								
	1,200 000	53 38	444 00	64,056 00	39,000 12	25,055 88	0 00	25,055 88
ORACLE CORP COM CUSIP 68389X105								
ORCL	4,600 000	38 26	0 00	175,996 00	142,418 61	33,577 39	0 00	33,577 39
PEPSICO INC COM CUSIP 713448108								
	600 000	62 94	340 50	49,764 00	29,084 82	20,679 18	0 00	20,679 18

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAIR value					Market	Translation
Total							
Equities							
Common stock							
United States - USD							
PFIZER INC COM	CUSIP 717081103						
2,000 000	30 63	0 00	61,260 00	41,073 20	20,186 80	0 00	20,186 80
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109							
PM							
1,000 000	87 13	940 00	87,130 00	48,863 78	38,266 22	0 00	38,266 22
PROCTER & GAMBLE COM NPV CUSIP 742718109							
1,400 000	81 41	0 00	113,974 00	110,907 20	3,066 80	0 00	3,066 80
PROGRESSIVE CORP OH COM CUSIP 743315103							
1,300 000	27 27	0 00	35,451 00	18,004 82	17,446 18	0 00	17,446 18
QUALCOMM INC COM CUSIP 747525103							
QCOM							
2,300 000	74 25	0 00	170,775 00	91,107 12	79,667 88	0 00	79,667 88
ROSS STORES INC COM CUSIP 778296103							
ROST							
2,700 000	74 93	0 00	202,311 00	194,264 29	8,046 71	0 00	8,046 71
SCHLUMBERGER LTD COM COM CUSIP 806857108							
SLB							
3,700 000	90 11	1,218 75	333,407 00	247,180 66	86,226 34	0 00	86,226 34
SCHWAB CHARLES CORP COM NEW CUSIP 808513105							
4,100 000	26 00	0 00	106,600 00	72,268 54	34,331 46	0 00	34,331 46
SCRIPPS NETWORKS INTERACTIVE INC CL A COM STK CUSIP 811065101							
2,200 000	86 41	0 00	190,102 00	86,757 72	103,344 28	0 00	103,344 28

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAIR value					Market	Translation	
Equities								
Common stock								
United States - USD								
SEATTLE GENETICS INC COM CUSIP 812578102								
	6,300 000	39 89	0 00	251,307 00	120,498 61	130,808 39	0 00	130,808 39
SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100								
	1,900 000	78 70	0 00	149,530 00	80,269 92	69,260 08	0 00	69,260 08
SIRIUS XM HLDGS INC COM CUSIP 82968B103								
	24,800 000	3 49	0 00	86,552 00	77,919 11	8,632 89	0 00	8,632 89
STARBUCKS CORP COM CUSIP 855244109								
	850 000	78 39	0 00	66,631 50	44,106 39	22,525 11	0 00	22,525 11
TARGET CORP COM STK CUSIP 87612E106								
	1,575 000	63 27	0 00	99,650 25	78,912 85	20,737 40	0 00	20,737 40
TE CONNECTIVITY LTD CUSIP H84989104								
	1,700 000	55 11	0 00	93,687 00	29,882 70	63,804 30	0 00	63,804 30
TEXAS INSTRUMENTS INC COM CUSIP 882508104								
	5,600 000	43 91	0 00	245,896 00	199,676 28	46,219 72	0 00	46,219 72
TIFFANY & CO COM CUSIP 886547108								
	2,600 000	92 78	884 00	241,228 00	156,741 43	84,486 57	0 00	84,486 57
- TOWERS WATSON & CO CL A COM STK CUSIP 891894107								
TW	550 000	127 61	77 00	70,185 50	56,583 44	13,602 06	0 00	13,602 06

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◆ Asset Detail - Base Currency

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equities								
Common stock								
United States - USD								
UNION PAC CORP COM CUSIP 907818108 UNP	325 000	168 00	256 75	54,600 00	6,660 47	47,939 53	0 00	47,939 53
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
2,650 000		113 80	0 00	301,570 00	164,155 57	137,414 43	0 00	137,414 43
UNITEDHEALTH GROUP INC COM CUSIP 91324P102 UNH								
1,000 000		75 30	0 00	75,300 00	26,892 70	48,407 30	0 00	48,407 30
VERISIGN INC COM CUSIP 92343E102								
4,300 000		59 78	0 00	257,054 00	197,742 63	59,311 37	0 00	59,311 37
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ								
1,800 000		49 14	0 00	88,452 00	91,041 12	-2,589 12	0 00	-2,589 12
VISA INC COM CL A STK CUSIP 92826C839 V								
500 000		222 68	0 00	111,340 00	27,977 60	83,362 40	0 00	83,362 40
WASTE CONNECTIONS INC COM CUSIP 941053100								
2,500 000		43 63	0 00	109,075 00	99,084 07	9,990 93	0 00	9,990 93
Total USD			23,836 56	15,874,591 91	10,009,729 27	5,864,862 64	0 00	5,864,862 64
Total United States			23,836 56	15,874,591 91	10,009,729 27	5,864,862 64	0 00	5,864,862 64
Total Common Stock								
286,580,000			25,227 84	16,310,742.91	10,218,005.28	6,092,737 63	0.00	6,092,737.63
Total Equities								
286,580,000			25,227 84	16,310,742 91	10,218,005 28	6,092,737 63	0 00	6,092,737.63

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID	Shares/PAR value						

Fixed Income

Government bonds

United States - USD

UNITED STATES TREAS NTS 1 5 DUE 07-31-2016 CUSIP 912828OX1

445,000 000	102 2812	2,793 34	455,151 34	456,126 49	-975 15	0 00	-975 15
Issue Date 31 Jul 11	Rate 1 50%	Yield to Maturity 0 609%	Maturity Date 31 Jul 16				

UNITED STATES TREAS NTS 1 875 DUE 08-31-2017 CUSIP 912828NW6

360,000 000	102 6562	2,293 50	369,562 32	361,899 88	7,662 44	0 00	7,662 44
Issue Date 31 Aug 10	Rate 1 875%	Yield to Maturity 1 133%	Maturity Date 31 Aug 17				

UNITED STATES TREAS NTS DTD 00084 4% DUE 02-15-2015 REG CUSIP 912828DM9

515,000 000	104 2422	7,780 97	536,847 33	541,601 73	-4,754 40	0 00	-4,754 40
Issue Date 15 Feb 05	Rate 4 00%	Yield to Maturity 0 222%	Maturity Date 15 Feb 15				

UNITED STATES TREAS NTS DTD 08/15/2013 2 5% DUE 08-15-2023 REG CUSIP 912828VS6

95,000 000	96 0312	897 07	91,229 64	92,206 04	-976 40	0 00	-976 40
Issue Date 15 Aug 13	Rate 2 50%	Yield to Maturity 2 977%	Maturity Date 15 Aug 23				

UNITED STATES TREAS NTS DTD 11/15/2013 2 75% DUE 11-15-2023 REG CUSIP 912828WE6

30,000 000	97 8281	107 11	29,348 43	29,688 79	-340 36	0 00	-340 36
Issue Date 15 Nov 13	Rate 2 75%	Yield to Maturity 3 006%	Maturity Date 15 Nov 23				

US TREAS BDS USD1000 7 25 DUE 05-15-2016 REG CUSIP 912810DW5

190,000 000	115 7812	1,788 46	219,984 28	238,077 52	-18,093 24	0 00	-18,093 24
Issue Date 15 May 86	Rate 7 25%	Yield to Maturity 0 547%	Maturity Date 15 May 16				

US TREAS NTS 0 375 03-15-2016 CUSIP 912828US7

820,000 000	99 8438	917 40	818,719 16	817,154 57	1,564 59	0 00	1,564 59
Issue Date 15 Mar 13	Rate 0 375%	Yield to Maturity 0 446%	Maturity Date 15 Mar 16				

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID	Shares/PAR value							

Fixed Income

Government bonds

United States - USD

US TREAS NTS DTD 00161 4 5 DUE 05-15-2017 REG CUSIP 912828GS3

390,000 000 111 5938 2,278 59 435,215 82 449,415 62 -14,199 80 0 00 -14,199 80

Issue Date 15 May 07 Rate 4.50% Yield to Maturity 0.996% Maturity Date 15 May 17

UTD STATES TREAS 2 375% DUE 05-31-2018 CUSIP 912828QQ6

600,000 000 103 8047 1,252 74 622,828 20 638,922 55 -16,094 35 0 00 -16,094 35

Issue Date 31 May 11 Rate 2.375% Yield to Maturity 1.481% Maturity Date 31 May 18

Total USD 20,109 18 3,578,886 52 -46,206 67 0 00 -46,206 67

Total United States 20,109 18 3,625,093 19 -46,206 67 0 00 -46,206 67

Total Government Bonds 20,109 18 3,578,886 52 -46,206 67 0 00 -46,206 67

3,445,000.000 20,109 18 3,625,093.19 -46,206 67

Government agencies

United States - USD

FED NATL MORT ASSC 1 DUE 11-15-2017 CUSIP 3135G0RQ8

185,000 000 98 375 236 38 181,993 75 184,870 50 -2,876 75 0 00 -2,876 75

Issue Date 15 Nov 12 Rate 1.00% Call Date 15 Feb 14 Call Price 100.00 Yield to Maturity 1.433% Maturity Date 15 Nov 17

FEDERAL HOME LN BKS CONS BD 1 875 DUE 03-13-2020 REG CUSIP 313378J77

185,000 000 96 402 1,040 62 178,343 70 182,311 00 -3,967 30 0 00 -3,967 30

Issue Date 02 Mar 12 Rate 1.875% Yield to Maturity 2.505% Maturity Date 13 Mar 20

FEDERAL HOME LN MTG CORP 1 DUE 06-29-2017 CUSIP 3137EADH9

25,000 000 99 4002 1 38 24,850 05 24,870 75 -20 70 0 00 -20 70

Issue Date 14 May 12 Rate 1.00% Yield to Maturity 1.176% Maturity Date 29 Jun 17

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Fixed Income

Government agencies

United States - USD

FHLMC PREASSIGN 00071 75 11-25-2014 CUSIP 3137EACV3

50,000 000	100 5287		37 50	50,264 35	49,983 00	281 35	0 00	281 35
Issue Date 06 Oct 11	Rate 0 75%	Yield to Maturity 0 162%	Maturity Date 25 Nov 14					

FHLMC PREASSIGN 00079 1 75 05-30-2019 CUSIP 3137EADG1

95,000 000	98 23		143 15	93,318 50	94,981 95	-1,663 45	0 00	-1,663 45
Issue Date 16 Apr 12	Rate 1 75%	Yield to Maturity 2 097%	Maturity Date 30 May 19					

FNMA 5 03-28-2016 CUSIP 3135G0VR1

185,000 000	99 889		238 95	184,794 65	185,148 00	-353 35	0 00	-353 35
Issue Date 28 Mar 13	Rate 0 50%	Call Date 28 Mar 14	Yield to Maturity 0 55%	Maturity Date 28 Mar 16				

FNMA 1 25 01-30-2017 CUSIP 3135G0CY3

90,000 000	101 2033		471 87	91,082 97	89,855 10	1,227 87	0 00	1,227 87
Issue Date 09 Jan 12	Rate 1 25%	Yield to Maturity 0 854%	Maturity Date 30 Jan 17					

Total USD

			2,169 85	804,647 97	812,020 30	-7,372 33	0 00	-7,372 33
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Total United States

			2,169 85	804,647 97	812,020 30	-7,372 33	0 00	-7,372 33
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Total Government Agencies

815,000 000			2,169 85	804,647 97	812,020 30	-7,372 33	0 00	-7,372 33
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Municipal/provincial bonds

United States - USD

FLORIDA HURRICANE CATASTROPHE FD FIN CORP REV 2 985% 07-01-2020 BEO TAXABLE CUSIP 34074GDH4

105,000 000	94 633		1,572 37	99,364 65	105,000 00	-5,635 35	0 00	-5,635 35
Issue Date 23 Apr 13	Rate 2 985%	Yield to Maturity 3 937%	Maturity Date 01 Jul 20					

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Fixed Income

Municipal/provincial bonds

United States - USD

HARRIS CNTY TEX 1 061% 08-15-2016 BEO TAXABLE CUSIP 414005PT9

Issue Date 26 Oct 12 Rate 1 061% Maturity Date 15 Aug 16 75,000 000 98 926 300 61 74,194 50 75,000 00 -805 50 0 00 -805 50

ILLINOIS ST 4 026% 03-01-2014 BEO TAXABLE CUSIP 452152HP9

Issue Date 10 Mar 11 Rate 4 026% Maturity Date 01 Mar 14 25,000 000 100 55 335 50 25,137 50 25,000 00 137 50 0 00 137 50

NEW JERSEY ST TRANSN TR FD AUTH 1 087% 12-15-2016 BEO TAXABLE CUSIP 646136K75

Issue Date 25 Apr 13 Rate 1 087% Yield to Maturity 1 25% Maturity Date 15 Dec 16 50,000 000 99 525 24 15 49,762 50 50,000 00 -237 50 0 00 -237 50

Total USD 2,232 63 248,459 15 255,000 00 -6,540 85 0 00 -6,540 85

Total United States 2,232 63 248,459 15 255,000 00 -6,540 85 0 00 -6,540 85

Total Municipal/Provincial Bonds

255,000.000 2,232.63 248,459 15 255,000.00 -6,540.85 0.00 -6,540.85

Corporate bonds

Australia - USD

BHP BILLITON FIN 1 625% DUE 02-24-2017 CUSIP 055451AP3

Issue Date 24 Feb 12 Rate 1 625% Yield to Maturity 1 536% Maturity Date 24 Feb 17 35,000 000 100 271 200 64 35,094 85 34,904 80 190 05 0 00 190 05

Total USD 200 64 35,094 85 34,904 80 190 05 0 00 190 05

Total Australia 200 64 35,094 85 34,904 80 190 05 0 00 190 05

Canada - USD

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Fixed Income

Corporate bonds

Canada - USD

CDN NATL RY CO 4 95% DUE 01-15-2014 CUSIP 136375BS0

Rate 4 95%	Yield to Maturity 0 916%	Maturity Date 15 Jan 14	100 1555	1,255 37	55,085 52	61,606 05	-6,520 53	0 00	-6,520 53
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ENBRIDGE INC 4 DUE 10-01-2023 CUSIP 29250NAF2

Issue Date 02 Oct 13	Rate 4 00%	Call Date 01 Jul 23	Call Price 100 00	Yield to Maturity 4 226%	Maturity Date 01 Oct 23	29,700 30	-238 23	0 00	-238 23
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ENBRIDGE INC 5 6% DUE 04-01-2017 CUSIP 29250NAB1

Issue Date 30 Mar 07	Rate 5 60%	Yield to Maturity 2 142%	Maturity Date 01 Apr 17	110 798	770 00	60,938 90	52,648 20	8,290 70	8,290 70
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Total USD	2,322 03	145,486 49	143,954 55	1,531 94	0 00	1,531 94	0 00	1,531 94
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Total Canada

France - USD

BNP PARIBAS / BNP FLTG RT 8318% DUE 12-12-2016 CUSIP 05574LTV0

Issue Date 12 Dec 13	Rate 0 83185%	Yield to Maturity 0 763%	Maturity Date 12 Dec 16	100 146	13 86	30,043 80	30,000 00	43 80	43 80
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Total USD	13 86	30,043 80	30,000 00	43 80	0 00	43 80	0 00	43 80
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Total France

Netherlands - USD

PETROBRAS GLOBAL 3% DUE 01-15-2019 CUSIP 71647NAB5

Issue Date 20 May 13	Rate 3 00%	Yield to Maturity 4 435%	Maturity Date 15 Jan 19	93 5832	460 41	23,395 80	24,838 00	-1,442 20	-1,442 20
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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								
Fixed Income								
Corporate bonds								
Total USD			460 41	23,395 80	24,838 00	-1,442 20	0 00	-1,442 20
Total Netherlands			460 41	23,395 80	24,838 00	-1,442 20	0 00	-1,442 20
Norway - USD								
STATOIL ASA 2 45 DUE 01-17-2023 REG CUSIP 85771PAG7								
25,000 000	91 1513		279 02	22,787 82	24,919 00	-2,131 18	0 00	-2,131 18
Issue Date 21 Nov 12	Rate 2 45%	Yield to Maturity 3 605%	Maturity Date 17 Jan 23					
Total USD			279 02	22,787 82	24,919 00	-2,131 18	0 00	-2,131 18
Total Norway			279 02	22,787 82	24,919 00	-2,131 18	0 00	-2,131 18
Switzerland - USD								
TRANSCOCEAN INC 3 8% DUE 10-15-2022 CUSIP 893830BC2								
25,000 000	94 7826		200 55	23,695 65	22,974 30	721 35	0 00	721 35
Issue Date 13 Sep 12	Rate 3 80%	Call Date 15 Jul 22	Call Price 100 00	Yield to Maturity 4 525%	Maturity Date 15 Oct 22			
Total USD			200 55	23,695 65	22,974 30	721 35	0 00	721 35
Total Switzerland			200 55	23,695 65	22,974 30	721 35	0 00	721 35
United Kingdom - USD								
GLAXOSMITHKLINE 75 DUE 05-08-2015 CUSIP 377373AB1								
25,000 000	100 3973		27 60	25,099 32	24,936 50	162 82	0 00	162 82
Issue Date 09 May 12	Rate 0 75%	Yield to Maturity 0 455%	Maturity Date 08 May 15					
RIO TINTO FIN USA 2 25% DUE 12-14-2018 CUSIP 76720AAM8								
30,000 000	99 5066		31 87	29,851 98	29,725 80	126 18	0 00	126 18
Issue Date 19 Jun 13	Rate 2 25%	Call Date 14 Nov 18	Call Price 100 00	Yield to Maturity 2 331%	Maturity Date 14 Dec 18			

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Fixed Income

Corporate bonds

United Kingdom - USD

ROYAL BK SCOTLAND 4 375% DUE 03-16-2016 CUSIP 78009PCC3

45,000 000 106 719 574 21 48,023 55 45,777 73 2,245 82 0 00 2,245 82

Issue Date 16 Mar 11 Rate 4 375% Yield to Maturity 1 279% Maturity Date 16 Mar 16

Total USD 102,974 85 633 68 100,440 03 2,534 82 0 00 2,534 82

Total United Kingdom

United States - USD

ABBVIE INC 2 9% DUE 11-06-2022 CUSIP 00287YAL3

40,000 000 93 4656 177 22 37,386 24 37,412 80 -26 56 0 00 -26 56

Issue Date 06 May 13 Rate 2 90% Yield to Maturity 3 775% Maturity Date 06 Nov 22

ALTRIA GROUP INC 4 DUE 01-31-2024 REG CUSIP 02209SAS2

35,000 000 97 7414 237 22 34,209 49 34,782 30 -572 81 0 00 -572 81

Issue Date 31 Oct 13 Rate 4 00% Yield to Maturity 4 276% Maturity Date 31 Jan 24

AMERICAN INTL GROUP INC 4 125 DUE 02-15-2024 CUSIP 026874CY1

45,000 000 99 4203 458 90 44,739 13 45,103 70 -364 57 0 00 -364 57

Issue Date 02 Oct 13 Rate 4 125% Yield to Maturity 4 196% Maturity Date 15 Feb 24

ANHEUSER BUSCH INBEV WORLDWIDE INC GTD NT FLTG DUE 07-14-2014 REG CUSIP 03523TBK3

20,000 000 100 1962 26 46 20,039 24 20,000 00 39 24 0 00 39 24

Issue Date 14 Jul 11 Rate 0 6031% Yield to Maturity 0 245% Maturity Date 14 Jul 14

* AVALONBAY COMMUNITIES INC 3 625 DUE 10-01-2020 REG CUSIP 05348EAS8

25,000 000 101 0897 254 25 25,272 42 24,992 90 279 52 0 00 279 52

Issue Date 20 Sep 13 Rate 3 625% Call Date 01 Jul 20 Call Price 100 00 Yield to Maturity 3 442% Maturity Date 01 Oct 20

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Corporate bonds								
United States - USD								
BANK OF AMERICA CORP 2 6 DUE 01-15-2019 CUSIP 06051GEX3								
45,000 000		100 4414	224 24	45,198 63	44 992 35	206 28	0 00	206 28
Issue Date 22 Oct 13 Rate 2 60% Yield to Maturity 2 506% Maturity Date 15 Jan 19								
BB&T CORP SR 2 05 DUE 06-19-2018 CUSIP 05531FAN3								
10,000 000		99 0036	6 83	9,900 36	9,985 40	-85 04	0 00	-85 04
Issue Date 19 Jun 13 Rate 2 05% Call Date 15 May 18 Call Price 100 00 Yield to Maturity 2 286% Maturity Date 19 Jun 18								
BERKSHIRE HATHAWAY FIN CORP 2 DUE 08-15-2018 REG CUSIP 084664BY6								
45,000 000		100 0601	340 00	45,027 04	45,000 75	26 29	0 00	26 29
Issue Date 15 Aug 13 Rate 2 00% Yield to Maturity 1 986% Maturity Date 15 Aug 18								
CHEVRON CORP NEW 1 718% DUE 06-24-2018 CUSIP 166764AE0								
25,000 000		99 6226	8 35	24,905 65	25,000 00	-94 35	0 00	-94 35
Issue Date 24 Jun 13 Rate 1 718% Call Date 24 May 18 Call Price 100 00 Yield to Maturity 1 806% Maturity Date 24 Jun 18								
CITIGROUP INC 2 5% DUE 09-26-2018 CUSIP 172967HC8								
35,000 000		100 5047	230 90	35,176 64	34,846 70	329 94	0 00	329 94
Issue Date 26 Sep 13 Rate 2 50% Yield to Maturity 2 386% Maturity Date 26 Sep 18								
COCA COLA CO/ 2 45 DUE 11-01-2020 CUSIP 191216BG4								
50,000 000		97 1314	204 16	48,565 70	49,929 50	-1,363 80	0 00	-1,363 80
Issue Date 01 Nov 13 Rate 2 45% Yield to Maturity 2 916% Maturity Date 01 Nov 20								
COMCAST CORP NEW 5 7% DUE 05-15-2018 CUSIP 20030NAW1								
20,000 000		114 8254	145 66	22,965 08	23,853 00	-887 92	0 00	-887 92
Issue Date 07 May 08 Rate 5 70% Yield to Maturity 2 13% Maturity Date 15 May 18								

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◆ Asset Detail - Base Currency

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Description / Asset ID	Investment Mgr ID	Shares/PAF value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income									
Corporate bonds									
United States - USD									
CORP OFFICE PPTYS 5.25% DUE 02-15-2024 CUSIP 22003BAH9									
		45,000 000	101.5739	689.06	45,708.25	44,452.35	1,255.90	0.00	1,255.90
DEVON ENERGY CORP 3.25% DUE 05-15-2022 CUSIP 25179MAP8									
		25,000 000	95.3549	103.81	23,838.72	25,068.75	-1,230.03	0.00	-1,230.03
DEVON ENERGY CORP NEW 2.25 DUE 12-15-2018 CUSIP 25179MAT0									
		15,000 000	98.9523	11.25	14,842.84	14,974.05	-131.21	0.00	-131.21
DOW CHEM CO 4.125 DUE 11-15-2021 CUSIP 260543CF8									
		20,000 000	103.2967	105.41	20,659.34	19,920.60	738.74	0.00	738.74
DUKE ENERGY CORP NEW 3.95 DUE 10-15-2023 CUSIP 26441CAL9									
		70,000 000	100.0289	614.44	70,020.23	70,076.50	-56.27	0.00	-56.27
ERP OPERATING LP 4.625 DUE 12-15-2021 REG CUSIP 26884AAZ6									
		20,000 000	105.4258	41.11	21,085.16	22,448.20	-1,363.04	0.00	-1,363.04
GENERAL ELEC CAP CORP MEDIUM TERM NTS 3.1 DUE 01-09-2023 CUSIP 36962G6S8									
		55,000 000	94.8758	814.61	52,181.69	52,731.70	-550.01	0.00	-550.01

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price		Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value						Market	Translation
Total								
Fixed Income								
Corporate bonds								
United States - USD								
GENERAL ELEC CO 5 25% DUE 12-06-2017 CUSIP 369604BC6								
Issue Date 06 Dec 07	40,000 000	Rate 5 25%	Yield to Maturity 1 761%	Maturity Date 06 Dec 17	45,277 68	46,298 40	-1,020 72	0 00
GILEAD SCIENCES 4 4% DUE 12-01-2021 CUSIP 375558AU7								
Issue Date 13 Dec 11	35,000 000	Rate 4 40%	Call Date 01 Sep 21	Call Price 100 00	Yield to Maturity 3 413%	Maturity Date 01 Dec 21	37,378 21	38,078 60
GOLDMAN SACHS 2 9% DUE 07-19-2018 CUSIP 38147MAA3								
Issue Date 19 Jul 13	30,000 000	Rate 2 90%	Yield to Maturity 2 487%	Maturity Date 19 Jul 18	30,530 22	30,075 60	454 62	0 00
INTERCONTINENTALEX 4% DUE 10-15-2023 CUSIP 45866FAA2								
Issue Date 08 Oct 13	45,000 000	Rate 4 00%	Yield to Maturity 3 926%	Maturity Date 15 Oct 23	45,266 71	44,896 60	370 11	0 00
JPMORGAN CHASE & 1 625% DUE 05-15-2018 CUSIP 46625HJL5								
Issue Date 15 May 13	35,000 000	Rate 1 625%	Yield to Maturity 2 126%	Maturity Date 15 May 18	34,272 00	34,943 30	-671 30	0 00
KINDER MORGAN 3 95% DUE 09-01-2022 CUSIP 494550BL9								
Issue Date 14 Mar 12	40,000 000	Rate 3 95%	Call Date 01 Jun 22	Call Price 100 00	Yield to Maturity 4 306%	Maturity Date 01 Sep 22	38,978 40	41,827 20
MEDCO HLTH NT 4 125 DUE 09-15-2020 CUSIP 58405UAG7								
Issue Date 10 Sep 10	30,000 000	Rate 4 125%	Yield to Maturity 3 526%	Maturity Date 15 Sep 20	31,063 20	32,982 90	-1,919 70	0 00
-2,848 80								
-1,919 70								

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Fixed Income								
Corporate bonds								
United States - USD								
NATL RURAL UTILS 1% DUE 02-02-2015 CUSIP 637432MP7								
Issue Date 02 Feb 12	Rate 1 00%	Yield to Maturity 0 457%	Maturity Date 02 Feb 15	20,117 60	19,936 40	181 20	0 00	181 20
NOVARTIS CAP CORP 2 9% DUE 04-24-2015 CUSIP 66989HAC2								
Issue Date 16 Mar 10	Rate 2 90%	Yield to Maturity 0 354%	Maturity Date 24 Apr 15	46,500 16	47,192 85	-692 69	0 00	-692 69
ORACLE CORP 2 375% DUE 01-15-2019 CUSIP 68389XAQ8								
Issue Date 16 Jul 13	Rate 2 375%	Yield to Maturity 2 186%	Maturity Date 15 Jan 19	30,268 56	29,895 60	372 96	0 00	372 96
PACIFICORP 5 65% DUE 07-15-2018 CUSIP 695114CH9								
Issue Date 17 Jul 08	Rate 5 65%	Yield to Maturity 2 19%	Maturity Date 15 Jul 18	45,948 72	44,943 20	1,005 52	0 00	1,005 52
PROCTER & GAMBLE 1 8% DUE 11-15-2015 CUSIP 742718DSS								
Issue Date 18 Nov 10	Rate 1 80%	Yield to Maturity 0 557%	Maturity Date 15 Nov 15	61,386 48	59,509 20	1,877 28	0 00	1,877 28
PROGRESS ENERGY SR NT 7 05 DUE 03-15-2019 CUSIP 743263AN5								
Issue Date 19 Mar 09	Rate 7 05%	Yield to Maturity 2 91%	Maturity Date 15 Mar 19	41,950 65	44,193 80	-2,243 15	0 00	-2,243 15
PROLOGIS L P 2 75% DUE 02-15-2019 CUSIP 74340XAV3								
Issue Date 15 Aug 13	Rate 2 75%	Call Date 15 Jan 19	Call Price 100 00	Yield to Maturity 2 896%	Maturity Date 15 Feb 19	19,981 60	19,993 00	-131 40

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID	Shares/PAR value						

Fixed Income

Corporate bonds

United States - USD

PROLOGIS L P 3 35 DUE 02-01-2021 CUSIP 74340XAY7

Issue Date 01 Nov 13 Rate 3 35% Call Date 01 Nov 20 Call Price 100 00 Yield to Maturity 3 819% Maturity Date 01 Feb 21
50,000 000 97 1123 279 16 48,556 15 49,992 00 -1,435 85 0 00 -1,435 85

PRUDENTIAL FINL INC MEDIUM TERM NTS VAR RT DUE 08-15-2018 CUSIP 74432QBX2

Issue Date 15 Aug 13 Rate 1 0206% Yield to Maturity 0 959% Maturity Date 15 Aug 18
35,000 000 100 317 46 63 35,110 95 35,000 00 0 00 0 00 110 95

SIMON PPTY GROUP L P SIMON PPTY GROUP LP5 25 201 5 25 DUE 12012016/09022016 BEO CUSIP 828807BW6

Issue Date 12 Dec 06 Rate 5 25% Call Date 02 Sep 16 Call Price 100 00 Yield to Maturity 1 492% Maturity Date 01 Dec 16
45,000 000 110 6864 196 87 49,808 88 44,543 25 5,265 63 0 00 5,265 63

SPECTRA ENERGY 2 95 DUE 09-25-2018 CUSIP 84756NAC3

Issue Date 25 Sep 13 Rate 2 95% Call Date 25 Aug 18 Call Price 100 00 Yield to Maturity 2 641% Maturity Date 25 Sep 18
5,000 000 101 3625 39 33 5,068 12 4,991 45 76 67 0 00 76 67

STARBUCKS CORP 2 DUE 12-05-2018 CUSIP 855244AF6

Issue Date 05 Dec 13 Rate 2 00% Call Date 05 Nov 18 Call Price 100 00 Yield to Maturity 2 186% Maturity Date 05 Dec 18
10,000 000 99 1352 14 44 9,913 52 9,979 20 -65 68 0 00 -65 68

TIME WARNER INC 4 05% DUE 12-15-2023 CUSIP 887317AR6

Issue Date 16 Dec 13 Rate 4 05% Yield to Maturity 4 086% Maturity Date 15 Dec 23
20,000 000 99 708 33 75 19,941 60 19,939 80 1 80 0 00 1 80

UNITEDHEALTH GROUP 2 75 DUE 02-15-2023 CUSIP 91324PBZ4

Issue Date 22 Oct 12 Rate 2 75% Call Date 15 Nov 22 Call Price 100 00 Yield to Maturity 3 855% Maturity Date 15 Feb 23
15,000 000 91 5656 155 83 13,734 84 14,976 30 -1,241 46 0 00 -1,241 46

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price		Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value						Market	Translation	
Fixed Income									
Corporate bonds									
United States - USD									
VA ELEC & PWR CO 5.4% DUE 04-30-2018 CUSIP 927804FF6									
50,000 000		113 5009		457 50	56,750 45	55,940 50	809 95	0 00	809 95
Issue Date 17 Apr 08	Rate 5.40%	Yield to Maturity 2.122%	Maturity Date 30 Apr 18						
VERIZON COMMUNICATIONS 5.15 BDS DUE 09-15-2023 USD2000 REG CUSIP 92343VBR4									
58,000 000		107 3692		854 61	62,274 13	57,812 08	4,462 05	0 00	4,462 05
Issue Date 18 Sep 13	Rate 5.15%	Yield to Maturity 4.216%	Maturity Date 15 Sep 23						
VIACOM INC NEW 2.5% DUE 09-01-2018 CUSIP 92553PAS1									
45,000 000		100 8061		412 50	45,362 74	44,735 40	627 34	0 00	627 34
Issue Date 19 Aug 13	Rate 2.50%	Yield to Maturity 2.316%	Maturity Date 01 Sep 18						
WELLPOINT INC 2.3% DUE 07-15-2018 CUSIP 94973VBE6									
20,000 000		99 2064		185 27	19,841 28	19,915 80	-74 52	0 00	-74 52
Issue Date 06 Aug 13	Rate 2.30%	Yield to Maturity 2.486%	Maturity Date 15 Jul 18						
WELLS FARGO & CO NEW NT DUE 10-28-2015 BEO CUSIP 949746NA5									
25,000 000		99 9678		19 77	24,991 95	23,562 50	1,429 45	0 00	1,429 45
Issue Date 28 Oct 05	Rate 0.4381%	Yield to Maturity 0.464%	Maturity Date 28 Oct 15						
WILLIAMS PARTNERS 4.5% DUE 11-15-2023 CUSIP 96950FAL8									
75,000 000		99 3205		431 25	74,490 37	74,547 00	-56 63	0 00	-56 63
Issue Date 15 Nov 13	Rate 4.50%	Call Date 15 Aug 23	Call Price 100.00	Yield to Maturity 4.586%	Maturity Date 15 Nov 23				
Total USD			12,631 76		1,636,367 02	1,636,273 48	93 54	0 00	93 54
Total United States			12,631 76		1,636,367 02	1,636,273 48	93 54	0 00	93 54

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Fixed Income							
Total Corporate Bonds							
1,983,000,000		16,741.95	2,019,846.28	2,018,304.16	1,542.12	0.00	1,542.12
Government mortgage backed securities							
United States - USD							
FEDERAL HOME LN MTG CORP POOL #G08534 3%06-01-2043 BEO CUSIP 3128MJSY7							
99,999 240	94 856	100 00	94,855 27	94,850 85	4 42	0 00	4 42
Issue Date 01 Jun 13 Rate 3 00% Yield to Maturity 3 843% Maturity Date 01 Jun 43							
FEDERAL NATL MTG ASSN GTD MTG POOL #A15236 5% 06-01-2041 BEO CUSIP 3138AJZA3							
120,458 320	109 141	501 90	131,469 41	129,925 62	1,543 79	0 00	1,543 79
Issue Date 01 Jun 11 Rate 5 00% Yield to Maturity 2 711% Maturity Date 01 Jun 41							
FEDERAL NATL MTG ASSN GTD MTG POOL #AL2908 3% 08-01-2027 BEO CUSIP 3138EKG8							
275,100 430	102 158	687 75	281,037 09	282,020 93	-983 84	0 00	-983 84
Issue Date 01 Dec 12 Rate 3 00% Yield to Maturity 2 342% Maturity Date 01 Aug 27							
FHLMC MULTICLASS FEDERAL HOME LN MTG CORP 3272 PA 6 02-15-2037 CUSIP 31397FAG7							
40,480 190	109 8863	202 40	44,482 18	41,272 38	3,209 80	0 00	3,209 80
Issue Date 01 Feb 07 Rate 6 00% Yield to Maturity 3 712% Maturity Date 15 Feb 37							
FNMA FNR 07-33 HE PAC 5 5PCT 04-25-37 5 04-25-2037 CUSIP 31396VGT9							
27,754 770	108 6893	127 20	30,166 46	27,816 54	2,349 92	0 00	2,349 92
Issue Date 01 Mar 07 Rate 5 50% Yield to Maturity 3 311% Maturity Date 25 Apr 37							
FNMA POOL #AB5665 3 5% 07-01-2042 BEO CUSIP 31417CJK2							
2,335 130	99 441	402 60	2,322 07	2,462 47	-140 40	0 00	-140 40
Issue Date 01 Jun 12 Rate 3 50% Yield to Maturity 3 585% Maturity Date 01 Jul 42							

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ Investment Mgr ID	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAF value	local market price						

Fixed Income

Government mortgage backed securities

United States - USD

FNMA POOL #AB7084 2 5% 11-01-2027 BEC CUSIP 31417D2S1

176,983 650	99 31	368 71	175,762 46	185,832 84	-10,070 38	0 00	-10,070 38
Issue Date 01 Nov 12	Rate 2 50%	Yield to Maturity 2 643%	Maturity Date 01 Nov 27				

FNMA POOL #AU6677 2 5% 09-01-2028 BEC CUSIP 3138XG6M36

222,162 450	99 084	462 83	220,127 44	217,927 48	2,199 96	0 00	2,199 96
Issue Date 01 Sep 13	Rate 2 50%	Yield to Maturity 2 673%	Maturity Date 01 Sep 28				

Total USD -1,886 73

Total United States -1,886 73

Total Government Mortgage Backed Securities

965,274.180 -1,886.73 0.00 -1,886.73

Gov't-issued commercial mortgage-backed

United States - USD

FHLMC MULTICLASS 25 MAY 2018 2 699 05-25-2018 CUSIP 3137AEV77

55,000 000	103 3155	123 70	56,823 52	55,548 46	1,275 06	0 00	1,275 06
Issue Date 01 Sep 11	Rate 2 695%	Yield to Maturity 1 857%	Maturity Date 25 May 18				

FHLMC MULTICLASS K013 CL A2 3 974 01-25-2021 CUSIP 3137AA4W0

42,000 000	105 7133	139 09	44,399 58	42,417 35	1,982 23	0 00	1,982 23
Issue Date 01 May 11	Rate 3 974%	Yield to Maturity 3 042%	Maturity Date 25 Jan 21				

FHLMC MULTICLASS SER K705 CL A2 2 303 09-25-2018 CUSIP 3137AKKC4

100,000 000	101 0737	191 91	101,073 70	102,042 97	-969 27	0 00	-969 27
Issue Date 01 Feb 12	Rate 2 303%	Yield to Maturity 2 036%	Maturity Date 25 Sep 18				

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Fixed Income

Gov't-issued commercial mortgage-backed

United States - USD

FNMA SER 2013-M4 CL ASQ2 1 45128 DUE 02-25-2018 CUSIP 3136AC3C3

90,000 000 99 0275 Yield to Maturity 1 679% Maturity Date 25 Feb 18 89,124 75 90,900 00 -1,775 25 0 00 -1,775 25

FNMA SERIES 2012-M2 CLASS A2 2 717 DUE 02-25-2022 CUSIP 3136A4TX7

25,000 000 96 2214 Yield to Maturity 3 251% Maturity Date 25 Feb 22 24,055 35 25,248 33 -1,192 98 0 00 -1,192 98

Issue Date 01 Feb 12 Rate 2 717% Yield to Maturity 3 251% Maturity Date 25 Feb 22 620 14 315,476 90 316,157 11 -680 21 -680 21

Total USD 620 14 315,476 90 316,157 11 -680 21 -680 21

Total Gov't-Issued Commercial Mortgage-Backed

312,000,000 620.14 315,476.90 316,157.11 -680.21 0.00 -680.21

Commercial mortgage-backed

United States - USD

CMO BEAR STEARNS COMML MTG SECS TR 2006-PWR13 CL A-A8 5 53 09-11-2041 REG CUSIP 07388LAD2

17,787 030 99 935 Yield to Maturity 5 138% Maturity Date 11 Sep 41 17,775 46 19,065 48 -1,290 02 0 00 -1,290 02

Issue Date 01 Sep 06 Rate 5 53% Yield to Maturity 5 138% Maturity Date 11 Sep 41

CMO CR SUISSE COMML MTG TR SER 2007-C5 DUE 09-15-2040 REG CUSIP 22546BAF7

50,000 000 110 4377 Yield to Maturity 2 585% Maturity Date 15 Sep 40 55,218 85 57,734 38 -2,515 53 0 00 -2,515 53

Issue Date 01 Nov 07 Rate 5 695% Yield to Maturity 2 585% Maturity Date 15 Sep 40

CMO J P MORGAN CHASE COMML MTG SECS TR 2006-LDP8 CL A-M 5 44 DUE 05-15-2045 BEO CUSIP 46629MAL9

50,000 000 109 704 Yield to Maturity 1 692% Maturity Date 15 May 45 54,852 00 56,648 44 -1,796 44 0 00 -1,796 44

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss					
							Market	Translation	Total			
Fixed Income												
Commercial mortgage-backed												
United States - USD												
CMO LB-UBS COM1 MTG TR 2007-C2 MTG PASSTHRU CTF CL A-1A CUSIP 50180JAE5												
Issue Date	11 Apr 07	Rate	5.387%	Yield to Maturity	1.834%	Maturity Date	15 Feb 40	55,733.28	56,233.50	-500.22	0.00	-500.22
CMO MERRILL LYNCH MTG TR 2007-C1 CTF CL A-4 DUE 06-12-2050 REG CUSIP 59025KAE2												
Issue Date	01 Aug 07	Rate	5.85848%	Yield to Maturity	2.537%	Maturity Date	12 Jun 50	55,398.20	58,044.92	-2,646.72	0.00	-2,646.72
CMO MORGAN STANLEY CAP I INC MORGAN STANLEY CAPIT VAR DUE 11-14-2042 BEO CUSIP 617451CL1												
Issue Date	01 Nov 05	Rate	5.20741%	Yield to Maturity	1.43%	Maturity Date	14 Nov 42	26,293.85	27,527.34	-1,233.49	0.00	-1,233.49
CMO WACHOVIA BK COM1 MTG TR COM1 MTG PASS-TH CL A-5 5.342 DUE 01-15-2017 REG CUSIP 92978QCB1												
Issue Date	01 Mar 07	Rate	5.342%	Yield to Maturity	1.832%	Maturity Date	15 Dec 43	82,477.72	85,098.63	-2,620.91	0.00	-2,620.91
CMO WACHOVIA BK COM1 MTG TR COM1 MTG PASSTHR DUE 06-15-2049 REG CUSIP 92978YAD2												
Issue Date	01 Jun 07	Rate	5.73257%	Yield to Maturity	2.278%	Maturity Date	15 Jun 49	49,801.81	51,908.20	-2,106.39	0.00	-2,106.39
CMO WACHOVIA BK COM1 MTG TR PASS TH MTG CTF A-M FLTG RATE 5.591 DUE 4-15-47 REG CUSIP 92978TAH4												
Issue Date	01 May 07	Rate	5.591%	Yield to Maturity	2.656%	Maturity Date	15 Apr 47	43,551.44	44,789.06	-1,237.62	0.00	-1,237.62
CMO WACHOVIA BK COM1 MTG TR SER 2005-C20CL A-7 DUE 07-15-2042 BEO CUSIP 929766AQ3												
Issue Date	01 Aug 05	Rate	5.118%	Yield to Maturity	1.074%	Maturity Date	15 Jul 42	84,269.02	86,574.39	-2,305.37	0.00	-2,305.37

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Fixed Income

Commercial mortgage-backed

United States - USD

CMO WACHOVIA BK COML MTG TR SER 2006-C23CL A-M DUE 01-15-2045 REG CUSIP 929768DV1

30,000 000	107 7364	136 65	32,320 92	33,407 81	-1,086 89	0 00	-1,086 89
Issue Date 01 Mar 06	Rate 5.466%	Yield to Maturity 1.508%	Maturity Date 15 Jan 45				
Total USD	2,262 40	557,692 55	577,032 15	-19,339 60	0 00		-19,339 60
Total United States	2,262 40	557,692 55	577,032 15	-19,339 60	0 00		-19,339 60
Total Commercial Mortgage-Backed	2,262 40	557,692 55	577,032 15	-19,339 60	0 00		-19,339 60
513,237.470							

Index linked government bonds

United States - USD

UNITED STATES TREAS NTS DTD 01/15/2013 TIPS 01-15-2023 CUSIP 912828UH1

30,000 000	95 568254	17 52	28,670 47	30,820 36	-2,149 89	0 00	-2,149 89
Issue Date 15 Jan 13	Rate 0.12646%	Yield to Maturity 1.602%	Maturity Date 15 Jan 23				
UNITED STATES TREAS NTS TIPS 375 07-15-2023 CUSIP 912828VM9							

45,000 000	96 79636	77 95	43,558 36	44,630 31	-1,071 95	0 00	-1,071 95
Issue Date 15 Jul 13	Rate 0.375%	Yield to Maturity 1.695%	Maturity Date 15 Jul 23				

USA TREASURY NTS TIPS DTD 00340 04-15-2016 CUSIP 912828QD5

215,000 000	108 650524	60 93	233,598 62	229,711 91	3,886 71	0 00	3,886 71
Issue Date 15 Apr 11	Rate 0.13224%	Yield to Maturity -2.522%	Maturity Date 15 Apr 16				
Total USD	156 40	305,827 45	305,162 58	664 87	0 00		664 87
Total United States	156 40	305,827 45	305,162 58	664 87	0 00		664 87

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
						Market	Translation
Total							
Fixed Income							
Total Index Linked Government Bonds							
290,000,000			156.40	305,827.45	305,162.58	664.87	0.00
664.87							
Total Fixed Income							
8,578,511.650			47,145.94	8,811,059.20	8,890,878.60	-79,819.40	0.00
-79,819.40							

Cash and Cash Equivalents

Funds - short term investment

USD - NTGI COLTV GOVT STIF REGI STERED						
1.00	5.07		309,778.91	309,778.91	0.00	0.00
Total funds - short term investment - all currencies						
	5.07		309,778.91	309,778.91	0.00	0.00
Total funds - short term investment - all countries						
	5.07		309,778.91	309,778.91	0.00	0.00
Total Funds - Short Term Investment						
309,778.910	5.07		309,778.91	309,778.91	0.00	0.00
Total Cash and Cash Equivalents						
309,778.910	5.07		309,778.91	309,778.91	0.00	0.00

Adjustments To Cash

Pending trade purchases

USD - United States dollar						
1.00	0.00		-1,114,118.86	-1,114,118.86	0.00	0.00

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAF value								

Adjustments To Cash

Pending trade purchases

Total pending trade purchases - all currencies	0.00	-1,114,118.86	-1,114,118.86	0.00	0.00	0.00	0.00	0.00
Total pending trade purchases - all countries	0.00	-1,114,118.86	-1,114,118.86	0.00	0.00	0.00	0.00	0.00
Total Pending trade purchases	0.000	-1,114,118.86	-1,114,118.86	0.00	0.00	0.00	0.00	0.00

Pending trade sales

USD - United States dollar	1.00	0.00	1,244,710.21	1,244,710.21	0.00	0.00	0.00	0.00
Total pending trade sales - all currencies	0.00	0.00	1,244,710.21	1,244,710.21	0.00	0.00	0.00	0.00
Total pending trade sales - all countries	0.00	0.00	1,244,710.21	1,244,710.21	0.00	0.00	0.00	0.00
Total Pending trade sales	0.000	0.00	1,244,710.21	1,244,710.21	0.00	0.00	0.00	0.00

Other receivables

USD - United States dollar	1.00	0.00	51,247.15	51,247.15	0.00	0.00	0.00	0.00
Total other receivables - all currencies	0.00	0.00	51,247.15	51,247.15	0.00	0.00	0.00	0.00
Total other receivables - all countries	0.00	0.00	51,247.15	51,247.15	0.00	0.00	0.00	0.00
Total Other Receivables	0.000	0.00	51,247.15	51,247.15	0.00	0.00	0.00	0.00

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Total Adjustments To Cash							
	0 000		0.00	181,838.50	181,838.50	0.00	0.00
Total			72,378.85	25,613,419.52	19,600,501.29	6,012,918.23	0.00
9,174,870.560							6,012,918.23

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◆ Realized Gain/Loss Summary

	Transaction Amount	Cost	Market	Realized gain/loss Translation	Total
Sales					
Equities					
Common stock					
Canada - USD	352,339.02	-439,848.12	-87,509.10	0.00	-87,509.10
Denmark - USD	35,047.39	-14,492.34	20,555.05	0.00	20,555.05
Germany - USD	1,528.00	0.00	1,528.00	0.00	1,528.00
United Kingdom - USD	210,727.11	-197,568.81	13,158.30	0.00	13,158.30
United States - USD	3,241,387.90	-2,123,474.79	1,117,913.11	0.00	1,117,913.11
Total common stock	3,841,029.42	-2,775,384.06	1,065,645.36	0.00	1,065,645.36
Funds - equities etf					
United States - USD	280,563.70	-273,877.39	6,686.31	0.00	6,686.31
Total funds - equities etf	280,563.70	-273,877.39	6,686.31	0.00	6,686.31
Total equities	4,121,593.12	-3,049,261.45	1,072,331.67	0.00	1,072,331.67
Fixed income					
Commercial mortgage-backed					
United States - USD	114,835.55	-112,715.04	2,120.51	0.00	2,120.51
Total commercial mortgage-backed	114,835.55	-112,715.04	2,120.51	0.00	2,120.51
Corporate bonds					
France - USD	67,672.20	-69,882.87	-2,210.67	0.00	-2,210.67
Netherlands - USD	18,990.00	-19,870.40	-880.40	0.00	-880.40
Switzerland - USD	23,151.20	-23,306.60	-155.40	0.00	-155.40
United States - USD	1,819,223.66	-1,812,812.80	6,410.86	0.00	6,410.86
Total corporate bonds	1,929,037.06	-1,925,872.67	3,164.39	0.00	3,164.39
Government agencies					

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◆ Realized Gain/Loss Summary

	Transaction Amount	Cost	Market	Translation	Total
Sales					
Fixed income					
Government agencies					
United States - USD	177,324.29	-183,945.50	-6,621.21	0.00	-6,621.21
Total government agencies	177,324.29	-183,945.50	-6,621.21	0.00	-6,621.21
Government bonds					
United States - USD	1,571,446.22	-1,586,746.62	-15,300.40	0.00	-15,300.40
Total government bonds	1,571,446.22	-1,586,746.62	-15,300.40	0.00	-15,300.40
Government mortgage backed securities					
United States - USD	17,553,294.39	-17,584,102.04	-30,807.65	0.00	-30,807.65
Total government mortgage backed securities	17,553,294.39	-17,584,102.04	-30,807.65	0.00	-30,807.65
Index linked government bonds					
United States - USD	410,040.21	-417,184.78	-7,144.57	0.00	-7,144.57
Total index linked government bonds	410,040.21	-417,184.78	-7,144.57	0.00	-7,144.57
Municipal/provincial bonds					
United States - USD	53,205.75	-49,398.13	3,807.62	0.00	3,807.62
Total municipal/provincial bonds	53,205.75	-49,398.13	3,807.62	0.00	3,807.62
Total fixed income	21,809,183.47	-21,859,964.78	-50,781.31	0.00	-50,781.31
Total sales	25,930,776.59	-24,909,226.23	1,021,550.36	0.00	1,021,550.36
Principal Paydowns					
Fixed income					
Commercial mortgage-backed					
United States - USD	43,923.76	-47,279.05	-3,355.29	0.00	-3,355.29
Total commercial mortgage-backed	43,923.76	-47,279.05	-3,355.29	0.00	-3,355.29

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◆ Realized Gain/Loss Summary

	Transaction Amount	Cost	Market	Realized gain/loss Translation	Total
Principal Paydowns					
Fixed income					
Government mortgage backed securities					
United States - USD	122,559 10	-127,749 40	-5,190 30	0 00	-5,190 30
Total government mortgage backed securities	122,559 10	-127,749 40	-5,190 30	0 00	-5,190 30
Total fixed income	166,482 86	-175,028 45	-8,545 59	0 00	-8,545 59
Total principal paydowns	166,482 86	-175,028 45	-8,545 59	0 00	-8,545 59

Capital Changes

Equities					
Common stock					
United States - USD	303 56	0 00	303 56	0 00	303 56
Total common stock	303 56	0 00	303 56	0 00	303 56
Total equities	303 56	0 00	303 56	0 00	303 56
Fixed income					
Corporate bonds					
United States - USD	243,679 75	-243,881 59	-201 84	0 00	-201 84
Total corporate bonds	243,679 75	-243,881 59	-201 84	0 00	-201 84
Total fixed income	243,679 75	-243,881 59	-201 84	0 00	-201 84
Total capital changes	243,983 31	-243,881 59	101 72	0 00	101 72
Total realized gain/loss	26,341,242 76	-25,328,136 27	1,013,106 49	0 00	1,013,106 49

Nestlé USA Foundation
Form 990-PF - CY 2013

Part VIII, Line 1 - List of Officers & Directors:

Name	Address	Title	Average Hrs to Position	Compensation	Contributions to Benefit Plan	Expense Acct & Allowances
Paul Grimwood	800 N. Brand Blvd. Glendale, CA 91203	President	Nominal	0	0	0
Steven Presley	800 N. Brand Blvd Glendale, CA 91203	Director	Nominal	0	0	0
Judy Cascapera	800 N. Brand Blvd Glendale, CA 91203	Vice President	Nominal	0	0	0
Don W. Gosline	800 N Brand Blvd Glendale, CA 91203	Treasurer	Nominal	0	0	0
Jonathan Jackman	800 N. Brand Blvd. Glendale, CA 91203	Secretary	Nominal	0	0	0
William T Ferioli	800 N Brand Blvd. Glendale, CA 91203	Asst. Secretary	Nominal	0	0	0
Karin Brodbeck	800 N Brand Blvd. Glendale, CA 91203	Asst. Secretary	Nominal	0	0	0
Linda Brodie	800 N Brand Blvd Glendale, CA 91203	Asst Treasurer, Cash Management	Nominal	0	0	0
Alexander Spitzer	383 Main Ave Norwalk, CT 06581	Asst Treasurer, Taxes	Nominal	0	0	0
Alan Pasetsky	383 Main Ave. Norwalk, CT 06581	Asst. Treasurer, Taxes	Nominal	0	0	0
Gary Kirschenbaum	383 Main Ave Norwalk, CT 06581	Asst. Treasurer, Taxes	Nominal	0	0	0
Michael Davis	383 Main Ave. Norwalk, CT 06581	Asst. Treasurer, Taxes	Nominal	0	0	0