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Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

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

Name of foundation  
**AS & F FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**625 FAIR OAKS AVENUE, STE 360**

City or town, state or province, country, and ZIP or foreign postal code  
**SOUTH PASADENA, CA 91030**

**A** Employer identification number  
**95-6030792**

**B** Telephone number (see instructions)  
**(626) 411-5188**

**C** If exemption application is pending, check here

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

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

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

**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) **\$ 62,803,351.**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

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) if the foundation is not required to attach Sch B <input type="checkbox"/>				
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,298,860.	1,185,918.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	497,714.			
	b Gross sales price for all assets on line 6a 9,300,475.				
	7 Capital gain net income (from Part IV, line 2)		718,414.		
	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) ATCH 2	3,411.	39,711.			
12 Total. Add lines 1 through 11	1,799,985.	1,944,043.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,077.	1,077.		
	c Other professional fees (attach schedule) *	363,342.	235,428.		109,165.
	17 Interest NOV 20 2014				
	18 Taxes (attach schedule) (see instructions) ATCH 4	255,635.	59,943.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	4,439.			4,316.
	24 Total operating and administrative expenses. Add lines 13 through 23	624,493.	296,448.		113,481.
	25 Contributions, gifts, grants paid	4,031,673.			2,884,500.
26 Total expenses and disbursements. Add lines 24 and 25	4,656,166.	296,448.		2,997,981.	
27 Subtract line 26 from line 12	-2,856,181.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		1,647,595.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	21,865.	12,207.	12,207.
	2	Savings and temporary cash investments . . . . .	378.	1,414,227.	1,414,227.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - US and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 6 . . . . .		46,855,935.	46,855,935.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) ATCH 7 . . . . .	56,213,412.	14,040,752.	14,040,752.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 8 ) . . . . .	34,906.	480,230.	480,230.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	56,270,561.	62,803,351.	62,803,351.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	38,288.	12,500.	
	18	Grants payable . . . . .	895,000.	2,042,173.	
	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 ▶ ATCH 9 ) . . . . .	152,874.	159,250.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,086,162.	2,213,923.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	55,184,399.	60,589,428.	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	55,184,399.	60,589,428.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	56,270,561.	62,803,351.		

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 55,184,399.
2	Enter amount from Part I, line 27a . . . . .	2 -2,856,181.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10 . . . . .	3 8,261,210.
4	Add lines 1, 2, and 3 . . . . .	4 60,589,428.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 60,589,428.

**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)

(a)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE			
b			
c			
d			
e			

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

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

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

2 Capital gain net income or (net capital loss) } { If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7 } **2** 718,414.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in  
Part I, line 8 } **3** 0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,264,460.	55,097,561.	0.059249
2011	1,432,380.	55,467,275.	0.025824
2010	571,321.	51,472,285.	0.011100
2009	1,439,971.	45,728,531.	0.031490
2008	2,866,329.	56,151,935.	0.051046

2 Total of line 1, column (d) **2** 0.178709

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** 0.035742

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 **4** 57,659,739.

5 Multiply line 4 by line 3 **5** 2,060,874.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 16,476.

7 Add lines 5 and 6 **7** 2,077,350.

8 Enter qualifying distributions from Part XII, line 4 **8** 2,997,981.  
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total amount owed is 54,944.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, unrelated business income, and substantial contributors. Includes 'Yes' and 'No' columns.

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? . . . . . 13 X
Website address N/A
14 The books are in care of WHITTIER TRUST COMPANY Telephone no 626-441-5188
Located at 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA ZIP+4 91030
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . . 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes... 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... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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). Table with columns: (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. Row 1: ATCH 11, 0, 0, 0.

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

Table with columns: (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. Row 1: NONE.

Total number of other employees paid over \$50,000

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		319,895.
-----		
-----		
-----		
-----		
-----		
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 N/A	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	55,727,470.
b	Average of monthly cash balances	1b	2,413,351.
c	Fair market value of all other assets (see instructions)	1c	396,985.
d	Total (add lines 1a, b, and c)	1d	58,537,806.
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	58,537,806.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	878,067.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,659,739.
6	Minimum investment return. Enter 5% of line 5	6	2,882,987.

**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	2,882,987.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,476.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,476.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,866,511.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,866,511.
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	2,866,511.

**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	2,997,981.
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	2,997,981.
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	16,476.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,981,505.

**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 . . . . .				2,866,511.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			637,971.	
b Total for prior years 20 11 , 20 10 , 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,997,981 . . . . .				
a Applied to 2012, but not more than line 2a . . . . .			637,971.	
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 . . . . .				2,360,010.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .				
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				506,501.
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) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .		0		
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .				

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

NOT APPLICABLE

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>ATCH 13</p>				
<b>Total</b> . . . . . ▶ <b>3a</b>				2,884,500.
<p>b <i>Approved for future payment</i></p> <p>ATCH 14</p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				2,050,000.





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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,153.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					440,407.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					110,486.	
7,952,295.		SALE OF PUBLICLY HELD SECURITIES 7,632,224.					VARIOUS 320,071.	VARIOUS
796,134.		SALE OF PUBLICLY HELD SECURITIES 949,837.					VARIOUS -153,703.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>718,414.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS AND INTEREST	1,298,860.	1,185,918.
TOTAL	<u>1,298,860.</u>	<u>1,185,918.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME	3,411.	
NET INVESTMENT INC FROM STRATEGIC FD II		50,629.
NET INVESTMENT INC FROM STRATEGIC FD III		-14,329.
<b>TOTALS</b>	<u>3,411.</u>	<u>39,711.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATION FEES	7,081.		7,081.
WTC ADMINISTRATIVE EXPENSE	141,666.	27,500.	96,250.
TRUSTEE FEES	8,334.	1,667.	5,834.
INVESTMENT FEES	205,761.	205,761.	
APPRAISAL FEE	500.	500.	
TOTALS	<u>363,342.</u>	<u>235,428.</u>	<u>109,165.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	195,692.	
FOREIGN TAX EXPENSE	59,943.	59,943.
<b>TOTALS</b>	<u>255,635.</u>	<u>59,943.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BANK FEES	123.
GENERAL INSURANCE	4,136.
FILING FEES	180.
TOTALS	<u>4,439.</u>

<u>CHARITABLE PURPOSES</u>
4,136.
180.
<u>4,316.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK SEE STATEMENT ATTACHED UNSETTLED TRADES	46,903,119. -47,184.	46,903,119. -47,184.
TOTALS	<u>46,855,935.</u>	<u>46,855,935.</u>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-JENNISON

## Portfolio Details

	Market Value
<b>Equity Securities - Large Cap</b>	
ABBOTT LABORATORIES, COMMON STOCK NO PAR (ABT)	\$33,891.98
ADOBE SYS INC COM (ADBE)	39,700.44
ALEXION PHARMACEUTICALS INC COM (ALXN)	65,332.46
ALLERGAN INC COM STOCK (AGN)	66,425.84
AMAZON COM INC COM (AMZN)	160,712.37
AMERICAN TOWER CORP (AMT)	35,120.80
APPLE INC COM STK (AAPL)	153,183.03
BIOGEN IDEC INC COM STK (BIIB)	107,983.50
BOEING CO COM (BA)	59,509.64
BRIS TOL MYERS SQUIBB CO COMMON S TOCK (BMY)	96,679.85
CELGENE CORP COM (CELG)	64,880.64
CHIPOTLE MEXICAN GRILL INC COM STK (CMG)	44,753.52
COSTCO WHOLESALE CORP NEW COM (COST)	62,837.28
DISCOVERY COMMUNICATIONS INC NEW COM SERA STK (DISCA)	56,422.08
EBAY INC COM USD0 001 (EBAY)	17,400.13

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-JENNISON

## Portfolio Details

	Market Value
ESTEE LAUDFR COMPANIES INC CL A USD0 01 (E1)	56,414 68
EXPRESS SCRIPTS HLDG CO COM (ESRX)	25,848 32
FACEBOOK INC CL A CL A (FB)	79,584 96
GIL-LEAD SCIENCES INC (GILD)	69,363 45
GOLDMAN SACHS GROUP INC COM (GS)	62,572 78
GOOGLE INC CL A CL A (GOOG)	175,951 47
LINKEDIN CORP CL A (LNKD)	80,443 93
MASTERCARD INC CL A (MA)	297,423 76
MEAD JOHNSON NUTRITION COM USD0 01 (MJN)	39,032 16
MERCK & CO INC NEW COM (MRK)	19,419 40
MICHAEL KORS HOLDINGS LTD COM NPV (KORS)	78,348 35
MONDELEZ INTL INC COM (MDLZ)	56,197 60
MONSANTO CO NEW COM (MON)	93,006 90
MORGAN STANLEY COM STK USD0 01 (MS)	32,520 32
NETFLIX INC COM STK (NFLX)	53,016 48
NIKE INC CL B CL B (NKE)	72,584 72
NOBLE ENERGY INC COM (NBL)	18,253 48
PRECISION CASTPARTS CORP COM (PCP)	75,942 60

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-JENINSON

## Portfolio Details

	Market Value
PRICELINE COM INC COM NEW STK (PCLN)	127,864 00
RALPH LAUREN CORP CL A CL A (RL)	19,069 56
SALESFORCE COM INC COM STK (CRM)	74,892 83
SCHLUMBERGER LTD COM (SLB)	28,564 87
STARBUCKS CORP COM (SBUX)	51,815 79
TESLA MTRS INC COM (TSLA)	33,233 98
TJX COS INC COMMON NEW (TJX)	75,583 78
TWENTY-FIRST CENTY FOX INC CL A CL A (FOXA)	24,098 30
UNION PAC CORP COM (UNP)	41,496 00
UNITED TECHNOLOGIES CORP COM (UTX)	56,900 00
VERTEX PHARMACEUTICALS INC COM (VRTX)	41,459 40
VMWARE INC CL A COM CL A COM (VMW)	51,134 70
WALT DISNEY CO (DIS)	76,323 60
WHOLE FOODS MKT INC COM (WFM)	60,721 50
<b>Total Large Cap</b>	<b>\$3,233,917 23</b>
<b>Equity Securities - Mid Cap</b>	
BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010 (BMRN)	\$60,080 85

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-JENNISON

## Portfolio Details

	Market Value
CONCHO RES INC COM STK (CXO)	34,236 00
DUNKIN BRANDS GROUP INC COM (DNKN)	42,367 80
FMC TECHNOLOGIES INC COM (FTI)	18,169 08
ILLUMINA INC COM (ILMN)	60,841 00
O REILLY AUTOMOTIVE INC NEW COM USD0 01 (ORLY)	10,682 93
RFD HAT INC COM (RHT)	42,702 48
SPROUTS FMRS MKT INC COM (SFND)	9,415 35
TRIPADVISOR INC COM COM STK (TRIP)	27,665 22
UNDER ARMOUR INC CL A (UA)	40,594 50
<b>Total Mid Cap</b>	<b>\$346,755 21</b>
<b>Equity Securities - International Developed</b>	
CANADIAN PAC RY LTD COM CANADIAN PACIFICRAILWAY LTD (CP)	\$46,909 20
<b>Total Canada - USD</b>	<b>\$46,909 20</b>
NOVO-NORDISK A S ADR (NVO)	67,067 88
<b>Total Denmark - USD</b>	<b>\$67,067 88</b>
PERRIGO COMPANY LIMITED COM EUR0 001 (PRGO)	40,973 82
<b>Total Ireland - USD</b>	<b>\$40,973 82</b>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-JENNISON

## Portfolio Details

	Market Value
LUXOTTICA GROUP S P A SPONSORED ADR (LUY)	48,905 44
<b>Total Italy - USD</b>	<b>\$48,905 44</b>
ARM HLDS PLC SPONSORED ISIN US0420681068 (ARMH)	31,913 42
DIAGEO PLC SPONSORED ADR NEW (DEO)	20,260 26
<b>Total United Kingdom - USD</b>	<b>\$52,173 68</b>
<b>Total International Developed</b>	<b>\$256,030 02</b>
<b>Equity Securities - Other Equity</b>	
SPLUNK INC COMSTK COM USD0 001 (SPLK)	\$42,163 38
TABLEAU SOFTWARE INC CL A CL A (DATA)	7,926 95
TWITTER INC COM (TWTR)	22,977 65
WORKDAY INC CL A COM USD0 001 (WDAY)	29,854 44
<b>Total Other Equity</b>	<b>\$102,922 42</b>
<b>Total Equity Securities</b>	<b>\$3,939,624 88 <sup>(A)</sup></b>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-GENEVA MID

## Portfolio Details

	Market Value
<b>Equity Securities - Large Cap</b>	
CERNER CORP COM (CERN)	\$25,528.92
CHIPotle MEXICAN GRILL INC COM STK (CMG)	22,376.76
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A (CTSH)	29,183.22
INTERCONTINENTAL EXCHANGE GROUP INC COM (ICE)	23,391.68
INTUIT COM (INTU)	21,522.24
<b>Total Large Cap</b>	<b>\$122,002.82</b>
<b>Equity Securities - Mid Cap</b>	
AFFILIATED MANAGERS GROUP INC COM STK (AMG)	\$25,374.96
ALIGN TECHNOLOGY INC COM (ALGN)	18,630.90
AMETEK INC NEW COM (AME)	23,174.80
AMPHENOL CORP NEW CL A (API)	24,167.78
ANSYS INC COM (ANSS)	21,974.40
BROWN & BROWN INC COM (BRO)	9,008.93
C R BARD (BCR)	14,197.64
CHURCH & DWIGHT INC COM (CHD)	17,829.32

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-GENEVA MID

## Portfolio Details

	Market Value
CITRIX SYS INC COMMON STOCK (CTXS)	9,044 75
COMMVAULT SYS INC COM STK (CVLT)	11,531 52
CONCHO RES INC COM STK (CXO)	18,792 00
COPART INC COM (CPRT)	17,225 50
COSTAR GROUP INC COM (CSGP)	16,796 78
DICKS SPORTING GOODS INC OC-COM (DKS)	21,555 10
DSW INC CL A CL A (DSW)	18,715 74
EAST WEST BANCORP INC COM (EWBC)	21,471 58
FACTSET RESH SYS INC COM STK (FDS)	8,360 66
FASTENAL CO COM (FAST)	12,827 70
FISERV INC COMMON STOCK (FISV)	22,675 20
GENESE & WYO INC CL A CL A (GWR)	13,447 00
HAIN CELESTIAL GROUP INC COM (HAIN)	11,347 50
HUNT J B TRANS SVCS INC COM (JBHT)	16,233 00
IDEX CORP COM (IEY)	19,644 10
IHS INC COM CL A COM CL A (IHS)	20,349 00
LKQ CORP COM LKQ CORP (LKQ)	32,406 50
MICROSYS INC COM (MCRS)	19,104 21

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-GENEVA MID

## Portfolio Details

	Market Value
MIDDLEBY CORP COM (MIDD)	11,758 53
O REILLY AUTOMOTIVE INC NEW COM USD0 01 (ORLY)	25,098 45
OASIS PETE INC NEW COM STK (OAS)	15,781 92
OCEANEERING INTL INC COM (OII)	9,938 88
PALL CORP COMMON STOCK \$25 PAR (PLL)	13,741 35
PANERA BREAD CO CL A (PNRA)	15,018 65
POLARIS INDS INC COM (PII)	29,273 64
RANGE RES CORP COM (RRC)	16,946 31
RAYMOND JAMES FINANCIAL INC COMMON STK (RJF)	6,523 75
RED HAT INC COM (RHAT)	19,894 20
ROPER INDS INC NEW COM (ROP)	15,254 80
SIGNIA-ALDRICH CORP , COMMON STOCK, \$1 PAR (SIAL)	13,819 47
SIGNATURE BK NEW YORK N Y COM (SBNY)	23,310 14
SIRONA DENTAL SYS INC COM STK (SIRO)	12,706 20
SMUCKER J M CO COM NEW COM NEW (SJM)	16,786 44
STERICYCLE INC COM (SRCL)	19,284 22
TRACTOR SUPPLY CO COM (TSCO)	30,488 94

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-GENEVA MID

## Portfolio Details

	Market Value
TRIMBLE NAV LTD COM (TRMIB)	21,583 40
TYLER TECHNOLOGIES INC COM S TK (TYL)	11,949 21
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK (ULTA)	11,196 32
UNDER ARMOUR INC CL A (UA)	26,190 00
VARIAN MEDICAL SYSTEMS INC (VAR)	20,976 30
WABTEC CORP COM (WAB)	23,320 78
<b>Total Mid Cap</b>	<b>\$876,728 47</b>
<b>Equity Securities - Small Cap</b>	
BEACON ROOFING SUPPLY INC COM (BECN)	\$11,922 88
CHART INDS INC COM PAR \$0 01 COM PAR \$0 01 (GILS)	14,441 64
PAREXEL INTL CORP COM (PRXL)	14,502 78
<b>Total Small Cap</b>	<b>\$40,867 30</b>
<b>Equity Securities - International Developed</b>	
CATAMARAN CORP COM (CTRX)	\$12,392 28
<b>Total Canada - USD</b>	<b>\$12,392 28</b>
PERRIGO COMPANY LIMITED COM EURO 001 (PRGO)	21,637 86

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-GENEVA MID

## Portfolio Details

Total Ireland - USD	
Total International Developed	
Total Equity Securities	
	Market Value
	\$21,637,86
	\$34,030,14
	\$1,073,628,73 (A)

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- ADVISORY

## Portfolio Details

	Market Value
<b>Equity Securities - Large Cap</b>	
DISCOVER FINI. SVCS COM STK (DFS)	\$18,799 20
PIONEER NATURAL RESOURCES CO COMMON STK (PXD)	33,500 74
<b>Total Large Cap</b>	<b>\$52,299 94</b>
<b>Equity Securities - Mid Cap</b>	
ALLEGHENY TECHNOLOGIES INC COM (ATI)	\$36,200 08
ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG COMMON STOCK (AWH)	28,653 74
AMERCO COM (UHAL)	26,875 92
AMERICAN CAP LTD COM STK (ACAS)	55,799 96
CIT GROUP INC NEW COM NEW COM NEW (CIT)	44,258 37
CNO FINL GROUP INC COM (CNO)	23,386 18
COMERICA INC, COMMON S TOCK, \$5 PAR (CMA)	36,368 10
FOOT LOCKER INC COM (FL)	22,460 48
GULFPORT ENERGY CORP COM NEW COM NEW (GFOR)	50,077 95
HIYATT HOTELS CORP COM CL A COM CL A (H)	30,566 28
KEY CORP NEW COMMON STOCK (KEY)	27,376 80

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- ADVISORY

## Portfolio Details

	Market Value
LEUCADIA NATIONAL CORP COMMON STOCK \$1 PAR (LUK)	15,105 22
NEWS CORP NEW CL A CL A (NWSA)	21,551 92
OSHKOSH CORPORATION (OSK)	44,989 34
OWENS CORNING NEW COM STK (OC)	38,561 84
PLUM CREEK TIMBER CO INC COM (PCL)	24,324 73
RANGE RES CORP COM (RRC)	10,538 75
RAYMOND JAMES FINANCIAL INC COMMON STK (RJF)	22,807 03
SINCLAIR BROADCAST GROUP INC CL A (SBGI)	31,513 86
VISTEON CORP COM NEW COM NEW (VC)	42,910 36
WHITE MOUNTAINS INSURANCE GROUP COM STOCK (WTM)	33,772 48
<b>Total Mid Cap</b>	<b>\$648,099 39</b>
<b>Equity Securities - Small Cap</b>	
ALEXANDER & BALDWIN INC NEW COM (ALEX)	\$34,510 71
CASEYS GEN STORES INC COM (CASY)	14,893 00
CST BRANDS INC COM USD0 01 (CST)	23,794 56
ENCORE WIRE CORP COM (WIRE)	35,284 20

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- ADVISORY

## Portfolio Details

	Market Value
INTREPID POTASH INC COM (IP1)	23,617 44
INVESTORS BANCORP INC COM STK (ISBC)	22,331 34
LSB INDS INC COM (LXU)	28,837 06
M D C HLDGS INC COM (MDC)	21,181 68
RYMAN HOSPITALITY PPTYS INC COM (RIIP)	23,772 82
SCHNITZER STEEL INDS INC CL A (SCHN)	19,863 36
SEACOR HLDGS INC COM (CKH)	26,083 20
SUSSER HLDGS CORP COM STK (SUSS)	44,402 22
TECH DATA CORP , COMMON STOCK (TECD)	12,796 80
UNIVERSAL AMERICAN CORP COM STK (UAM)	5,234 10
VAIL RESORTS INC COM (MTN)	15,948 76
<b>Total Small Cap</b>	<b>\$352,551 25</b>
<b>Equity Securities - Other Equity</b>	
TRIBUNE CO CL A CL A (TRBAA)	\$46,285 20
<b>Total Other Equity</b>	<b>\$46,285 20</b>
<b>Total Equity Securities</b>	<b>\$1,099,235 78 <sup>(A)</sup></b>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- SUMMIT

## Portfolio Details

	Market Value
<b>Equity Securities - Mid Cap</b>	
ANSYS INC COM (ANSS)	\$32,002.40
ASPEN TECHNOLOGY INC COM (AZPN)	54,967.00
COSTAR GROUP INC COM (CSGP)	45,222.10
DRIL-QUIP INC COM (DRQ)	51,447.24
LKQ CORP COM LKQ CORP (LKQ)	67,543.70
QUESTCOR PHARMACEUTICALS INC COM (QCOR)	28,912.95
SYNTEL INC COM (SYNT)	45,020.25
ULTIMATE SOFTWARE GROUP INC COM (ULTI)	19,152.50
<b>Total Mid Cap</b>	<b>\$344,268.14</b>
<b>Equity Securities - Small Cap</b>	
ADVANCED EMISSIONS SOLUTIONS INC COM S TK (ADES)	\$35,303.73
ADVISORY BRD CO COM (ABCO)	35,655.20
AKORN INC COM (AKRX)	45,122.16
ARUBA NETWORKS INC COM (ARUN)	19,582.60
BIO-REFERENCE LABS INC COM PAR \$0.01 NEW (BRLI)	14,659.96

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- SUMMIT

## Portfolio Details

	Market Value
BOTTOMLINE TECHNOLOGIES DE INC COM (EPAY)	36,160 00
BUFFALO WILD WINGS INC COM STK (BWLD)	54,316 80
CAVIUM INC COM (CAVM)	21,223 65
COMSCORE INC COM (SCOR)	45,060 75
DEALERTRACK TECHNOLOGY COM (TRAK)	68,658 24
DORMAN PRODS INC COM (DORM)	59,265 99
ECHO GLOBAL LOGISTICS INC COM (ECHO)	24,852 36
ELLIE MAE INC COM STK (ELLI)	21,361 65
ENVESTNET INC COM STK (ENV)	24,139 70
EPAM SYS INC COM STK (EPAM)	50,732 88
EXLSERVICE COM INC COM STK (EXLS)	20,604 52
FRESH MKT INC COM (FFM)	25,596 00
GENIHERM INC COM NPV (TIIRM)	60,456 55
HIBBETT SPORTS INC COM STK (HIBB)	25,943 06
IPC THE HOSPITALIST CO INC STK (IPCM)	36,287 29
LIVEPERSON INC COM STK ISIN# US3381461012 (LPSN)	21,103 68
M/A-COM TECHNOLOGY SOLUTIONS HLDGS INC COM STK (MTSI)	22,205 93

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- SUMMIT

## Portfolio Details

	Market Value
MAXIMUS INC COM (MMIS)	33,124 47
MEASUREMENT SPECIALTIES INC COM (MEAS)	21,180 81
MIMEDX GROUP INC COM (MDXG)	26,499 68
MONRO MUFFLER BRAKE INC COM (MNRO)	44,975 28
MWI VETERINARY SUPPLY INC COM STK (MWIV)	72,159 57
POWERSECURE INTL INC COM STK (POWR)	23,883 47
PROTO LABS INC COM (PRLB)	20,855 74
QUALYS INC COM USD0 001 (QLYS)	12,202 08
REALPAGE INC COM STK (RP)	35,724 64
RETAILMENOT INC COM SER 1 COM SER 1 (SALE)	26,285 27
ROADRUNNER TRANSPORTATION SY COM (RRTS)	41,503 00
SHUTTLEFLY INC COM (SFLY)	43,086 78
TANGOE INC COM STK (TNGO)	20,297 27
TILLYS INC CL A (TLYS)	16,155 95
WAGEWORKS INC COM USD0 001 (WAGE)	30,671 04
8X8 INC NEW COM (EGHT)	44,734 48
<b>Total Small Cap</b>	<b>\$1,281,632.23</b>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-SUMMIT

## Portfolio Details

	Market Value
Equity Securities - International Developed	
CATAMARAN CORP COM (CTRX)	\$34,802.84
Total Canada - USD	\$34,802.84
ICON PLC COM (ICLR)	39,399.75
Total Ireland - USD	\$39,399.75
Total International Developed	\$74,202.59
Equity Securities - International Emerging	
STRATASYS INC SHS (SSYS)	\$19,800.90
Total Israel - USD	\$19,800.90
Total International Emerging	\$19,800.90
Total Equity Securities	\$1,719,903.86 <sup>(A)</sup>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- DENVER

## Portfolio Details

	Market Value
<b>Equity Securities - Mid Cap</b>	
ENERGY XXI (BERMUDA) COM STK USD \$0.005 (EXXI)	\$28,250.64
QUESTCOR PHARMACEUTICALS INC COM (QCOR)	46,772.55
TORO CO COM (TTC)	17,680.80
WEST PHARMACEUTICAL SVCS INC COM (WST)	58,872.00
<b>Total Mid Cap</b>	<b>\$151,575.99</b>
<b>Equity Securities - Small Cap</b>	
ABM INDS INC COM (ABM)	\$8,462.64
ACTUANT CORP CL A NEW (ATU)	23,706.08
AMERICAN EQUITY INVT LIFE HLDG CO COM (AEL)	17,832.88
ASPEN INSURANCE HLDGS COM (AHL)	27,801.63
BANK OF THE OZARKS INC COM (OZRRK)	27,219.79
BARNES GROUP INC COM (B)	27,238.41
BRANDYWINE RLTY TR SH BEN INT NEW REIT (BDV)	23,135.78
BRINKS CO COM STOCK (BCO)	34,686.24
BRISTOW GROUP INC COM (BRS)	23,869.08

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-DENVER

## Portfolio Details

	Market Value
BROWN SHOE CO INC COM (BWS)	35,625 24
CASEYS GEN STORES INC COM (CASY)	15,455 00
CASH AMER INVTS INC COM (CSH)	34,623 20
CATO CORP NEW CL A CL A (CATO)	18,285 00
CEC ENTMT INC COM (CEC)	18,199 08
CHESAPEAKE LODGING TR (CHSP)	17,247 78
COMMUNITY BK SYS INC COM (CBU)	17,300 48
COMPASS MINERALS INTL INC COM (CMP)	34,181 35
COMSTOCK RES INC COM NEW COM NEW (CRK)	21,362 72
CON-WAY INC COM STK (CNW)	14,494 15
CUBESMART (CUBE)	17,007 98
CUBIC CORP COM (CUB)	20,221 44
CURTISS WRIGHT CORP COM (CW)	28,874 72
CYPRESS SEMICONDUCTOR CORP COM (CY)	14,301 00
DUPONT FABROS TECHNOLOGY INC REIT (DFT)	25,500 72
EL PASO ELEC CO COM NEW (EE)	20,504 24
ENDURANCE SPECIALTY HOLDINGS LTD COM USD1 (ENH)	44,002 50
FINISH LINE INC CL A (FINL)	30,085 56

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-DENVER

## Portfolio Details

	Market Value
FULTON FINL CORP PA COM (FULT)	19,449 96
FXCM INC (FXCM)	31,220 00
G & K SVCS INC CL A CL A (GK)	16,242 03
GOVERNMENT PPTYS INCOME TR COM SHS BEN INT COM SHS BEN INT (GOV)	18,562 95
GREENHILL & CO INC COM1 (GHL)	38,819 80
GULFMARK OFFSHORE INC CL A NEW USD0 01 CLASS A (GLF)	21,679 80
HANCOCK HLDG CO COM (HBHC)	35,176 12
IBERIABANK CORP COM (IBKC)	32,116 35
INNPHOS HLDGS INC COM STK (IPHS)	25,174 80
INTERSIL CORP (ISIL)	16,207 11
J2 GLOBAL INC COM (JCOM)	17,853 57
MAXIMUS INC. COM (MMS)	36,951 60
MONTELLIER RE HOLDINGS LTD COM (MIRH)	23,949 30
OWENS & MINOR INC NEW COM (OMI)	21,533 84
PIER 1 IMPORTS INC COM (PIR)	18,187 04
PLANTRONICS INC NEW COM (PLT)	26,058 45
PORTLAND GENERAL ELECTRIC CO COM NEW COMNEW (POR)	29,535 60

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- DENVER

## Portfolio Details

	Market Value
PRIMERICA INC COM (PRI)	26,690 02
SCHWEITZER-MAUDUIT INTL INC COM (SWM)	48,227 39
SENSIENT TECHNOLOGIES CORP COM (SYT)	17,952 40
STAGE STORES INC COM NEW COM NEW (SSI)	23,597 64
STANCORP FINL GROUP INC COM (SFG)	25,837 50
STANDARD MTR PROPS INC COM (SMP)	17,995 20
TEXAS ROADHOUSE INC COMMON STOCK (TXRH)	25,131 20
THOR INDS INC COM STK (THO)	30,376 50
TIDEWATER, INC. COMMON STOCK, \$1 PAR (TDW)	34,910 03
TRUSTMARK CORP. COMMON STOCK (TRMK)	17,633 88
UNS ENERGY CORP COM (UNS)	29,027 25
WAFIS WATER TECHNOLOGIES INC EFF (WTS)	18,375 39
WEBSTER FINANCIAL CORP WATERBURY CONN COMMON STOCK (WBS)	20,828 24
WESTAMERICA BANCORPORATION COM (WABC)	29,020 44
WESTERN REFNG INC COM (WNR)	43,130 97
WINTRUST FINL CORP COM (WTFC)	31,361 60
<b>Total Small Cap</b>	<b>\$1,510,038 66</b>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION - DENVER

## Portfolio Details

	Market Value
Equity Securities - International Emerging	
NICE SYS LTD SPONSORED ADR (NICE)	\$32,727.04
Total Israel - USD	\$32,727.04
Total International Emerging	\$32,727.04
Total Equity Securities	\$1,694,341.69 (A)

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION - HARDING

## Portfolio Details

	Market Value
Equity Securities - Large Cap	
SCHLUMBERGER LTD COM COM (SLB)	\$109,033.10
UNICHARM CORP SPONSORED ADR (UNICY)	110,984.65
<b>Total Large Cap</b>	<b>\$220,017.75</b>
Equity Securities - Mid Cap	
BUNGE LIMITED (BG)	\$106,414.56
COCHLEAR LTD ADR UNSPON (CHEOY)	44,673.42
<b>Total Mid Cap</b>	<b>\$151,087.98</b>
Equity Securities - International Developed	
CSL LTD ADR (CMXHY)	\$86,586.78
<b>Total Australia - USD</b>	<b>\$86,586.78</b>
ANHEUSER RUSCH INBEV SANV SPONSOREDADR (BUD)	113,912.20
<b>Total Belgium - USD</b>	<b>\$113,912.20</b>
CANADIAN NATL RY CO COM (CNI)	102,293.88
IMPERIAL OIL LIMITED COM NEW COM NEW (IMO)	70,723.77
<b>Total Canada - USD</b>	<b>\$173,017.65</b>

# Account Statement

December 31, 2013 - December 31, 2013

AS&F FOUNDATION - HARDING

## Portfolio Details

	Market Value
NOVO-NORDISK A S ADR (NVO)	62,264 12
<u>Total Denmark - USD</u>	<u>\$62,264 12</u>
NOKIAN TYRES OYJ ADR (NKKRY)	76,756 68
<u>Total Finland - USD</u>	<u>\$76,756 68</u>
AIR LIQUIDE ADR (AIQUY)	156,103 81
DASSAULT SYSTEMS A SPONSORED ADR (DASTY)	174,641 50
LOREAL CO ADR (LRLCY)	133,640 30
LVMH MOET HENNESSY LOUIS VUITTON ADR (LVMUY)	60,206 83
SCHNEIDER ELECSA ADR (SEGSY)	126,535 30
<u>Total France - USD</u>	<u>\$651,127 94</u>
ALLIANZ SE ADR EACH REP 1/10 ORD SHS (AZSEY)	172,760 77
BAYERISCHE MOTORENWERKE AG ADR (BAMXY)	121,286 68
FRESENIUS MEDICAL CARE AG AND CO KGAA (FMIS)	102,648 30
SAP AG SPONSORED ADR (SAP)	212,098 76
<u>Total Germany - USD</u>	<u>\$608,794 51</u>
AIA GROUP LTD SPONSORED ADR (AAGIY)	141,238 58
HONG KONG EXCHANGES & CLEARING LTD ADR (HKXCY)	57,398 79

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION - HARDING

## Portfolio Details

	Market Value
XINYI GLASS HLDGS LTD ADS REPSTG 20 SHS (XYIGY)	27,523.08
<u>Total Hong Kong - USD</u>	<u>\$226,160.45</u>
FANUC CORPORATION (FANUY)	161,507.77
JGC CORP (JGCCY)	142,543.28
MITSUBISHI ESTATE LTD ADR MITSUBISHIEST ADR + (MITEY)	78,665.40
MONOTARO CO LTD ADR (MONOY)	21,379.02
SYMEX CORP ADR (SSMXY)	97,934.11
<u>Total Japan - USD</u>	<u>\$502,029.58</u>
DBS GROUP HLDGS LTD SPONSORED ADR (DBSDY)	76,737.78
<u>Total Singapore - USD</u>	<u>\$76,737.78</u>
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR (BBVA)	93,940.98
<u>Total Spain - USD</u>	<u>\$93,940.98</u>
ATLAS COPCO AB SPONSORED ADR NEW REPSIG COMSER A (ATLKY)	82,033.75
SVENSKA HANDELSBANKEN AB ADR (SVNLY)	57,726.52
<u>Total Sweden - USD</u>	<u>\$139,760.27</u>
NFSTLE S A SPONSORED ADR REPSTG REG SH (NSRGY)	193,100.16

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- HARDING

## Portfolio Details

	Market Value
ROCHE HLDG LTD SPONSORED ADR ISIN #US71195104 (RHHBY)	164,057 40
SONOVA IILDG AG UNSP ADR (SONVY)	58,424 69
SWATCH GROUP AG ADR (SWGAY)	75,397 20
<b>Total Switzerland - USD</b>	<b>\$490,979 45</b>
ARM HLDG PLC SPONSORED ISIN US0420681068 (ARMH)	128,857 96
BG PLC ADR FINAL INSTALLMENT NEW (BRGY)	92,876 58
TESCO PLC SPONSORED ADR (TSCDY)	56,784 48
UNILEVER PLC SPONSORED ADR NEW (UL)	55,496 40
WPP PLC ADR DR LACII REPR 5 SHS (WPPGY)	182,167 96
<b>Total United Kingdom - USD</b>	<b>\$516,183 38</b>
<b>Total International Developed</b>	<b>\$3 818 251 77</b>
<b>Equity Securities - International Emerging</b>	
ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD ADR (IUIB)	\$125,156 11
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR (PBR)	32,906 64
<b>Total Brazil - USD</b>	<b>\$158,062 75</b>
BAIDU INC SPONSORED ADR (RIDU)	128,607 24

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION-HARDING

## Portfolio Details

	Market Value
<u>Total China - USD</u>	\$128,607.24
ICICI BK LTD (IBN)	89,431.02
<u>Total India - USD</u>	\$89,431.02
OAQ GAZPROM LEVEL 1 ADR (OGZPY)	46,139.10
<u>Total Russian Federation - USD</u>	\$46,139.10
MTN GROUP LTD SPONSORED ADR (MTNOY)	49,014.00
SASOL LTD SPONSORED ADR (SSL)	44,554.45
<u>Total South Africa - USD</u>	\$93,568.45
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR (TSM)	135,752.96
<u>Total Taiwan - USD</u>	\$135,752.96
TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS (TKGBY)	64,296.30
<u>Total Turkey - USD</u>	\$64,296.30
<u>Total International Emerging</u>	\$715,857.82
<u>Total Equity Securities</u>	\$4,905,215.32 <sup>(A)</sup>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- CAUSEWAY

## Portfolio Details

	Market Value
Equity Securities - Large Cap	
INTRNATIONAL CONS AIRLS GROUP SA SPONSORED ADR (ICAGY)	\$116,343 50
<u>Total Large Cap</u>	<u>\$116,343 50</u>
Equity Securities - Mid Cap	
POSTNL N V SPONSORED ADR (PNLY1)	\$53,421 17
<u>Total Mid Cap</u>	<u>\$53,421 17</u>
Equity Securities - International Developed	
KBC GROUP NV (KBGSY)	\$62,669 33
<u>Total Belgium - USD</u>	<u>\$62,669 33</u>
IMPERIAL OIL LIMITED COM NEW COM NEW (IMO)	135,697 64
<u>Total Canada - USD</u>	<u>\$135,697 64</u>
AXA SA SPONSORED ADR (AXAHY)	64,425 90
BNP PARIBAS SPONSORED ADR REPSTG (BNPQY)	127,125 60
CREDIT AGRICOLE S A ADR (CRARY)	31,233 30
PEUGEOT S A (PEUGY)	25,760 85
SANOFI SPONSORED ADR (SNY)	196,124 91

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- CAUSEWAY

## Portfolio Details

	Market Value
TECHNIP SPONSORED ADR (TKPPY)	105,023.52
TOTAL SA (TOT)	110,102.19
<u>Total France - USD</u>	<u>\$659,796.27</u>
BAYER A G SPONSORED ADR (BARY)	104,512.00
DAIMLER AG SPONSORED ADR (DDAIY)	139,456.85
LINDE AG-SPONSORED ADR (LNEGY)	56,612.30
SAP AG SPONSORED ADR (SAP)	77,816.02
SIEMENS AG COM DMS0 (NEW) (SI)	186,711.48
<u>Total Germany - USD</u>	<u>\$565,108.65</u>
RYANAIR HLDGS PLC SPONSORED ADR (RYAAY)	26,656.24
<u>Total Ireland - USD</u>	<u>\$26,656.24</u>
HITACHI LTD AMERICAN DEPOSITARY RECEIPT FOR 10 COMMON STOCK (IITHY)	90,010.98
JGC CORP (JGCCY)	69,466.30
KDDI CORP ADR (KDDIY)	161,687.68
NIKON CORP ADR (NINOY)	107,493.88
SHIN ETSU CHEMI CO LTD ADR (SHECY)	111,120.60
SUMITOMO MITSUI INTL GROUP INC SPONSORED ADR (SMIG)	77,311.30

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- CAUSEWAY

## Portfolio Details

	Market Value
TOYOTA MTR CORP SPONSORED ADR (TM)	122,407 68
<u>Total Japan - USD</u>	<u>\$739,498 42</u>
AKZO NOBEL N V SPONSORED ADR (AKZOY)	207,425 66
REED ELSEVIER N V SPONSORED ADR NEW (ENL)	197,391 42
UNILEVER N V NEW YORK SHS NEW (UN)	61,028 91
<u>Total Netherlands - USD</u>	<u>\$465,845 99</u>
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR (BBVA)	64,502 34
<u>Total Spain - USD</u>	<u>\$64,502 34</u>
ABB LTD SPONSORED ADR (ABB)	77,342 72
GIVAUDAN SA ADR (GVDNY)	83,285 55
NOVARTIS AG (NVS)	185,597 42
ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 (RHHBY)	122,499 00
UBS AG SHS COM (UBS)	152,883 50
ZURICH INS GROUP LTD SPONSORED (ZURVY)	91,593 80
<u>Total Switzerland - USD</u>	<u>\$713,201 99</u>
AVIVA PLC ADR (AV)	105,943 95
BALFOUR BEATTY PLC SPONSORED ADR REPSTG 2 SHS (BAFY)	47,978 80

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- CAUSEWAY

## Portfolio Details

	Market Value
BARCLAYS PLC AMERICAN DEPOSITARY RECEIPT (RCS)	124,480 58
BG PLC ADR FINAL INSTALLMENT NEW (BRGYY)	103,960 17
BRITISH AMERN TOB PLC SPONSORED COM STK (BTI)	152,751 24
CARNIVAL PLC ADR (CUK)	64,413 30
HISBC HLDGS PLC SPONSORED ADR NEW (HSBC)	141,132 80
LLOYDS BANKING GROUP PLC-ADR (LYG)	125,669 04
REXAM PLC SPONSORED ADR COM NO PAR (REXMY)	80,904 30
RIO TINTO PLC SPONSORED ADR (RIO)	59,985 09
ROLLS ROYCE HOLDINGS PLC SPONSORED ADR (RYCEY)	75,281 30
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS (RDS/A)	135,270 46
TESCO PLC SPONSORED ADR (TSCDY)	83,711 64
VODAFONE GROUP PLC NEW SPONSORED ADR (VOD)	143,520 81
<u>Total United Kingdom - USD</u>	<u>\$1,445,003.48</u>
<u>Total International Developed</u>	<u>\$4,877,980.35</u>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION- CAUSEWAY

## Portfolio Details

	Market Value
<b>Equity Securities - International Emerging</b>	
YUE YUEN INDUSTRIAL-UNSP ADR ADR (YUEIY )	\$28,025.95
<b>Total Bermuda - USD</b>	<b>\$28,025.95</b>
CNOOC LTD SPONSORED ADR SPONSORED ADR (CEO)	127,233.48
<b>Total China - USD</b>	<b>\$127,233.48</b>
KOREA ELEC PWR CORP SPONSORED ADR ISIN #US5006311063 (KEP)	65,675.94
SK TELECOM LTD SPONSORED ADR (SKM)	113,276.62
<b>Total Korea Republic Of - USD</b>	<b>\$178,952.56</b>
<b>Total International Emerging</b>	<b>\$334,211.99</b>
<b>Total Equity Securities</b>	<b>\$5,381,957.01 (A)</b>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION

## Portfolio Details

	Market Value
Equity Securities - Large Cap	
MFO DFA INVT DIMENSIONS GROUP INC U S CORE EQUITY 1 PORT (DFEOX)	\$1,684,132.90
SPDR S&P 500 ETF TRUST (SPY)	13,203,905.00
<b>Total Large Cap</b>	<b>\$14,888,037.90</b>
Equity Securities - Mid Cap	
MFC ALPS ETF TR ALERIAN MLP ETF (AMLPL)	\$540,816.00
SPDR DOW JONES REIT ETF (RWR)	869,494.00
<b>Total Mid Cap</b>	<b>\$1,410,310.00</b>
Equity Securities - Small Cap	
MFO DFA US SMALL CAP PORTFOLIO (DFSTX)	\$2,056,692.52
<b>Total Small Cap</b>	<b>\$2,056,692.52</b>
Equity Securities - International Developed	
MFC ISHARES TR MSCI EAFE ETF (EFA)	\$4,432,666.00
<b>Total Europe, Australia, and Far East Region - USD</b>	<b>\$4,432,666.00</b>
<b>Total International Developed</b>	<b>\$4,432,666.00</b>

# Account Statement

December 1, 2013 - December 31, 2013

AS&F FOUNDATION

## Portfolio Details

	Market Value
Equity Securities - International Emerging	
MFC VANGUARD FTSE EMERGING MKTS ETF (VWO)	\$2,879,800.00
<u>Total Emerging Markets Region - USD</u>	<u>\$2,879,800.00</u>
<u>Total International Emerging</u>	<u>\$2,879,800.00</u>
Equity Securities - Other Equity	
MFO NUVEEN PREFERRED SECURIT-I (NPSRX)	\$1,421,704.70
<u>Total Other Equity</u>	<u>\$1,421,704.70</u>
<u>Total Equity Securities</u>	<u>\$27,089,211.12 (A)</u>

Total Corporate Stock

Σ(A) 46,903,119 =

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENT		
STRATEGIC PRIV. EQUITY FD III	1,504,092.	1,504,092.
STRATEGIC PRIV. EQUITY FD II	4,245,020.	4,245,020.
MFB NORTHERN FDS GLOBAL RE FND	966,951.	966,951.
MFC FLEXSHRS UPSTREAM NAT RES	953,818.	953,818.
MOF PIMCO COMMODITY REAL RTN	424,632.	424,632.
MFB NORTHERN HIGH YLD FIX INC	941,476.	941,476.
MFC ISHARES 1-3YR CREDIT BOND	938,594.	938,594.
MFO PIMCO HIGH YLD INSTL CL	1,985,543.	1,985,543.
MFO FRANKLIN FLTG RATE DAILY	799,132.	799,132.
MFO VANGUARD INFLATION PROTECT	616,130.	616,130.
MFC FLEXSHARES IBOX 3 YR TARG	665,364.	665,364.
TOTALS	<u>14,040,752.</u>	<u>14,040,752.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND/INTEREST RECEIVABLE	120,737.	120,737.
MUSEUM OBJECTS	6,693.	6,693.
SPRUCE CASH & RECEIVABLES	352,800.	352,800.
TOTALS	<u>480,230.</u>	<u>480,230.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
EXCISE TAX PAYABLE - CURRENT	159,250.
TOTALS	<u>159,250.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS FROM INVESTMENTS	8,034,920.
PRIOR PERIOD ADJ. TO UNREALIZED GAINS NO TAX EFFECT	126,286.
PRIOR PERIOD ADJ. TO DEFERRED EXCISE TAX NO TAX EFFECT	100,004.
TOTAL	<u>8,261,210.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN F. LLEWELLYN 625 FAIR OAKS AVENUE STE 360 SOUTH PASADENA, CA 91030	PRESIDENT AND DIRECTOR 1.00	0	0	0
CAROL LLEWELLYN 625 FAIR OAKS AVENUE STE 360 SOUTH PASADENA, CA 91030	V.P., CFO, SECRETARY AND DIR. 1.00	0	0	0
SHARON LLEWELLYN CLARK, PH.D. 625 FAIR OAKS AVENUE STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0	0	0
DARIN B. DRABING 625 FAIR OAKS AVENUE STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0	0	0
KEITH RENKEN 625 FAIR OAKS AVENUE STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0	0	0
PHILIP V. SWAN 625 FAIR OAKS AVENUE STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0	0	0

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

ATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PEGINE GRAYSON 625 FAIR OAKS AVENUE STE 360 SOUTH PASADENA, CA 91030	EXECUTIVE DIRECTOR 1.00	0	0	0
GRAND TOTALS				
		<u>0</u>	<u>0</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WHITTIER TRUST COMPANY 625 FAIR OAKS AVE., STE. 360 SOTUH PASADENA, CA 91030	FIDUCIARY/PROFESSION	145,834.
NORTHERN TRUST P.O. BOX 803878 CHICAGO, IL 60680	INVESTMENTS	174,061.
	TOTAL COMPENSATION	<u>319,895.</u>

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA - LONG BEACH 401 E 37TH STREET LONG BEACH, CA 90807	NONE PC	RESIDENTIAL CAMPING PROGRAM	35,000
BOY SCOUTS OF AMERICA - ORANGE COUNTY COUNCIL, INC 1211 EAST DYER ROAD SANTA ANA, CA 92705	NONE PC	RESIDENTIAL CAMPING PROGRAM	40,000
BOY SCOUTS OF AMERICA-LOS ANGELES AREA COUNCIL 2333 SCOUT WAY LOS ANGELES, CA 90026	NONE PC	RESIDENTIAL CAMPING PROGRAM	50,000
BOY SCOUTS OF AMERICA-VERDUGO HILLS COUNCIL 1325 GRANDVIEW AVENUE GLENDALE, CA 91201	NONE PC	RESIDENTIAL CAMPING PROGRAM	15,000
BOY SCOUTS OF AMERICA-WESTERN LOS ANGELES COUNCIL 16525 SHERMAN WAY, UNIT C8 VAN NUYS, CA 91406	NONE PC	6 NEW SHOWER BUILDINGS AT CAMPS WHITSET & JOSEPHO OR 6 NEW CABINS FOR STAFF & CAMPERS	100,000
BOYS & GIRLS CLUB OF BURBANK 2244 NORTH BUENA VISTA STREET BURBANK, CA 91504	NONE PC	DAY CAMP PROGRAM	35,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF CYPRESS 10161 MOODY STREET CYPRESS, CA 90630	NONE PC	DAY CAMP PROGRAM	20,000
BOYS & GIRLS CLUB OF LONG BEACH 3635 LONG BEACH BOULEVARD LONG BEACH, CA 90807	NONE PC	DAY CAMP PROGRAM	25,000
BOYS & GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BOULEVARD PASADENA, CA 91107	NONE PC	DAY CAMP PROGRAM	20,000
BOYS & GIRLS CLUB OF POMONA VALLEY P O BOX 1149 POMONA, CA 91769	NONE PC	DAY CAMP PROGRAM	20,000
BOYS & GIRLS CLUB-WEST SAN GABRIEL VALLEY 328 SOUTH RAMONA AVENUE MONTEREY PARK, CA 91754	NONE PC	DAY CAMP PROGRAM	20,000
BRaille INSTITUTE OF AMERICA, INC 741 NORTH VERMONT AVENUE LOS ANGELES, CA 90029	NONE PC	OPERATING SUPPORT AND CAPITAL GRANT FOR ORANGE COUNTY FACILITY	100,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	NONE PC	DAY CAMP PROGRAM	25,000
CLAREMONT GRADUATE UNIVERSITY DIV OF BEHAVIORAL AND ORGANIZATIONAL SCIENCES 150 E 10TH STREET CLAREMONT, CA 91711	NONE PC	SCHOLARSHIPS AT DIVISION OF BEHAVIORAL & ORGANIZATIONAL SCIENCES	40,000
CLAREMONT GRADUATE UNIVERSITY DIV OF BEHAVIORAL AND ORGANIZATIONAL SCIENCES 150 E 10TH STREET CLAREMONT, CA 91711	NONE PC	SCHOLARSHIPS AT THE SCHOOL OF BEHAVIORAL AND ORGANIZATIONAL SCIENCE	40,000.
EAST VALLEY BOYS & GIRLS CLUB P O BOX 248 4100 BALDWIN PARK BLVD BALDWIN PARK, CA 91706	NONE PC	DAY CAMP SUPPORT	25,000
EASTER SEALS SOUTHERN CALIFORNIA 1570 E 17TH STREET SANTA ANA, CA 92705	NONE PC	RESIDENTIAL CAMPING PROGRAM	10,000
FRIENDS OF FOSTER CHILDREN-SAN GABRIEL VALLEY P O BOX 1105 ARCADIA, CA 91077-1105	NONE PC	GENERAL OPERATING SUPPORT	15,000

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

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GIRL SCOUTS OF GREATER LOS ANGELES 801 S GRAND AVENUE, SUITE 300 LOS ANGELES, CA 90017	NONE PC	RESIDENTIAL CAMPING PROGRAM	85,000
HOMENETMEN GLENDALE ARARAT CHAPTER 3347 NORTH SAN FERNANDO ROAD LOS ANGELES, CA 90065	NONE PC	DAY CAMP PROGRAM	30,000
HUNTINGTON HOSPITAL 100 WEST CALIFORNIA BOULEVARD PASADENA, CA 91105	NONE PC	GENERAL OPERATING SUPPORT	100,000.
JEWISH BIG BROTHERS BIG SISTERS OF LOS ANGELES 6505 WILSHIRE BOULEVARD, SUITE 600 LOS ANGELES, CA 90048	NONE PC	RESIDENTIAL CAMPING PROGRAM	10,000.
JUNIOR ACHIEVEMENT OF SOUTHERN CALIFORNIA 6250 FOREST LAWN DRIVE LOS ANGELES, CA 90068	NONE PC	GENERAL OPERATING SUPPORT	25,000.
KIDSPACE CHILDREN'S MUSEUM 480 NORTH ARROYO BOULEVARD PASADENA, CA 91103	NONE PC	DAY CAMP PROGRAM	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEROI HAYNES CENTER FOR CHILDREN 233 WEST BASELINE ROAD LA VERNE, CA 91750	NONE PC	GENERAL OPERATING SUPPORT	50,000
METHODIST HOSPITAL OF SOUTHERN CALIFORNIA 300 WEST HUNTINGTON DRIVE ARCADIA, CA 91007	NONE PC	SUPPORT TO PURCHASE FIVE ADVANCED TRANSPORT STRETCHERS	60,000
ONEONTA CLUB FOUNDATION 1613 CHELSEA ROAD #853 SAN MARINO, CA 91108	NONE PC	SCHOLARSHIP SUPPORT	15,000
THE PAINTED TURTLE 1300 4TH STREET SANTA MONICA, CA 90401	NONE PC	RESIDENTIAL CAMPING PROGRAM	50,000
THE PAINTED TURTLE 1300 4TH STREET SANTA MONICA, CA 90401	NONE PC	TO HELP THE CAMPING PROGRAM BRIDGE THE GAP CREATED BY THE LOSS OF TRIBUNE SUPPORT - CHALLENGE GRANT (1 1)	25,000
THE PAINTED TURTLE 1300 4TH STREET SANTA MONICA, CA 90401	NONE PC	\$169,500 FOR FIRE RECOVERY ASSISTANT AND \$50,000 FOR TREEHOUSE/OBSERVATORY/DISCOVERY CENTER - ARCHITECTURAL PLANS	219,500

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PAINTED TURTLE 1300 4TH STREET SANTA MONICA, CA 90401	NONE PC	RESTORATION OF CAMP DAMAGED BY THE POWERHOUSE FIRE	100,000
SALESIAN BOYS & GIRLS CLUB OF LOS ANGELES 3218 WABASH AVENUE LOS ANGELES, CA 90063	NONE PC	PURCHASE OF A NEW VAN	20,000.
SALESIAN BOYS & GIRLS CLUB OF LOS ANGELES 3218 WABASH AVENUE LOS ANGELES, CA 90063	NONE PC	DAY CAMP PROGRAM	20,000
USC DAVIS SCHOOL OF GERONTOLOGY 3715 MCCLINTOCK AVENUE LOS ANGELES, CA 90089-0191	NONE PC	SCHOLARSHIPS	10,000
USC DAVIS SCHOOL OF GERONTOLOGY 3715 MCCLINTOCK AVENUE LOS ANGELES, CA 90089-0191	NONE PC	GENERAL OPERATING SUPPORT	10,000
YMCA OF ANAHEIM 240 SOUTH EUCLID STREET ANAHEIM, CA 92802	NONE PC	RESIDENTIAL CAMPING PROGRAM	20,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF BURBANK 321 EAST MAGNOLIA BOULEVARD BURBANK, CA 91502	NONE PC	DAY CAMP PROGRAM	15,000
YMCA OF METROPOLITAN LOS ANGELES 625 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005-1371	NONE PC	CHALLENGE GRANT - TO BRIDGE LOSS OF TRIBUNE SUPPORT	50,000
YMCA OF METROPOLITAN LOS ANGELES 625 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005-1371	NONE PC	RESIDENTIAL CAMPING PROGRAM	100,000
YMCA OF METROPOLITAN LOS ANGELES 625 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005-1371	NONE PC	CAPITAL GRANT TO COMPLETE THE KITCHEN/DINING HALL RENOVATION, STAFF & CAMP MANAGER HOUSING UPGRADES AT CAMP ROUND MEADOW	200,000
YMCA OF ORANGE COUNTY 13821 NEWPORT AVENUE, SUITE 200 TUSTIN, CA 92780	NONE PC	RESIDENTIAL CAMPING PROGRAM	40,000
YMCA OF POMONA VALLEY 1460 E HOLT, SUITE 196 POMONA, CA 91767	NONE PC	DAY CAMP PROGRAM	30,000

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

ATTACHMENT 13 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
YMCA OF GREATER LONG BEACH 3605 LONG BEACH BLVD , SUITE 210 LONG BEACH, CA 90807	NONE PC	HELP THE CAMPING PROGRAM BRIDGE THE GAP CREATED BY THE LOSS OF TRIBUNE SUPPORT	25,000
YMCA OF GREATER LONG BEACH 3605 LONG BEACH BLVD , SUITE 210 LONG BEACH, CA 90807	NONE PC	RESIDENTIAL CAMPING PROGRAM	35,000
YMCA OF METROPOLITAN LOS ANGELES 625 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005-1371	NONE PC	CAPITAL FUNDING FOR CAMP	120,000
ARMENIA CULTURAL FOUNDATION 407 E COLORADO STREET GLENDALE, CA 91205	NONE PC	GENERAL OPERATING SUPPORT	50,000
ABILITYFIRST 1300 EAST GREEN STREET PASADENA, CA 91106-2606	NONE PC	CAPITAL CAMPAIGN, 2012 LA MARATHON/CHALLENGE GRANT	500,000
ABILITYFIRST 1300 EAST GREEN STREET PASADENA, CA 91106-2606	NONE PC	STROLL & ROLL - 1 1 CHALLENGE GRANT	75,000

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

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BOY SCOUTS OF AMERICA - LONG BEACH 401 E 37TH STREET LONG BEACH, CA 90807	NONE PC	CAPITAL FUNDING FOR CAMP TAQUITZ RESTROOM RENOVATION	150,000

TOTAL CONTRIBUTIONS PAID 2,884,500

FORM 990-E, PART XV - CONTRIBUTIONS APPROVED FOR ENTIRE PAYMENT

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABILITYFIRST 1300 EAST GREEN STREET PASADENA, CA 91106	NONE PC	STROLL & ROLL - 1 CHALLENGE GRANT	75,000
BOY SCOUTS OF AMERICA - LONG BEACH 401 E 37TH STREET LONG BEACH, CA 90807	NONE PC	NEW DINING HALL AT CAMP TAQUITZ	750,000
BRAILLE INSTITUTE OF AMERICA, INC 741 NORTH VERMONT AVENUE LOS ANGELES, CA 90029	NONE PC	OPERATING SUPPORT AND CAPITAL GRANT FOR ORANGE COUNTY FACILITY	200,000
PAINTED TURTLE 1300 4TH STREET SANTA MONICA, CA 90401	NONE PC	MATCHING GRANT FOR LA MARATHON	25,000
RONALD MCDONALD HOUSE 765 S PASADENA AVE PASADENA, CA 91105	NONE PC	GENERAL OPERATIONS	1,000,000.
TOTAL CONTRIBUTIONS APPROVED			<u>2,050,000.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME					
UNRELATED BUSINESS INCOME FROM PASS THRU ENTITY	900099	-1,834.	01	5,245.	
TOTALS		<u>-1,834.</u>		<u>5,245.</u>	

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.  
▶ Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions  AS & F FOUNDATION	Employer identification number (EIN) or  95-6030792
	Number, street, and room or suite no. If a P O box, see instructions  625 FAIR OAKS AVENUE, STE 360	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  SOUTH PASADENA, CA 91030	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WHITTIER TRUST COMPANY

Telephone No ▶ 626 441-5188 FAX No ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
 ▶  calendar year 2013 or  
 ▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	51,170.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	1,170.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	50,000.

**Caution** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	AS & F FOUNDATION		Employer identification number (EIN) or	
	Number, street, and room or suite no If a P O box, see instructions		95-6030792	
	625 FAIR OAKS AVENUE, STE 360		Social security number (SSN)	
City, town or post office, state, and ZIP code For a foreign address, see instructions		SOUTH PASADENA, CA 91030		

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of  WHITTIER TRUST COMPANY  
Telephone No  626 441-5188 Fax No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 2014

5 For calendar year 2013, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

6 If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN AS FORM K-1S REQUIRED TO COMPLETE THE TAX RETURN ARE NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	51,170.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	51,170.
c <b>Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title  Date