Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990 and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047
2013
Open to Public Inspection

A For the 2013 calendar year, or tax year beginning , 2013, and ending ,

B Check if applicable
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C
MICHAEL J CONNELL MEMORIAL FUND
C/O ALLEN & KIMBELL
317 E CARRILLO ST
SANTA BARBARA, CA 93101

D Employer Identification Number: 95-6032559

E Telephone number: 805-963-8611

G Gross receipts $ 6,529,158.

F Name and address of principal officer: SAME AS C ABOVE

H(a) Is this a group return for subordinates? [ ] Yes [X] No
H(b) Are all subordinates included? [ ] Yes [ ] No
If 'No,' attach a list (see instructions)

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( )◄ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ► N/A

H(c) Group exemption number ►

K Form of organization: [ ] Corporation [X] Trust [ ] Association [ ] Other ►
L Year of formation 1939
M State of legal domicile CA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: SUPPORT REGENTS OF UNIV OF CALIF

2 Check this box ► [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	2
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)		
	9	Program service revenue (Part VIII, line 2g)		
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	955,184.	1,124,551.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	13,746.	10,311.
	12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	968,930.	1,134,862.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	742,566.	769,398.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	50,000.	50,000.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D), line 25) ►		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	134,555.	145,692.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	927,121.	965,090.
	19	Revenue less expenses Subtract line 18 from line 12	41,809.	169,772.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	15,595,849.	15,765,621.
	21	Total liabilities (Part X, line 26)	0.	0.
	22	Net assets or fund balances Subtract line 21 from line 20	15,595,849.	15,765,621.

RECEIVED
JUN 18 2014
OGDEN, UT
IRS-OSC

SCANNED JUL 07 2014

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here
Signature of officer: Jeff Loebl
Date: 6-12-2014
JEFF LOEBL CO-TRUSTEE
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name: CARLA N O'NEILL
Preparer's signature: Carla N O'Neill
CARLA N O'NEILL
Date: 6/5/14
Check [ ] if self-employed
PTIN: P00188020
Firm's name ► HILLIARD, O'NEILL & COMPANY
Firm's address ► 33 WEST MISSION STREET, SUITE 206
SANTA BARBARA, CA 93101-2455
Firm's EIN ► 77-0122848
Phone no (805) 687-1543

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III ☐

1 Briefly describe the organization's mission.

SUPPORT REGENTS OF UNIV OF CALIF

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4 a (Code.) (Expenses $ 769,398. including grants of $) (Revenue $)

SUPPORT TO THE GENERAL FUND OF THE REGENTS OF THE UNIVERSITY OF CALIFORNIA.

4 b (Code) (Expenses $ including grants of $) (Revenue $)

4 c (Code) (Expenses $ including grants of $) (Revenue $)

4 d Other program services. (Describe in Schedule O.)

(Expenses $ including grants of $) (Revenue $)

4 e Total program service expenses ► 769,398.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
	a Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11 a		X
	b Did the organization report an amount for investments — other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*	11 b		X
	c Did the organization report an amount for investments — program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*	11 c		X
	d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*	11 d		X
	e Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11 e		X
	f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11 f		X
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI, and XII*	12a		X
	b Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14 a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
	b Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If 'Yes,' complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If 'Yes,' complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If 'Yes,' complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20 a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20		X
	b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20 b		

Part IV Checklist of Required Schedules *(continued)*

		Line	Yes	No
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organizations or government on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22		X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23		X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,' go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25 a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O.	38		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V ☐

			Yes	No
1 a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1 a 2			
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1 b 0			
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1 c		X
2 a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a 0			
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2 b		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3 a Did the organization have unrelated business gross income of $1,000 or more during the year?		3 a		X
b If 'Yes' has it filed a Form 990-T for this year? *If 'No' to line 3b, provide an explanation in Schedule O*		3 b		
4 a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4 a		X
b If 'Yes,' enter the name of the foreign country. ►				
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5 a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5 b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		5 c		
6 a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6 a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6 b		
7 **Organizations that may receive deductible contributions under section 170(c).**				
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7 a		X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		7 b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7 c		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7 d			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7 e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7 f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7 g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7 h		
8 **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9 **Sponsoring organizations maintaining donor advised funds.**				
a Did the organization make any taxable distributions under section 4966?		9 a		
b Did the organization make a distribution to a donor, donor advisor, or related person?		9 b		
10 **Section 501(c)(7) organizations.** Enter				
a Initiation fees and capital contributions included on Part VIII, line 12	10 a			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10 b			
11 **Section 501(c)(12) organizations.** Enter:				
a Gross income from members or shareholders	11 a			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11 b			
12 a **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12 a		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12 b			
13 **Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a Is the organization licensed to issue qualified health plans in more than one state?		13 a		
Note. See the instructions for additional information the organization must report on Schedule O.				
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13 b			
c Enter the amount of reserves on hand	13 c			
14 a Did the organization receive any payments for indoor tanning services during the tax year?		14 a		X
b If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*		14 b		

Part VI Governance, Management and Disclosure *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1 a 2			
b	Enter the number of voting members included in line 1a, above, who are independent	1 b			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		X
7 a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7 a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		7 b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8 a	X	
b	Each committee with authority to act on behalf of the governing body?		8 b		X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10 a	Did the organization have local chapters, branches, or affiliates?	10 a		X
b	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10 b		
11 a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11 a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990 SEE SCHEDULE O			
12 a	Did the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12 a		X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12 b		
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this was done*	12 c		
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15 a		X
b	Other officers of key employees of the organization	15 b		X
	If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions)			
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16 a		X
b	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16 b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

► ALLEN & KIMBELL 317 E CARRILLO ST SANTA BARBARA CA 93101 805-963-8611

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order· individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) RICHARD WILSON CO-TRUSTEE	3.75 0	X		X				35,000.	0.	0.
(2) JEFF LOEBL CO-TRUSTEE	5 0	X						15,000.	0.	0.
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1 b Sub-total ►								50,000.	0.	0.
c Total from continuation sheets to Part VII, Section A ►								0.	0.	0.
d Total (add lines 1b and 1c) ►								50,000.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ► 0

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ► 0

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f $					
	h Total. Add lines 1a-1f ▶					
PROGRAM SERVICE REVENUE		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) ▶		491,307.	491,307.		
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					

	(i) Real	(ii) Personal
6a Gross rents		
b Less: rental expenses		
c Rental income or (loss)		

	(A)	(B)	(C)	(D)
d Net rental income or (loss) ▶				

	(i) Securities	(ii) Other
7a Gross amount from sales of assets other than inventory	6,027,540.	
b Less cost or other basis and sales expenses	5,394,296.	
c Gain or (loss)	633,244.	

		(A)	(B)	(C)	(D)
d Net gain or (loss) ▶		633,244.	633,244.		
8a Gross income from fundraising events (not including $ of contributions reported on line 1c) See Part IV, line 18	a				
b Less. direct expenses	b				
c Net income or (loss) from fundraising events ▶					
9a Gross income from gaming activities See Part IV, line 19	a				
b Less. direct expenses	b				
c Net income or (loss) from gaming activities ▶					
10a Gross sales of inventory, less returns and allowances	a				
b Less. cost of goods sold	b				
c Net income or (loss) from sales of inventory ▶					
Miscellaneous Revenue	Business Code				
11a NET ROYALTY INCOME		10,311.			10,311.
b					
c					
d All other revenue					
e Total. Add lines 11a-11d ▶		10,311.			
12 Total revenue. See instructions ▶		1,134,862.	1,124,551.	0.	10,311.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX . [ ]

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	769,398.	769,398.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	50,000.	0.	50,000.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	20,224.		20,224.	
c Accounting	21,332.		21,332.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	97,338.		97,338.	
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a SURETY BOND	3,440.		3,440.	
b FOREIGN TAX-NET	3,283.		3,283.	
c ATTY GEN FILING FEE	75.		75.	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	965,090.	769,398.	195,692.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► [ ] if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash – non-interest-bearing		1	
	2	Savings and temporary cash investments	870,080.	2	1,647,442.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D — 10a			
	b	Less accumulated depreciation — 10b		10c	
	11	Investments – publicly traded securities	13,971,773.	11	13,364,183.
	12	Investments – other securities See Part IV, line 11		12	
	13	Investments – program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	753,996.	15	753,996.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	15,595,849.	16	15,765,621.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0.	26	0.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ► [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	15,595,849.	27	15,765,621.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ► ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	15,595,849.	33	15,765,621.
	34	Total liabilities and net assets/fund balances	15,595,849.	34	15,765,621.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,134,862.
2	Total expenses (must equal Part IX, column (A), line 25)	2	965,090.
3	Revenue less expenses Subtract line 2 from line 1	3	169,772.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	15,595,849.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	15,765,621.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☒ Cash ☐ Accrual ☐ Other			
	If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b		X
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► **Attach to Form 990 or Form 990-EZ.**

► **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: MICHAEL J CONNELL MEMORIAL FUND C/O ALLEN & KIMBELL

Employer identification number: 95-6032559

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box)

1 [ ] A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**

2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state

5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 [ ] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 [ ] An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 [ ] An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 [X] An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a [ ] Type I b [ ] Type II c [ ] Type III – Functionally integrated d [X] Type III – Non-functionally integrated

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11 g (i)		X
(ii) A family member of a person described in (i) above?	11 g (ii)		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11 g (iii)		X

h Provide the following information about the supported organization(s).

	(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in column (i) of your support? Yes	(v) No	(vi) Is the organization in column (i) organized in the US? Yes	(vi) No	(vii) Amount of monetary support
(A)	UC REGENTS	94-3067788	STATE UNIV.	X		X		X		769,398.
(B)										
(C)										
(D)										
(E)										
Total										769,398.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants ')						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | %

16a **33-1/3% support test – 2013.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3% support test – 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

17a **10%-facts-and-circumstances test – 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test The organization qualifies as a publicly supported organization ► ☐

b **10%-facts-and-circumstances test – 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test The organization qualifies as a publicly supported organization ► ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total Support.** (Add lns 9,10c, 11 and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . ► ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a **33-1/3% support tests – 2013.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3% support tests – 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 or 22.
► Attach to Form 990.
► Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization: MICHAEL J CONNELL MEMORIAL FUND
Employer identification number: 95-6032559

Part I **General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) REGENTS OF UNIV OF CA 300 LAKESIDE DRIVE-7TH FLOOR							SUPPORT TO THE GENERAL FUND OF THE REGENTS OF
(2) OAKLAND, CA 94612	94-3067788		769,398.	0.			THE UNIVERSITY
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ► 1

3 Enter total number of other organizations listed in the line 1 table. ► 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.
► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization MICHAEL J CONNELL MEMORIAL FUND
C/O ALLEN & KIMBELL

Employer identification number
95-6032559

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

THE 990 IS REVIEWED BY COUNSEL TO CO-TRUSTEES'. ONCE COUNSEL HAS REVEIWED THE RETURN, THE RETURN IS THEN CIRCULATED TO CO-TRUSTEES FOR THEIR REVIEW AND COMMENT. ONCE CO-TRUSTEES COMPLETE THEIR REVIEW AND APPROVE, THE RETURN IS AUTHORIZED FOR FILING BY THE CO-TRUSTEES, AND THE INSTRUCTION GIVEN TO THE ACCOUNTANTS FOR CO-TRUSTEES TO FINALIZE AND FILE THE RETURN.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

NO DOCUMENTS AVAILABLE TO THE PUBLIC.

OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]

JEFFERSON BLVD	$ 7,692.
PIONEER LODGE, LP	10,942.
VENTURA THOMPSON	27,000.
TOTAL	$ 45,634.

PROPERTY ON HAND AT CLOSE OF ACCOUNT
MICHAEL J. CONNELL MEMORIAL FUND
As of 12/31/13

	Current Value	Carrying Value
Money Market Accounts		
Charles Schwab Money Market Acct #6464-1671	$303,250.71	$303,250.71
Charles Schwab Money Market Covington Fixed Income Acct #3320-6568	260,552.10	260,552.10
Charles Schwab Money Market Elgethun Equity B Acct #7052-6917	767,928.38	767,928.38
Charles Schwab Money Market Checking Acct #7942-8599	24,439.09	24,439.09
Charles Schwab Money Market Covington Equity A Acct #9368-8871	291,271.37	291,271.37
	1,647,441.65	**1,647,441.65**
Stocks-Alt Inv (1671)		
ETFS Phys Platinum 500 Units	66,945.00	84,162.00
Pimco All Asset Instl 12,745.847 Units	153,969.83	155,070.28
Pimco ETF 0-5 Hi Yld Corp 500 Units	53,180.00	49,256.45
SPDR Gold Trust 2,000 Units	232,240.00	317,213.55
Vanguard REIT 2,500 Units	161,400.00	168,602.60
	667.734.83	**774,304.88**
Stocks-Equity A (8871)		
Ace Ltd 1,000 Units	103,530.00	73,926.55
American Express Co 1,500 Units	136,095.00	67,040.06

	Current Value	Carrying Value
Apple Computer Inc 300 Units	168,306.00	27,369.89
BHP Billiton Ltd 1,500 Units	102,300.00	107,942.85
Blackrock Inc 650 Units	205,705.50	112,698.24
Chevron Corp 1,500 Units	187,365.00	138,497.10
Chicago Bridge & Iron 1,000 Units	83,140.00	74,346.75
Cisco Sys Inc 5,000 Units	112,150.00	75,904.99
Clorox Co 1,000 Units	92,760.00	68,858.95
Cummins Inc 1,000 Units	140,970.00	116,241.05
Disney (Walt) Company 2,000 Units	152,800.00	34,597.90
EMC Corp Mass 3,000 Units	75,450.00	75,569.15
General Electric Co 3,500 Units	98,105.00	78,580.80
Google Inc 200 Units	224,142.00	66,745.04
Intuit 2,000 Units	152,640.00	53,911.53
Ishares FTSE China 2,500 Units	95,925.00	102,741.10
Ishares MSCI Aus Idx 2,500 Units	60,925.00	62,102.50

PROPERTY ON HAND AT CLOSE OF ACCOUNT
MICHAEL J. CONNELL MEMORIAL FUND
As of 12/31/13

	Current Value	Carrying Value
Ishares MSCI Brazil Indx 2,000 Units	89,360.00	130,797.25
Ishares MSCI Korea 1,000 Units	64,670.00	62,232.95
Ishares MSCI Singapore Indx Fd 3,000 Units	39,510.00	36,095.95
JP Morgan Chase & Co 2,500 Units	146,200.00	101,558.95
Johnson Controls Inc 2,000 Units	102,600.00	80,820.35
Johnson & Johnson 2,000 Units	183,180.00	70,975.00
Lowes Companies Inc 3,500 Units	173,425.00	94,400.45
McDonalds Corp 1,000 Units	97,030.00	92,228.55
Microsoft Corp 4,000 Units	149,640.00	94,717.99
Nestle SA Spnsrd ADR 2,000 Units	147,180.00	58,040.00
Nextera Energy Inc 1,000 Units	85,620.00	55,103.97
Novo-Nordisk A-S 500 Units	92,380.00	86,945.95
Paychex Inc 1,500 Units	68,295.00	49,663.60
Pepsico Inc 1,500 Units	124,410.00	66,888.90
Potash Corp Sask Inc 2,000 Units	65,920.00	108,636.35

	Current Value	Carrying Value
Procter & Gamble 1,000 Units	81,410.00	69,527.95
Qualcomm Inc 1,500 Units	111,375.00	95,330.95
Roche Hldg Ltd 2,500 Units	175,500.00	91,233.95
SPDR S&P Emerging Mkts 2,500 Units	97,650.00	128,983.71
Schlumberger Ltd 2,500 Units	225,275.00	163,367.00
Target Corp 1,000 Units	63,270.00	50,542.37
Teva Pharmaceutical Spnsrd Adr 5,000 Units	200,400.00	95,500.00
Thermo Electron Corp 1,500 Units	167,025.00	44,386.79
Union Pacific Corp 750 Units	126,000.00	71,727.71
United Parcel Service 1,500 Units	157,620.00	106,002.47
Vanguard Emerging Market 3,000 Units	123,420.00	123,874.67
Vanguard European 6,500 Units	382,200.00	304,910.60
Vanguard MSCI Eafe ETF 4,000 Units	166,720.00	143,061.40
Vanguard Pacific 3,500 Units	214,550.00	180,661.22
Verizon Communications 2,500 Units	122,850.00	96,218.70

	Current Value	Carrying Value
Williams Companies 4,000 Units	154,280.00	77,395.79
Wisdomtree Trust 1,500 Units	69,135.00	73,475.95
	6,460,408.50	**4,442,381.89**
Stocks-Equity B (6917)		
3 M Company 1,000 Units	140,250.00	87,002.95
Abbott Laboratories 1,500 Units	57,495.00	34,660.07
Abbvie Inc 1,500 Units	79,215.00	37,585.88
Aflac Inc 1,900 Units	126,920.00	93,555.61
Apple Computer Inc. 135 Units	75,737.70	55,446.77
Berkshire Hathaway B 1,000 Units	118,560.00	81,057.95
Chesapeake Energy Corp 4,050 Units	109,917.00	80,761.20
Coca Cola Company 2,000 Units	82,620.00	55,957.95
Corning Inc 6,620 Units	117,968.40	91,065.99
Crimson Wine Group 318 Units	2,811.12	2,433.52
Express Scripts Hldg Co 1,620 Units	113,788.80	97,278.15
Exxon Mobil Corp 1,000 Units	101,200.00	75,006.95

PROPERTY ON HAND AT CLOSE OF ACCOUNT
MICHAEL J. CONNELL MEMORIAL FUND
As of 12/31/13

	Current Value	Carrying Value
Fairfax Financial Hldgs 190 Units	76,011.40	77,145.62
Greif Inc 1,388 Units	81,572.76	74,219.06
Hillenbrand Inc 3,000 Units	88,260.00	59,475.85
Intl Business Machines 565 Units	105,977.05	102,134.53
Jakks Pacific Inc 9,000 Units	60,480.00	66,611.25
Johnson & Johnson 1,000 Units	91,590.00	58,587.89
Joseph A Bank Clothiers 1,200 Units	65,724.00	48,302.06
Leucadia National Corp 3,180 Units	90,121.20	82,654.78
Loews Corp 1,500 Units	72,360.00	60,007.48
M & T Bank Corporation 525 Units	61,120.50	44,696.39
Merck & Co Inc 1,820 Units	91,091.00	65,827.56
Microsoft Corp 2,570 Units	96,143.70	73,860.55
National Oilwell Varco 1,350 Units	107,365.50	95,735.80
Nestle S A 1,115 Units	82,052.85	81,515.45
Posco ADR 600 Units	46,800.00	42,288.95

	Current Value	Carrying Value
Potash Corp Sask 2,400 Units	79,104.00	74,752.40
Unitedhealth Group Inc 1,500 Units	112,950.00	57,680.95
Wellpoint Health Networks Inc 1,090 Units	100,705.10	65,418.35
Wells Fargo 7.5 Pfd 61 Units	67,710.00	76,956.38
Western Union Company 5,500 Units	94,875.00	75,971.40
Wiley John & Son Cl A 1,230 Units	67,896.00	50,042.32
	2,866,393.08	2,225,698.01
Bonds-Fixed Inc (6568)		
Abbvie Inc 1.2% 11/15 175,000 Units	176,889.30	176,485.25
Bank Montreal 4/18 200,000 Units	200,678.60	200,580.00
Bank of America 5.25% Dated 12/01/15 200,000 Units	214,104.80	192,228.00
Capital One Fincl 5.5% 200,000 Units	212,454.80	200,250.00
Citigroup Inc 6.01% 1/15 250,000 Units	263,119.75	266,443.25
EMC Corp 1.875% 06/18 150,000 Units	148,483.95	149,914.50
Federal Express Dtd 07/07/1998 7.02% 01/15/2016 75,592.17 Units	67,111.71	63,573.17

PROPERTY ON HAND AT CLOSE OF ACCOUNT
MICHAEL J. CONNELL MEMORIAL FUND
As of 12/31/13

	Current Value	Carrying Value
Ford Motor Credit 8.0% 6/14 170,000 Units	175,124.82	178,166.60
GE Capital 5.625% 9/17 350,000 Units	398,094.55	386,603.00
GTE Corp 6.84% 4/18 200,000 Units	233,093.00	244,116.60
General Elect Co 5.25% 12/17 125,000 Units	141,831.38	139,187.50
Goldman Sachs Grp Nt 5.125% due 1/15/15 100,000 Units	104,440.90	101,138.00
Hewlett Packard Notes 3.3% Due 12/09/16 200,000 Units	209,182.20	199,580.00
Ishares ETF, Floating Rate Bd 4,000 Units	202,880.00	202,608.95
JP Morgan Chase 1.8% 175,000 Units	173,532.28	174,882.75
Kinder Morgan Eng 6.0% 2/17 100,000 Units	112,369.50	111,262.53
Morgan Stanley 5.45% 1/17 175,000 Units	193,533.73	183,540.79
Prgres Energy 4.875% 12/19 200,000 Units	219,956.00	226,652.00
Ralston Purina Co Deb Dtd 02/02/1993 8.125% 02/01/2023 200,000 Units	250,604.60	213,414.00
Rio Tinto Fin 3.5%, 11/20 200,000 Units	202,052.80	211,832.00
Simon Ppty Group 2.8% 1/17 200,000 Units	205,136.80	205,694.00

	Current Value	Carrying Value
Torchmark Corp Nts 6.375% 100,000 Units	110,410.60	104,704.00
Wells Fargo & Co 5%, 11/14 100,000 Units	103,728.10	105,034.70
Wells Fargo & Co, 5%, 11/14 100,000 Units	103,728.10	106,367.00
	4,422,542.27	**4,344,258.59**
Federal Bonds-Fixed (6568)		
Fed Farm Cr Bk 1.89% 8/20 225,000 Units	211,471.65	224,606.25
Fed Farm Cr Bk 2.18% 9/21 200,000 Units	184,382.60	200,688.00
Fed Farm Cr Bk 2.2% 8/21 250,000 Units	233,637.00	250,018.00
Fed Home Loan BK 2.43% 10/22 200,000 Units	181,481.00	200,000.00
Fed Natl Mtg 2% 12/42 200,000 Units	167,153.00	187,737.36
Government Natl Mtg Assn Mtg Pass Thru Gtd Ctf Pool Nbr 507768 Dtd 04/01/1999 6.5% 04/15/2029 4,577.84 Units	5,071.01	4,518.60
US Treas Note 2%, 11/21 75,000 Units	71,460.97	75,093.75
US Treasury 2%, 11/21 100,000 Units	95,281.30	102,925.94
	1,149,938.53	**1,245,587.90**
Muni Bonds-Fixed (6568)		
Alameda Ca 5.143% 7/01/19 100,000 Units	104,339.00	100,000.00
CA St FO 5.75% 3/17 200,000 Units	223,750.00	231,952.00
	328,089.00	**331,952.00**

PROPERTY ON HAND AT CLOSE OF ACCOUNT
MICHAEL J. CONNELL MEMORIAL FUND
As of 12/31/13

	Current Value	Carrying Value
Limited Partnership Interests		
227 W. Jefferson Blvd. Los Angeles Investors LP $300K (30.77% limited partnership interest)	$285,000.00	$300,000.00
Pioneer Lodge First Mortgage Investors LP $150K (10.71% limited partnership interest)	135,000.00	150,000.00
Ventura Thompson First Trust LP $300K (10.88% limited partnership interest)	300,000.00	300,000.00
	720,000.00	750,000.00
Other Real Property		
1.0 Unit An Undivided 38% interest in Certificate of the Roman Catholic Bishop of Monterey & Los Angeles Dtd 03/06/2023, No. 627	3.80	3.80
1.0 Unit An Undivided 38% interest in Winslow Anderson Land, Kern County, Ca	3,990.00	3,990.00
1.0 Unit Ca Orange Mi Bolsa City & County Leases 38/4000 .0095 of 5% & .10 NPI (Aera Energy LLC)	13,770.00	1.00
1.0 Unit Ca Orange Mi Bolsa City & County Leases 32/4000 of 38/4000 units .0095 of 5% Orri & .10 NPI	1.00	1.00
TOTAL PROPERTY ON HAND	$18,280,312.66	$15,765,620.72

charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TT MICHAEL
J CONNELL MEMORIAL FUND TR
U/W M J CONNELL FIXED INCOME

Account Number
3320-6568

TAX YEAR 2013
FORM 1099 COMPOSITE

Date Prepared: March 21, 2014

Recipient's Name and Address

R WILSON & J LOEBL TT MICHAEL
J CONNELL MEMORIAL FUND TR
U/W M J CONNELL FIXED INCOME
ALLEN KIMBELL LLP
317 E CARRILLO ST
SANTA BARBARA CA 93101

Taxpayer ID Number: 95-6032559
Account Number: 3320-6568

Payer's Name and Address

CHARLES SCHWAB & CO., INC.
211 MAIN STREET
SAN FRANCISCO, CA 94105

Telephone Number: (800) 515-2157
Federal ID Number: 94-1737782

Proceeds from Broker Transactions — 2013

CORRECTED

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box B** checked.)

SHORT-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
BROADCOM CORPORAT 2.7%18 DUE	111320AE7	S	07/10/13 / 10/18/13	$ 77,325.00 / 75,000.00	$ 76,614.69 76.695	$ 0.00	$ 0.00
Security Subtotal				**$ 77,325.00**	**$ 76,614.69**	**$ 0.00**	**$ 0.00**
CAMPBELL SOUP CO VAR 14 DUE	134429AX7	S	07/30/12 / 02/12/13	$ 49,990.00 / 50,000.00	$ 50,000.00	$ 0.00	$ 0.00
Security Subtotal				**$ 49,990.00**	**$ 50,000.00**	**$ 0.00**	**$ 0.00**
FHLB 2.1%21 DUE	313380PF8	S	09/12/12 / 08/29/13	$ 183,790.00 / 200,000.00	$ 199,668.00	$ 0.00	$ 0.00
Security Subtotal				**$ 183,790.00**	**$ 199,668.00**	**$ 0.00**	**$ 0.00**
FNMA 1.7%19 DUE	3135G0RV7	R	10/25/12 / 05/13/13	$ 275,000.00 / 275,000.00	$ 275,000.00	$ 0.00	$ 0.00
Security Subtotal				**$ 275,000.00**	**$ 275,000.00**	**$ 0.00**	**$ 0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

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charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TT MICHAEL
J CONNELL MEMORIAL FUND TR
U/W M J CONNELL FIXED INCOME

Account Number
3320-6568

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: March 21, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box B** checked.)

SHORT-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
PRUDENTIAL FINL 4.5%13 DUE	74432QAB1	MT	07/31/12	$	250,000.00	$	250,000.00	$	0.00	$	0.00
			07/15/13		250,000.00						
Security Subtotal				**$**	**250,000.00**	**$**	**250,000.00**	**$**	**0.00**	**$**	**0.00**
US TREASURY 2%11/21UST BOND DUE	912828RR3	S	05/13/13	$	172,402.34	$	179,871.93	$	0.00	$	0.00
			10/22/13		175,000.00						
Security Subtotal				**$**	**172,402.34**	**$**	**179,871.93**	**$**	**0.00**	**$**	**0.00**
US TREASURY 2.125%08/21UST NOTE DUE	912828RC6	S	12/17/12	$	212,218.74	$	209,545.35	$	0.00	$	0.00
			05/01/13		200,000.00						
Security Subtotal				**$**	**212,218.74**	**$**	**209,545.35**	**$**	**0.00**	**$**	**0.00**
US TREASURY 2.625%08/20UST NOTE DUE	912828NT3	S	08/01/13	$	313,242.19	$	310,090.80	$	0.00	$	0.00
			08/08/13		300,000.00						
Security Subtotal				**$**	**313,242.19**	**$**	**310,090.80**	**$**	**0.00**	**$**	**0.00**
US TREASURY 2.625%11/20UST BOND DUE	912828PC8	S	08/15/13	$	180,632.81	$	180,140.38	$	0.00	$	0.00
			09/19/13		175,000.00						
Security Subtotal				**$**	**180,632.81**	**$**	**180,140.38**	**$**	**0.00**	**$**	**0.00**
Total Short-Term (Cost basis is available but not reported to the IRS)				**$**	**1,714,601.08**	**$**	**1,730,931.15**				

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TT MICHAEL
J CONNELL MEMORIAL FUND TR
U/W M J CONNELL FIXED INCOME

Account Number
3320-6568

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: March 21, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
DUKE CAPITAL COR 6.25XXX**MATURED**	26439RAJ5	MT	05/31/02 / 02/15/13	$ 200,000.00 / 200,000.00	$ 200,000.00	$ 0.00	$ 0.00
Security Subtotal				**$ 200,000.00**	**$ 200,000.00**	**$ 0.00**	**$ 0.00**
GOVT OF ONTARIO 3.15%17F DUE	68323AAC8	S	02/07/12 / 06/11/13	$ 107,332.78 / 100,000.00	$ 106,432.37	$ 0.00	$ 0.00
GOVT OF ONTARIO 3.15%17F DUE	68323AAC8	S	02/07/12 / 08/01/13	$ 266,490.00 / 250,000.00	$ 265,580.72	$ 0.00	$ 0.00
Security Subtotal				**$ 373,822.78**	**$ 372,013.09**	**$ 0.00**	**$ 0.00**
JPMORGAN CHASE 2.6%16 DUE	46625HHW3	S	11/10/10 / 01/18/13	$ 182,252.50 / 175,000.00	$ 174,833.75	$ 0.00	$ 0.00
Security Subtotal				**$ 182,252.50**	**$ 174,833.75**	**$ 0.00**	**$ 0.00**
KONINKLIJKE PHI 7.25%13F DUE	718448AB9	MT	09/05/96 / 08/15/13	$ 90,000.00 / 90,000.00	$ 90,000.00	$ 0.00	$ 0.00
Security Subtotal				**$ 90,000.00**	**$ 90,000.00**	**$ 0.00**	**$ 0.00**
METLIFE INC. 6.75%16 DUE	59156RAU2	S	11/16/10 / 08/15/13	$ 114,873.29 / 100,000.00	$ 109,488.01	$ 0.00	$ 0.00
Security Subtotal				**$ 114,873.29**	**$ 109,488.01**	**$ 0.00**	**$ 0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

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Taxpayer ID Number: 95-6032559

Date Prepared: March 21, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
ORACLE CORPORATI 5.75%18 DUE	68389XAC9	S	10/22/10 06/03/13	$ 208,618.23 175,000.00	$ 197,312.17	$ 0.00	$ 0.00
Security Subtotal				**$ 208,618.23**	**$ 197,312.17**	**$ 0.00**	**$ 0.00**
PFIZER INC. 5.5XXX**CALLED**	983024AE0	S	06/23/04 01/31/13	$ 209,770.00 200,000.00	$ 198,920.25	$ 0.00	$ 0.00
Security Subtotal				**$ 209,770.00**	**$ 198,920.25**	**$ 0.00**	**$ 0.00**
THE HOME DEPOT IN 5.4%16 DUE	437076AP7	S	12/15/06 02/12/13	$ 227,486.00 200,000.00	$ 200,093.03	$ 0.00	$ 0.00
Security Subtotal				**$ 227,486.00**	**$ 200,093.03**	**$ 0.00**	**$ 0.00**
WALT DISNEY CO 6.2%14 DUE	25468PCA2	S	06/18/02 02/12/13	$ 215,118.00 200,000.00	$ 200,172.35	$ 0.00	$ 0.00
Security Subtotal				**$ 215,118.00**	**$ 200,172.35**	**$ 0.00**	**$ 0.00**
Total Long-Term (Cost basis is available but not reported to the IRS)				**$ 1,821,940.80**	**$ 1,742,832.65**		
Total Long-Term Sales Price of Stocks, Bonds, etc.				**$ 1,821,940.80**	**$ 1,742,832.65**		
Total Sales Price of Stocks, Bonds, etc.				**$ 3,552,827.75**			
Total Federal Income Tax Withheld				**$ 0.00**			

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TTEES
MICHAEL J CONNELL MEMORIAL
FUND U/W MICHAEL J CONNELL

Account Number
7052-6917

TAX YEAR 2013
FORM 1099 COMPOSITE

Date Prepared: February 7, 2014

Recipient's Name and Address

R WILSON & J LOEBL TTEES
MICHAEL J CONNELL MEMORIAL
FUND U/W MICHAEL J CONNELL
PO BOX 81
OJAI CA 93024

Taxpayer ID Number: 95-6032559
Account Number: 7052-6917

Payer's Name and Address

CHARLES SCHWAB & CO., INC.
211 MAIN STREET
SAN FRANCISCO, CA 94105

Telephone Number: (800) 515-2157
Federal ID Number: 94-1737782

Proceeds from Broker Transactions — 2013

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box A** checked.)

SHORT-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
DECKERS OUTDOOR CORP	243537107	S	09/28/12	$ 14,815.82	$ 9,157.65	$ 0.00	$ 0.00
	DECK		04/24/13	250.00			
DECKERS OUTDOOR CORP	243537107	S	09/28/12	$ 54,161.71	$ 30,769.72	$ 0.00	$ 0.00
	DECK		09/26/13	840.00			
Security Subtotal				**$ 68,977.53**	**$ 39,927.37**	**$ 0.00**	**$ 0.00**
GOODHAVEN FD	74316J763	S	12/18/12	$ 2,996.94	$ 2,636.85	$ 0.00	$ 0.00
	GOODX		09/23/13	109.64			
Security Subtotal				**$ 2,996.94**	**$ 2,636.85**	**$ 0.00**	**$ 0.00**
HEWLETT-PACKARD COMPANY	428236103	S	09/28/12	$ 36,565.76	$ 24,737.25	$ 0.00	$ 0.00
	HPQ		07/19/13	1,450.00			
Security Subtotal				**$ 36,565.76**	**$ 24,737.25**	**$ 0.00**	**$ 0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TTEES
MICHAEL J CONNELL MEMORIAL
FUND U/W MICHAEL J CONNELL

Account Number
7052-6917

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box A** checked.)

SHORT-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
THIRD AVENUE VALUE FD INSTL CL	884116104	S	12/18/12	$	4,736.57	$	4,328.23	$	0.00	$	0.00
	TAVFX		07/02/13		87.84						
Security Subtotal				**$**	**4,736.57**	**$**	**4,328.23**	**$**	**0.00**	**$**	**0.00**
TWEEDY BROWNE GLOBAL VALUE FUND	901165100	S	12/27/12	$	17,779.10	$	16,534.86	$	0.00	$	0.00
	TBGVX		07/02/13		709.04						
Security Subtotal				**$**	**17,779.10**	**$**	**16,534.86**	**$**	**0.00**	**$**	**0.00**
WINTERGREEN FUND	97607W102	S	12/20/12	$	506.15	$	473.74	$	0.00	$	0.00
	WGRNX		07/02/13		31.16						
Security Subtotal				**$**	**506.15**	**$**	**473.74**	**$**	**0.00**	**$**	**0.00**
YACKTMAN FUND SERVICE CL	561709478	S	12/26/12	$	1,475.39	$	1,218.11	$	0.00	$	0.00
	YACKX		09/23/13		63.84						
Security Subtotal				**$**	**1,475.39**	**$**	**1,218.11**	**$**	**0.00**	**$**	**0.00**
Total Short-Term (Cost basis is reported to the IRS)				**$**	**133,037.44**	**$**	**89,856.41**				
Total Short-Term Sales Price of Stocks, Bonds, etc.				**$**	**133,037.44**	**$**	**89,856.41**				

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box A** checked.)

6b-Basis reported to IRS

LONG-TERM HOLDING PERIOD

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
AVON PRODUCTS INC	054303102	S	05/10/12	$ 25,964.62	$ 24,318.00	$ 0.00	$ 0.00
	AVP		07/17/13	1,150.00			
Security Subtotal				**$ 25,964.62**	**$ 24,318.00**	**$ 0.00**	**$ 0.00**
BYD COMPANY LTD ADR	05606L100	S		$ 50,859.72	$ 36,178.30	$ 0.00	$ 0.00
FUNSPONSORED ADR	BYDDY		02/20/13	6,500.00			
Security Subtotal				**$ 50,859.72**	**$ 36,178.30**	**$ 0.00**	**$ 0.00**
HEWLETT-PACKARD COMPANY	428236103	S		$ 34,932.50	$ 51,300.76	$ 0.00	$ 0.00
	HPQ		04/25/13	1,760.00			
HEWLETT-PACKARD COMPANY	428236103	S		$ 27,991.72	$ 28,775.68	$ 0.00	$ 0.00
	HPQ		07/19/13	1,110.00			
Security Subtotal				**$ 62,924.22**	**$ 80,076.44**	**$ 0.00**	**$ 0.00**
YACKTMAN FUND SERVICE CL	561709478	S	06/27/12	$ 2,329.85	$ 1,837.87	$ 0 00	$ 0.00
	YACKX		09/23/13	100.81			
Security Subtotal				**$ 2,329.85**	**$ 1,837.87**	**$ 0.00**	**$ 0.00**
Total Long-Term (Cost basis is reported to the IRS)				**$ 142,078.41**	**$ 142,410.61**		

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TTEES
MICHAEL J CONNELL MEMORIAL
FUND U/W MICHAEL J CONNELL

Account Number
7052-6917

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
BLOCK H & R INCORPORATED	093671105	S	08/27/10	$ 86,950.45	$ 47,013.95	$ 0 00	$ 0.00
	HRB		02/20/13	3,500.00			
Security Subtotal				**$ 86,950.45**	**$ 47,013.95**	**$ 0.00**	**$ 0.00**
BYD COMPANY LTD ADR FUNSPONSORED ADR	05606L100	S	11/09/10	$ 31,298.29	$ 51,648.95	$ 0 00	$ 0.00
	BYDDY		02/20/13	4,000.00			
Security Subtotal				**$ 31,298.29**	**$ 51,648.95**	**$ 0.00**	**$ 0.00**
GOODHAVEN FD	74316J763	S	06/09/11	$ 79,980.00	$ 61,365.18	$ 0 00	$ 0.00
	GOODX		05/01/13	3,066.30			
GOODHAVEN FD	74316J763	S		$ 93,141.39	$ 68,190.26	$ 0.00	$ 0.00
	GOODX		09/23/13	3,407.49			
Security Subtotal				**$ 173,121.39**	**$ 129,555.44**	**$ 0.00**	**$ 0.00**
HEWLETT-PACKARD COMPANY	428236103	S	08/27/10	$ 19,848.01	$ 37,587.95	$ 0.00	$ 0.00
	HPQ		04/25/13	1,000.00			
Security Subtotal				**$ 19,848.01**	**$ 37,587.95**	**$ 0.00**	**$ 0.00**
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 102 57	$ 95.98	$ 0.00	$ 0.00
	OB		09/26/13	7.00			
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 1,354.87	$ 1,275.17	$ 0.00	$ 0.00
	OB		09/26/13	93 00			
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 1,459.72	$ 1,371.15	$ 0.00	$ 0.00
	OB		09/26/13	100.00			

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TTEES
MICHAEL J CONNELL MEMORIAL
FUND U/W MICHAEL J CONNELL

Account Number
7052-6917

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 1,460.72	$ 1,371.15	$ 0.00	$ 0.00
	OB		09/26/13	100.00			
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 1,465.32	$ 1,371.15	$ 0.00	$ 0.00
	OB		09/26/13	100.00			
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 1,465.32	$ 1,371.15	$ 0.00	$ 0.00
	OB		09/26/13	100.00			
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 2,930.65	$ 2,742.30	$ 0 00	$ 0.00
	OB		09/26/13	200.00			
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 4,394.47	$ 4,113.44	$ 0.00	$ 0.00
	OB		09/26/13	300.00			
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 10,263.58	$ 9,598.04	$ 0.00	$ 0.00
	OB		09/26/13	700.00			
ONEBEACON INSURANCE GP F	G67742109	S	09/02/10	$ 27,700.61	$ 26,050.52	$ 0.00	$ 0.00
	OB		09/26/13	1,900.00			
Security Subtotal				**$ 52,597.83**	**$ 49,360.05**	**$ 0.00**	**$ 0.00**
THIRD AVENUE VALUE FD INSTL CL	884116104	S	01/10/11	$ 89,980.00	$ 87,797.77	$ 0.00	$ 0.00
	TAVFX		05/01/13	1,663.58			
THIRD AVENUE VALUE FD INSTL CL	884116104	S		$ 87,946.30	$ 85,109.96	$ 0.00	$ 0.00
	TAVFX		07/02/13	1,631.10			
Security Subtotal				**$ 177,926.30**	**$ 172,907.73**	**$ 0.00**	**$ 0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TTEES
MICHAEL J CONNELL MEMORIAL
FUND U/W MICHAEL J CONNELL

Account Number
7052-6917

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
TWEEDY BROWNE GLOBAL VALUE FUND	901165100 / TBGVX	S	01/10/11 / 05/01/13	$ 79,980.00 / 3,136.02	$ 73,830.71	$ 0.00	$ 0.00
TWEEDY BROWNE GLOBAL VALUE FUND	901165100 / TBGVX	S	/ 07/02/13	$ 78,651.71 / 3,136.68	$ 73,271.12	$ 0.00	$ 0.00
Security Subtotal				**$ 158,631.71**	**$ 147,101.83**	**$ 0.00**	**$ 0.00**
WEITZ PARTNERS VALUE FD	94904P609 / WPVLX	S	01/10/11 / 05/01/13	$ 80,000.00 / 2,868.41	$ 59,117.97	$ 0.00	$ 0.00
WEITZ PARTNERS VALUE FD	94904P609 / WPVLX	S	01/10/11 / 09/23/13	$ 108,236.71 / 3,583.99	$ 73,866.18	$ 0.00	$ 0.00
Security Subtotal				**$ 188,236.71**	**$ 132,984.15**	**$ 0.00**	**$ 0.00**
WINTERGREEN FUND	97607W102 / WGRNX	S	01/10/11 / 05/01/13	$ 72,000.00 / 4,345.20	$ 59,876.89	$ 0 00	$ 0.00
WINTERGREEN FUND	97607W102 / WGRNX	S	01/10/11 / 07/02/13	$ 86,998.75 / 5,357.06	$ 73,820.37	$ 0.00	$ 0.00
Security Subtotal				**$ 158,998.75**	**$ 133,697.26**	**$ 0.00**	**$ 0.00**
YACKTMAN FUND SERVICE CL	561709478 / YACKX	S	01/10/11 / 05/01/13	$ 79,652.10 / 3,665.00	$ 60,948.95	$ 0.00	$ 0.00

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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Schwab One® Trust Account of
R WILSON & J LOEBL TTEES
MICHAEL J CONNELL MEMORIAL
FUND U/W MICHAEL J CONNELL

Account Number
7052-6917

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
YACKTMAN FUND SERVICE CL	561709478	S		$ 97,566.22	$ 70,324.92	$ 0.00	$ 0.00
	YACKX		09/23/13	4,221.81			
Security Subtotal				**$ 177,218.32**	**$ 131,273.87**	**$ 0.00**	**$ 0.00**
Total Long-Term (Cost basis is available but not reported to the IRS)				**$ 1,224,827.76**	**$ 1,033,131.18**		
Total Long-Term Sales Price of Stocks, Bonds, etc.				**$ 1,366,906.17**	**$ 1,175,541.79**		
Total Sales Price of Stocks, Bonds, etc.				**$ 1,499,943.61**			
Total Federal Income Tax Withheld				**$ 0.00**			

Notes for your Form 1099-B

Schwab has provided cost basis information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. When value for the report is unavailable, it is noted as follows: "Missing" or "Not Provided"

Not Provided Schwab is not providing Cost Basis on this security type.

Missing Cost Basis may be missing due to one of the following reasons:
- Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm).
- The security was purchased more than 10 years ago.

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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Date Prepared: February 7, 2014

Recipient's Name and Address

R WILSON & J LOEBL TT,MICHAEL
J CONNELL MEMORIAL FUND
U/W MICHAEL J CONNELL EQUITY A
ALLEN KIMBELL LLP
317 E CARRILLO ST
SANTA BARBARA CA 93101

Taxpayer ID Number: 95-6032559
Account Number: 9368-8871

Payer's Name and Address

CHARLES SCHWAB & CO., INC.
211 MAIN STREET
SAN FRANCISCO, CA 94105

Telephone Number: (800) 515-2157
Federal ID Number: 94-1737782

Proceeds from Broker Transactions — 2013

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box A** checked.)

SHORT-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
MEAD JOHNSON NUTRITION	582839106	S	09/07/12	$	75,253.46	$	76,127.95	$	0.00	$	0.00
	MJN		02/01/13		1,000.00						
Security Subtotal				$	**75,253.46**	$	**76,127.95**	$	**0.00**	$	**0.00**
SPDR S&P EMERGING MKTS	78463X533	S	12/14/12	$	21,066.63	$	22,838.95	$	0.00	$	0.00
EMERGING MKTS DI	EDIV		10/24/13		500.00						
Security Subtotal				$	**21,066.63**	$	**22,838.95**	$	**0.00**	$	**0.00**
Total Short-Term (Cost basis is reported to the IRS)				$	**96,320.09**	$	**98,966.90**				
Total Short-Term Sales Price of Stocks, Bonds, etc.				$	**96,320.09**	$	**98,966.90**				

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TT,MICHAEL
J CONNELL MEMORIAL FUND
U/W MICHAEL J CONNELL EQUITY A

Account Number
9368-8871

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box A** checked.)

LONG-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
AMERICAN EXPRESS COMPANY	025816109	S	01/06/11	$	38,022.39	$	22,346.69	$	0.00	$	0.00
	AXP		07/10/13		500.00						
Security Subtotal				$	**38,022.39**	$	**22,346.69**	$	**0.00**	$	**0.00**
BLACKROCK INC	09247X101	S	06/27/11	$	30,145.43	$	18,572.06	$	0.00	$	0.00
	BLK		10/18/13		100.00						
Security Subtotal				$	**30,145.43**	$	**18,572.06**	$	**0.00**	$	**0.00**
ROPER INDUSTRIES INC	776696106	S		$	86,449.56	$	55,092.71	$	0.00	$	0.00
	ROP		01/09/13		750.00						
Security Subtotal				$	**86,449.56**	$	**55,092.71**	$	**0.00**	$	**0.00**
UNION PACIFIC CORP	907818108	S	02/09/11	$	38,533.23	$	23,909.24	$	0.00	$	0.00
	UNP		10/24/13		250.00						
Security Subtotal				$	**38,533.23**	$	**23,909.24**	$	**0.00**	$	**0.00**
VANGUARD FTSE PACIFIC ETF	922042866	S	02/22/12	$	58,034.04	$	52,641.48	$	0.00	$	0.00
	VPL		08/09/13		1,000.00						
Security Subtotal				$	**58,034.04**	$	**52,641.48**	$	**0.00**	$	**0.00**
WASTE MANAGEMENT INC DEL	94106L109	S	12/21/11	$	21,537.18	$	15,998.94	$	0.00	$	0.00
	WM		10/24/13		500.00						

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TT,MICHAEL
J CONNELL MEMORIAL FUND
U/W MICHAEL J CONNELL EQUITY A

Account Number
9368-8871

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss Long-term (Report on Form 8949, Part II, with **Box A** checked.)

LONG-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
WASTE MANAGEMENT INC DEL	94106L109	S	12/21/11	$	109,696.39	$	79,994.71	$	0.00	$	0.00
	WM		11/08/13		2,500.00						
Security Subtotal				**$**	**131,233.57**	**$**	**95,993.65**	**$**	**0.00**	**$**	**0.00**
Total Long-Term (Cost basis is reported to the IRS)				**$**	**382,418.22**	**$**	**268,555.83**				

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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charles SCHWAB

Schwab One® Trust Account of
R WILSON & J LOEBL TT,MICHAEL
J CONNELL MEMORIAL FUND
U/W MICHAEL J CONNELL EQUITY A

Account Number
9368-8871

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 95-6032559

Date Prepared: **February 7, 2014**

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
DISNEY WALT CO	254687106	S	01/31/03	$ 33,371.97	$ 8,649.47	$ 0.00	$ 0.00
	DIS		10/18/13	500.00			
Security Subtotal				**$ 33,371.97**	**$ 8,649.47**	**$ 0.00**	**$ 0.00**
GOOGLE INC CLASS A	38259P508	S	10/09/08	$ 37,555.61	$ 16,686.26	$ 0.00	$ 0.00
	GOOG		01/29/13	50.00			
GOOGLE INC CLASS A	38259P508	S	10/09/08	$ 49,816.18	$ 16,686.26	$ 0.00	$ 0.00
	GOOG		10/18/13	50.00			
Security Subtotal				**$ 87,371.79**	**$ 33,372.52**	**$ 0.00**	**$ 0.00**
ISHARES MSCI CDA ETF CANADA	464286509	S		$ 80,372.15	$ 77,543.30	$ 0.00	$ 0.00
	EWC		10/24/13	2,750.00			
Security Subtotal				**$ 80,372.15**	**$ 77,543.30**	**$ 0.00**	**$ 0.00**
JOHNSON & JOHNSON	478160104	S	03/09/00	$ 36,939.61	$ 14,195.00	$ 0.00	$ 0.00
	JNJ		10/24/13	400.00			
Security Subtotal				**$ 36,939.61**	**$ 14,195.00**	**$ 0.00**	**$ 0.00**
MICROSOFT CORP	594918104	S	08/04/09	$ 36,197.84	$ 30,783.35	$ 0.00	$ 0.00
	MSFT		02/27/13	1,300.00			
MICROSOFT CORP	594918104	S	08/04/09	$ 36,224.42	$ 23,679.50	$ 0.00	$ 0.00
	MSFT		12/19/13	1,000.00			
Security Subtotal				**$ 72,422.26**	**$ 54,462.85**	**$ 0.00**	**$ 0.00**

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Taxpayer ID Number: 95-6032559

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
PEPSICO INCORPORATED	713448108	S	05/21/01	$ 95,172.19	$ 53,511.12	$ 0.00	$ 0.00
	PEP		08/23/13	1,200.00			
Security Subtotal				**$ 95,172.19**	**$ 53,511.12**	**$ 0.00**	**$ 0.00**
THERMO FISHER SCIENTIFIC	883556102	S	09/17/04	$ 90,381.08	$ 29,591.20	$ 0.00	$ 0.00
	TMO		08/23/13	1,000.00			
Security Subtotal				**$ 90,381.08**	**$ 29,591.20**	**$ 0.00**	**$ 0.00**
Total Long-Term (Cost basis is available but not reported to the IRS)				**$ 496,031.05**	**$ 271,325.46**		
Total Long-Term Sales Price of Stocks, Bonds, etc.				**$ 878,449.27**	**$ 539,881.29**		
Total Sales Price of Stocks, Bonds, etc.				**$ 974,769.36**			
Total Federal Income Tax Withheld				**$ 0.00**			

Notes for your Form 1099-B

Schwab has provided cost basis information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. When value for the report is unavailable, it is noted as follows. "Missing" or "Not Provided"

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