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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THOMAS & DOROTHY LEAVEY FOUNDATION		A Employer identification number 95-6060162
Number and street (or P O box number if mail is not delivered to street address) 10100 SANTA MONICA BLVD., STE 610	Room/suite	B Telephone number 310-551-9936
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90067		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 280,542,061.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,324.	1,007.		
4 Dividends and interest from securities		5,943,468.	4,805,333.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		10,713,651.			STATEMENT 1
b Gross sales price for all assets on line 6a	54,346,912.				
7 Capital gain net income (from Part IV, line 2)			10,291,309.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		19,004.	50,939.		STATEMENT 2
12 Total. Add lines 1 through 11		16,677,447.	15,148,588.		
13 Compensation of officers, directors, trustees, etc		7,254.	3,627.		3,627.
14 Other employee salaries and wages		69,750.	6,975.		62,775.
15 Pension plans, employee benefits		2,750.	275.		2,475.
16a Legal fees	STMT 3	180,677.	120,451.		60,220.
b Accounting fees	STMT 4	191,035.	152,828.		38,172.
c Other professional fees	STMT 5	2,452,891.	940,097.		15,404.
17 Interest					
18 Taxes	STMT 6	833,234.	122,592.		13,659.
19 Depreciation and depletion		607.	304.		
20 Occupancy		100,859.	50,429.		50,430.
21 Travel, conferences, and meetings		3,777.	0.		3,777.
22 Printing and publications					
23 Other expenses	STMT 7	50,489.	25,245.		25,244.
24 Total operating and administrative expenses. Add lines 13 through 23		3,893,323.	1,422,823.		275,783.
25 Contributions, gifts, grants paid		11,147,134.			13,530,178.
26 Total expenses and disbursements. Add lines 24 and 25		15,040,457.	1,422,823.		13,805,961.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,636,990.			
b Net investment income (if negative, enter -0-)			13,725,765.		
c Adjusted net income (if negative, enter -0-)				N/A	

ENVELOPE
POSTMARK DATE NOV 13 2014SCANNED NOV 24 2014
Operating and Administrative Expenses

2-14

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,483,840.	3,009,943.	3,009,943.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 159,197.			
	Less: allowance for doubtful accounts ▶ 0.	136,128.	159,197.	159,197.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	10,810.	10,430.	10,430.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	102,698,515.	140,077,483.	140,077,483.
	c Investments - corporate bonds STMT 10	65,465,283.	51,204,719.	51,204,719.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	74,366,079.	85,931,650.	85,931,650.	
14 Land, buildings, and equipment: basis ▶ 326,400.				
Less accumulated depreciation STMT 12 ▶ 326,400.	606.	0.	0.	
15 Other assets (describe ▶ STATEMENT 13)	10,639.	148,639.	148,639.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	249,171,900.	280,542,061.	280,542,061.	
Liabilities	17 Accounts payable and accrued expenses	121,700.	127,251.	
	18 Grants payable	4,373,869.	1,990,825.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	829,585.	1,259,691.	
	23 Total liabilities (add lines 17 through 22)	5,325,154.	3,377,767.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	243,846,746.	277,164,294.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	243,846,746.	277,164,294.	
	31 Total liabilities and net assets/fund balances	249,171,900.	280,542,061.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	243,846,746.
2 Enter amount from Part I, line 27a	2	1,636,990.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	31,680,556.
4 Add lines 1, 2, and 3	4	277,164,292.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	277,164,292.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 54,346,912.		44,055,603.	10,291,309.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			10,291,309.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,291,309.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	11,308,967.	239,536,243.	.047212
2011	12,342,576.	247,675,265.	.049834
2010	9,883,446.	233,512,503.	.042325
2009	10,913,177.	209,315,408.	.052137
2008	13,044,575.	257,341,363.	.050690

2 Total of line 1, column (d)	2	.242198
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048440
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	259,639,053.
5 Multiply line 4 by line 3	5	12,576,916.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	137,258.
7 Add lines 5 and 6	7	12,714,174.
8 Enter qualifying distributions from Part XII, line 4	8	13,805,961.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	137,258.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	137,258.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	137,258.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	277,613.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	277,613.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	140,355.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 140,355. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WTAS LLC</u> Telephone no. ► <u>213-593-2300</u> Located at ► <u>400 S. HOPE STREET, SUITE 2000, LOS ANGELES, CA</u> ZIP+4 ► <u>90071</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► <u>OTHER COUNTRY</u>	16	X	

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

5b

X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		7,200.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RITA DENLEA - 10100 SANTA MONICA BLVD., STE 610, LOS ANGELES, CA	40.00	69,750.	2,750.	0.

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

1

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EDGEWOOD MANAGEMENT CO. 350 PARK AVENUE, 18TH FL, NEW YORK, NY 10022	INVESTMENT COUNSEL	345,845.
KR CAPITAL ADVISORS, INC. 450 PARK AVENUE, NEW YORK, NY 10022	INVESTMENT COUNSEL	278,656.
BEL AIR INVESTMENT - 1999 AVENUE OF THE STARS, LOS ANGELES, CA 90067	ADVISORY FEES	258,046.
IRELL & MANELLA, LLP - 1800 AVE OF THE STARS, #900, LOS ANGELES, CA 90067	LEGAL COUNSEL	180,679.
WTAS LLC 400 S. HOPE ST. #2000, LOS ANGELES, CA 90071	ACCOUNTING SERVICES	139,010.
Total number of others receiving over \$50,000 for professional services		2

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 16	384,000.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Subtract the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	NONE	
		0.
2		
All other program-related investments. See instructions.		
3	NONE	
		0.
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	236,358,170.
b	Average of monthly cash balances	1b	3,887,962.
c	Fair market value of all other assets	1c	23,346,815.
d	Total (add lines 1a, b, and c)	1d	263,592,947.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	263,592,947.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,953,894.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	259,639,053.
6	Minimum investment return. Enter 5% of line 5	6	12,981,953.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	12,981,953.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	137,258.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	137,258.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,844,695.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,844,695.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,844,695.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	13,805,961.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13,805,961.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	137,258.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,668,703.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				12,844,695.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	35,855.			
c From 2010				
d From 2011	254,545.			
e From 2012				
f Total of lines 3a through e	290,400.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 13,805,961.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				12,844,695.
e Remaining amount distributed out of corpus	961,266.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,251,666.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,251,666.			
10 Analysis of line 9:				
a Excess from 2009	35,855.			
b Excess from 2010				
c Excess from 2011	254,545.			
d Excess from 2012				
e Excess from 2013	961,266.			

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

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE A ATTACHED		501(C)(3)	GENERAL/EDUCATIONAL	13,146,178.
SEE SCHEDULE B ATTACHED		501(C)(3)	EDUCATIONAL	384,000.
Total			▶ 3a	13,530,178.
b Approved for future payment				
UNIVERSITY OF PUGET SOUND		501(C)(3)	EDUCATIONAL	1,000,000.
CROSSROADS INC		501(C)(3)	GENERAL	75,000.
Total			▶ 3b	1,075,000.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE STATEMENT ATTACHED					
	15,873,107.	15,023,664.	0.	0.	849,443.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE STATEMENT ATTACHED					
	35,928,348.	29,095,989.	0.	0.	6,832,359.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM WILTON K-1					
	0.	<472.>	0.	0.	472.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM WILTON K-1	0.	<66,688.>	0.		0.	66,688.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FROM ENERGY CAPITAL K-1	0.	<208,976.>	0.		0.	208,976.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
MLP GAIN/LOSS	360,342.	212,086.	0.		0.	148,256.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	0.	<422,342.>	0.		0.	422,342.

CAPITAL GAINS DIVIDENDS FROM PART IV

2,185,115.

TOTAL TO FORM 990-PF, PART I, LINE 6A

10,713,651.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	19,004.	0.	
FROM NORTHERN TRUST	0.	14,143.	
FROM K-1 - WILTON PRIVATE EQUITY FUND LLC	0.	15,005.	
FROM K-1 - ENERGY CAPITAL PARTNERS II-B	0.	5,206.	
FROM MLP K-1 - ALLIANCEBERNSTEIN HOLDING LP	0.	486.	
FROM MLP K-1 - PLAINS ALL AMERICAN PIPELINE LP	0.	10.	
FROM MLP K-1 - OCH ZIFF CAPITAL MANAGEMENT GROUP LLC	0.	1,243.	
CLASS SETTLEMENT FUND INCOME	0.	14,846.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,004.	50,939.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRELL & MANELLA LLP	180,677.	120,451.		60,220.
TO FM 990-PF, PG 1, LN 16A	180,677.	120,451.		60,220.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WTAS LLC	139,010.	111,208.		38,137.
DELOITTE & TOUCHE, LLP	52,025.	41,620.		35.
TO FORM 990-PF, PG 1, LN 16B	191,035.	152,828.		38,172.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	2,047,777.	484,591.		0.
CUSTODIAN FEES	111,561.	111,561.		0.
INVESTMENT ADVISORY FEES	269,745.	269,745.		0.
SCHOLARSHIP EVALUATION COMMITTEE	7,000.	0.		7,000.
CONSULTING FEES	16,808.	8,404.		8,404.
K-1 DEDUCTIONS - WILTON	0.	13,630.		0.
K-1 DEDUCTIONS - ENERGY	0.	52,166.		0.
TO FORM 990-PF, PG 1, LN 16C	2,452,891.	940,097.		15,404.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,778.	121,795.		0.
FEDERAL EXCISE TAXES	183,000.	0.		0.
DEFERRED TAX PROVISION	633,000.	0.		0.
PAYROLL TAXES	5,353.	536.		4,817.
PROPERTY TAXES	521.	261.		260.
FEES AND DUES	2,245.	0.		2,245.
OTHER TAXES	6,337.	0.		6,337.
TO FORM 990-PF, PG 1, LN 18	833,234.	122,592.		13,659.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	2,694.	1,347.		1,347.
INSURANCE	39,384.	19,692.		19,692.
STATIONARY & SUPPLIES	1,884.	942.		942.
OFFICE EXPENSES	3,499.	1,750.		1,749.
TELEPHONE	3,006.	1,503.		1,503.
TRUSTEE EXPENSE	22.	11.		11.
TO FORM 990-PF, PG 1, LN 23	50,489.	25,245.		25,244.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
2013 CHANGE IN UNREALIZED GAINS - SECURITIES	31,680,556.
TOTAL TO FORM 990-PF, PART III, LINE 3	31,680,556.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "STOCKS"	140,077,483.	140,077,483.
TOTAL TO FORM 990-PF, PART II, LINE 10B	140,077,483.	140,077,483.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "BONDS"	51,204,719.	51,204,719.
TOTAL TO FORM 990-PF, PART II, LINE 10C	51,204,719.	51,204,719.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN SECURITIES - SEE STMT	FMV	51,813,463.	51,813,463.
ALTERNATIVE INVESTMENTS	FMV	34,118,187.	34,118,187.
TOTAL TO FORM 990-PF, PART II, LINE 13		85,931,650.	85,931,650.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	37,430.	37,430.	0.
FURNITURE AND FIXTURES	54,991.	54,991.	0.
LEASEHOLD IMPROVEMENTS	207,952.	207,952.	0.
LEASEHOLD IMPROVEMENTS	2,022.	2,022.	0.
COPIER/PRINTER	4,641.	4,641.	0.
RETIRED OFFICE EQUIPMENT	<3,438.>	<3,438.>	0.
COMPUTER SOFTWARE	974.	974.	0.
COMPUTER SOFTWARE	16,540.	16,540.	0.
PRINTERS	1,656.	1,656.	0.
OFFICE FURNITURE	3,632.	3,632.	0.
TOTAL TO FM 990-PF, PART II, LN 14	326,400.	326,400.	0.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	10,639.	10,639.	10,639.
PREPAID EXCISE TAXES	0.	138,000.	138,000.
TO FORM 990-PF, PART II, LINE 15	10,639.	148,639.	148,639.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	506,000.	1,139,000.
DEFERRED RENT	88,471.	86,539.
PAYABLE TO BROKER, NET	216,114.	34,152.
ACCRUED EXCISE TAXES	19,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	829,585.	1,259,691.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN L. MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	CHAIRMAN, AS NEEDED 5.00	0.	0.	0.
MICHAEL ENRIGHT 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	1,800.	0.	0.
JACQUELINE POWERS DOUD 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	1,800.	0.	0.
LOUIS CASTRUCCIO 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	1,800.	0.	0.
LEO E. DENLEA, JR. 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	1,800.	0.	0.
JOHN MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.
MARIE MCDONOUGH 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.
KATHLEEN DUNCAN 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.
TOM LEMONS 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		7,200.	0.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY ONE

SCHOLARSHIP PROGRAM, APPROVED BY THE IRS, BASED ON MERIT AND NEED FOR THE CHILDREN OF ABOUT 50,000 EMPLOYEES AND AGENTS OF FARMERS INSURANCE GROUP (FARMERS). ALL CHILDREN OF EMPLOYEES AND AGENTS OF FARMERS ARE ELIGIBLE. SCHOLARSHIP RECIPIENTS ARE SELECTED BY AN INDEPENDENT SELECTION COMMITTEE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

384,000.

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2013**

Part VII-B, Question 1a(3)

The Leavey Foundation, a trustee of the Leavey Foundation, and another private foundation share office expenses and equipment based upon usage.

Part VII-B, Question 1a(4)

All outside trustees are paid \$600 per board meeting. See Form 990-PF, Part VIII (1).

A law firm, of which a trustee of the Foundation is a partner emeritus, performed legal advisory services at fair market value which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c). The legal fees paid in 2013 were \$180,677.

An employee of the Foundation is also related to a trustee of the Foundation. The employee received wages of \$69,750 in 2013, which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c).

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2013

Form 990-PF, Part XV, Section (a) - Schedule A:
Grant Payments

Name	Amount	
CK 7605	SOAR	\$25,000.00
CK 7685	ALEXANDRIA HOUSE	\$35,000.00
CK 7686	AMERICAN FARMLAND	\$25,000.00
CK 7687	AMERICANS UNITED	\$10,000.00
CK 7688	BARLOW RESP HOSPITAL	\$250,000.00
CK 7689	CALIFORNIA 4-H FOUNDATION	\$100,000.00
CK 7690	CALIFORNIA 4-H FOUNDATION	\$135,000.00
CK 7691	CATHOLIC MEDICAL	\$25,000.00
CK 7697	MAKING THE RIGHT CHOICE	\$10,000.00
CK 7698	MARYMOUNT HIGH	\$5,000.00
CK 7699	NATIONAL DISASTER CHARITIES	\$5,000.00
CK 7700	NEW VISIONS FOUND	\$5,000.00
CK 7701	SANTA FE COMMUNITY	\$10,000.00
CK 7702	SERVANTS OF MARY	\$15,000.00
CK 7703	ST. CAMILLUS PASTORAL CARE	\$75,000.00
CK 7704	ST. JOHN'S SEMINAR	\$75,000.00
CK 7705	ST. VINCENT MEDICAL	\$100,000.00
CK 7706	THE HUNGER PROJECT	\$200,000.00
CK 7707	UNIVER OF PUGET SOUND	\$59,345.00
CK 7708	FROSTIG CENTER	\$15,000.00
CK 7709	GREATER LA ZOO ASSOCIATION	\$10,000.00
CK 7710	HOMEBOY INDUSTRIES	\$300,000.00
CK 7711	JESUIT VOLUNTEER	\$10,000.00
CK 7712	JUNIOR ARCH OF SOCAL	\$5,000.00
CK 7772	A PLACE CALLED HOME	\$25,000.00
CK 7773	BOYS & GIRLS CLUB OF LB	\$25,000.00
CK 7774	CHILDRENS BUREAU	\$50,000.00
CK 7775	CHILDRENS INS	\$50,000.00
CK 7776	GET ON THE BUS	\$10,000.00
CK 7777	LA SALLE HIGH SCHOOL	\$25,000.00
CK 7778	LAY MISSION HELPER	\$25,000.00
CK 7779	LIBRARY FOUNDATION	\$25,000.00
CK 7780	LITTLE SISTERS	\$25,000.00
CK 7781	MARLBOROUGH SCHOOL	\$25,000.00
CK 7782	MISS HALL'S SCHOOL	\$100,000.00
CK 7783	MOUNT ST. MARY'S COLLEGE	\$375,000.00
CK 7784	OUR HOUSE	\$75,000.00
CK 7785	SAN JOSE COMMUNITY LEARNING	\$10,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2013

Form 990-PF, Part XV, Section (a) - Schedule A:
Grant Payments

Name	Amount	
CK 7786	SPECIAL OLYMPICS	\$25,000.00
CK 7787	ST. JOHN'S SEMINAR	\$12,000.00
CK 7788	ST. PAUL HIGH	\$50,000.00
CK 7789	STRIVE	\$10,000.00
CK 7790	UNITED NEGRO	\$50,000.00
CK 7791	UNIV OF PUGET SOUND	\$13,000.00
CK 7874	SOAR	\$5,000.00
CK 7891	ASCENDING LIGHTS	\$25,000.00
CK 7892	BISHOP CONATY	\$12,000.00
CK 7893	BRESEE YOUTH CENTER	\$20,000.00
CK 7894	CATHOLIC EDUCATION	\$10,000.00
CK 7895	DON BOSCO TECH	\$50,000.00
CK 7896	FADICA	\$15,000.00
CK 7897	GIRL SCOUTS OF GREAT	\$25,000.00
CK 7898	HAPPY TRAIL FOR KIDS	\$15,000.00
CK 7899	SISTER ELIZABETH	\$10,000.00
CK 7900	JUNIOR BLIND OF AMERICA	\$25,000.00
CK 7901	LEARNING ALLY, INC	\$10,000.00
CK 7902	SANTA CLARA UNI	\$1,000,000.00
CK 7903	SHOES THAT FIT	\$5,000.00
CK 7904	SUPPORT OUR AGING	\$25,000.00
CK 7905	HOSPITALER FOUND	\$50,000.00
CK 7906	THE HEART TOUCH PR	\$25,000.00
CK 7907	THE RIGHT TO LIFE	\$25,000.00
CK 7908	THE SALVATION ARMY	\$10,000.00
CK 7909	VATICAN OBSERVATOR	\$50,000.00
CK 7910	VERBUM DEI HIGH	\$200,000.00
CK 7931	WALLIS ANNEBERG CE	\$20,000.00
N/A	ST. JAMES INN	\$200,000.00
CK 7963	CATHOLIC RELIEF SER	\$10,000.00
CK 7975	ARCHDIOCESE OF LA	\$25,000.00
CK 7976	RESTORATIVE JUSTICE	\$25,000.00
CK 7977	BAGS4KIDS	\$20,000.00
CK 7978	RONALD MCDONALD	\$25,000.00
CK 7979	CATHOLIC RELIEF SER	\$10,000.00
CK 7980	DAUGHTERS OF M&J	\$20,000.00
CK 7981	FISHER HOUSE FND.	\$10,000.00
CK 7982	FIVE ACRES	\$25,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2013

Form 990-PF, Part XV, Section (a) - Schedule A:
Grant Payments

Name	Amount	
CK 7983	HOUSE RESEARCH INST	\$25,000.00
CK 7984	JOURNEY HOUSE	\$25,000.00
CK 7985	JUNIORS OF SOCIAL S	\$25,000.00
CK 7986	L.A. GOAL	\$10,000.00
CK 7987	LITTLE SISTERS POOR	\$100,000.00
CK 7988	LOYOLA HIGH SCHOOL	\$335,000.00
CK 7989	NTL PHILANTHROPY DA	\$1,500.00
CK 7990	OPCC	\$25,000.00
CK 7991	OPTIONS UNITED	\$25,000.00
CK 7992	ST. ANDREWS ABBEY	\$25,000.00
CK 7993	SOCIAL SERVICE AUX	\$25,000.00
CK 7994	ST. FRANCIS CENTER	\$10,000.00
CK 7995	S. JOHNS HEALTH CNT	\$1,000,000.00
CK 7996	ST. JUDE CHILDRENS	\$25,000.00
CK 7997	STONE SOUP	\$10,000.00
CK 7998	THE ARC	\$10,000.00
CK 7999	UNITED FRIENDS	\$100,000.00
CK 8000	UNIV OF PUGET SOUND	\$1,000,000.00
CK 8001	USC CENTER ON P&P	\$50,000.00
CK 8002	USC CENTER ON P&P	\$10,000.00
CK 8009	CATHOLIC EDU FOUND.	\$25,000.00
CK 8013	ST. PAUL THE APOSTL	\$1,000,000.00
CK 8014	USC	\$1,000,000.00
CK 8015	ST. JOHNS SEMINARY	\$1,000,000.00
CK 8016	CATHOLIC EDU FOUND	\$1,000,000.00
CK 8017	CHILDRENS HOSPITAL	\$1,000,000.00
CK 8018	CA SCIENCE CENTER	\$333,333.00
CK 8019	MOUNT ST. MARYS	\$375,000.00
CK 8020	THE HUNGER PROJECT	\$200,000.00
	VOIDED CHECKS	(\$135,000.00)
Total grants paid during the year		<u>\$13,146,178.00</u>

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2013

Form 990-PF, Part XV, Section (a) - Schedule B:
Scholarship Payments

Name	Amount	
CK 7599	BRIGHAM YOUNG UNI	\$3,000.00
CK 7600	UNIV OF NOTRE DAME	\$3,000.00
CK 7601	BELLARMINE UNIV	\$3,000.00
CK 7602	ABILENE CHRISTIAN	\$3,000.00
CK 7603	UNIVERSITY OF PORT	\$3,000.00
CK 7604	WORCESTER POLYTECH	\$3,000.00
CK 7610	ABILENE CHRISTIAN	\$3,000.00
CK 7611	UNIV OF TAMPA	\$3,000.00
CK 7612	BAYLOR UNI	\$3,000.00
CK 7613	SOUTHWEST BAPTIST	\$3,000.00
CK 7614	UNIV OF CHICAGO	\$3,000.00
CK 7615	ST. OLAF COLLEGE	\$3,000.00
CK 7616	BRIGHAM YOUNG UNI	\$3,000.00
CK 7617	PACIFIC LUTHERAN U	\$3,000.00
CK 7618	SYRACUSE UNI	\$3,000.00
CK 7619	CALVIN COLLEGE	\$3,000.00
CK 7620	UNI OF PENNSYLVANIA	\$3,000.00
CK 7627	LOYOLA UNI OF CHI	\$3,000.00
CK 7628	AQUINAS COLLEGE	\$3,000.00
CK 7629	UNI OF PEN	\$3,000.00
CK 7630	CREIGHTON UNI	\$3,000.00
CK 7631	CALVIN COLLEGE	\$3,000.00
CK 7632	UNI OF NOTRE DAME	\$3,000.00
CK 7633	EUREKA COLLEGE	\$3,000.00
CK 7634	ABILENE CHRISTIAN	\$3,000.00
CK 7636	BRIGHAM YOUNG UNI	\$3,000.00
CK 7638	OKLAHOMA CITY UNI	\$3,000.00
CK 7639	SCHOOL OF VIS ARTS	\$3,000.00
CK 7640	COLLEGE OF ST. BEN	\$3,000.00
CK 7644	OKLAHOMA BAPTIST	\$3,000.00
CK 7651	GEORGE WASH UNI	\$3,000.00
CK 7652	CLAREMONT MCKENNA	\$3,000.00
CK 7653	UNI OF CHICAGO	\$3,000.00
CK 7654	REGIS UNI	\$3,000.00
CK 7655	UNI OF ST.THOMAS	\$3,000.00
CK 7656	WARNER PAC COLLEGE	\$3,000.00
CK 7657	HOPE COLLEGE	\$3,000.00
CK 7658	BRIGHAM YOUNG UNI	\$3,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2013

Form 990-PF, Part XV, Section (a) - Schedule B:
Scholarship Payments

Name	Amount
CK 7659 MASS INST OF TECH	\$3,000.00
CK 7660 BRIGHAM YOUNG UNI	\$3,000.00
CK 7661 MULTNOMAH UNI	\$3,000.00
CK 7664 ST. JOSEPH'S UNI	\$3,000.00
CK 7666 PAMONA COLLEGE	\$3,000.00
CK 7668 SAINT LOUIS UNI	\$3,000.00
CK 7679 CHAPMAN UNI	\$3,000.00
CK 7680 GEORGETOWN UNI	\$3,000.00
CK 7681 TEXAS CHRISTIAN UN	\$3,000.00
CK 7682 WHITWORTH UNI	\$3,000.00
CK 7683 CONCORDIA COLLEGE	\$3,000.00
CK 7684 LUTHER COLLEGE	\$3,000.00
CK 7717 UNIV OF SOUTHERN C	\$3,000.00
CK 7718 ABILENE CHRISTIAN	\$3,000.00
CK 7724 NEBRASKA WESLEYAN	\$3,000.00
CK 7725 BRIGHAM YOUNG UNI	\$3,000.00
CK 7729 DRAKE UNI	\$3,000.00
CK 7730 WILLIAMS COLLEGE	\$3,000.00
CK 7731 PACIFIC UNI	\$3,000.00
CK 7735 WILLIAM JEWELL	\$3,000.00
CK 7767 OK CHRISTIAN UNI	\$3,000.00
CK 7768 STANFORD UNI	\$3,000.00
CK 7821 UNI OF TAMPA	\$3,000.00
CK 7822 EUREKA COLLEGE	\$3,000.00
CK 7823 GEORGE WASHINGTON	\$3,000.00
CK 7824 WORCESTER POLYTECH	\$3,000.00
CK 7825 PACIFIC LUTHERAN U	\$3,000.00
CK 7826 BELLARMINE UNI	\$3,000.00
CK 7827 UNI OF PORTLAND	\$3,000.00
CK 7828 UNI OF SAN DIEGO	\$3,000.00
CK 7830 UNI OF REDLANDS	\$3,000.00
CK 7831 WALDORF COLLEGE	\$3,000.00
CK 7832 UNI OF NOTRE DAME	\$3,000.00
CK 7833 DEPAUL UNI	\$3,000.00
CK 7834 UNI OF NOTRE DAME	\$3,000.00
CK 7835 BAYLOR UNI	\$3,000.00
CK 7836 UNI OF DAYTON	\$3,000.00
CK 7837 JOHN CARROLL UNI	\$3,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2013

Form 990-PF, Part XV, Section (a) - Schedule B:
Scholarship Payments

Name	Amount	
CK 7838	ST. OLAF COLLEGE	\$3,000.00
CK 7839	GEORGETOWN UNI	\$3,000.00
CK 7840	MASSACHUSETTS INST	\$3,000.00
CK 7841	HOPE COLLEGE	\$3,000.00
CK 7845	SAINT LOUIS	\$3,000.00
CK 7846	SAWTHORNE COLLEGE	\$3,000.00
CK 7847	INDIANA WESLEYAN U	\$3,000.00
CK 7848	HUNTINGDON COLLEGE	\$3,000.00
CK 7849	NORTHEASTER UNI	\$3,000.00
CK 7850	STANFORD UNI	\$3,000.00
CK 7861	CONCORDIA COLLEGE	\$3,000.00
CK 7862	ABILENE CHRISTIAN	\$3,000.00
CK 7863	NEBRASKA WELEYAN U	\$3,000.00
CK 7864	CREIGHTON UNI	\$3,000.00
CK 7868	BRIGHAM YOUNG UNI	\$3,000.00
CK 7869	CARNEGIE MELLON UN	\$3,000.00
CK 7870	CAL TECH	\$3,000.00
CK 7871	SOUTHWEST BAPTIST	\$3,000.00
CK 7872	CALVIN COLLEGE	\$3,000.00
CK 7875	BRIGHAM YOUNG	\$3,000.00
CK 7876	SPRING ARBOR	\$3,000.00
CK 7877	UNI OF ST. THOMAS	\$3,000.00
CK 7878	STANFORD UNI	\$3,000.00
CK 7879	ITHACA COLLEGE	\$3,000.00
CK 7880	TRINITY UNI	\$3,000.00
CK 7881	OKLAHOMA BAPTIST U	\$3,000.00
CK 7887	BRIGHAM YOUNG UNI	\$3,000.00
CK 7888	UNIV OF ND	\$3,000.00
CK 7889	BRIGHAM YOUNG UNI	\$3,000.00
CK 7890	SYRACUSE UNI	\$3,000.00
CK 7915	MULTNOMATH UNI	\$3,000.00
CK 7916	UNI OF PENN	\$3,000.00
CK 7917	UNI OF DENVER	\$6,000.00
CK 7918	CHAPMAN UNI	\$3,000.00
CK 7919	WHITWORTH UNI	\$3,000.00
CK 7920	UNI OF ND	\$3,000.00
CK 7921	UNI OF ND	\$3,000.00
CK 7924	REGIS UNI	\$3,000.00

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2013

Form 990-PF, Part XV, Section (a) - Schedule B:
Scholarship Payments

Name		Amount
CK 7925	POMONA COLLEGE	\$3,000.00
CK 7926	BAYLOR UNI	\$3,000.00
CK 7927	BRIGHAM YOUNG UNI	\$3,000.00
CK 7929	DRAKE UNI	\$3,000.00
CK 7930	TEXAS XTIAN UNI	\$3,000.00
CK 7942	ST. JOSEPHS UNIVERS	\$3,000.00
CK 7943	AQUINAS COLLEGE	\$3,000.00
CK 7944	UNIVERSITY OF CHICA	\$3,000.00
CK 7945	USC	\$3,000.00
CK 7957	CLAREMONT MCKENNA C	\$3,000.00
CK 7966	SCHOOL OF VISUAL AR	\$3,000.00
CK 7967	UNIVERSITY OF PENNS	\$3,000.00
CK 8008	UNIVERSITY OF PENNS	\$3,000.00
Total scholarships paid during the year		<u><u>\$384,000.00</u></u>

**Thomas and Dorothy Leavey Foundation
Distributable Amounts**

Taxable Year	Distributable Amount	Qualifying Distribution		Start-Up Minimum Amount	Actual Payments Made	Aggregate Actual Payments
Start-Up Period.						
1972	131,217	323,511	20%	26,243	323,511	323,511
1973	191,562	249,587	40%	76,625	249,587	573,098
1974	437,124	341,482	60%	262,316	341,482	914,580
1975	669,052	680,447	80%	535,329	680,447	1,595,027
				Excess Distribution in Full Pmt Period	C/O Distribution in Excess of Full-Pmt Period Minimum Amount *	
Full Payment Periods:						
	(a)	(b)	(b) - (a)		(b)	
1976	691,688	763,413	71,725	71,725	763,413	2,358,440
1977	666,262	869,120	202,858	274,583	869,120	3,227,560
1978	1,288,135	1,579,058	290,923	565,506	1,579,058	4,806,618
1979	1,595,578	1,214,235	(381,343)	184,163	1,214,235	6,020,853
1980	2,430,168	2,877,536	447,368	631,531	2,877,536	8,898,389
1981	2,941,628	4,196,894	1,255,266	1,886,797	4,196,894	13,095,283
1982	2,241,628	4,316,428	2,074,800	3,777,434	4,316,428	17,411,711
1983	2,514,882	5,453,487	2,938,605	6,716,039	5,453,487	22,865,198
1984	2,560,537	3,107,451	546,914	7,447,116	3,107,451	25,972,649
1985	3,312,974	5,079,238	1,766,264	9,029,217	5,079,238	31,051,887
1986	4,128,167	9,733,201	5,605,034	14,186,883	9,733,201	40,785,088
1987	4,157,668	6,152,280	1,994,612	14,926,229	6,152,280	46,937,368
1988	4,233,367	11,622,051	7,388,684	20,240,113	11,622,051	58,559,419
1989	5,804,490	4,956,229	(848,261)	16,453,247	4,956,229	63,515,648
1990	6,363,814	6,457,040	93,226	15,999,559	6,457,040	69,972,688
1991	7,029,568	7,280,324	250,756	14,484,051	7,280,324	77,253,012
1992	7,296,938	7,777,870	480,932	9,359,949	7,777,870	85,030,882
1993	7,296,318	5,373,516	(1,922,802)	5,442,535	5,373,516	90,404,398
1994	7,195,273	10,251,313	3,056,040	3,056,040	10,251,313	100,655,711
1995	7,589,427	9,373,069	1,783,642	4,839,682	9,373,069	110,028,780
1996	8,430,221	10,189,131	1,758,910	6,598,592	10,189,131	120,217,911
1997	9,218,650	11,772,537	2,553,887	9,152,479	11,772,537	131,990,448
1998	11,066,653	13,263,687	1,447,034	10,599,513	12,513,687	144,504,135
1999	13,192,888	6,314,789	(6,628,099)	3,971,414	6,564,789	151,068,924
2000	14,289,604	15,820,457	1,780,853	5,752,267	16,070,457	167,139,381
2001	11,666,671	6,384,370	(5,032,301)	719,966	6,634,370	173,773,751
2002	10,712,404	10,957,555	245,151	965,117	10,957,555	184,731,306
2003	10,398,080	10,376,550	(21,530)	943,587	10,376,550	195,107,856
2004	11,538,823	11,509,581	(29,242)	914,345	11,509,581	206,617,437
2005	11,740,896	11,418,948	(321,948)	245,527	11,418,948	218,036,385
2006	12,349,791	12,920,118	570,327	815,478	12,920,118	230,956,503
2007	13,813,528	14,606,453	792,925	1,363,252	14,056,453	245,012,956
2008	12,721,374	13,192,269	470,895	1,834,147	13,492,269	258,505,225
2009	10,645,859	10,983,088	337,229	2,171,376	10,983,088	269,488,313
2010	11,532,306	9,883,446	(1,648,860)	522,516	9,883,446	279,371,759
2011	12,235,898	12,490,442	254,544	777,060	12,490,442	291,862,201
2012	11,795,628	11,308,967	(486,661)	290,399	11,308,967	303,171,168
2013	12,844,695	13,805,961	961,266	1,251,665	13,805,961	316,977,129

* THE EXCESS REDUCES THE FULL PAYMENT PERIOD MINIMUM AMOUNT FOR EACH SUCCEEDING TAXABLE YEAR, LIMITED TO A PERIOD OF FIVE YEARS FOLLOWING THE YEAR IN WHICH THE EXCESS DISTRIBUTION IS MADE

The Thomas and Dorothy Leavey Foundation
EIN. 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2013

Form 990-PF, Part IV - Schedule A

	<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Gain/(Loss)</u>
Short-Term Capital Gain			
Artio Intl Equity (26-28765)			-
Pimco (26-05505)	1,176,185	1,183,837	(7,652)
TCW EM Income (26-03159)	449,226	492,291	(43,065)
KR Capital (26-43378)	250,005	183,225	66,780
Edgewood Management (26-32282)	4,869,408	4,935,053	(65,645)
EuroPacific (26-10103)			-
Dodge & Cox (26-63667)			-
TCW Worldwide Opportunities (26-93973)			-
Global Property Fund (26-93974)			-
Eagle Asset Management (26-32428)			-
Perkins, Wolf, McDonnell & Co (26-11868)	9,128,283	8,229,258	899,025
Templeton Global (25-59011)			-
Alternative Investment (26-11533)			-
Chilton Global (26-93709)			-
Dodge & Cox (26-63667)			-
Tradewinds (26-70699)			-
TCW (26-78898)			-
TCW Large Cap Growth (26-17213)			-
Templeton Glo Tot (26-94672)			-
	<u>15,873,107</u>	<u>15,023,664</u>	<u>849,443</u>
MLP Activity	<u>360,342</u>	<u>212,086</u>	<u>148,256</u>
Short Term Gains	16,233,449	15,235,750	997,699
Add Wilton Private Equity Fund, LLC - K-1			472
Total Short-Term Gains			<u>998,171</u>
Long-Term Capital Gain			
Artio Intl Equity (26-28765)			-
Pimco (26-05505)	11,699,659	10,615,236	1,084,423
TCW EM Income (26-03159)	1,550,774	1,664,909	(114,135)
KR Capital (26-43378)	3,603,721	2,734,353	869,368
Edgewood Management (26-32282)	9,315,680	6,837,378	2,478,302
EuroPacific (26-10103)			-
Dodge & Cox (26-63667)			-
TCW Worldwide Opportunities (26-93973)			-
Global Property Fund (26-93974)			-
Eagle Asset Management (26-32428)	5	-	5
Perkins, Wolf, McDonnell & Co (26-11868)	9,562,025	7,010,856	2,551,169
Templeton Global (25-59011)			-
Alternative Investment (26-11533)			-
Chilton Global (26-93709)			-
Tradewinds (26-70699)			-
TCW (26-78898)			-
TCW Large Cap Growth (26-17213)			-
Templeton Glo Tot (26-94672)			-
Lazard (26-46834)			-
Blackrock (26-78899)			-
16 3 Units Chilton Global Nat Res Int'l (26-93709)	<u>196,484</u>	<u>233,257</u>	<u>(36,773)</u>
Long Term Gains	35,928,348	29,095,989	6,832,359
Capital Gain Distributions	<u>2,185,115</u>	<u>-</u>	<u>2,185,115</u>
	38,113,463	29,095,989	9,017,474
Add Wilton Private Equity Fund, LLC - K-1			66,688
Add Energy Capital Partners II-B, LP			208,976
Total Long-Term Gains			<u>9,293,138</u>
Total			<u><u>10,291,309</u></u>

2013 Tax Information Statement

Page 6 of 8
Ref: MSC

Recipient's Name and Address:

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
SUITE 610
10100 SANTA MONICA BLVD
LOS ANGELES, CA 90067-4110

Account Number: 26-03159

Recipient's Tax ID Number: 95-6060162

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol				Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed			
Short Term Sales								
87234N765	MFO TCW FUNDS INC EMERGING MARKETS INC FD		TGEIX					
53288.9800	12/24/2013	Various	449,226.10	492,290.90	0.00	-43,064.80	0.00	0.00
Total Short Term Sales				449,226.10	492,290.90	-43,064.80	0.00	0.00
Long Term Sales								
87234N765	MFO TCW FUNDS INC EMERGING MARKETS INC FD		TGEIX					
183958.9400	12/24/2013	Various	1,550,773.89	1,664,909.08	0.00	-114,135.19	0.00	0.00
Total Long Term Sales				1,550,773.89	1,664,909.08	-114,135.19	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Page 6 of 12

Recipient's Name and Address:
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
-PIMCO

Account Number: 26-05505
Recipient's Tax ID Number: 95-6060162

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected

☐ 2nd TIN notice

C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales							
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTRRX					
8409.2000	01/04/2013 Various	94,183.00	94,519.42	0.00	-336.42	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTRRX					
31046.9700	02/04/2013 Various	348,036.48	348,729.82	0.00	-693.34	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTRRX					
5290.2400	03/18/2013 02/28/2013	59,409.40	59,409.41	0.00	-0.01	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTRRX					
14066.3800	05/21/2013 Various	158,106.08	158,853.34	0.00	-747.26	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTRRX					
21310.9400	09/09/2013 Various	226,109.08	230,775.77	0.00	-4,666.69	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTRRX					
13200.2000	12/03/2013 Various	143,354.17	143,460.53	0.00	-106.36	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTRRX					
13775.7200	12/24/2013 Various	146,986.93	148,089.06	0.00	-1,102.13	0.00	0.00
Total Short Term Sales		1,176,185.14	1,183,837.35	0.00	-7,652.21	0.00	0.00
Long Term Sales							
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTRRX					
4450.2700	02/04/2013 03/13/2000	49,887.52	43,906.59	0.00	5,980.93	0.00	0.00

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2013 Tax Information Statement

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Recipient's Name and Address:
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
-PIMCO

Account Number: 26-05505
Recipient's Tax ID Number: 95-6060162

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected

☐ 2nd TIN notice

C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Bonds, etc.	Stocks					
6933390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS			PTTRX						
159447.0700	03/18/2013 03/13/2000			1,790,590.60		1,573,112.94	0.00	217,477.66	0.00	0.00
6933390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS			PTTRX						
11177.1300	05/21/2013 03/13/2000			125,630.92		110,274.14	0.00	15,356.78	0.00	0.00
6933390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS			PTTRX						
134168.1600	05/23/2013 03/13/2000			1,500,000.00		1,323,709.92	0.00	176,290.08	0.00	0.00
6933390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS			PTTRX						
96502.4400	09/09/2013 03/13/2000			1,023,890.92		952,098.00	0.00	71,792.92	0.00	0.00
6933390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS			PTTRX						
309083.4100	12/03/2013 03/13/2000			3,356,645.83		3,049,432.71	0.00	307,213.12	0.00	0.00
6933390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS			PTTRX						
361107.1300	12/24/2013 03/13/2000			3,853,013.07		3,562,701.39	0.00	290,311.68	0.00	0.00
Total Long Term Sales				11,699,658.86		10,615,235.69	0.00	1,084,423.17	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

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Account Number: 26-11868
 Recipient's Tax ID Number: 95-6060162

Recipient's Name and Address:
 THE THOMAS AND DOROTHY LEAVEY
 FOUNDATION
 PERKINS, WOLF, MC DONNELL &
 COMPANY
 C/O LOUIS CASTRUCCIO
 IRELL & MANELLA LLP
 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description		Stock or Other Symbol							
	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
Short Term Sales										
74733V100		QEP RES INC COM STK		QEP						
400.0000	01/09/2013	08/10/2012		11,735.73	11,144.68	0.00	591.05	0.00	0.00	
87236Y108		TD AMERITRADE HLDG CORP COM STK		AMTD						
1400.0000	01/14/2013	Various		25,340.13	23,046.00	0.00	2,294.13	0.00	0.00	
H2906T109		GARMIN LTD COMMON STOCK		GRMN						
300.0000	01/15/2013	Various		11,915.73	12,499.31	0.00	-583.58	0.00	0.00	
35671D857		FREEMPORT MCMORAN C & G CL B COM STK		FCX						
700.0000	01/23/2013	Various		24,534.45	24,114.00	0.00	420.45	0.00	0.00	
380956409		GOLDCORP INC NEW COMMON		GG						
500.0000	01/23/2013	07/03/2012		18,803.08	19,472.00	0.00	-668.92	0.00	0.00	
608190104		MOHAWK INDS INC		MHK						
200.0000	01/23/2013	07/11/2012		19,690.55	13,462.58	0.00	6,227.97	0.00	0.00	
655844108		NORFOLK SOUTHN CORP COM		NSC						
200.0000	01/23/2013	Various		13,642.70	14,405.00	0.00	-762.30	0.00	0.00	
930059100		WADDELL & REED FINL INC CLA		WDR						
1500.0000	01/23/2013	Various		57,583.70	47,558.00	0.00	10,025.70	0.00	0.00	
497266106		KIRBY EXPLORATION, INC.		KEX						
500.0000	01/25/2013	Various		33,449.25	26,975.00	0.00	6,474.25	0.00	0.00	

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2013 Tax Information Statement

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Recipient's Name and Address:
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
PERKINS, WOLF, MC DONNELL &
COMPANY
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

Account Number: 26-11868
Recipient's Tax ID Number: 95-6060162

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	RGA					
759351604	REINSURANCE GROUP AMER INC COM NEW STK									
300.0000	01/25/2013 09/26/2012			16,610.65		17,202.00	0.00	-591.35	0.00	0.00
87236Y108	TD AMERITRADE HLDG CORP COM STK									
900.0000	01/25/2013 Various			17,324.61	AMTD	14,583.00	0.00	2,741.61	0.00	0.00
12572Q105	CME GROUP INC									
300.0000	01/28/2013 05/07/2012			17,333.61	CME	15,350.40	0.00	1,983.21	0.00	0.00
12572Q105	CME GROUP INC									
600.0000	01/29/2013 05/07/2012			34,830.71	CME	30,700.80	0.00	4,129.91	0.00	0.00
140781105	CARBO CERAMICS INC COM									
200.0000	01/29/2013 09/25/2012			15,378.65	CRR	12,864.96	0.00	2,513.69	0.00	0.00
243537107	DECKERS OUTDOOR CORP									
1200.0000	01/29/2013 Various			48,503.88	DECK	58,579.50	0.00	-10,075.62	0.00	0.00
42809H107	HESS CORP COM STK									
500.0000	01/29/2013 Various			34,155.23	HES	31,348.53	0.00	2,806.70	0.00	0.00
655844108	NORFOLK SOUTHN CORP COM									
300.0000	01/29/2013 06/29/2012			21,227.52	NSC	21,495.00	0.00	-267.48	0.00	0.00
857477103	STATE STREET CORP									
300.0000	01/29/2013 10/16/2012			16,727.62	STT	13,053.00	0.00	3,674.62	0.00	0.00

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140781105	CARBO CERAMICS INC COM	CRR	34,985.29	25,729.92	0.00	9,255.37	0.00	0.00
400.0000	02/04/2013 09/25/2012							
655844108	NORFOLK SOUTHN CORP COM	NSC	27,499.38	26,102.40	0.00	1,396.98	0.00	0.00
400.0000	02/04/2013 05/18/2012							
89417E109	THE TRAVELERS COMPANIES INC.	TRV	7,796.82	5,686.00	0.00	2,110.82	0.00	0.00
100.0000	02/04/2013 03/08/2012							
87236Y108	TD AMERITRADE HLDG CORP COM STK	AMTD	21,435.54	17,617.00	0.00	3,818.54	0.00	0.00
1100.0000	02/06/2013 Various							
038222105	APPLIED MATERIALS INC	AMAT	19,717.05	18,375.00	0.00	1,342.05	0.00	0.00
1500.0000	02/07/2013 Various							
380956409	GOLDCORP INC NEW COMMON	GG	53,916.29	56,861.50	0.00	-2,945.21	0.00	0.00
1500.0000	02/07/2013 Various							
655844108	NORFOLK SOUTHN CORP COM	NSC	20,572.03	19,576.80	0.00	995.23	0.00	0.00
300.0000	02/07/2013 05/18/2012							
754730109	RAYMOND JAMES FINANCIAL INC	RJF	27,202.43	23,841.00	0.00	3,361.43	0.00	0.00
600.0000	02/07/2013 Various							
758075402	REDWOOD TR INC COM	RWT	9,737.28	9,368.00	0.00	369.28	0.00	0.00
500.0000	02/07/2013 01/11/2013							

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Quantity	Sold	Date of	Date of	Stocks	Cost or	Loss	Disallowed	or Loss	Tax	Income	Tax	Withheld	Withheld
		Exchange	Acquisition	Bonds, etc.	Other Basis					Tax			
00287Y109		ABBVIE INC COM USD0.01		ABV									
500.0000		02/12/2013	01/25/2013	17,757.70	18,872.30		0.00	-1,114.60		0.00		0.00	
87236Y108		TD AMERITRADE HLDG CORP COM STK		AMTD									
1000.0000		02/12/2013	10/04/2012	19,954.55	15,970.00		0.00	3,994.55		0.00		0.00	
87236Y108		TD AMERITRADE HLDG CORP COM STK		AMTD									
900.0000		02/14/2013	Various	18,130.09	14,328.00		0.00	3,802.09		0.00		0.00	
G3223R108		EVEREST RE GROUP LTD		RE									
200.0000		02/14/2013	10/02/2012	24,098.46	21,683.50		0.00	2,414.96		0.00		0.00	
87236Y108		TD AMERITRADE HLDG CORP COM STK		AMTD									
800.0000		02/21/2013	Various	15,327.66	12,629.00		0.00	2,698.66		0.00		0.00	
380956409		GOLDCORP INC NEW COMMON		GG									
1500.0000		02/25/2013	Various	49,408.89	55,804.50		0.00	-6,395.61		0.00		0.00	
87236Y108		TD AMERITRADE HLDG CORP COM STK		AMTD									
2700.0000		02/26/2013	10/02/2012	51,250.79	42,201.00		0.00	9,049.79		0.00		0.00	
758075402		REDWOOD TR INC COM		RWT									
500.0000		02/27/2013	03/29/2012	9,962.27	5,524.66		0.00	4,437.61		0.00		0.00	
98212B103		WPX ENERGY INC COM SHS		WPX									
2900.0000		02/27/2013	Various	41,323.20	39,739.83		0.00	1,583.37		0.00		0.00	

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655044105	NOBLE ENERGY INC COM	NBL	21,867.51	17,452.00	0.00	4,415.51	0.00	0.00
200.0000	03/05/2013 08/28/2012	AMP	21,101.53	18,091.00	0.00	3,010.53	0.00	0.00
03076C106	AMERIPRISE FINANCIAL INC	AMAT	33,774.24	30,600.00	0.00	3,174.24	0.00	0.00
300.0000	03/06/2013 Various	AMP	7,439.83	4,802.00	0.00	2,637.83	0.00	0.00
038222105	APPLIED MATERIALS INC	CSX	60,123.65	55,007.00	0.00	5,116.65	0.00	0.00
2500.0000	03/07/2013 03/08/2012	FNFG	34,360.43	31,516.40	0.00	2,844.03	0.00	0.00
03076C106	AMERIPRISE FINANCIAL INC	FULT	70,220.02	56,537.60	0.00	13,682.42	0.00	0.00
100.0000	03/15/2013 05/25/2012	HTSI	43,359.03	41,080.00	0.00	2,279.03	0.00	0.00
126408103	CSX CORP	KEX	76,735.28	50,685.92	0.00	26,049.36	0.00	0.00
2500.0000	03/15/2013 Various							
33582V108	1ST NIAGARA FINL GROUP INC NEW COM							
4000.0000	03/15/2013 06/14/2012							
360271100	FULTON FINANCIAL CORP PENNSYLVANIA							
6000.0000	03/15/2013 Various							
414585109	#REORG/HARRIS TEETER SUPERMARKETS CASH MERGER EFF 01-29-2014							
1000.0000	03/15/2013 01/24/2013							
497266106	KIRBY EXPLORATION, INC.							
1000.0000	03/15/2013 Various							

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587118100	MENS WEARHOUSE INC	03/15/2013	12/06/2012	MW	50,983.86	0.00	5,908.86	0.00	0.00
1500.0000					45,075.00				
655844108	NORFOLK SOUTHN CORP COM	03/15/2013	Various	NSC	75,458.31	0.00	12,757.51	0.00	0.00
1000.0000					62,700.80				
754730109	RAYMOND JAMES FINANCIAL INC	03/15/2013	Various	RJF	85,777.08	0.00	23,495.08	0.00	0.00
1800.0000					62,282.00				
758075402	REDWOOD TR INC COM	03/15/2013	Various	RWT	82,038.16	0.00	43,581.61	0.00	0.00
3500.0000					38,456.55				
863667101	STRYKER CORP	03/15/2013	Various	SYK	118,527.34	0.00	18,933.75	0.00	0.00
1800.0000					99,593.59				
90187B101	TWO HBRS INVT CORP COM	03/15/2013	Various	TWO	146,051.72	0.00	16,070.72	0.00	0.00
10500.0000					129,981.00				
959802109	WESTERN UNION CO	03/15/2013	03/22/2012	WU	1,464.97	0.00	-318.03	0.00	0.00
100.0000					1,783.00				
071813109	BAXTER INTL INC	03/19/2013	Various	BAX	82,678.15	0.00	15,900.16	0.00	0.00
1200.0000					66,777.99				
254709108	DISCOVER FINL SVCS COM STK	03/19/2013	Various	DFS	78,823.30	0.00	8,530.28	0.00	0.00
1800.0000					70,293.00				

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				Stocks Bonds, etc.						
500255104	KOHL'S CORP			KSS						
200.0000	03/19/2013	03/22/2012		9,303.79		9,654.64	0.00	-350.85	0.00	0.00
58155Q103	MCKESSON HBOC INC			MCK						
400.0000	03/19/2013	08/28/2012		42,155.06		35,044.00	0.00	7,111.06	0.00	0.00
038222105	APPLIED MATERIALS INC			AMAT						
4500.0000	03/22/2013	Various		59,443.67		50,558.20	0.00	8,885.47	0.00	0.00
369550108	GENERAL DYNAMICS CORP			GD						
1800.0000	03/22/2013	02/27/2013		124,296.21		122,796.00	0.00	1,500.21	0.00	0.00
500255104	KOHL'S CORP			KSS						
1000.0000	03/22/2013	Various		46,219.06		46,723.60	0.00	-504.54	0.00	0.00
655664100	NORDSTROM INC			JWN						
1300.0000	03/22/2013	Various		69,210.45		68,949.61	0.00	260.84	0.00	0.00
747525103	QUALCOMM INC			QCOM						
1100.0000	03/22/2013	Various		72,455.71		68,068.00	0.00	4,387.71	0.00	0.00
007865108	AEROPOSTALE INC			ARO						
6500.0000	03/25/2013	Various		87,135.10		84,908.00	0.00	2,227.10	0.00	0.00
00817Y108	AETNA INC NEW			AET						
3200.0000	03/25/2013	Various		160,558.00		129,880.98	0.00	30,677.02	0.00	0.00

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00846U101	AGILENT TECHNOLOGIES INC	A	82,007.36	77,154.00	0.00	4,853.36	0.00	0.00
2000.0000	03/25/2013 Various							
015271109	ALEXANDRIA REAL ESTATE EQUITIES	ARE	14,317.88	14,061.44	0.00	256.44	0.00	0.00
200.0000	03/25/2013 06/06/2012							
021441100	ALTERA CORP	ALTR	90,164.94	86,215.64	0.00	3,949.30	0.00	0.00
2500.0000	03/25/2013 Various							
024835100	AMERN CAMPUS CMNTYS INC COM	ACC	89,638.99	88,821.28	0.00	817.71	0.00	0.00
2000.0000	03/25/2013 Various							
026874784	AMERICAN INTERNATIONAL GROUP INC COM NEW	AIG	188,470.79	172,300.00	0.00	16,170.79	0.00	0.00
5000.0000	03/25/2013 Various							
032654105	ANALOG DEVICES INC	ADI	26,756.10	27,012.51	0.00	-256.41	0.00	0.00
600.0000	03/25/2013 Various							
053484101	AVALONBAY CMNTYS INC REIT	AVB	152,672.59	160,575.88	0.00	-7,903.32	0.00	0.00
1200.0000	03/25/2013 Various							
062540109	BANK OF HAWAII CORPORATION	BOH	125,947.18	110,127.16	0.00	15,820.02	0.00	0.00
2500.0000	03/25/2013 Various							
125581801	CIT GROUP INC NEW COM NEW COM NEW	CIT	179,288.99	167,599.07	0.00	11,689.92	0.00	0.00
4100.0000	03/25/2013 Various							

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					Bonds, etc.	CSX					
126408103		CSX CORP									
2500.0000		03/25/2013 Various			59,948.65		49,800.00	0.00	10,148.65	0.00	0.00
13645T100		CANADIAN PACIFIC RAILWAY LTD COM									
1000.0000		03/25/2013 Various			126,107.16		115,292.49	0.00	10,814.68	0.00	0.00
159864107		CHARLES RIVER LABORATORIES									
600.0000		03/25/2013 12/12/2012			26,567.40		21,390.00	0.00	5,177.40	0.00	0.00
200340107		COMERICA INC									
2500.0000		03/25/2013 Various			90,012.73		89,270.90	0.00	741.83	0.00	0.00
229899109		CULLEN FROST BANKERS INC COM									
1500.0000		03/25/2013 Various			93,492.91		82,113.00	0.00	11,379.91	0.00	0.00
23331A109		D R HORTON INC									
4000.0000		03/25/2013 Various			98,957.78		78,465.00	0.00	20,492.78	0.00	0.00
25179M103		DEVON ENERGY CORP NEW									
300.0000		03/25/2013 03/07/2013			17,171.62		16,689.00	0.00	482.62	0.00	0.00
252784301		DIAMONDROCK HOSPITALITY CO COM STK									
14000.0000		03/25/2013 Various			126,188.98		121,036.84	0.00	5,152.14	0.00	0.00
253651103		DIEBOLD INC COM									
4500.0000		03/25/2013 Various			134,636.97		143,195.85	0.00	-8,558.88	0.00	0.00

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					Stocks	Bonds, etc.				Tax	Withheld	
254709108		DISCOVER FINL SVCS COM STK			DFS							
300.0000		03/25/2013 01/30/2013			13,487.37		11,397.00	0.00	2,090.37	0.00	0.00	0.00
29472R108		EQTY LIFESTYLE PPTYS INC REIT			ELS							
1800.0000		03/25/2013 Various			134,961.34		121,472.14	0.00	13,489.20	0.00	0.00	0.00
30161N101		EXELON CORP			EXC							
2500.0000		03/25/2013 Various			84,301.60		82,770.00	0.00	1,531.60	0.00	0.00	0.00
316773100		FIFTH THIRD BANCORP			FITB							
6000.0000		03/25/2013 Various			97,618.42		80,607.60	0.00	17,010.81	0.00	0.00	0.00
35671D857		FREEMPORT MCMORAN C & G CL B COM STK			FCX							
200.0000		03/25/2013 05/22/2012			6,519.85		6,634.00	0.00	-114.15	0.00	0.00	0.00
380956409		GOLDCORP INC NEW COMMON			GG							
3000.0000		03/25/2013 Various			99,297.78		107,753.00	0.00	-8,455.22	0.00	0.00	0.00
414585109		#REORG/HARRIS TEETER SUPERMARKETS CASH MERGER EFF 01-29-2014			HTSI							
3000.0000		03/25/2013 01/23/2013			127,887.13		119,432.10	0.00	8,455.03	0.00	0.00	0.00
42809H107		HES CORP COM STK			HES							
1000.0000		03/25/2013 Various			70,568.42		44,185.00	0.00	26,383.42	0.00	0.00	0.00
431475102		HILL ROM HLDGS INC COM STK			HRC							
3500.0000		03/25/2013 Various			119,723.91		104,783.49	0.00	14,940.42	0.00	0.00	0.00

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					Bonds, etc.	Stocks					
45865V100		#REORG/INTERCONTINEN NAME CHANGE INTERCONTI			ICE		82,279.98	0.00	14,833.85	0.00	0.00
600.0000		281HAZ1 EFF 11-13-2013			JEC						
469814107		JACOBS ENGR GROUP INC			JEC		66,034.35	0.00	31,158.08	0.00	0.00
1800.0000		03/25/2013 Various			JCI						
478366107		JOHNSON CONTROLS INC			JCI		152,576.94	0.00	44,468.20	0.00	0.00
5700.0000		03/25/2013 Various			KBR						
48242W106		KBR INC COM			KBR		70,851.00	0.00	13,495.65	0.00	0.00
2700.0000		03/25/2013 Various			KDN						
486587108		KAYDON CORP COM			KDN		17,125.12	0.00	3,410.66	0.00	0.00
800.0000		03/25/2013 06/29/2012			KEX						
497266106		KIRBY EXPLORATION, INC.			KEX		22,574.60	0.00	14,958.06	0.00	0.00
500.0000		03/25/2013 06/26/2012			LH						
50540R409		LABORATORY CORP AMER HLDGS NEW			LH		128,832.09	0.00	4,260.53	0.00	0.00
1500.0000		03/25/2013 Various			LEA						
521865204		LEAR CORP COM NEW COM NEW			LEA		15,440.00	0.00	6,279.51	0.00	0.00
400.0000		03/25/2013 08/30/2012			MMC						
571748102		MARSH & MCLENNAN COS INC			MMC		170,729.46	0.00	4,294.62	0.00	0.00
4700.0000		03/25/2013 Various									

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 THE THOMAS AND DOROTHY LEAVEY
 FOUNDATION
 PERKINS, WOLF, MC DONNELL &
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 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
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 CHICAGO, IL 60680

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					Bonds, etc.	Cost or Other Basis				Tax Withheld		
58155Q103			MCKESSON HBOC INC		MCK							
1600.0000		03/25/2013	Various		172,572.13	139,228.00		0.00	33,344.13	0.00		0.00
58933Y105			MERCK & CO INC		MRK							
1000.0000		03/25/2013	03/29/2012		43,689.02	37,920.00		0.00	5,769.02	0.00		0.00
61945C103			MOSAIC CO/THE		MOS							
300.0000		03/25/2013	11/19/2012		17,819.60	15,312.00		0.00	2,507.60	0.00		0.00
637071101			NATIONAL-OILWELL INC		NOV							
900.0000		03/25/2013	Various		61,585.62	62,667.00		0.00	-1,081.38	0.00		0.00
655044105			NOBLE ENERGY INC COM		NBL							
200.0000		03/25/2013	08/28/2012		22,645.49	17,452.00		0.00	5,193.49	0.00		0.00
655844108			NORFOLK SOUTHN CORP COM		NSC							
1000.0000		03/25/2013	Various		74,518.33	59,529.00		0.00	14,989.32	0.00		0.00
693475105			PNC BANK CORP		PNC							
1200.0000		03/25/2013	Various		79,421.42	67,024.01		0.00	12,397.41	0.00		0.00
69351T106			PPL CORP		PPL							
8900.0000		03/25/2013	Various		267,884.00	254,106.51		0.00	13,777.49	0.00		0.00
703395103			PATTERSON COMPANIES INC		PDCO							
2900.0000		03/25/2013	01/07/2013		109,020.74	101,347.75		0.00	7,672.99	0.00		0.00

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 LOS ANGELES, CA 90067-4276

Account Number: 26-11868
 Recipient's Tax ID Number: 95-6060162

THE NORTHERN TRUST COMPANY
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					Stocks Bonds, etc.	PLCM					
73172K104		POLYCOM INC									
5500.0000		03/25/2013 Various			60,487.09		59,364.00	0.00	1,123.09	0.00	0.00
74733V100		QEP RES INC COM STK				QEP					
2300.0000		03/25/2013 Various			72,061.76		69,770.56	0.00	2,291.20	0.00	0.00
754730109		RAYMOND JAMES FINANCIAL INC				RJF					
1700.0000		03/25/2013 07/27/2012			77,452.81		57,885.00	0.00	19,567.81	0.00	0.00
759351604		REINSURANCE GROUP AMER INC COM NEW STK				RGA					
2200.0000		03/25/2013 Various			129,137.11		113,307.61	0.00	15,829.50	0.00	0.00
770323103		ROBERT HALF INTL INC				RHI					
3400.0000		03/25/2013 Various			123,927.21		113,213.00	0.00	10,714.21	0.00	0.00
854502101		STANLEY BLACK & DECKER INC COM				SWK					
1400.0000		03/25/2013 Various			113,719.44		99,692.00	0.00	14,027.44	0.00	0.00
863667101		STRYKER CORP				SYK					
1700.0000		03/25/2013 Various			109,522.60		90,150.23	0.00	19,372.37	0.00	0.00
867914103		SUNTRUST BANKS INC				STI					
200.0000		03/25/2013 03/08/2013			5,686.67		5,870.00	0.00	-183.33	0.00	0.00
871607107		SYNOPSYS INC				SNPS					
3400.0000		03/25/2013 Various			119,099.34		113,589.00	0.00	5,510.34	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
87425E103	TALISMAN ENERGY INC		TLM					
11500.0000	03/25/2013	Various	137,209.18	137,861.00	0.00	-651.82	0.00	0.00
878742204	TECK RESOURCES LIMITED VTG		TCK					
4700.0000	03/25/2013	Various	131,550.05	162,226.50	0.00	-30,676.45	0.00	0.00
881624209	TEVA PHARMACEUTICALS INDS LTD ADR		TEVA					
1500.0000	03/25/2013	Various	59,968.65	56,991.50	0.00	2,977.15	0.00	0.00
891027104	TORCHMARK CORP		TMK					
2800.0000	03/25/2013	Various	165,345.52	152,741.02	0.00	12,604.51	0.00	0.00
90187B101	TWO HBRS INVT CORP COM		TWO					
10000.0000	03/25/2013	Various	137,296.92	111,434.00	0.00	25,862.92	0.00	0.00
918204108	V F CORP		VFC					
600.0000	03/25/2013	Various	98,895.78	94,891.50	0.00	4,004.28	0.00	0.00
92857W209	VODAFONE GROUP PLC SPONSORED ADR		VOD					
5000.0000	03/25/2013	Various	141,992.82	129,502.50	0.00	12,490.32	0.00	0.00
94973V107	WELLPOINT INC		WLP					
700.0000	03/25/2013	Various	44,778.00	46,983.00	0.00	-2,205.00	0.00	0.00
966387102	WHITING PETROLEUM CORP		WLL					
1800.0000	03/25/2013	Various	89,398.42	77,322.97	0.00	12,075.45	0.00	0.00

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G491BT108	INVECO LTD COM STK USD0.20	IVZ	7800.0000	03/25/2013	Various	220,451.13	191,180.44	0.00	29,270.69	0.00	0.00
H2906T109	GARMIN LTD COMMON STOCK	GRMN	1100.0000	03/25/2013	Various	36,358.03	44,094.66	0.00	-7,736.63	0.00	0.00
H89128104	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0.80	TYC	2000.0000	03/25/2013	10/01/2012	61,906.61	56,573.00	0.00	5,333.61	0.00	0.00
M22465104	CHECK POINT SOFTWARE TECH ORD	CHKP	2800.0000	03/25/2013	Various	132,129.04	126,368.23	0.00	5,760.81	0.00	0.00
Total Short Term Sales							8,229,257.97	0.00	899,025.03	0.00	0.00
Long Term Sales											
05564E106	BRE PPTYS INC CL A	BRE	500.0000	01/15/2013	Various	25,734.42	15,357.73	0.00	10,376.69	0.00	0.00
33582V108	1ST NIAGARA FINL GROUP INC NEW COM	FNFG	2000.0000	01/16/2013	Various	16,441.63	24,195.82	0.00	-7,754.19	0.00	0.00
33582V108	1ST NIAGARA FINL GROUP INC NEW COM	FNFG	2000.0000	01/16/2013	Various	16,441.63	24,811.96	0.00	-8,370.33	0.00	0.00
759351604	REINSURANCE GROUP AMER INC COM NEW STK	RGA	500.0000	01/17/2013	Various	27,776.37	30,196.00	0.00	-2,419.63	0.00	0.00

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				Stocks Bonds, etc.	Cost or Other Basis			Tax Withheld		Tax Withheld	
17275R102	CISCO SYS INC			CSCO							
1800.0000	01/18/2013 09/03/2010			37,717.07	37,674.00	0.00	43.07	0.00	0.00	0.00	0.00
53217V109	#REORG/LIFE TECHNOLOGIES CORP CASH MERGER EFF			LIFE							
300.0000	02-03-2014 01/22/2013 04/21/2010			18,473.58	15,909.00	0.00	2,564.58	0.00	0.00	0.00	0.00
60871R209	MOLSON COORS BREWING CO CL B			TAP							
300.0000	01/22/2013 Various			13,601.70	13,544.00	0.00	57.70	0.00	0.00	0.00	0.00
60871R209	MOLSON COORS BREWING CO CL B			TAP							
300.0000	01/22/2013 09/30/2008			13,601.69	13,733.01	0.00	-131.32	0.00	0.00	0.00	0.00
380956409	GOLDCORP INC NEW COMMON			GG							
500.0000	01/23/2013 08/18/2011			18,803.08	25,419.00	0.00	-6,615.93	0.00	0.00	0.00	0.00
458140100	INTEL CORP COM			INTC							
2400.0000	01/23/2013 07/14/2010			50,587.98	52,368.00	0.00	-1,780.02	0.00	0.00	0.00	0.00
747277101	QLOGIC CORP			QLGC							
3900.0000	01/23/2013 Various			42,584.70	54,237.00	0.00	-11,652.30	0.00	0.00	0.00	0.00
747277101	QLOGIC CORP			QLGC							
1100.0000	01/23/2013 01/12/2011			12,011.07	18,876.00	0.00	-6,864.93	0.00	0.00	0.00	0.00
53217V109	#REORG/LIFE TECHNOLOGIES CORP CASH MERGER EFF			LIFE							
400.0000	02-03-2014 01/24/2013 02/07/2011			24,627.45	21,021.32	0.00	3,606.13	0.00	0.00	0.00	0.00

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53217V109	#REORG/LIFE TECHNOLOGIES CORP CASH MERGER EFF	LIFE	6,156.86	5,303.00	0.00	853.86	0.00	0.00
100.0000	02-03-2014 01/24/2013 04/21/2010							
60871R209	MOLSON COORS BREWING CO CL B	TAP	13,688.69	13,434.00	0.00	254.69	0.00	0.00
300.0000	01/24/2013 02/24/2011							
759351604	REINSURANCE GROUP AMER INC COM NEW STK	RGA	11,073.77	11,832.00	0.00	-758.23	0.00	0.00
200.0000	01/25/2013 04/18/2011							
89417E109	THE TRAVELERS COMPANIES INC.	TRV	23,390.47	17,748.00	0.00	5,642.48	0.00	0.00
300.0000	02/04/2013 01/26/2012							
59522J103	MID-AMER APT CMNTYS INC COM	MAA	52,498.82	47,728.00	0.00	4,770.82	0.00	0.00
800.0000	02/07/2013 12/15/2011							
758075402	REDWOOD TR INC COM	RWT	9,737.28	7,192.82	0.00	2,544.46	0.00	0.00
500.0000	02/07/2013 01/14/2011							
790148100	ST JOE CO	JOE	11,477.24	9,953.05	0.00	1,524.19	0.00	0.00
500.0000	02/07/2013 12/15/2010							
92553P201	VIACOM INC	VIAB	29,471.83	16,627.00	0.00	12,844.83	0.00	0.00
500.0000	02/07/2013 Various							
962166104	WEYERHAEUSER CO	WY	18,038.59	10,247.70	0.00	7,790.89	0.00	0.00
600.0000	02/07/2013 11/11/2011							

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002824100	ABBOTT LABORATORIES		ABT							
2000.0000	02/12/2013	02/24/2011	68,668.46	45,249.92	0.00	23,418.54	0.00	0.00		
00287Y109	ABBVIE INC COM USD0.01		ABBV							
2000.0000	02/12/2013	02/24/2011	71,030.80	49,069.68	0.00	21,961.12	0.00	0.00		
316773100	FIFTH THIRD BANCORP		FITB							
3000.0000	02/14/2013	12/09/2010	48,352.01	42,660.00	0.00	5,692.01	0.00	0.00		
G3223R108	EVEREST RE GROUP LTD		RE							
200.0000	02/21/2013	04/30/2009	24,914.44	14,860.86	0.00	10,053.58	0.00	0.00		
758075402	REDWOOD TR INC COM		RWT							
1500.0000	02/27/2013	Various	29,886.82	21,159.46	0.00	8,727.36	0.00	0.00		
758075402	REDWOOD TR INC COM		RWT							
1000.0000	02/27/2013	12/31/2009	19,924.55	13,259.03	0.00	6,665.52	0.00	0.00		
790849103	ST JUDE MEDICAL INC		STJ							
1600.0000	02/27/2013	Various	65,094.55	53,374.48	0.00	11,720.07	0.00	0.00		
816850101	SEMTECH CORP		SMT							
2400.0000	02/27/2013	11/19/2009	73,744.34	36,600.00	0.00	37,144.34	0.00	0.00		
92553P201	VIACOM INC		VIAB							
1000.0000	02/27/2013	Various	57,553.70	31,373.00	0.00	26,180.70	0.00	0.00		

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					Bonds, etc.	Stocks					
938824109		WASHINGTON FED INC			WAFF						
2500.0000		02/27/2013 Various			43,940.75		49,483.04	0.00	-5,542.29	0.00	0.00
903236107		URS CORP NEW			URS						
200.0000		03/06/2013 11/11/2011			8,637.81		7,024.00	0.00	1,613.81	0.00	0.00
903236107		URS CORP NEW			URS						
200.0000		03/06/2013 09/30/2008			8,637.81		6,849.66	0.00	1,788.14	0.00	0.00
G3223R108		EVEREST RE GROUP LTD			RE						
300.0000		03/06/2013 Various			38,201.14		21,566.00	0.00	16,635.14	0.00	0.00
857477103		STATE STREET CORP			STT						
200.0000		03/07/2013 10/26/2010			11,725.74		8,144.66	0.00	3,581.08	0.00	0.00
857477103		STATE STREET CORP			STT						
100.0000		03/07/2013 01/26/2012			5,862.87		3,891.00	0.00	1,971.87	0.00	0.00
33582V108		1ST NIAGARA FINL GROUP INC NEW COM			FNFG						
800.0000		03/08/2013 10/07/2010			6,640.17		9,448.40	0.00	-2,808.23	0.00	0.00
33582V108		1ST NIAGARA FINL GROUP INC NEW COM			FNFG						
2800.0000		03/08/2013 08/02/2011			23,240.60		33,123.44	0.00	-9,882.84	0.00	0.00
552676108		M D C HLDGS INC			MDC						
1000.0000		03/08/2013 Various			39,549.12		24,959.00	0.00	14,590.12	0.00	0.00

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				Stocks Bonds, etc.						
552676108	M D C HLDGS INC			MDC						
700.0000	03/08/2013 Various			27,684.37		18,866.00	0.00	8,818.37	0.00	0.00
693475105	PNC BANK CORP			PNC						
500.0000	03/08/2013 04/20/2011			32,414.27		30,475.00	0.00	1,939.27	0.00	0.00
938824109	WASHINGTON FED INC			WAFD						
300.0000	03/08/2013 04/14/2011			5,300.91		4,671.00	0.00	629.91	0.00	0.00
938824109	WASHINGTON FED INC			WAFD						
500.0000	03/08/2013 Various			8,834.85		8,969.00	0.00	-134.15	0.00	0.00
903236107	URS CORP NEW			URS						
1300.0000	03/12/2013 Various			58,469.18		44,089.49	0.00	14,379.69	0.00	0.00
959802109	WESTERN UNION CO			WU						
1000.0000	03/12/2013 01/20/2011			14,459.68		19,140.00	0.00	-4,680.32	0.00	0.00
03076C106	AMERIPRISE FINANCIAL INC			AMP						
900.0000	03/15/2013 09/08/2011			66,958.50		39,032.73	0.00	27,925.77	0.00	0.00
33582V108	1ST NIAGARA FINL GROUP INC NEW COM			FNFG						
2400.0000	03/15/2013 Various			20,616.26		27,912.60	0.00	-7,296.34	0.00	0.00
360271100	FULTON FINANCIAL CORP PENNSYLVANIA			FULT						
9000.0000	03/15/2013 Various			105,330.03		88,979.30	0.00	16,350.73	0.00	0.00

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 LOS ANGELES, CA 90067-4276

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Account Number: 26-11868
 Recipient's Tax ID Number: 95-6060162

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

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					Stocks Bonds, etc.						
485170302		KANSAS CITY SOUTHERN INDS INC NEW			KSU						
500.0000		03/15/2013 10/02/2003			53,993.79	5,750.00	0.00	0.00	48,243.79	0.00	0.00
737630103		POTLATCH CORP NEW REIT			PCH						
2200.0000		03/15/2013 Various			98,254.86	57,387.10	0.00	0.00	40,867.76	0.00	0.00
790148100		ST JOE CO			JOE						
3000.0000		03/15/2013 12/15/2010			61,406.52	59,718.30	0.00	0.00	1,688.22	0.00	0.00
938824109		WASHINGTON FED INC			WAFD						
1700.0000		03/15/2013 04/14/2011			30,009.77	26,469.00	0.00	0.00	3,540.77	0.00	0.00
938824109		WASHINGTON FED INC			WAFD						
4300.0000		03/15/2013 04/20/2009			75,907.05	49,932.03	0.00	0.00	25,975.02	0.00	0.00
959802109		WESTERN UNION CO			WU						
700.0000		03/15/2013 01/20/2011			10,254.77	13,398.00	0.00	0.00	-3,143.23	0.00	0.00
959802109		WESTERN UNION CO			WU						
3700.0000		03/15/2013 Various			54,203.79	67,545.44	0.00	0.00	-13,341.65	0.00	0.00
G6852T105		PARTNERRE HLDG LTD COM STK			PRE						
800.0000		03/15/2013 Various			73,807.40	60,598.00	0.00	0.00	13,209.40	0.00	0.00
500255104		KOHL'S CORP			KSS						
500.0000		03/19/2013 08/04/2011			23,259.48	24,150.00	0.00	0.00	-890.52	0.00	0.00

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038222105	APPLIED MATERIALS INC	AMAT	21,135.53	19,584.00	0.00	1,551.53	0.00	0.00
1600.0000	03/22/2013 03/08/2012							
038222105	APPLIED MATERIALS INC	AMAT	51,517.84	40,234.00	0.00	11,283.84	0.00	0.00
3900.0000	03/22/2013 Various							
17275R102	CISCO SYS INC	CSCO	82,762.93	79,177.00	0.00	3,585.93	0.00	0.00
4000.0000	03/22/2013 Various							
244199105	DEERE & CO	DE	105,103.36	41,257.36	0.00	63,846.01	0.00	0.00
1200.0000	03/22/2013 Various							
500255104	KOHL'S CORP	KSS	46,219.07	45,210.00	0.00	1,009.07	0.00	0.00
1000.0000	03/22/2013 08/17/2010							
594918104	MICROSOFT CORP COM	MSFT	140,949.84	119,799.50	0.00	21,150.34	0.00	0.00
5000.0000	03/22/2013 07/07/2010							
713448108	PEPSICO INC	PEP	156,808.48	123,845.00	0.00	32,963.48	0.00	0.00
2000.0000	03/22/2013 Various							
871503108	SYMANTEC CORP	SYMC	127,814.16	76,691.94	0.00	51,122.22	0.00	0.00
5200.0000	03/22/2013 Various							
878237106	TECH DATA CORP	TECD	69,093.55	41,058.00	0.00	28,035.55	0.00	0.00
1500.0000	03/22/2013 Various							

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					Stocks	Bonds, etc.					
949746101		WELLS FARGO & CO NEW			WFC						
3000.0000		03/22/2013 Various			111,387.50		78,340.30	0.00	33,047.20	0.00	0.00
015271109		ALEXANDRIA REAL ESTATE EQUITIES			ARE						
1000.0000		03/25/2013 03/03/2010			71,589.40		61,998.12	0.00	9,591.28	0.00	0.00
020002101		ALLSTATE CORP			ALL						
4100.0000		03/25/2013 Various			199,122.69		94,078.82	0.00	105,043.87	0.00	0.00
021441100		ALTERA CORP			ALTR						
1200.0000		03/25/2013 12/15/2011			41,614.59		40,374.00	0.00	1,240.59	0.00	0.00
03076C106		AMERIPRISE FINANCIAL INC			AMP						
1000.0000		03/25/2013 Various			73,612.15		36,804.00	0.00	36,808.15	0.00	0.00
03076C106		AMERIPRISE FINANCIAL INC			AMP						
1600.0000		03/25/2013 Various			117,779.44		66,951.99	0.00	50,827.45	0.00	0.00
032511107		ANADARKO PETROLEUM CORP			APC						
1500.0000		03/25/2013 Various			131,067.06		65,682.87	0.00	65,384.19	0.00	0.00
032654105		ANALOG DEVICES INC			ADI						
2800.0000		03/25/2013 Various			124,861.80		96,734.00	0.00	28,127.80	0.00	0.00
05564E106		BRE PPTYS INC CL A			BRE						
1000.0000		03/25/2013 05/01/2009			48,428.91		23,466.73	0.00	24,962.18	0.00	0.00

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				Bonds, etc.	Cost or Other Basis				
05615F102			BABCOCK & WILCOX CO NEW COM STK	BWC					
3500.0000		03/25/2013	Various	98,697.79	93,704.03	0.00	4,993.76	0.00	0.00
084670702			BERKSHIRE HATHAWAY INC-CL B	BRK/B					
1100.0000		03/25/2013	10/21/2003	112,841.19	56,101.10	0.00	56,740.09	0.00	0.00
084670702			BERKSHIRE HATHAWAY INC-CL B	BRK/B					
1400.0000		03/25/2013	Various	143,616.06	105,740.00	0.00	37,876.06	0.00	0.00
101121101			BSTN PPTY'S INC	BXP					
700.0000		03/25/2013	Various	70,854.23	60,493.20	0.00	10,361.03	0.00	0.00
156700106			CENTURYTEL INC	CTL					
3000.0000		03/25/2013	Various	105,417.65	85,754.76	0.00	19,662.89	0.00	0.00
159864107			CHARLES RIVER LABORATORIES	CRL					
1200.0000		03/25/2013	Various	53,134.81	32,110.00	0.00	21,024.81	0.00	0.00
222816100			COVANCE INC	CVD					
1000.0000		03/25/2013	Various	73,078.36	43,946.00	0.00	29,132.36	0.00	0.00
25179M103			DEVON ENERGY CORP NEW	DVN					
1200.0000		03/25/2013	Various	68,686.46	67,935.80	0.00	750.66	0.00	0.00
25179M103			DEVON ENERGY CORP NEW	DVN					
1300.0000		03/25/2013	Various	74,410.34	99,188.98	0.00	-24,778.64	0.00	0.00

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					Bonds, etc.	Stocks					
254709108			DISCOVER FINL SVCS COM STK		DFS						
3700.0000		03/25/2013	Various		166,344.20		52,530.00	0.00	113,814.20	0.00	0.00
26884L109			EQT CORP COM		EQT						
1000.0000		03/25/2013	Various		67,448.50		33,351.00	0.00	34,097.50	0.00	0.00
29364G103			ENTERGY CORP NEW		ETR						
1400.0000		03/25/2013	Various		86,198.02		95,409.99	0.00	-9,211.97	0.00	0.00
30161N101			EXELON CORP		EXC						
3000.0000		03/25/2013	Various		101,161.92		124,785.50	0.00	-23,623.58	0.00	0.00
316773100			FIFTH THIRD BANCORP		FITB						
6000.0000		03/25/2013	Various		97,618.42		76,145.00	0.00	21,473.40	0.00	0.00
35671D857			FREEMONT MCMORAN C & G CL B COM STK		FCX						
2300.0000		03/25/2013	Various		74,978.31		32,049.00	0.00	42,929.31	0.00	0.00
37940X102			GLOBAL PMTS INC		GPN						
1800.0000		03/25/2013	Various		87,149.20		75,553.00	0.00	11,596.20	0.00	0.00
37940X102			GLOBAL PMTS INC		GPN						
400.0000		03/25/2013	03/08/2012		19,366.49		20,781.00	0.00	-1,414.51	0.00	0.00
380956409			GOLDCORP INC NEW COMMON		GG						
4000.0000		03/25/2013	Various		132,397.04		88,440.00	0.00	43,957.04	0.00	0.00

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					Bonds, etc.	Stocks					
					GVA						
387328107				GRANITE CONSTRUCTION INC			20,883.80	0.00	10,595.50	0.00	0.00
1000.0000		03/25/2013	09/08/2011		31,479.30						
387328107				GRANITE CONSTRUCTION INC			33,682.50	0.00	13,536.44	0.00	0.00
1500.0000		03/25/2013	09/01/2010		47,218.94						
42809H107				HES CORP COM STK	HES						
400.0000		03/25/2013	Various		28,227.37		24,024.70	0.00	4,202.67	0.00	0.00
42809H107				HES CORP COM STK	HES						
1100.0000		03/25/2013	Various		77,625.25		56,259.00	0.00	21,366.25	0.00	0.00
469814107				JACOBS ENGR GROUP INC	JEC						
1900.0000		03/25/2013	Various		102,592.00		71,385.54	0.00	31,206.46	0.00	0.00
469814107				JACOBS ENGR GROUP INC	JEC						
800.0000		03/25/2013	Various		43,196.64		28,006.88	0.00	15,189.76	0.00	0.00
48242W106				KBR INC COM	KBR						
3000.0000		03/25/2013	Various		93,718.50		63,867.12	0.00	29,851.38	0.00	0.00
485170302				KANSAS CITY SOUTHERN INDS INC NEW	KSU						
500.0000		03/25/2013	Various		53,251.81		5,743.00	0.00	47,508.81	0.00	0.00
486587108				KAYDON CORP COM	KDN						
2700.0000		03/25/2013	Various		69,308.27		75,208.58	0.00	-5,900.31	0.00	0.00

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					Stocks Bonds, etc.						
497266106	500.0000	03/25/2013	11/30/2009	KIRBY EXPLORATION, INC.	KEX	37,532.66	16,515.00	0.00	21,017.66	0.00	0.00
501044101	3500.0000	03/25/2013	Various	KROGER CO	KR	113,782.44	75,236.00	0.00	38,546.44	0.00	0.00
50540R409	1200.0000	03/25/2013	Various	LABORATORY CORP AMER HLDGS NEW	LH	106,474.09	37,564.00	0.00	68,910.09	0.00	0.00
521865204	2500.0000	03/25/2013	Various	LEAR CORP COM NEW COM NEW	LEA	135,746.96	117,196.20	0.00	18,550.76	0.00	0.00
53217V109	500.0000	02-03-2014	Various	#REORG/LIFE TECHNOLOGIES CORP CASH MERGER EFF	LIFE	31,839.28	25,675.66	0.00	6,163.62	0.00	0.00
53217V109	1000.0000	02-03-2014	Various	#REORG/LIFE TECHNOLOGIES CORP CASH MERGER EFF	LIFE	63,678.57	52,150.00	0.00	11,528.57	0.00	0.00
585055106	2000.0000	03/25/2013	Various	MEDTRONIC INC	MDT	91,617.95	63,985.98	0.00	27,631.96	0.00	0.00
58933Y105	3000.0000	03/25/2013	Various	MERCK & CO INC	MRK	131,067.06	97,569.50	0.00	33,497.56	0.00	0.00
60871R209	2000.0000	03/25/2013	Various	MOLSON COORS BREWING CO CL B	TAP	97,137.83	84,834.01	0.00	12,303.82	0.00	0.00

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				Stocks Bonds, etc.	Cost or Other Basis				
60871R209	MOLSON COORS BREWING CO CL B			TAP					
300.0000	03/25/2013 02/24/2011			14,570.67	13,434.00	0.00	1,136.67	0.00	0.00
61945C103	MOSAIC CO/THE			MOS					
1700.0000	03/25/2013 Various			100,977.73	110,181.00	0.00	-9,203.27	0.00	0.00
637071101	NATIONAL-OILWELL INC			NOV					
800.0000	03/25/2013 Various			54,742.77	53,002.00	0.00	1,740.77	0.00	0.00
655044105	NOBLE ENERGY INC COM			NBL					
200.0000	03/25/2013 01/06/2011			22,645.49	16,544.50	0.00	6,100.99	0.00	0.00
655044105	NOBLE ENERGY INC COM			NBL					
1400.0000	03/25/2013 05/03/2004			158,518.45	32,739.00	0.00	125,779.45	0.00	0.00
693475105	PNC BANK CORP			PNC					
200.0000	03/25/2013 08/11/2011			13,236.90	9,634.00	0.00	3,602.90	0.00	0.00
693475105	PNC BANK CORP			PNC					
2100.0000	03/25/2013 Various			138,987.49	85,771.01	0.00	53,216.48	0.00	0.00
714046109	PERKINELMER INC			PKI					
1500.0000	03/25/2013 Various			49,801.13	23,846.47	0.00	25,954.66	0.00	0.00
73172K104	POLYCOM INC			PLCM					
5000.0000	03/25/2013 03/15/2012			54,988.27	90,574.00	0.00	-35,585.73	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.				
74733V100	QEP RES INC COM STK		QEP				
3300.0000	03/25/2013 Various		103,392.96	0.00	25,088.15	0.00	0.00
754907103	RAYONIER INC REIT		RYN				
2250.0000	03/25/2013 Various		131,168.01	0.00	45,601.03	0.00	0.00
759351604	REINSURANCE GROUP AMER INC COM NEW STK		RGA				
300.0000	03/25/2013 08/10/2011		17,609.61	0.00	2,920.62	0.00	0.00
854502101	STANLEY BLACK & DECKER INC COM		SWK				
800.0000	03/25/2013 08/03/2011		64,982.55	0.00	13,296.55	0.00	0.00
857477103	STATE STREET CORP		STT				
900.0000	03/25/2013 01/26/2012		53,406.24	0.00	18,387.24	0.00	0.00
857477103	STATE STREET CORP		STT				
2200.0000	03/25/2013 Various		130,548.61	0.00	49,783.11	0.00	0.00
859152100	STERIS CORP		STE				
2500.0000	03/25/2013 Various		98,997.78	0.00	17,881.78	0.00	0.00
867914103	SUNTRUST BANKS INC		STI				
100.0000	03/25/2013 11/24/2010		2,843.34	0.00	488.63	0.00	0.00
867914103	SUNTRUST BANKS INC		STI				
3900.0000	03/25/2013 Various		110,890.11	0.00	41,934.11	0.00	0.00

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2013 Tax Information Statement

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Recipient's Name and Address:

THE THOMAS AND DOROTHY LEAVEY

FOUNDATION

PERKINS, WOLF, MC DONNELL &

COMPANY

C/O LOUIS CASTRUCCIO

IRELL & MANELLA LLP

1800 AVENUE OF THE STARS, SUITE 900

LOS ANGELES, CA 90067-4276

Account Number: 26-11868

Recipient's Tax ID Number: 95-6060162

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	TEVA					
881624209	TEVA PHARMACEUTICALS INDS LTD ADR									
3000.0000	03/25/2013 Various			119,937.31	145,158.50	0.00	0.00	-25,221.19	0.00	0.00
883556102	THERMO ELECTRON CORP									
2500.0000	03/25/2013 Various			186,895.81	73,555.85	0.00	0.00	113,339.96	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.									
1000.0000	03/25/2013 03/08/2012			83,418.13	56,860.00	0.00	0.00	26,558.13	0.00	0.00
904767704	UNILEVER PLC SPONSORED ADR NEW									
2500.0000	03/25/2013 Various			104,597.66	68,047.11	0.00	0.00	36,550.55	0.00	0.00
92857W209	VODAFONE GROUP PLC SPONSORED ADR									
1300.0000	03/25/2013 Various			36,918.13	33,545.00	0.00	0.00	3,373.13	0.00	0.00
92857W209	VODAFONE GROUP PLC SPONSORED ADR									
4700.0000	03/25/2013 Various			133,473.24	124,720.51	0.00	0.00	8,752.73	0.00	0.00
94973V107	WELLPOINT INC									
800.0000	03/25/2013 Various			51,174.85	53,671.00	0.00	0.00	-2,496.15	0.00	0.00
959802109	WESTERN UNION CO									
3600.0000	03/25/2013 Various			52,630.81	59,448.00	0.00	0.00	-6,817.19	0.00	0.00
959802109	WESTERN UNION CO									
900.0000	03/25/2013 03/22/2012			13,157.70	16,047.00	0.00	0.00	-2,889.30	0.00	0.00

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2013 Tax Information Statement

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Account Number: 26-11868
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THE THOMAS AND DOROTHY LEAVEY
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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
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☐ Corrected ☐ 2nd TIN notice

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				Bonds, etc.	Cost or Other Basis				
962166104	WEYERHAEUSER CO			WY					
3000.0000	03/25/2013 09/01/2010			92,278.23	46,174.54	0.00	46,103.69	0.00	0.00
966387102	WHITING PETROLEUM CORP			WLL					
1700.0000	03/25/2013 Various			84,431.84	63,147.80	0.00	21,284.04	0.00	0.00
98956P102	ZIMMER HLDGS INC			ZMH					
1500.0000	03/25/2013 Various			109,366.59	64,374.00	0.00	44,992.59	0.00	0.00
G3223R108	EVEREST RE GROUP LTD			RE					
1100.0000	03/25/2013 Various			143,315.79	74,534.00	0.00	68,781.79	0.00	0.00
G6852T105	PARTNERRE HLDG LTD COM STK			PRE					
700.0000	03/25/2013 Various			64,710.97	51,721.99	0.00	12,988.98	0.00	0.00
H2906T109	GARMIN LTD COMMON STOCK			GRMN					
1800.0000	03/25/2013 Various			59,494.96	53,267.80	0.00	6,227.16	0.00	0.00
H89128104	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0.80			TYC					
3500.0000	03/25/2013 Various			108,336.59	37,193.64	0.00	71,142.95	0.00	0.00
774341101	ROCKWELL COLLINS INC			COL					
2000.0000	03/26/2013 Various			125,077.20	103,524.51	0.00	21,552.69	0.00	0.00
FHB903208	MARRIOTT INTL CL A COM								
76464.0000	07/10/2013 12/04/2009			31.68	0.00	0.00	31.68	0.00	0.00

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Ref: MSC
 THE THOMAS AND DOROTHY LEAVEY
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 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	Cost or Other Basis				

Total Long Term Sales

9,562,024.89	7,010,855.71	0.00	2,551,169.16	0.00	0.00
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Unknown Term (or Cost) Sales

G54050102	LAZARD LTD SHS A								
3900.0000	01/29/2013	Various		136,271.13	0.00	0.00	136,271.13	0.00	0.00
726503105	PLAINS ALL AMERN PIPELINE L P UNIT LTD PARTN								
4000.0000	03/25/2013	Various		224,071.00	0.00	0.00	224,071.00	0.00	0.00
Total Unknown Term (or Cost) Sales				360,342.13	0.00	0.00	360,342.13	0.00	0.00

2013 Tax Information Statement

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FOUNDATION
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IRELL & MANELLA LLP
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LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

2013 Proceeds from Broker and Barter Exchange Transactions

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales										
189754104	COACH INC	01/23/2013	06/19/2012	COH	291,244.70	352,790.10	0.00	-61,545.40	0.00	0.00
5681.0000										
582839106	MEAD JOHNSON NUTRITION COM USD0.01	02/01/2013	07/16/2012	MJN	54,013.16	53,230.16	0.00	783.00	0.00	0.00
719.0000										
582839106	MEAD JOHNSON NUTRITION COM USD0.01	02/04/2013	07/16/2012	MJN	207,595.34	204,925.00	0.00	2,670.34	0.00	0.00
2768.0000										
46120E602	INTUITIVE SURGICAL INC COM NEW STK	02/15/2013	10/12/2012	ISRG	162,284.25	141,456.39	0.00	20,827.86	0.00	0.00
285.0000										
46120E602	INTUITIVE SURGICAL INC COM NEW STK	02/15/2013	10/12/2012	ISRG	21,051.60	18,364.51	0.00	2,687.09	0.00	0.00
37.0000										
46120E602	INTUITIVE SURGICAL INC COM NEW STK	02/19/2013	10/12/2012	ISRG	23,045.67	19,853.53	0.00	3,192.14	0.00	0.00
40.0000										
582839106	MEAD JOHNSON NUTRITION COM USD0.01	03/13/2013	07/16/2012	MJN	73,347.05	76,698.81	0.00	-3,351.76	0.00	0.00
1036.0000										
582839106	MEAD JOHNSON NUTRITION COM USD0.01	03/14/2013	07/16/2012	MJN	32,965.78	34,129.49	0.00	-1,163.71	0.00	0.00
461.0000										
169656105	CHIPOTLE MEXICAN GRILL INC COM STK	04/22/2013	10/15/2012	CMG	219,759.07	175,837.28	0.00	43,921.79	0.00	0.00
601.0000										

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IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Account Number: 26-32282
Recipient's Tax ID Number: 95-6060162

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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				Stocks Bonds, etc.	Cost or Other Basis			Tax	Withheld	Tax	Withheld
169656105	CHIPOTLE MEXICAN GRILL INC COM STK			CMG							
831.0000	04/23/2013	10/15/2012		299,866.19	243,129.41	0.00	56,736.78	0.00	0.00	0.00	0.00
169656105	CHIPOTLE MEXICAN GRILL INC COM STK			CMG							
812.0000	04/24/2013	Various		294,662.34	235,477.51	0.00	59,184.83	0.00	0.00	0.00	0.00
037833100	APPLE COMPUTER INC			AAPL							
262.0000	04/26/2013	11/19/2012		109,469.52	143,549.51	0.00	-34,079.99	0.00	0.00	0.00	0.00
037833100	APPLE COMPUTER INC			AAPL							
474.0000	04/29/2013	11/19/2012		203,167.10	259,704.08	0.00	-56,536.98	0.00	0.00	0.00	0.00
037833100	APPLE COMPUTER INC			AAPL							
316.0000	04/30/2013	Various		138,163.16	172,078.63	0.00	-33,915.47	0.00	0.00	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH							
2843.0000	06/13/2013	Various		180,661.26	180,307.86	0.00	353.40	0.00	0.00	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH							
2276.0000	06/14/2013	Various		143,352.27	142,836.48	0.00	515.79	0.00	0.00	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH							
1432.0000	06/17/2013	04/26/2013		91,215.66	89,049.06	0.00	2,166.60	0.00	0.00	0.00	0.00
169656105	CHIPOTLE MEXICAN GRILL INC COM STK			CMG							
186.0000	08/21/2013	10/12/2012		75,192.17	53,885.58	0.00	21,306.59	0.00	0.00	0.00	0.00

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THOMAS & DOROTHY LEAVEY
FOUNDATION
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1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Account Number: 26-32282
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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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					Bonds, etc.	Cost or Other Basis	Stocks	CMG			Income	Withheld	Income	Withheld
169656105		CHIPOTLE MEXICAN GRILL INC COM STK												
248.0000		08/22/2013	10/12/2012		100,697.87	71,847.43			0.00	28,850.44	0.00		0.00	0.00
169656105		CHIPOTLE MEXICAN GRILL INC COM STK												
284.0000		08/23/2013	10/12/2012		114,533.33	82,276.90			0.00	32,256.43	0.00		0.00	0.00
169656105		CHIPOTLE MEXICAN GRILL INC COM STK												
399.0000		08/26/2013	10/12/2012		161,204.20	115,593.25			0.00	45,610.95	0.00		0.00	0.00
169656105		CHIPOTLE MEXICAN GRILL INC COM STK												
106.0000		08/27/2013	10/12/2012		42,735.29	30,708.98			0.00	12,026.31	0.00		0.00	0.00
018490102		ALLERGAN INC												
332.0000		09/09/2013	06/17/2013		29,368.86	33,801.55			0.00	-4,432.69	0.00		0.00	0.00
03027X100		AMERICAN TOWER CORP												
873.0000		09/09/2013	Various		64,487.47	67,334.20			0.00	-2,846.73	0.00		0.00	0.00
037833100		APPLE COMPUTER INC												
33.0000		09/09/2013	01/30/2013		16,748.86	15,195.09			0.00	1,553.77	0.00		0.00	0.00
12572Q105		CME GROUP INC												
814.0000		09/09/2013	01/24/2013		58,998.42	46,654.74			0.00	12,343.68	0.00		0.00	0.00
169656105		CHIPOTLE MEXICAN GRILL INC COM STK												
86.0000		09/09/2013	10/12/2012		35,412.46	24,914.84			0.00	10,497.62	0.00		0.00	0.00

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					Bonds, etc.	Stocks					
192446102		COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH						
438.0000		09/09/2013 08/26/2013			34,339.91		32,233.52	0.00	2,106.39	0.00	0.00
29444U502		EQUINIX INC COM NEW COM NEW			EQIX						
267.0000		09/09/2013 02/15/2013			47,052.62		60,412.30	0.00	-13,359.68	0.00	0.00
30249U101		FMC TECHNOLOGIES INC			FTI						
395.0000		09/09/2013 04/24/2013			21,840.38		21,064.20	0.00	776.18	0.00	0.00
375558103		GILEAD SCIENCES INC			GILD						
1440.0000		09/09/2013 Various			89,769.47		87,555.72	0.00	2,213.75	0.00	0.00
46120E602		INTUITIVE SURGICAL INC COM NEW STK			ISRG						
118.0000		09/09/2013 10/12/2012			45,500.01		58,567.91	0.00	-13,067.90	0.00	0.00
988498101		YUM BRANDS INC			YUM						
657.0000		09/09/2013 01/24/2013			47,041.37		43,708.96	0.00	3,332.41	0.00	0.00
582839106		MEAD JOHNSON NUTRITION COM USD0.01			MJN						
2289.0000		09/17/2013 11/13/2012			176,633.55		154,861.38	0.00	21,772.17	0.00	0.00
582839106		MEAD JOHNSON NUTRITION COM USD0.01			MJN						
1212.0000		09/18/2013 Various			94,037.80		81,443.36	0.00	12,594.44	0.00	0.00
582839106		MEAD JOHNSON NUTRITION COM USD0.01			MJN						
1007.0000		09/19/2013 11/14/2012			78,266.30		67,567.48	0.00	10,698.82	0.00	0.00

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					Bonds, etc.	Stocks					
582839106		MEAD JOHNSON NUTRITION COM USD0.01			MJN						
952.0000		09/20/2013	11/14/2012		73,875.53		63,877.11	0.00	9,998.42	0.00	0.00
988498101		YUM BRANDS INC			YUM						
2004.0000		10/10/2013	Various		132,077.53		132,353.17	0.00	-275.64	0.00	0.00
988498101		YUM BRANDS INC			YUM						
1677.0000		10/11/2013	01/23/2013		111,820.24		110,349.28	0.00	1,470.96	0.00	0.00
29444U502		EQUINIX INC COM NEW COM NEW			EQIX						
739.0000		11/05/2013	Various		119,890.91		167,014.14	0.00	-47,123.23	0.00	0.00
29444U502		EQUINIX INC COM NEW COM NEW			EQIX						
1497.0000		11/06/2013	Various		242,619.20		336,596.09	0.00	-93,976.89	0.00	0.00
29444U502		EQUINIX INC COM NEW COM NEW			EQIX						
321.0000		11/07/2013	02/19/2013		51,961.90		70,499.11	0.00	-18,537.21	0.00	0.00
29444U502		EQUINIX INC COM NEW COM NEW			EQIX						
353.0000		11/08/2013	02/19/2013		55,184.08		77,527.06	0.00	-22,342.98	0.00	0.00
29444U502		EQUINIX INC COM NEW COM NEW			EQIX						
1296.0000		11/08/2013	Various		202,254.38		283,791.46	0.00	-81,537.08	0.00	0.00
Total Short Term Sales					4,869,408.23		4,935,052.62	0.00	-65,644.39	0.00	0.00

Long Term Sales

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					Stocks Bonds, etc.						
189754104		COACH INC			COH						
18872.0000		01/23/2013	Various		967,500.44	1,033,691.29	0.00	0.00	-66,190.85	0.00	0.00
189754104		COACH INC			COH						
2186.0000		01/24/2013	08/09/2011		111,645.91	113,898.69	0.00	0.00	-2,252.78	0.00	0.00
189754104		COACH INC			COH						
1992.0000		01/24/2013	08/09/2011		101,576.77	103,790.57	0.00	0.00	-2,213.80	0.00	0.00
582839106		MEAD JOHNSON NUTRITION COM			MJN						
1503.0000		02/01/2013	Various		112,909.28	111,962.80	0.00	0.00	946.48	0.00	0.00
74005P104		PRAXAIR INC			PX						
1522.0000		02/14/2013	10/01/2009		169,167.11	122,620.69	0.00	0.00	46,546.42	0.00	0.00
151020104		CELGENE CORP			CELG						
777.0000		02/15/2013	01/31/2008		76,788.34	42,967.71	0.00	0.00	33,820.63	0.00	0.00
74005P104		PRAXAIR INC			PX						
1699.0000		02/15/2013	10/01/2009		186,996.74	136,880.79	0.00	0.00	50,115.95	0.00	0.00
151020104		CELGENE CORP			CELG						
649.0000		02/19/2013	01/31/2008		64,320.16	35,889.38	0.00	0.00	28,430.78	0.00	0.00
74005P104		PRAXAIR INC			PX						
1770.0000		02/19/2013	10/01/2009		195,660.79	142,600.94	0.00	0.00	53,059.85	0.00	0.00

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Account Number: 26-32282
Recipient's Tax ID Number: 95-6060162

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol		Date of Sale or Exchange	Date of Acquisition	Quantity Sold	Stocks		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
		Bonds, etc.											
74005P104	PRAXAIR INC	PX											
2104.0000	02/20/2013	10/01/2009					232,926.09		169,509.81	0.00	63,416.28	0.00	0.00
74005P104	PRAXAIR INC	PX											
1057.0000	02/21/2013	10/01/2009					116,328.06		85,157.73	0.00	31,170.33	0.00	0.00
74005P104	PRAXAIR INC	PX											
958.0000	02/22/2013	10/01/2009					106,046.30		77,181.75	0.00	28,864.55	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM	USD0.01											
2331.0000	03/14/2013	Various					166,688.17		170,348.03	0.00	-3,659.86	0.00	0.00
74144T108	PRICE T ROWE GROUP INC	TROW											
1419.0000	03/18/2013	Various					106,116.40		89,761.32	0.00	16,355.08	0.00	0.00
747525103	QUALCOMM INC	QCOM											
2146.0000	03/18/2013	09/18/2006					138,611.54		79,308.22	0.00	59,303.32	0.00	0.00
74144T108	PRICE T ROWE GROUP INC	TROW											
1376.0000	03/19/2013	08/31/2011					102,241.24		74,095.26	0.00	28,145.98	0.00	0.00
747525103	QUALCOMM INC	QCOM											
1066.0000	03/19/2013	09/18/2006					68,937.52		39,395.42	0.00	29,542.10	0.00	0.00
747525103	QUALCOMM INC	QCOM											
2672.0000	06/07/2013	09/18/2006					165,276.08		98,747.23	0.00	66,528.85	0.00	0.00

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Recipient's Name and Address:

26-32282

Account Number:

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

THOMAS & DOROTHY LEAVEY
FOUNDATION

95-6060162

Recipient's Tax ID Number:

EDGEWOOD MGMT
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

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Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Date of Sale or Exchange	Description	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Bonds, etc.	Stocks					
92826C839			VISA INC CLASS A SHARES		V						
1032.0000		06/07/2013	01/24/2011		185,601.03		73,426.49	0.00	112,174.54	0.00	0.00
192446102			COGNIZANT TECHNOLOGY SOLUTION CL A		CTSH						
4787.0000		06/17/2013	05/08/2012		304,922.76		285,908.36	0.00	19,014.40	0.00	0.00
192446102			COGNIZANT TECHNOLOGY SOLUTION CL A		CTSH						
570.0000		06/18/2013	02/01/2006		36,475.32		14,908.52	0.00	21,566.80	0.00	0.00
192446102			COGNIZANT TECHNOLOGY SOLUTION CL A		CTSH						
6268.0000		06/18/2013	Various		401,100.52		358,352.36	0.00	42,748.16	0.00	0.00
192446102			COGNIZANT TECHNOLOGY SOLUTION CL A		CTSH						
3838.0000		06/19/2013	02/01/2006		246,008.44		100,384.04	0.00	145,624.40	0.00	0.00
452327109			ILLUMINA INC		ILMN						
553.0000		07/01/2013	01/12/2011		42,169.45		36,878.47	0.00	5,290.98	0.00	0.00
452327109			ILLUMINA INC		ILMN						
694.0000		07/02/2013	Various		51,285.15		45,924.30	0.00	5,360.85	0.00	0.00
452327109			ILLUMINA INC		ILMN						
359.0000		07/03/2013	03/15/2011		26,563.38		23,228.63	0.00	3,334.75	0.00	0.00
452327109			ILLUMINA INC		ILMN						
996.0000		07/05/2013	03/15/2011		74,253.59		64,444.88	0.00	9,808.71	0.00	0.00

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Recipient's Name and Address:

THOMAS & DOROTHY LEAVEY
FOUNDATION
EDGEWOOD MGMT
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Account Number: 26-32282

Recipient's Tax ID Number: 95-6060162

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
452327109	ILLUMINA INC			ILMN						
818.0000	07/08/2013	03/15/2011		60,823.54	52,927.63	0.00	0.00	7,895.91	0.00	0.00
452327109	ILLUMINA INC			ILMN						
634.0000	07/09/2013	Various		46,973.32	40,995.19	0.00	0.00	5,978.13	0.00	0.00
452327109	ILLUMINA INC			ILMN						
1353.0000	07/10/2013	Various		100,567.55	81,364.29	0.00	0.00	19,203.26	0.00	0.00
452327109	ILLUMINA INC			ILMN						
356.0000	07/11/2013	07/28/2011		26,707.48	21,162.56	0.00	0.00	5,544.92	0.00	0.00
151020104	CELGENE CORP			CELG						
1385.0000	08/02/2013	01/31/2008		203,249.37	76,589.81	0.00	0.00	126,659.56	0.00	0.00
023135106	AMAZON COM INC			AMZN						
257.0000	08/21/2013	01/23/2012		73,317.09	47,975.89	0.00	0.00	25,341.20	0.00	0.00
452327109	ILLUMINA INC			ILMN						
761.0000	08/21/2013	07/28/2011		59,656.34	45,237.95	0.00	0.00	14,418.39	0.00	0.00
023135106	AMAZON COM INC			AMZN						
110.0000	08/22/2013	01/23/2012		31,532.60	20,534.43	0.00	0.00	10,998.17	0.00	0.00
452327109	ILLUMINA INC			ILMN						
840.0000	08/22/2013	07/28/2011		66,694.33	49,934.14	0.00	0.00	16,760.19	0.00	0.00

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THOMAS & DOROTHY LEAVEY
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EDGEWOOD MGMT
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Account Number: 26-32282
Recipient's Tax ID Number: 95-6060162

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip		Description	Stock or Other Symbol		Cost or Other Basis		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.							
023135106	AMAZON COM INC		AMZN							
184.0000	08/23/2013	01/23/2012	53,293.29		34,348.49		0.00	18,944.80	0.00	0.00
452327109	ILLUMINA INC		ILMN							
753.0000	08/23/2013	07/28/2011	59,852.28		44,762.39		0.00	15,089.89	0.00	0.00
023135106	AMAZON COM INC		AMZN							
229.0000	08/26/2013	08/04/2010	65,697.53		29,388.81		0.00	36,308.72	0.00	0.00
023135106	AMAZON COM INC		AMZN							
286.0000	08/26/2013	01/23/2012	82,050.20		53,389.51		0.00	28,660.69	0.00	0.00
278865100	ECOLAB INC		ECL							
1398.0000	08/26/2013	03/21/2012	129,765.27		84,309.33		0.00	45,455.94	0.00	0.00
452327109	ILLUMINA INC		ILMN							
1123.0000	08/26/2013	07/28/2011	89,853.48		66,757.18		0.00	23,096.30	0.00	0.00
74144T108	PRICE T ROWE GROUP INC		TROW							
386.0000	08/26/2013	08/05/2010	27,853.12		19,128.54		0.00	8,724.58	0.00	0.00
74144T108	PRICE T ROWE GROUP INC		TROW							
901.0000	08/26/2013	08/31/2011	65,014.67		48,517.32		0.00	16,497.35	0.00	0.00
747525103	QUALCOMM INC		QCOM							
1048.0000	08/26/2013	09/18/2006	70,261.62		38,730.20		0.00	31,531.42	0.00	0.00

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IRELL & MANELLA LLP

1800 AVENUE OF THE STARTS, SUITE 900

LOS ANGELES, CA 90067-4276

26-32282

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THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Bonds, etc.	Cost or Other Basis				
023135106	AMAZON COM INC			AMZN					
464.0000	08/27/2013	08/04/2010		130,247.26	59,547.63	0.00	70,699.63	0.00	0.00
452327109	ILLUMINA INC			ILMN					
85.0000	08/27/2013	07/28/2011		6,630.14	5,052.86	0.00	1,577.28	0.00	0.00
747525103	QUALCOMM INC			QCOM					
547.0000	08/27/2013	09/18/2006		36,208.41	20,215.10	0.00	15,993.31	0.00	0.00
278865100	ECOLAB INC			ECL					
222.0000	08/28/2013	03/21/2012		20,203.99	13,388.18	0.00	6,815.81	0.00	0.00
452327109	ILLUMINA INC			ILMN					
148.0000	08/28/2013	07/28/2011		11,467.62	8,797.92	0.00	2,669.70	0.00	0.00
74144T108	PRICE T ROWE GROUP INC			TROW					
1602.0000	08/28/2013	08/05/2010		113,157.70	79,388.39	0.00	33,769.31	0.00	0.00
747525103	QUALCOMM INC			QCOM					
2301.0000	08/28/2013	Various		153,193.77	83,136.99	0.00	70,056.78	0.00	0.00
278865100	ECOLAB INC			ECL					
1033.0000	08/29/2013	03/21/2012		94,727.86	62,297.23	0.00	32,430.63	0.00	0.00
452327109	ILLUMINA INC			ILMN					
2262.0000	08/29/2013	07/28/2011		176,632.89	134,465.50	0.00	42,167.39	0.00	0.00

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THOMAS & DOROTHY LEAVEY
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 C/O LOUIS CASTRUCCIO
 IRELL & MANELLA LLP
 1800 AVENUE OF THE STARTS, SUITE 900
 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
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 CHICAGO, IL 60680

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
74144T108	PRICE T ROWE GROUP INC	08/29/2013	08/05/2010	TROW	21,674.50	0.00	6,460.87	0.00	0.00
307.0000					15,213.63				
278865100	ECOLAB INC	08/30/2013	03/21/2012	ECL	36,482.99	0.00	12,480.76	0.00	0.00
398.0000					24,002.23				
278865100	ECOLAB INC	09/03/2013	03/21/2012	ECL	39,341.22	0.00	13,710.70	0.00	0.00
425.0000					25,630.52				
278865100	ECOLAB INC	09/04/2013	03/21/2012	ECL	41,396.41	0.00	14,620.06	0.00	0.00
444.0000					26,776.35				
023135106	AMAZON COM INC	09/09/2013	08/04/2010	AMZN	34,387.86	0.00	19,629.29	0.00	0.00
115.0000					14,758.57				
037833100	APPLE COMPUTER INC	09/09/2013	05/17/2012	AAPL	29,944.93	0.00	-1,873.88	0.00	0.00
59.0000					31,818.81				
151020104	CELGENE CORP	09/09/2013	01/31/2008	CELG	72,436.94	0.00	45,395.48	0.00	0.00
489.0000					27,041.46				
278865100	ECOLAB INC	09/09/2013	03/21/2012	ECL	27,922.14	0.00	9,950.63	0.00	0.00
298.0000					17,971.51				
38259P508	GOOGLE INC CL A	09/09/2013	01/31/2012	GOOG	59,535.16	0.00	20,656.06	0.00	0.00
67.0000					38,879.10				

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THOMAS & DOROTHY LEAVEY
FOUNDATION
EDGEWOOD MGMT
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IRELL & MANELLA LLP
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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	Cost or Other Basis				
451734107	IHS INC COM CL A COM CL A			IHS					
397.0000	09/09/2013 Various			43,059.54	39,951.46	0.00	3,108.08	0.00	0.00
452327109	ILLUMINA INC			ILMN					
374.0000	09/09/2013 Various			29,620.32	20,563.88	0.00	9,056.44	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM USD0.01			MJN					
186.0000	09/09/2013 Various			13,973.95	13,046.74	0.00	927.21	0.00	0.00
74144T108	PRICE T ROWE GROUP INC			TROW					
602.0000	09/09/2013 08/05/2010			42,657.03	29,832.59	0.00	12,824.44	0.00	0.00
747525103	QUALCOMM INC			QCOM					
575.0000	09/09/2013 06/28/2005			39,754.86	19,453.51	0.00	20,301.35	0.00	0.00
92553P201	VIACOM INC			VIAB					
761.0000	09/09/2013 01/17/2012			61,404.78	36,542.23	0.00	24,862.55	0.00	0.00
92826C839	VISA INC CLASS A SHARES			V					
315.0000	09/09/2013 01/24/2011			56,134.23	22,412.16	0.00	33,722.07	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM USD0.01			MJN					
1113.0000	09/11/2013 12/27/2011			83,328.74	77,153.27	0.00	6,175.47	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM USD0.01			MJN					
1597.0000	09/12/2013 12/27/2011			119,388.20	110,704.20	0.00	8,684.00	0.00	0.00

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FOUNDATION
EDGEWOOD MGMT
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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Bonds, etc.	Stocks					
582839106		MEAD JOHNSON NUTRITION COM USD0.01			MJN						
1496.0000		09/13/2013	12/27/2011		112,622.74		103,702.87	0.00	8,919.87	0.00	0.00
582839106		MEAD JOHNSON NUTRITION COM USD0.01			MJN						
793.0000		09/16/2013	12/27/2011		60,416.74		54,970.84	0.00	5,445.90	0.00	0.00
582839106		MEAD JOHNSON NUTRITION COM USD0.01			MJN						
609.0000		09/17/2013	12/27/2011		46,994.25		42,215.94	0.00	4,778.31	0.00	0.00
988498101		YUM BRANDS INC			YUM						
1587.0000		10/11/2013	09/02/2010		105,819.16		69,080.20	0.00	36,738.96	0.00	0.00
988498101		YUM BRANDS INC			YUM						
2586.0000		10/14/2013	09/02/2010		173,088.30		112,565.48	0.00	60,522.82	0.00	0.00
988498101		YUM BRANDS INC			YUM						
4654.0000		10/15/2013	Various		307,631.49		195,010.88	0.00	112,620.61	0.00	0.00
988498101		YUM BRANDS INC			YUM						
3875.0000		10/16/2013	08/24/2010		256,975.06		160,573.03	0.00	96,402.03	0.00	0.00
988498101		YUM BRANDS INC			YUM						
4526.0000		10/17/2013	08/24/2010		303,085.10		187,549.29	0.00	115,535.81	0.00	0.00
988498101		YUM BRANDS INC			YUM						
2942.0000		10/18/2013	08/24/2010		197,151.75		121,911.18	0.00	75,240.57	0.00	0.00

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THOMAS & DOROTHY LEAVEY
FOUNDATION
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LOS ANGELES, CA 90067-4276

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks Bonds, etc.						
988498101		YUM BRANDS INC			YUM						
535.0000		10/21/2013	08/24/2010		35,604.86		22,169.44	0.00	13,435.42	0.00	0.00
747525103		QUALCOMM INC			QCOM						
1559.0000		10/30/2013	06/28/2005		107,660.17		52,744.40	0.00	54,915.77	0.00	0.00
747525103		QUALCOMM INC			QCOM						
1060.0000		10/31/2013	06/28/2005		73,294.43		35,862.13	0.00	37,432.30	0.00	0.00
747525103		QUALCOMM INC			QCOM						
995.0000		11/01/2013	06/28/2005		69,143.33		33,663.04	0.00	35,480.29	0.00	0.00
Total Long Term Sales					9,315,680.48		6,837,378.08	0.00	2,478,302.40	0.00	0.00

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THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
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IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

Account Number: 26-43378

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales										
231021106	CUMMINS ENGINE INC			CMI						
2100.0000	02/12/2013 Various			250,004.85	183,224.79	0.00	0.00	66,780.06	0.00	0.00
Total Short Term Sales				250,004.85	183,224.79	0.00	0.00	66,780.06	0.00	0.00
Long Term Sales										
13342B105	CAMERON INT'L CORP COM			CAM						
3700.0000	01/03/2013 05/06/1997			217,212.14	31,913.98	0.00	0.00	185,298.16	0.00	0.00
61166W101	MONSANTO CO COM			MON						
1200.0000	01/03/2013 11/02/2009			115,230.17	81,680.04	0.00	0.00	33,550.13	0.00	0.00
92927K102	WABCO HLDGS INC COM STK			WBC						
2400.0000	01/03/2013 Various			157,208.71	123,668.35	0.00	0.00	33,540.36	0.00	0.00
G1151C101	ACCENTURE PLC SHS CL A NEW			ACN						
2700.0000	01/03/2013 07/18/2001			186,718.36	39,150.00	0.00	0.00	147,568.36	0.00	0.00
05615F102	BABCOCK & WILCOX CO NEW COM STK			BWC						
1925.0000	02/12/2013 07/07/2011			50,359.57	52,634.89	0.00	0.00	-2,275.32	0.00	0.00
05615F102	BABCOCK & WILCOX CO NEW COM STK			BWC						
3875.0000	02/12/2013 Various			101,373.15	105,953.35	0.00	0.00	-4,580.20	0.00	0.00
05615F102	BABCOCK & WILCOX CO NEW COM STK			BWC						
1900.0000	02/12/2013 07/07/2011			49,705.54	51,951.32	0.00	0.00	-2,245.78	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Page 8 of 16

Recipient's Name and Address:

THE THOMAS AND DOROTHY LEAVEY

FOUNDATION KR CAPITAL

C/O LOUIS CASTRUCCIO

IRELL & MANELLA LLP

1800 AVENUE OF THE STARS, SUITE 900

LOS ANGELES, CA 90067-4276

Account Number:

26-43378

Recipient's Tax ID Number:

95-6060162

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
05615F102	BABCOCK & WILCOX CO NEW COM STK			BWC					
1925.0000	02/13/2013 Various			50,418.08	52,597.39	0.00	-2,179.31	0.00	0.00
05615F102	BABCOCK & WILCOX CO NEW COM STK			BWC					
3855.0000	02/13/2013 Various			100,967.12	103,372.93	0.00	-2,405.81	0.00	0.00
05615F102	BABCOCK & WILCOX CO NEW COM STK			BWC					
1920.0000	02/13/2013 Various			50,287.14	49,562.66	0.00	724.48	0.00	0.00
05615F102	BABCOCK & WILCOX CO NEW COM STK			BWC					
2800.0000	02/14/2013 Various			73,529.98	67,355.24	0.00	6,174.74	0.00	0.00
500458401	KOMATSU LTD SPON ADR NEW			KMTUY					
1400.0000	03/06/2013 Various			33,954.41	42,896.70	0.00	-8,942.29	0.00	0.00
500458401	KOMATSU LTD SPON ADR NEW			KMTUY					
3900.0000	03/07/2013 02/10/2011			91,910.01	117,892.71	0.00	-25,982.70	0.00	0.00
500458401	KOMATSU LTD SPON ADR NEW			KMTUY					
4000.0000	03/07/2013 Various			94,266.68	120,915.60	0.00	-26,648.92	0.00	0.00
500458401	KOMATSU LTD SPON ADR NEW			KMTUY					
8000.0000	03/07/2013 Various			188,533.36	243,235.68	0.00	-54,702.32	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD					
2300.0000	07/11/2013 Various			223,065.98	156,462.84	0.00	66,603.14	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Page 9 of 16

Recipient's Name and Address:

26-43378

Account Number:

Recipient's Tax ID Number:

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP

Ref: MSC

1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD					
2500.0000	07/11/2013 Various			242,463.02	170,252.00	0.00	72,211.02	0.00	0.00
143658300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP			CCL					
5800.0000	09/27/2013 Various			190,515.66	138,897.13	0.00	51,618.53	0.00	0.00
143658300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP			CCL					
5700.0000	09/27/2013 Various			187,230.90	214,341.36	0.00	-27,110.46	0.00	0.00
143658300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP			CCL					
11800.0000	09/27/2013 Various			387,600.82	379,669.40	0.00	7,931.42	0.00	0.00
071813109	BAXTER INTL INC			BAX					
1800.0000	10/24/2013 01/29/2004			117,366.23	49,850.10	0.00	67,516.13	0.00	0.00
071813109	BAXTER INTL INC			BAX					
3900.0000	10/24/2013 Various			254,293.51	111,428.51	0.00	142,865.00	0.00	0.00
071813109	BAXTER INTL INC			BAX					
1900.0000	10/24/2013 Various			123,886.58	62,632.63	0.00	61,253.95	0.00	0.00
G0176J109	ALLEGION PLC COMMON STOCK			ALLE					
.3300	12/02/2013 10/13/2010			13.86	7.67	0.00	6.19	0.00	0.00
G47791101	INGERSOLL-RAND PLC COM STK			IR					
2800.0000	12/10/2013 Various			159,349.98	84,768.00	0.00	74,581.98	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Ref: MSC

Recipient's Name and Address:

THE THOMAS AND DOROTHY LEAVEY
FOUNDATION KR CAPITAL
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

26-43378

95-6060162

Account Number:

Recipient's Tax ID Number:

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	ALLE					
G0176J109	ALLEGION PLC COMMON STOCK			96,652.45		50,817.85	0.00	45,834.60	0.00	0.00
2200.0000	12/23/2013 Various									
G0176J109	ALLEGION PLC COMMON STOCK			59,607.25		30,445.14	0.00	29,162.11	0.00	0.00
1333.0000	12/24/2013 Various									
Total Long Term Sales				3,603,720.66		2,734,353.47	0.00	869,367.19	0.00	0.00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Account Number: 26-32428
 Recipient's Tax ID Number: 95-6060162
☐ Corrected ☐ 2nd TIN notice
 Recipient's Name and Address:
 THOMAS & DOROTHY LEAVEY
 FOUNDATION
 EAGLE ASSET MGMT
 LOUIS CASTRUCCIO
 IRELL & MANELLA LLP
 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip		Description	Stock or Other Symbol		Stocks Bonds, etc.		Cost or Other Basis		Wash Sale Loss Disallowed		Net Gain or Loss		Federal Income Tax Withheld		State Tax Withheld	
Quantity Sold	Date of Sale or Exchange	Date of Acquisition														
Unknown Term (or Cost) Sales																
DCA517101			FRACTIONAL FIRST HORIZON NATIONAL CORP COM STK													
39573.0000	08/09/2013	12/09/2009			4.74		0.00		0.00		0.00		0.00		0.00	
Total Unknown Term (or Cost) Sales					4.74		0.00		0.00		0.00		0.00		0.00	



Northern Trust

2013 Tax Information Statement

THE THOMAS AND DOROTHY LEAVEY FOUNDATION

Page 6 of 6

Account Number: 26-93709

Tax ID Number: XX-XX0162

Ref: MSC

Payments/Receipts Made on Behalf of THE THOMAS AND DOROTHY LEAVEY FOUNDATION

The following transactions from the account are presented to assist you in the preparation of your individual tax return. Transactions are shown under three general headings of, where applicable, Medical Expenses, Taxes Paid and Miscellaneous. They are intended to cover those items the account paid on your behalf during the tax year that you may want to consider for your individual tax return. We recommend that you check your statement of transactions for any corrections or additions.

Miscellaneous

Date	Description	Payments	Receipts
Partnership Receipts (income)			
05/10/2013	CF CHILTON GLOBAL NAT RES INTL (BVI) LTDCL C SER 01/11 FD		196,483.97
	SOLD 16.30 SHARES ON 06/29/2012 AT A		
	PRICE OF 12057.190000		
	Total Partnership Receipts (income)	0.00	196,483.97
	Total Miscellaneous		196,483.97

Important Tax Information

Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011,2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610703

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
Canada - USD							
NORTEL NETWORKS CORP NEW COM CUSIP 656568508							
426 000	0.0081	0.00	3.45	29.82	-26.37	0.00	-26.37
POTASH CORP SASK INC COM CUSIP 73755L107							
19,800 000	32.96	0.00	652,608.00	605,396.88	47,211.12	0.00	47,211.12
Total USD		0.00	652,611.45	605,426.70	47,184.75	0.00	47,184.75
Total Canada		0.00	652,611.45	605,426.70	47,184.75	0.00	47,184.75
Switzerland - USD							
ADR ABB LTD SPONSORED ADR CUSIP 000375204							
21,400 000	26.56	0.00	568,384.00	416,634.22	151,749.78	0.00	151,749.78
Total USD		0.00	568,384.00	416,634.22	151,749.78	0.00	151,749.78
Total Switzerland		0.00	568,384.00	416,634.22	151,749.78	0.00	151,749.78
United States - USD							
3M CO COM CUSIP 88579Y101							
7,950 000	140.25	0.00	1,114,987.50	344,280.76	770,706.74	0.00	770,706.74
ACCENTURE PLC SHS CL A NEW CUSIP G1151C101							
ACN	82.22	0.00	920,864.00	145,097.26	775,766.74	0.00	775,766.74
AGILENT TECHNOLOGIES INC COM CUSIP 00846U101							
19,300 000	57.19	2,547.60	1,103,767.00	470,648.23	633,118.77	0.00	633,118.77

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011
2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693973,2678899,2610103

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
ALLEGHENY TECHNOLOGIES INC COM CUSIP 01741R102								
16,700 000	CUSIP 018490102	35 63	0 00	595,021 00	640,578 67	-45,557 67	0 00	-45,557 67
ALLERGAN INC COM CUSIP 018490102								
18,381 000		111 08	0 00	2,041,761 48	1,213,850 99	827,910 49	0 00	827,910 49
AMAZON COM INC COM CUSIP 023135106								
5,838 000		398 79	0 00	2,328,136 02	696,997 72	1,631,138 30	0 00	1,631,138 30
AMERICAN TOWER CORP CUSIP 03027X100								
30,184 000		79 82	0 00	2,409,286 88	1,068,987 48	1,340,299 40	0 00	1,340,299 40
APACHE CORP COM CUSIP 037411105								
4,500 000	APA	85 94	0 00	395,324 00	276,379 49	118,944 51	0 00	118,944 51
APPLE INC COM STK CUSIP 037833100								
3,497 000		561 11	0 00	1,962,201 67	657,629 13	1,304,572 54	0 00	1,304,572 54
ASHLAND INC NEW COM CUSIP 044209104								
8,400 000		97 04	0 00	815,136 00	455,351 27	359,784 73	0 00	359,784 73
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103								
9,800 000		80 81	4,704 00	791,938 00	374,631 56	417,306 44	0 00	417,306 44
BAKER HUGHES INC COM CUSIP 057224107								
5,800 000	BHI	55 26	0 00	320,508 00	178,231 41	142,276 59	0 00	142,276 59

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011
2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610703

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◆ Asset Detail - Base Currency

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

Equities

Common stock

United States - USD

BANK OF AMERICA CORP CUSIP 060505104 BAC	18,011 000	15 57	0 00	280,431 27	583,662 55	-303,231 28	0 00	-303,231 28
BB&T CORP COM CUSIP 054837107 BBT	18,600 000	37 32	0 00	694,152 00	580,562 78	113,589 22	0 00	113,589 22
BED BATH & BEYOND INC COM CUSIP 075896100	11,500 000	80 30	0 00	923,450 00	640,052 91	283,397 09	0 00	283,397 09
CAMERON INTL CORP COM STK CUSIP 13342B105 CAM	26,500 000	59 53	0 00	1,577,545 00	196,540 68	1,381,004 32	0 00	1,381,004 32
CELGENE CORP COM CUSIP 151020104 CELG	21,872 000	168 96	0 00	3,695,493 12	1,177,806 97	2,517,686 15	0 00	2,517,686 15
CHIPOTLE MEXICAN GRILL INC COM STK CUSIP 169656105	3,090 000	532 78	0 00	1,646,290 20	789,006 86	857,283 34	0 00	857,283 34
CME GROUP INC COM STK CUSIP 12572Q105	32,091 000	78 46	83,436 60	2,517,859 86	1,565,566 05	952,293 81	0 00	952,293 81
COACH INC COM CUSIP 189754104	11,300 000	56 13	3,813 75	634,269 00	556,366 25	77,902 75	0 00	77,902 75
COGNIZANT TECH SOLUTIONS CORP CL A CUSIP 192446102	26,403 000	100 98	0 00	2,666,174 94	981,571 77	1,684,603 17	0 00	1,684,603 17

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011
,2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610103

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◆ Asset Detail - Base Currency

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

Equities

Common stock

United States - USD

CORNING INC COM CUSIP 219350105							
	17 82	0 00	652,212 00	493,334 94	158,877 06	0 00	158,877 06
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
DD	64 97	0 00	988,053 00	731,570 93	236,482 07	0 00	236,482 07
EATON CORP PLC COM USD0 50 CUSIP G29183103							
	76 12	0 00	928,664 00	630,191 00	298,473 00	0 00	298,473 00
ECOLAB INC COM CUSIP 278865100							
	104 27	3,767 77	1,428,603 27	768,595 85	660,007 42	0 00	660,007 42
EQUINIX INC COM NEW COM NEW CUSIP 29444U502							
	177 45	0 00	1,243,569 60	1,291,833 50	-48,263 90	0 00	-48,263 90
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
	70 24	0 00	786,688 00	602,476 71	184,211 29	0 00	184,211 29
FMC TECHNOLOGIES INC COM CUSIP 30249U101							
	52 21	0 00	1,427,995 71	1,408,479 91	19,515 80	0 00	19,515 80
FRAC RAYONIER INC RT CUSIP HFE807109							
	0 00	0 00	0 00	0 00	0 00	0 00	0 00
GILEAD SCIENCES INC CUSIP 375558103							
GILD	75 15	0 00	3,743,296 65	2,178,828 84	1,564,467 81	0 00	1,564,467 81

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011
,2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610103

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◆ Asset Detail - Base Currency

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

Equities

Common stock

United States - USD

GOLDMAN SACHS GROUP INC COM CUSIP 38141G104								
GS	7,200 000	177 26	0 00	1,276,272 00	453,130 29	823,141 71	0 00	823,141 71
GOOGLE INC CL A CL A CUSIP 38259P508								
GOOG	2,856 000	1,120 71	0 00	3,200,747 76	1,551,933 05	1,648,814 71	0 00	1,648,814 71
HERTZ GLOBAL HLDGS INC COM CUSIP 42805T105								
HTZ	36,100 000	28 62	0 00	1,033,182 00	783,459 57	249,722 43	0 00	249,722 43
IHS INC COM CL A COM CL A CUSIP 451734107								
IHS	17,536 000	119 70	0 00	2,099,059 20	1,718,056 58	381,002 62	0 00	381,002 62
ILLUMINA INC COM CUSIP 452327109								
ILL	21,488 000	110 62	0 00	2,377,002 56	886,016 74	1,490,985 82	0 00	1,490,985 82
INGERSOLL-RAND PLC COM STK CUSIP G47791101								
ING	7,800 000	61 60	0 00	480,480 00	234,086 68	246,393 32	0 00	246,393 32
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101								
IBM	2,500 000	187 57	0 00	468,925 00	441,620 16	27,304 84	0 00	27,304 84
INTL PAPER CO COM CUSIP 460146103								
INT	14,700 000	49 03	0 00	720,741 00	443,213 88	277,527 12	0 00	277,527 12
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602								
INT	6,053 000	384 08	0 00	2,324,836 24	2,258,252 99	66,583 25	0 00	66,583 25

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011,2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693973,2679829,2693973,2678899,2610103

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◆ Asset Detail - Base Currency

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

Equities

Common stock

United States - USD

JACOBS ENGR GROUP INC COM CUSIP 469814107							
12,300 000	62 99	0 00	774,777 00	462,761 03	312,015 97	0 00	312,015 97
LOCKHEED MARTIN CORP COM CUSIP 539830109							
6,100 000	148 66	0 00	906,826 00	452,400 04	454,425 96	0 00	454,425 96
MACYS INC COM STK CUSIP 55616PT04							
M							
16,600 000	53 40	4,150 00	886,440 00	308,518 26	577,921 74	0 00	577,921 74
METLIFE INC COM STK USD0 01 CUSIP 59156R108							
17,200 000	53 92	0 00	927,424 00	599,346 65	328,077 35	0 00	328,077 35
MICROSOFT CORP COM CUSIP 594918104							
MSFT							
17,700 000	37 43	0 00	662,511 00	478,959 86	183,551 14	0 00	183,551 14
MONSANTO CO NEW COM CUSIP 61166W101							
6,100 000	116 55	0 00	710,955 00	373,227 42	337,727 58	0 00	337,727 58
NIKE INC CL B CUSIP 654106103							
11,400 000	78 64	2,736 00	896,496 00	121,266 98	775,229 02	0 00	775,229 02
PEPSICO INC COM CUSIP 713448108							
7,500 000	82 94	4,256 25	622,050 00	474,216 75	147,833 25	0 00	147,833 25
PRECISION CASTPARTS CORP COM CUSIP 740189105							
PCP							
5,511 000	269 30	0 00	1,484,112 30	1,296 247 66	187,864 64	0 00	187,864 64

Northern Trust

*Generated by Northern Trust from periodic data on 17 Oct 14 B003

Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011
2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610103

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equities								
Common stock								
United States - USD								
QUALCOMM INC COM	CUSIP 747525103							
QCOM		74 25	0 00	1,128,822 75	507,352 94	621,469 81	0 00	621,469 81
SCHLUMBERGER LTD COM COM CUSIP 806857108								
SLB								
11,100 000		90 11	3,468 75	1,000,221 00	134,711 58	865,509 42	0 00	865,509 42
STRATASYS INC SHS CUSIP M85548101								
10,768 000		134 70	0 00	1,450,449 60	1,152,413 74	298,035 86	0 00	298,035 86
T ROWE PRICE GROUP INC CUSIP 74144T108								
29,159 000		83 77	0 00	2,442,649 43	1,478,067 18	964,582 25	0 00	964,582 25
TIMKEN CO COM CUSIP 887389104								
TKR								
8,700 000		55 07	0 00	479,109 00	467,225 07	11,883 93	0 00	11,883 93
UNION PAC CORP COM CUSIP 907818108								
UNP								
5,500 000		168 00	4,345 00	924,000 00	276,390 43	647,609 57	0 00	647,609 57
UNITED PARCEL SVC INC CL B CUSIP 911312106								
8,000 000		105 08	0 00	840,640 00	540,273 62	300,366 38	0 00	300,366 38
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
9,700 000		113 80	0 00	1,103,860 00	600,746 67	503,113 33	0 00	503,113 33
USG CORP COM NEW CUSIP 903293405								
16,800 000		28 38	0 00	476,784 00	521,540 95	-44,756 95	0 00	-44,756 95

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011,2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610103

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◆ Asset Detail - Base Currency

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

Equities

Common stock

United States - USD

VIACOM INC NEW CL B CUSIP 92553P201								
VIA8								
27,251,000	87.34	0.00		2,380,102.34	1,303,851.30	1,076,251.04	0.00	1,076,251.04
VISA INC COM CL A STK CUSIP 92826C839								
V								
13,236,000	222.68	0.00		2,947,392.48	755,778.45	2,191,614.03	0.00	2,191,614.03
WABCO HLDGS INC COM STK CUSIP 92927K102								
11,666,000	93.41	0.00		1,089,721.06	203,474.05	886,247.01	0.00	886,247.01
WALT DISNEY CO CUSIP 254687106								
DIS								
10,900,000	76.40	9,374.00		832,760.00	205,418.46	627,341.54	0.00	627,341.54
WELLS FARGO & CO NEW COM STK CUSIP 949746101								
WFC								
20,500,000	45.40	0.00		930,700.00	287,732.61	642,967.39	0.00	642,967.39
XEROX CORP COM CUSIP 984121103								
60,600,000	12.17	3,484.50		737,502.00	631,157.63	106,344.37	0.00	106,344.37
Total USD		130,084.22		81,231,229.89	44,101,961.74	37,129,268.15	0.00	37,129,268.15
Total United States		130,084.22		81,231,229.89	44,101,961.74	37,129,268.15	0.00	37,129,268.15
Total Common Stock								
1,051,141,000		130,084.22		82,452,225.34	45,124,022.66	37,328,202.68	0.00	37,328,202.68

Funds - common stock

Emerging Markets Region - USD

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011
,2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610103

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◆ Asset Detail - Base Currency

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

Equities

Funds - common stock

Emerging Markets Region - USD

MFO LAZARD FDS INC EMERGING MKTS PORTFOLIO CUSIP 52106N889

826,761 490	18 67	0 00	15,435,637 01	14,372,659 69	1,062,977 32	0 00	1,062,977 32
Total USD		0 00	15,435,637 01	14,372,659 69	1,062,977 32	0 00	1,062,977 32
Total Emerging Markets Region		0 00	15,435,637 01	14,372,659 69	1,062,977 32	0 00	1,062,977 32

International Region - USD

CF FRANKLIN NON US EQUITY CAYMAN LTD 01 JUL2010 FUND CUSIP 148998255

7,242 450	1,515 151139	0 00	10,973,406 36	8,000,000 00	2,973,406 36	0 00	2,973,406 36
MFO DODGE & COX INTL STK FD CUSIP 256206103							
603,118 380	43 04	0 00	25,958,215 07	24,527,749 71	1,430,465 36	0 00	1,430,465 36

MFO E I IRLTY SECS TR GLOBAL PPTY FD INSTL SHS CUSIP 26852M204

196,873 240	16 72	0 00	3,291,720 57	3,363,010 89	-71,290 32	0 00	-71,290 32
Total USD		0 00	40,223,342 00	35,890,760 60	4,332,581 40	0 00	4,332,581 40
Total International Region		0 00	40,223,342 00	35,890,760 60	4,332,581 40	0 00	4,332,581 40

PACIFIC REGION EX JAPAN - USD

MFO MATTHEWS ASIA FDS ASIA SMALL COS FD INV CL CUSIP 577125206

265,353 500	19 34	0 00	5,131,936 69	5,127,519 52	4,417 17	0 00	4,417 17
MFO MATTHEWS INTL FDS PAC TIGER FD INV CL CUSIP 577130107							
211,591 590	24 99	0 00	5,287,673 83	4,708,202 88	579,470 95	0 00	579,470 95

Total USD		0 00	10,419,610 52	9,835,722 40	583,888 12	0 00	583,888 12
Total PACIFIC REGION EX JAPAN		0 00	10,419,610 52	9,835,722 40	583,888 12	0 00	583,888 12

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

2603159,2611533,2628765,2670717,2632428,2632282,2611867,2643378,2611868,2605505,2683816,2617213,2604465,2694672,2659011
2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610103

◆ Asset Detail - Base Currency

Page 10 of 15

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

Equities

Funds - common stock

United States - USD

MFO PRUDENTIAL JENNISON NATURAL RESOURCES CLASS Z CUSIP 74441K503

109,122,650	51.20	0.00	5,587,079.68	5,000,000.00	587,079.68	0.00	587,079.68
Total USD		0.00	5,587,079.68	5,000,000.00	587,079.68	0.00	587,079.68
Total United States		0.00	5,587,079.68	5,000,000.00	587,079.68	0.00	587,079.68
Total Funds - Common Stock		0.00	71,665,669.21	65,099,142.69	6,566,526.52	0.00	6,566,526.52
2,220,063,300							
Total Equities							
3,271,204,300	130,084.22		154,117,894.55	110,223,165.35	43,894,729.20	0.00	43,894,729.20

Fixed Income

Funds - government agencies

United States - USD

MFO TEMPLETON GLB TOTAL RETUR-AD CUSIP 880208855

1,326,412,970	13.49	0.00	17,893,310.96	17,569,692.29	323,618.67	0.00	323,618.67
Total USD		0.00	17,893,310.96	17,569,692.29	323,618.67	0.00	323,618.67
Total United States		0.00	17,893,310.96	17,569,692.29	323,618.67	0.00	323,618.67
Total Funds - Government Agencies		0.00	17,893,310.96	17,569,692.29	323,618.67	0.00	323,618.67
1,326,412,970							

Funds - corporate bond

Emerging Markets Region - USD

Northern Trust

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Positional Details

31 DEC 13

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◆ Asset Detail - Base Currency

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

Fixed Income

Funds - corporate bond

Emerging Markets Region - USD

MFO TCW FUNDS INC EMERGING MARKETS INC FD CUSIP 87234N765

969,310 170	8 40	0 00	8,142,205 42	8,623,590 44	-481,385 02	0 00	-481,385 02	
Issue Date 29 Aug 08								
Total USD		0 00	8,142,205 42	8,623,590 44	-481,385 02	0 00	-481,385 02	
Total Emerging Markets Region		0 00	8,142,205 42	8,623,590 44	-481,385 02	0 00	-481,385 02	
Total Funds - Corporate Bond								
969,310.170		0.00	8,142,205.42	8,623,590.44	-481,385.02	0.00	-481,385.02	

Funds - other fixed income

United States - USD

MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700

1,715,110 660	10 69	29,098 32	18,334,532 95	16,920,860 24	1,413,672 71	0 00	1,413,672 71	
Total USD		29,098 32	18,334,532 95	16,920,860 24	1,413,672 71	0 00	1,413,672 71	
Total United States		29,098 32	18,334,532 95	16,920,860 24	1,413,672 71	0 00	1,413,672 71	
Total Funds - Other Fixed Income								
1,715,110.660		29,098.32	18,334,532.95	16,920,860.24	1,413,672.71	0.00	1,413,672.71	
Total Fixed Income								
4,010,833.800		29,098.32	44,370,049.33	43,114,142.97	1,255,906.36	0.00	1,255,906.36	

Venture Capital and Partnerships

Partnerships

Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

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◆ Asset Detail - Base Currency

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

Venture Capital and Partnerships

Partnerships

United States - USD

ENERGY CAPITAL PARTNERS II-B CUSIP 9912S9996

2,045,420.000		2,475,596.00	0.00	2,475,596.00	2,045,420.00	430,176.00	0.00	430,176.00
WILTON PRIVATE EQUITY, LLC CUSIP 000163659								

1,280,567.390		853,707.00	5,053.91	853,707.00	1,280,567.39	-426,860.39	0.00	-426,860.39
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Total USD			5,053.91	3,329,303.00	3,325,987.39	3,315.61	0.00	3,315.61
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Total United States			5,053.91	3,329,303.00	3,325,987.39	3,315.61	0.00	3,315.61
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Total Partnerships

3,325,987.390			5,053.91	3,329,303.00	3,325,987.39	3,315.61	0.00	3,315.61
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Total Venture Capital and Partnerships

3,325,987.390			5,053.91	3,329,303.00	3,325,987.39	3,315.61	0.00	3,315.61
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Hedge Fund

Hedge equity

United States - USD

FORTRESS PARTNERS OFFSHORE FUND, LP CUSIP 000486860

10,000,000.000		10,936,678.00	0.00	10,936,678.00	10,000,000.00	936,678.00	0.00	936,678.00
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Total USD			0.00	10,936,678.00	10,000,000.00	936,678.00	0.00	936,678.00
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Total United States			0.00	10,936,678.00	10,000,000.00	936,678.00	0.00	936,678.00
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Total Hedge Equity

10,000,000.000			0.00	10,936,678.00	10,000,000.00	936,678.00	0.00	936,678.00
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Northern Trust

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Positional Details

31 DEC 13

Account number Multiple Accounts

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 ,2659582,2670716,2670699,2643381,2677665,LEA01,2646834,2683817,2693709,2663667,2693974,2679829,2693973,2678899,2610103

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								
Total Hedge Fund								
10,000,000.000			0.00	10,936,678.00	10,000,000.00	936,678.00	0.00	936,678.00

Cash and Cash Equivalents

Funds - short term investment

USD - MFB NORTHERN INSTL FDS GOVT SELECT	PORTFOLIO							
1.00		15.52		1,969,874.36	1,969,874.36	0.00	0.00	0.00
Total funds - short term investment - all currencies		15.52		1,969,874.36	1,969,874.36	0.00	0.00	0.00
Total funds - short term investment - all countries		15.52		1,969,874.36	1,969,874.36	0.00	0.00	0.00
Total Funds - Short Term Investment		15.52		1,969,874.36	1,969,874.36	0.00	0.00	0.00
1,969,874.360								

Currency

USD - United States dollar								
1.00		0.00		0.25	0.25	0.00	0.00	0.00
Total currency - all currencies		0.00		0.25	0.25	0.00	0.00	0.00
Total currency - all countries		0.00		0.25	0.25	0.00	0.00	0.00
Total Currency		0.00		0.25	0.25	0.00	0.00	0.00
0.000								
Total Cash and Cash Equivalents		15.52		1,969,874.61	1,969,874.61	0.00	0.00	0.00
1,969,874.360								

Adjustments To Cash

Northern Trust

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◆ Asset Detail - Base Currency

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

Adjustments To Cash

Pending trade purchases

USD - United States dollar	1.00	0.00	-51,780.32	-51,780.32	0.00	0.00	0.00
Total pending trade purchases - all currencies		0.00	-51,780.32	-51,780.32	0.00	0.00	0.00
Total pending trade purchases - all countries		0.00	-51,780.32	-51,780.32	0.00	0.00	0.00
Total Pending trade purchases 0.000		0.00	-51,780.32	-51,780.32	0.00	0.00	0.00

Pending trade sales

USD - United States dollar	1.00	0.00	113,543.29	113,543.29	0.00	0.00	0.00
Total pending trade sales - all currencies		0.00	113,543.29	113,543.29	0.00	0.00	0.00
Total pending trade sales - all countries		0.00	113,543.29	113,543.29	0.00	0.00	0.00
Total Pending trade sales 0.000		0.00	113,543.29	113,543.29	0.00	0.00	0.00

Other payables

USD - United States dollar	1.00	0.00	-95,915.20	-95,915.20	0.00	0.00	0.00
Total other payables - all currencies		0.00	-95,915.20	-95,915.20	0.00	0.00	0.00
Total other payables - all countries		0.00	-95,915.20	-95,915.20	0.00	0.00	0.00

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31 DEC 13

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Adjustments To Cash								
Total Other Payables								
	0.000		0.00	-95,915.20	-95,915.20	0.00	0.00	0.00
Total Adjustments To Cash								
	0.000		0.00	-34,152.23	-34,152.23	0.00	0.00	0.00
Total								
	22,577,899.850		164,251.97	214,689,647.26	168,599,018.09	46,090,629.17	0.00	46,090,629.17

Although this report has been prepared using information believed to be reliable, it may contain information provided by third parties or derived from third party information, and/or information that may have been obtained from, categorized or otherwise reported based upon client direction. The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information. The information included in this report is intended to assist clients with their financial reporting needs, but you must consult with your accountants, auditors and/or legal counsel to ensure your accounting and financial reporting complies with applicable laws, regulations and accounting guidance. The Northern Trust Company and its affiliates shall have no responsibility for the consequences of investment decisions made in reliance on information contained in this report.

IRS CIRCULAR 230 NOTICE To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. For more information about this notice, see <http://www.northerntrust.com/circular230>

Northern Trust

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Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Part I only

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THOMAS & DOROTHY LEAVEY FOUNDATION	95-6060162
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	10100 SANTA MONICA BLVD., STE 610	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LOS ANGELES, CA 90067	

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

0 4

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

WTAS LLC

- The books are in the care of ► **400 S. HOPE STREET, SUITE 2000 - LOS ANGELES, CA 90071**

Telephone No. ► **213-593-2300**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 277,613.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 277,613.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THOMAS & DOROTHY LEAVEY FOUNDATION	95-6060162
	Number, street, and room or suite no. If a P.O. box, see instructions. 10100 SANTA MONICA BLVD., STE 610	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067	

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

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

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

WTAS LLC

• The books are in the care of **400 S. HOPE STREET, SUITE 2000 - LOS ANGELES, CA 90071**
Telephone No. **213-593-2300** Fax No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending .

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

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED IN ORDER TO OBTAIN THE INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	277,613.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	277,613.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Mark R. Austin** Title **CRA** Date **7-29-14**

Form 8868 (Rev. 1-2014)