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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 CARL E. WYNN FOUNDATION		A Employer identification number 95-6136231
Number and street (or P O box number if mail is not delivered to street address) 444 SOUTH FLOWER ST.	Room/suite 1700	B Telephone number (877) 686-9215
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90071-2901		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 27,832,564.	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					
4 Dividends and interest from securities		651,164.	651,164.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		659,364.			
b Gross sales price for all assets on line 6a		4,227,764.			
7 Capital gain net income (from Part IV, line 2)			659,364.		
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					
12 Total. Add lines 1 through 11		1,310,528.	1,310,528.		
13 Compensation of officers, directors, trustees, etc		200,000.	60,000.		140,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		12,008.	0.		12,008.
c Other professional fees STMT 3		156,568.	156,568.		0.
17 Interest					
18 Taxes STMT 4		17,501.	3,648.		0.
19 Depreciation and depletion		20.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		991.	0.		991.
22 Printing and publications					
23 Other expenses STMT 5		3,833.	0.		3,833.
24 Total operating and administrative expenses. Add lines 13 through 23		390,921.	220,216.		156,832.
25 Contributions, gifts, grants paid		1,108,878.			1,108,878.
26 Total expenses and disbursements. Add lines 24 and 25		1,499,799.	220,216.		1,265,710.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<189,271.>			
b Net investment income (if negative, enter -0-)			1,090,312.		
c Adjusted net income (if negative, enter -0-)				N/A	

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		896,938.	954,449.	954,449.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6	1,506,977.	1,506,976.	1,529,215.	
	b	Investments - corporate stock STMT 7	12,300,354.	10,901,646.	16,730,970.	
	c	Investments - corporate bonds STMT 8	7,510,998.	8,662,945.	8,617,930.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶ 2,382.					
	Less: accumulated depreciation STMT 9 ▶ 2,382.	20.	0.	0.		
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	22,215,287.	22,026,016.	27,832,564.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	22,215,287.	22,026,016.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	22,215,287.	22,026,016.			
31	Total liabilities and net assets/fund balances	22,215,287.	22,026,016.			

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	22,215,287.
2	Enter amount from Part I, line 27a	2	<189,271.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	22,026,016.
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	22,026,016.

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 CHARLES SCHWAB (SEE ATTACHED)	P	VARIOUS	VARIOUS
b CHARLES SCHWAB (SEE ATTACHED)	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 193,583.		225,625.	<32,042.>
b 3,911,266.		3,342,775.	568,491.
c 122,915.			122,915.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<32,042.>
b			568,491.
c			122,915.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	659,364.
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	1,269,597.	25,543,053.	.049704
2011	1,203,614.	25,582,838.	.047048
2010	1,148,174.	24,612,709.	.046650
2009	1,366,438.	23,044,609.	.059295
2008	1,510,578.	27,247,317.	.055440

2 Total of line 1, column (d)	2	.258137
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	.051627
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	26,893,970.
5 Multiply line 4 by line 3	5	1,388,455.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,903.
7 Add lines 5 and 6	7	1,399,358.
8 Enter qualifying distributions from Part XII, line 4	8	1,265,710.

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**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2013 estimated tax payments and 2012 overpayment credited to 2013**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached**9** **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed****10** **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid****11** Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ☐5,854. Refunded ☐**Part VII-A Statements Regarding Activities****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?**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

c Did the foundation file **Form 1120-POL** for this year?**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.

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**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**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.

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?

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**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**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**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addressesForm **990-PF** (2013)

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ▶ N/A				
14	The books are in care of ▶ CARL E. WYNN FOUNDATION Telephone no. ▶ (877) 686-9215			
	Located at ▶ 444 SO. FLOWER ST, SUITE 1700, LOS ANGELES, CA ZIP+4 ▶ 90071-2901			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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		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?		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? If "Yes," list the years ▶	☐ Yes ☒ No	
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	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 10		200,000.	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
NONE				

Total number of other employees paid over \$50,000**0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	26,191,002.
b	Average of monthly cash balances	1b	1,112,521.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	27,303,523.
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	27,303,523.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	409,553.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,893,970.
6	Minimum investment return. Enter 5% of line 5	6	1,344,699.

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

1	Minimum investment return from Part X, line 6	1	1,344,699.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,806.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,806.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,322,893.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,322,893.
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	1,322,893.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,265,710.
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	1,265,710.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,265,710.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,322,893.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,108,878.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,265,710.				
a Applied to 2012, but not more than line 2a			1,108,878.	
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				156,832.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				1,166,061.
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	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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)

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

Tax year

Prior 3 years

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

3 Subtract line 2d from line 2c

Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

**WILLIAM R. CHRISTIAN, PRESIDENT, CARL E. WYNN FOUNDATION, (877) 686-9215
444 S. FLOWER ST, #1700, LOS ANGELES, CA 90071-2901**

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

FULL APPLICATION SHOULD BE RECEIVED BETWEEN MAY 1-15.

c Any submission deadlines:

NONE

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

NONE

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

Recipient 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 ATTACHED			VARIOUS PROGRAMS	1,108,878.
Total			3a	1,108,878.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | | | |
|--|---|-------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes |
| | a Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| | (1) Cash | 1a(1) |
| | (2) Other assets | 1a(2) |
| | b Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr) ?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐
self-employed

PTIN

RUDOLPH J. FUCHS

Firm's name ► **TALLEY & COMPANY**

11/04/14

P00280153

Firm's address ► 600 CITY PARKWAY WEST #650
ORANGE, CA 92868

Firm's EIN ► 33-0689542

Phone no. **714-867-2200**

Form **990-PF** (2013)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB - DIVIDENDS	509,713.	122,915.	386,798.	386,798.	
CHARLES SCHWAB - INTEREST	274,341.	0.	274,341.	274,341.	
CHARLES SCHWAB - LESS ACCRUED INTEREST PAID	<9,975.>	0.	<9,975.>	<9,975.>	
TO PART I, LINE 4	774,079.	122,915.	651,164.	651,164.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL FEES	12,008.	0.		12,008.
TO FORM 990-PF, PG 1, LN 16B	12,008.	0.		12,008.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEE	156,568.	156,568.		0.
TO FORM 990-PF, PG 1, LN 16C	156,568.	156,568.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,648.	3,648.			0.
FEDERAL EXCISE TAX ON INVESTMENT INCOME	13,853.	0.			0.
TO FORM 990-PF, PG 1, LN 18	17,501.	3,648.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE	1,160.	0.			1,160.
INSURANCE	1,575.	0.			1,575.
OFFICE EXPENSE	67.	0.			67.
MEMBERSHIP FEE	725.	0.			725.
POSTAGE	146.	0.			146.
STATE FILING FEES	160.	0.			160.
TO FORM 990-PF, PG 1, LN 23	3,833.	0.			3,833.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
FEDERAL AGENCY BONDS	X		1,506,976.	1,529,215.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,506,976.	1,529,215.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,506,976.	1,529,215.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	6,803,687.	11,373,168.
EQUITIES FUND	3,549,919.	4,594,193.
OTHERS - REITS	548,040.	763,609.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,901,646.	16,730,970.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME-CORPORATE BONDS	6,477,813.	6,450,313.
FIXED INCOME-LONG TERM CD'S	1,178,966.	1,192,756.
FIXED INCOME-BOND FUNDS	1,006,166.	974,861.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,662,945.	8,617,930.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,704.	1,704.	0.
COMPUTER EQUIPMENT	678.	678.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,382.	2,382.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOROTHY L. FREY 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	SECRETARY-TREASURER/TRUSTEE 20.00	70,000.	0.	0.
WILLIAM CHRISTIAN 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	PRESIDENT/TRUSTEE 20.00	100,000.	0.	0.
BILLIE A. FISCHER 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	VICE PRESIDENT/TRUSTEE 20.00	10,000.	0.	0.
MEL MASUDA 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	VICE PRES. & ASST. SECRETARY 20.00	10,000.	0.	0.
JAKI FISCHER 444 S. FLOWER #1700 LOS ANGELES, CA 900712901	VICE PRESIDENT/TRUSTEE 20.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		200,000.	0.	0.

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization 990-PF**
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2013Attachment
Sequence No 179

Name(s) shown on return

Business or activity to which this form relates

Identifying number

CARL E. WYNN FOUNDATION**FORM 990-PF PAGE 1****95-6136231****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	20.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	20.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No				24b If "Yes," is the evidence written? ☐ Yes ☐ No				
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year.					
43 Amortization of costs that began before your 2013 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

Date Prepared: February 7, 2014

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
AUTO DATA PROCESSING	053015103	100.00	08/29/12	07/26/13	\$ 7,179.44	\$ 5,838.78	\$ 0.00	\$ 1,340.66
AUTO DATA PROCESSING	053015103	100.00	08/29/12	07/26/13	\$ 7,179.44	\$ 5,838.79	\$ 0.00	\$ 1,340.65
AUTO DATA PROCESSING	053015103	100.00	08/29/12	07/26/13	\$ 7,179.94	\$ 5,838.78	\$ 0.00	\$ 1,341.16
Security Subtotal				\$	21,538.82	17,516.35	0.00	4,022.47
INTUITIVE SURGICAL NEW	46120E602	100.00	11/26/12	10/09/13	\$ 38,446.94	\$ 53,292.99	\$ 0.00	\$ (14,846.05)
INTUITIVE SURGICAL NEW	46120E602	100.00	11/26/12	10/09/13	\$ 38,446.95	\$ 53,302.88	\$ 0.00	\$ (14,855.93)
INTUITIVE SURGICAL NEW	46120E602	100.00	11/26/12	10/09/13	\$ 38,446.95	\$ 53,302.88	\$ 0.00	\$ (14,855.93)
Security Subtotal				\$	115,340.84	159,898.75	0.00	(44,557.91)
IRON MOUNTAIN INC NEW	462846106	100.00	11/21/12	11/04/13	\$ 2,593.78	\$ 3,287.00	\$ 0.00	\$ (693.22)
IRON MOUNTAIN INC NEW	462846106	100.00	11/21/12	11/04/13	\$ 2,593.98	\$ 3,287.00	\$ 0.00	\$ (693.02)
IRON MOUNTAIN INC NEW	462846106	217.00	11/21/12	11/04/13	\$ 5,628.50	\$ 7,132.79	\$ 0.00	\$ (1,504.29)
Security Subtotal				\$	10,816.26	13,706.79	0.00	(2,890.53)
JPMORGAN CHASE & CO	46625H100	50.00	08/29/12	03/14/13	\$ 2,529.18	\$ 1,862.69	\$ 0.00	\$ 666.49
JPMORGAN CHASE & CO	46625H100	100.00	08/29/12	03/14/13	\$ 5,058.36	\$ 3,725.38	\$ 0.00	\$ 1,332.98

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

Date Prepared: February 7, 2014

Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JPMORGAN CHASE & CO	46625H100	100.00	08/29/12	03/14/13	\$ 5,058.46	\$ 3,725.38	\$ 0.00	\$ 1,333.08
Security Subtotal					\$ 12,646.00	\$ 9,313.45	\$ 0.00	\$ 3,332.55
MEDICAL PROPERTIES TRUS	56463J304	400.00	11/26/12	03/14/13	\$ 5,995.72	\$ 4,607.93	\$ 0.00	\$ 1,387.79
Security Subtotal					\$ 5,995.72	\$ 4,607.93	\$ 0.00	\$ 1,387.79
TEXAS INSTRUMENTS INC	882508104	200.00	08/29/12	07/26/13	\$ 7,784.27	\$ 5,880.35	\$ 0.00	\$ 1,903.92
TEXAS INSTRUMENTS INC	882508104	200.00	08/29/12	07/26/13	\$ 7,784.27	\$ 5,880.36	\$ 0.00	\$ 1,903.91
TEXAS INSTRUMENTS INC	882508104	300.00	08/29/12	07/26/13	\$ 11,676.41	\$ 8,820.54	\$ 0.00	\$ 2,855.87
Security Subtotal					\$ 27,244.95	\$ 20,581.25	\$ 0.00	\$ 6,663.70
Total Short-Term (Cost basis is reported to the IRS)					\$ 193,582.59	\$ 225,624.52	\$ 0.00	\$ (32,041.93)
Total Short-Term					\$ 193,582.59	\$ 225,624.52	\$ 0.00	\$ (32,041.93)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JPMORGAN CHASE & CO	46625H100	100.00	03/02/12	03/14/13	\$ 5,058.46	\$ 4,077.59	\$ 0.00	\$ 980.87
Security Subtotal					\$ 5,058.46	\$ 4,077.59	\$ 0.00	\$ 980.87
MID AMER APT CMNTYS INC	59522J103	25.00	01/12/12	03/14/13	\$ 1,728.32	\$ 1,472.55	\$ 0.00	\$ 255.77
MID AMER APT CMNTYS INC	59522J103	100.00	01/12/12	03/14/13	\$ 6,913.29	\$ 5,890.47	\$ 0.00	\$ 1,022.82
Security Subtotal					\$ 8,641.61	\$ 7,363.02	\$ 0.00	\$ 1,278.59
WELLS FARGO & CO NEW	949746101	600.00	03/02/12	07/26/13	\$ 26,017.38	\$ 18,757.75	\$ 0.00	\$ 7,259.63
Security Subtotal					\$ 26,017.38	\$ 18,757.75	\$ 0.00	\$ 7,259.63
Total Long-Term (Cost basis is reported to the IRS)					\$ 39,717.45	\$ 30,198.36	\$ 0.00	\$ 9,519.09

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ABBVIE INC	00287Y109	65.00	01/27/06	03/14/13	\$ 2,403.52	\$ 1,471.46 ^a	\$ 0.00	\$ 932.06
ABBVIE INC	00287Y109	100.00	01/27/06	03/14/13	\$ 3,697.61	\$ 2,263.78 ^a	\$ 0.00	\$ 1,433.83
ABBVIE INC	00287Y109	100.00	01/27/06	03/14/13	\$ 3,697.71	\$ 2,263.78 ^a	\$ 0.00	\$ 1,433.93
ABBVIE INC	00287Y109	100.00	01/27/06	03/14/13	\$ 3,697.71	\$ 2,263.78 ^a	\$ 0.00	\$ 1,433.93

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ABBVIE INC	00287Y109	100.00	01/27/06	03/14/13	\$ 3,697.71	\$ 2,263.78 ^a	0.00	\$ 1,433.93
ABBVIE INC	00287Y109	135.00	01/27/06	03/14/13	\$ 4,991.91	\$ 3,056.11 ^a	0.00	\$ 1,935.80
ABBVIE INC	00287Y109	275.00	01/27/06	03/14/13	\$ 10,168.70	\$ 6,225.41 ^a	0.00	\$ 3,943.29
ABBVIE INC	00287Y109	305.00	01/27/06	03/14/13	\$ 11,278.02	\$ 6,904.54 ^a	0.00	\$ 4,373.48
ABBVIE INC	00287Y109	195.00	02/01/06	03/14/13	\$ 7,210.53	\$ 4,444.03 ^a	0.00	\$ 2,766.50
ABBVIE INC	00287Y109	175.00	02/03/06	03/14/13	\$ 6,470.98	\$ 3,878.89 ^a	0.00	\$ 2,592.09
ABBVIE INC	00287Y109	500.00	02/03/06	03/14/13	\$ 18,488.55	\$ 11,082.53 ^a	0.00	\$ 7,406.02
ABBVIE INC	00287Y109	100.00	04/24/09	03/14/13	\$ 3,697.71	\$ 2,234.31	0.00	\$ 1,463.40
ABBVIE INC	00287Y109	100.00	04/24/09	03/14/13	\$ 3,697.71	\$ 2,234.37	0.00	\$ 1,463.34
ABBVIE INC	00287Y109	100.00	04/24/09	03/14/13	\$ 3,697.71	\$ 2,234.40	0.00	\$ 1,463.31
ABBVIE INC	00287Y109	100.00	04/24/09	03/14/13	\$ 3,697.71	\$ 2,234.40	0.00	\$ 1,463.31
ABBVIE INC	00287Y109	100.00	04/24/09	03/14/13	\$ 3,697.71	\$ 2,234.42	0.00	\$ 1,463.29
ABBVIE INC	00287Y109	150.00	04/24/09	03/14/13	\$ 5,546.56	\$ 3,351.62	0.00	\$ 2,194.94
ABBVIE INC	00287Y109	200.00	04/24/09	03/14/13	\$ 7,395.42	\$ 4,468.66	0.00	\$ 2,926.76
Security Subtotal				\$	107,233.48	65,110.27	0.00	42,123.21
ALCOA INC	013817101	100.00	04/19/11	01/23/13	\$ 919.01	\$ 1,627.10	0.00	\$ (708.09)
ALCOA INC	013817101	9,200.00	04/19/11	01/23/13	\$ 84,548.87	\$ 149,674.45	0.00	\$ (65,125.58)
ALCOA INC	013817101	3,500.00	10/05/11	01/23/13	\$ 32,165.33	\$ 32,978.95	0.00	\$ (813.62)
Security Subtotal				\$	117,633.21	184,280.50	0.00	(66,647.29)

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ALLY BK N A 1.8XXX**MAT 02004MB28		200,000.00	07/22/10	07/30/13	\$ 200,000.00	\$ 200,000.00	\$ 0.00	\$ 0.00
Security Subtotal					\$ 200,000.00	\$ 200,000.00	\$ 0.00	\$ 0.00
AMERICAN EXPRESS COMP 025816109		500.00	07/29/10	06/05/13	\$ 37,426.90	\$ 22,151.32	\$ 0.00	\$ 15,275.58
AMERICAN EXPRESS COMP 025816109		175.00	07/29/10	11/04/13	\$ 14,340.02	\$ 7,752.96	\$ 0.00	\$ 6,587.06
AMERICAN EXPRESS COMP 025816109		175.00	07/29/10	11/04/13	\$ 14,340.03	\$ 7,752.96	\$ 0.00	\$ 6,587.07
Security Subtotal					\$ 66,106.95	\$ 37,657.24	\$ 0.00	\$ 28,449.71
AMERISOURCEBERGEN CO 03073E105		100.00	10/17/11	07/26/13	\$ 5,811.84	\$ 3,817.26	\$ 0.00	\$ 1,994.58
AMERISOURCEBERGEN CO 03073E105		250.00	10/17/11	07/26/13	\$ 14,525.89	\$ 9,543.16	\$ 0.00	\$ 4,982.73
Security Subtotal					\$ 20,337.73	\$ 13,360.42	\$ 0.00	\$ 6,977.31
AMGEN INCORPORATED 031162100		200.00	02/01/06	03/14/13	\$ 18,339.04	\$ 10,924.96 ^a	\$ 0.00	\$ 7,414.08
AMGEN INCORPORATED 031162100		50.00	02/01/06	07/26/13	\$ 5,422.97	\$ 2,731.24 ^a	\$ 0.00	\$ 2,691.73
AMGEN INCORPORATED 031162100		100.00	02/01/06	07/26/13	\$ 10,845.92	\$ 5,462.48 ^a	\$ 0.00	\$ 5,383.44
AMGEN INCORPORATED 031162100		100.00	02/01/06	07/26/13	\$ 10,847.42	\$ 5,462.48 ^a	\$ 0.00	\$ 5,384.94
AMGEN INCORPORATED 031162100		200.00	02/01/06	07/26/13	\$ 21,694.84	\$ 10,924.96 ^a	\$ 0.00	\$ 10,769.88
Security Subtotal					\$ 67,150.19	\$ 35,506.12	\$ 0.00	\$ 31,644.07
AUTO DATA PROCESSING 053015103		100.00	10/17/11	07/26/13	\$ 7,179.44	\$ 5,131.36	\$ 0.00	\$ 2,048.08
Security Subtotal					\$ 7,179.44	\$ 5,131.36	\$ 0.00	\$ 2,048.08

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
BANK AMER CORP 4.9XXX*	06051GDW	150,000.00	05/21/08	05/01/13	\$ 150,000.00	\$ 150,741.00 ^a	0.00	\$ (741.00)
Security Subtotal					\$ 150,000.00	\$ 150,741.00	0.00	\$ (741.00)
BARCLAYS BANK DE 2.85XXX	06740KCD7	200,000.00	10/14/09	10/21/13	\$ 200,000.00	\$ 200,000.00	0.00	0.00
Security Subtotal					\$ 200,000.00	\$ 200,000.00	0.00	0.00
BOSTON PRIVATE 3.15XXX*	101120CK7	98,000.00	07/22/10	05/22/13	\$ 98,000.00	\$ 101,883.74	0.00	\$ (3,883.74)
Security Subtotal					\$ 98,000.00	\$ 101,883.74	0.00	\$ (3,883.74)
BUSINESS BANK 2.95XXX**	123255GF2	90,000.00	03/18/09	03/25/13	\$ 90,000.00	\$ 90,000.00	0.00	0.00
Security Subtotal					\$ 90,000.00	\$ 90,000.00	0.00	0.00
C V S CAREMARK CORP	126650100	200.00	03/09/07	01/23/13	\$ 10,400.39	\$ 6,546.40 ^a	0.00	3,853.99
C V S CAREMARK CORP	126650100	300.00	03/09/07	01/23/13	\$ 15,600.28	\$ 9,819.60 ^a	0.00	5,780.68
C V S CAREMARK CORP	126650100	10.00	03/09/07	07/26/13	\$ 612.85	\$ 327.32 ^a	0.00	285.53
C V S CAREMARK CORP	126650100	90.00	03/09/07	07/26/13	\$ 5,515.74	\$ 2,945.88 ^a	0.00	2,569.86
C V S CAREMARK CORP	126650100	100.00	03/09/07	07/26/13	\$ 6,128.50	\$ 3,273.20 ^a	0.00	2,855.30
C V S CAREMARK CORP	126650100	400.00	03/09/07	07/26/13	\$ 24,514.80	\$ 13,092.79 ^a	0.00	11,422.01
Security Subtotal					\$ 62,772.56	\$ 36,005.19	0.00	\$ 26,767.37
CHEVRON CORPORATION	166764100	200.00	02/09/06	06/05/13	\$ 24,377.83	\$ 11,620.80 ^a	0.00	12,757.03
Security Subtotal					\$ 24,377.83	\$ 11,620.80	0.00	\$ 12,757.03

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
COLGATE-PALMOLIVE CO	194162103	350.00	02/03/06	06/05/13	\$ 20,362.80	\$ 9,581.92 ^a	\$ 0.00	\$ 10,780.88
COLGATE-PALMOLIVE CO	194162103	150.00	02/03/06	07/26/13	\$ 8,901.34	\$ 4,106.54 ^a	\$ 0.00	\$ 4,794.80
Security Subtotal				\$	29,264.14	13,688.46	0.00	15,575.68
CONOCOPHILLIPS	20825C104	100.00	04/19/11	07/26/13	\$ 6,535.20	\$ 6,015.60	\$ 0.00	\$ 519.60
CONOCOPHILLIPS	20825C104	100.00	04/19/11	07/26/13	\$ 6,535.20	\$ 6,015.60	\$ 0.00	\$ 519.60
CONOCOPHILLIPS	20825C104	100.00	04/19/11	07/26/13	\$ 6,535.21	\$ 6,015.60	\$ 0.00	\$ 519.61
Security Subtotal				\$	19,605.61	18,046.80	0.00	1,558.81
COSTCO WHSL CORP NEW	22160K105	200.00	06/27/08	07/26/13	\$ 23,134.72	\$ 14,046.79 ^a	\$ 0.00	\$ 9,087.93
COSTCO WHSL CORP NEW	22160K105	200.00	06/27/08	07/26/13	\$ 23,134.73	\$ 14,046.80 ^a	\$ 0.00	\$ 9,087.93
Security Subtotal				\$	46,269.45	28,093.59	0.00	18,175.86
DANAHER CORP DEL	235851102	100.00	02/01/06	01/23/13	\$ 5,988.39	\$ 2,730.90 ^a	\$ 0.00	\$ 3,257.49
DANAHER CORP DEL	235851102	100.00	02/01/06	01/23/13	\$ 5,988.40	\$ 2,730.90 ^a	\$ 0.00	\$ 3,257.50
DANAHER CORP DEL	235851102	375.00	02/01/06	07/26/13	\$ 25,026.74	\$ 10,240.88 ^a	\$ 0.00	\$ 14,785.86
Security Subtotal				\$	37,003.53	15,702.68	0.00	21,300.85
DENTSPLY INTL INC	249030107	24.00	02/03/06	11/04/13	\$ 1,135.03	\$ 636.40 ^a	\$ 0.00	\$ 498.63
DENTSPLY INTL INC	249030107	74.00	02/03/06	11/04/13	\$ 3,499.67	\$ 1,962.24 ^a	\$ 0.00	\$ 1,537.43
DENTSPLY INTL INC	249030107	100.00	02/03/06	11/04/13	\$ 4,728.78	\$ 2,651.68 ^a	\$ 0.00	\$ 2,077.10
DENTSPLY INTL INC	249030107	100.00	02/03/06	11/04/13	\$ 4,728.78	\$ 2,651.68 ^a	\$ 0.00	\$ 2,077.10

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DENTSPLY INTL INC	249030107	102.00	02/03/06	11/04/13	\$ 4,823.87	\$ 2,704.71 ^a	0.00	\$ 2,119.16
Security Subtotal					\$ 18,916.13	\$ 10,606.71	0.00	\$ 8,309.42
DFA EMERGING MKTS PORT	233203785	2,790.17	08/24/11	11/04/13	\$ 74,950.05	\$ 74,966.20	0.00	\$ (16.15)
Security Subtotal					\$ 74,950.05	\$ 74,966.20	0.00	\$ (16.15)
DFA LARGE CAP INTL PORT I	233203868	1,486.88	02/09/06	03/14/13	\$ 30,000.00	\$ 30,740.00 ^a	0.00	\$ (740.00)
DFA LARGE CAP INTL PORT I	233203868	3,382.95	02/09/06	11/04/13	\$ 74,950.05	\$ 69,939.42 ^a	0.00	\$ 5,010.63
Security Subtotal					\$ 104,950.05	\$ 100,679.42	0.00	\$ 4,270.63
EMERSON ELECTRIC CO	291011104	100.00	08/24/11	01/23/13	\$ 5,665.90	\$ 4,505.59	0.00	\$ 1,160.31
EMERSON ELECTRIC CO	291011104	100.00	08/24/11	01/23/13	\$ 5,665.90	\$ 4,505.59	0.00	\$ 1,160.31
EMERSON ELECTRIC CO	291011104	100.00	10/23/08	11/04/13	\$ 6,716.94	\$ 3,244.99 ^a	0.00	\$ 3,471.95
EMERSON ELECTRIC CO	291011104	300.00	08/24/11	11/04/13	\$ 20,150.84	\$ 13,516.77	0.00	\$ 6,634.07
Security Subtotal					\$ 38,199.58	\$ 25,772.94	0.00	\$ 12,426.64
EXXON MOBIL CORPORATIO	30231G102	250.00	02/01/06	07/26/13	\$ 23,488.89	\$ 10,140.79 ^a	0.00	\$ 13,348.10
Security Subtotal					\$ 23,488.89	\$ 10,140.79	0.00	\$ 13,348.10
FPA PERENNIAL FUND	302548102	8,605.07	02/06/06	09/05/13	\$ 400,000.00	\$ 308,502.12 ^a	0.00	\$ 91,497.88
Security Subtotal					\$ 400,000.00	\$ 308,502.12	0.00	\$ 91,497.88
GENERAL ELECTRIC COMPA	369604103	400.00	01/27/06	01/23/13	\$ 8,726.85	\$ 17,251.01 ^a	0.00	\$ (8,524.16)

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

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Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
GENERAL ELECTRIC COMPA	369604103	900.00	01/27/06	11/04/13	\$ 23,772.96	\$ 38,814.77 ^a	0.00	\$ (15,041.81)
GENERAL ELECTRIC COMPA	369604103	100.00	01/23/08	11/04/13	\$ 2,641.44	\$ 3,385.63 ^a	0.00	\$ (744.19)
GENERAL ELECTRIC COMPA	369604103	100.00	01/23/08	11/04/13	\$ 2,641.44	\$ 3,385.83 ^a	0.00	\$ (744.39)
Security Subtotal					\$ 37,782.69	\$ 62,837.24	\$ 0.00	\$ (25,054.55)
GENERAL MILLS INC	370334104	25.00	07/29/10	03/14/13	\$ 1,158.96	\$ 857.55	0.00	\$ 301.41
GENERAL MILLS INC	370334104	100.00	07/29/10	03/14/13	\$ 4,635.86	\$ 3,430.21	0.00	\$ 1,205.65
GENERAL MILLS INC	370334104	100.00	07/29/10	03/14/13	\$ 4,635.86	\$ 3,430.21	0.00	\$ 1,205.65
GENERAL MILLS INC	370334104	175.00	07/29/10	03/14/13	\$ 8,112.76	\$ 6,002.86	0.00	\$ 2,109.90
GENERAL MILLS INC	370334104	100.00	07/29/10	07/26/13	\$ 5,104.52	\$ 3,430.21	0.00	\$ 1,674.31
GENERAL MILLS INC	370334104	100.00	07/29/10	07/26/13	\$ 5,104.52	\$ 3,430.21	0.00	\$ 1,674.31
GENERAL MILLS INC	370334104	100.00	07/29/10	07/26/13	\$ 5,104.52	\$ 3,430.21	0.00	\$ 1,674.31
GENERAL MILLS INC	370334104	100.00	07/29/10	07/26/13	\$ 5,104.72	\$ 3,430.21	0.00	\$ 1,674.51
GENERAL MILLS INC	370334104	200.00	07/29/10	07/26/13	\$ 10,209.03	\$ 6,860.42	0.00	\$ 3,348.61
Security Subtotal					\$ 49,170.75	\$ 34,302.09	\$ 0.00	\$ 14,868.66
HOME DEPOT INC	437076102	200.00	10/17/11	01/23/13	\$ 13,095.16	\$ 6,990.48	0.00	\$ 6,104.68
HOME DEPOT INC	437076102	200.00	10/17/11	03/14/13	\$ 14,079.33	\$ 6,990.48	0.00	\$ 7,088.85
HOME DEPOT INC	437076102	350.00	10/17/11	07/26/13	\$ 27,508.62	\$ 12,233.35	0.00	\$ 15,275.27
Security Subtotal					\$ 54,683.11	\$ 26,214.31	\$ 0.00	\$ 28,468.80
IRON MOUNTAIN INC NEW	462846106	38.00	08/24/11	11/04/13	\$ 985.71	\$ 1,203.91	0.00	\$ (218.20)

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Long-Term Realized Gain or (Loss) (continued)

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Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
IRON MOUNTAIN INC NEW	462846106	79.00	08/24/11	11/04/13	\$ 2,048.37	\$ 2,502.87	0.00	\$ (454.50)
IRON MOUNTAIN INC NEW	462846106	100.00	08/24/11	11/04/13	\$ 2,592.78	\$ 3,168.19	0.00	\$ (575.41)
IRON MOUNTAIN INC NEW	462846106	100.00	08/24/11	11/04/13	\$ 2,592.88	\$ 3,168.19	0.00	\$ (575.31)
IRON MOUNTAIN INC NEW	462846106	100.00	08/24/11	11/04/13	\$ 2,592.98	\$ 3,168.13	0.00	\$ (575.15)
IRON MOUNTAIN INC NEW	462846106	100.00	08/24/11	11/04/13	\$ 2,592.98	\$ 3,168.16	0.00	\$ (575.18)
IRON MOUNTAIN INC NEW	462846106	100.00	08/24/11	11/04/13	\$ 2,593.78	\$ 3,168.19	0.00	\$ (574.41)
IRON MOUNTAIN INC NEW	462846106	100.00	08/24/11	11/04/13	\$ 2,593.78	\$ 3,168.19	0.00	\$ (574.41)
IRON MOUNTAIN INC NEW	462846106	100.00	08/24/11	11/04/13	\$ 2,593.98	\$ 3,168.19	0.00	\$ (574.21)
IRON MOUNTAIN INC NEW	462846106	183.00	08/24/11	11/04/13	\$ 4,746.62	\$ 5,797.79	0.00	\$ (1,051.17)
IRON MOUNTAIN INC NEW	462846106	300.00	08/24/11	11/04/13	\$ 7,778.93	\$ 9,504.27	0.00	\$ (1,725.34)
IRON MOUNTAIN INC NEW	462846106	300.00	08/24/11	11/04/13	\$ 7,778.94	\$ 9,504.27	0.00	\$ (1,725.33)
IRON MOUNTAIN INC NEW	462846106	300.00	08/24/11	11/04/13	\$ 7,778.94	\$ 9,504.57	0.00	\$ (1,725.63)
IRON MOUNTAIN INC NEW	462846106	500.00	08/24/11	11/04/13	\$ 12,969.40	\$ 15,840.95	0.00	\$ (2,871.55)
IRON MOUNTAIN INC NEW	462846106	500.00	08/24/11	11/04/13	\$ 12,969.40	\$ 15,840.95	0.00	\$ (2,871.55)
IRON MOUNTAIN INC NEW	462846106	1,800.00	08/24/11	11/04/13	\$ 46,673.61	\$ 57,027.44	0.00	\$ (10,353.83)
Security Subtotal				\$	121,883.08	148,904.26	0.00	(27,021.18)
JOHN DEERE CAPITA 4 5XXX 24422EQQ		150,000.00	06/04/08	04/03/13	\$ 150,000.00	\$ 149,649.00 ^a	0.00	\$ 351.00
Security Subtotal				\$	150,000.00	149,649.00	0.00	351.00
JOHNSON & JOHNSON	478160104	150.00	02/03/06	03/14/13	\$ 11,814.82	\$ 8,625.57 ^a	0.00	\$ 3,189.25
JOHNSON & JOHNSON	478160104	100.00	05/11/06	03/14/13	\$ 7,876.54	\$ 5,887.31 ^a	0.00	\$ 1,989.23

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Long-Term Realized Gain or (Loss) (continued)

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Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JOHNSON & JOHNSON	478160104	550.00	02/03/06	07/26/13	\$ 50,558.82	\$ 31,627.11 ^a	\$ 0.00	\$ 18,931.71
Security Subtotal					\$ 70,250.18	\$ 46,139.99	\$ 0.00	\$ 24,110.19
JPMORGAN CHASE & CO	46625H100	200.00	08/25/08	03/14/13	\$ 10,116.91	\$ 7,353.38 ^a	\$ 0.00	\$ 2,763.53
JPMORGAN CHASE & CO	46625H100	500.00	01/27/06	07/26/13	\$ 27,830.42	\$ 12,702.42 ^a	\$ 0.00	\$ 15,128.00
JPMORGAN CHASE & CO	46625H100	300.00	08/25/08	07/26/13	\$ 16,698.26	\$ 11,030.07 ^a	\$ 0.00	\$ 5,668.19
Security Subtotal					\$ 54,645.59	\$ 31,085.87	\$ 0.00	\$ 23,559.72
K L A TENCOR CORP	482480100	100.00	10/05/11	07/26/13	\$ 5,874.71	\$ 3,950.28	\$ 0.00	\$ 1,924.43
K L A TENCOR CORP	482480100	100.00	10/05/11	07/26/13	\$ 5,874.71	\$ 3,950.28	\$ 0.00	\$ 1,924.43
K L A TENCOR CORP	482480100	100.00	10/05/11	07/26/13	\$ 5,874.72	\$ 3,950.28	\$ 0.00	\$ 1,924.44
Security Subtotal					\$ 17,624.14	\$ 11,850.84	\$ 0.00	\$ 5,773.30
LENNAR CORP CL A	CLA 526057104	100.00	12/29/09	01/23/13	\$ 4,244.72	\$ 1,273.08	\$ 0.00	\$ 2,971.64
LENNAR CORP CL A	CLA 526057104	100.00	12/29/09	01/23/13	\$ 4,244.72	\$ 1,273.08	\$ 0.00	\$ 2,971.64
LENNAR CORP CL A	CLA 526057104	100.00	12/29/09	01/23/13	\$ 4,244.72	\$ 1,273.08	\$ 0.00	\$ 2,971.64
LENNAR CORP CL A	CLA 526057104	400.00	12/29/09	01/23/13	\$ 16,979.31	\$ 5,092.31	\$ 0.00	\$ 11,887.00
Security Subtotal					\$ 29,713.47	\$ 8,911.55	\$ 0.00	\$ 20,801.92
LOCKHEED MARTIN CORP	539830109	75.00	02/03/06	07/26/13	\$ 8,942.18	\$ 5,110.84 ^a	\$ 0.00	\$ 3,831.34
LOCKHEED MARTIN CORP	539830109	200.00	02/03/06	07/26/13	\$ 23,847.41	\$ 13,628.91 ^a	\$ 0.00	\$ 10,218.50

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
LOCKHEED MARTIN CORP	539830109	25.00	10/28/09	07/26/13	\$ 2,980.73	\$ 1,731.09	\$ 0.00	\$ 1,249.64
Security Subtotal					\$ 35,770.32	\$ 20,470.84	\$ 0.00	\$ 15,299.48
MICROSOFT CORP	594918104	2,100.00	02/01/06	08/26/13	\$ 72,488.50	\$ 62,989.94 ^a	\$ 0.00	\$ 9,498.56
MICROSOFT CORP	594918104	100.00	09/06/07	08/26/13	\$ 3,451.83	\$ 2,889.42 ^a	\$ 0.00	\$ 562.41
Security Subtotal					\$ 75,940.33	\$ 65,879.36	\$ 0.00	\$ 10,060.97
NEXTERA ENERGY INC	65339F101	100.00	02/03/06	06/05/13	\$ 7,594.99	\$ 3,990.27 ^a	\$ 0.00	\$ 3,604.72
NEXTERA ENERGY INC	65339F101	200.00	02/03/06	06/05/13	\$ 15,190.97	\$ 7,980.54 ^a	\$ 0.00	\$ 7,210.43
Security Subtotal					\$ 22,785.96	\$ 11,970.81	\$ 0.00	\$ 10,815.15
NOVARTIS A G SPON ADR F	66987V109	300.00	01/23/07	06/05/13	\$ 21,249.88	\$ 17,416.00 ^a	\$ 0.00	\$ 3,833.88
NOVARTIS A G SPON ADR F	66987V109	300.00	01/23/07	07/26/13	\$ 21,387.28	\$ 17,415.99 ^a	\$ 0.00	\$ 3,971.29
Security Subtotal					\$ 42,637.16	\$ 34,831.99	\$ 0.00	\$ 7,805.17
NRTN TR CO	4.6XXX**MA 66586GCA	25,000.00	06/04/08	02/01/13	\$ 25,000.00	\$ 25,023.75 ^a	\$ 0.00	\$ (23.75)
Security Subtotal					\$ 25,000.00	\$ 25,023.75	\$ 0.00	\$ (23.75)
ORACLE CORPORATION	68389X105	100.00	12/29/09	01/23/13	\$ 3,516.00	\$ 2,498.15	\$ 0.00	\$ 1,017.85
ORACLE CORPORATION	68389X105	700.00	08/24/11	01/23/13	\$ 24,612.02	\$ 18,396.55	\$ 0.00	\$ 6,215.47
Security Subtotal					\$ 28,128.02	\$ 20,894.70	\$ 0.00	\$ 7,233.32

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PEPSICO INC 4.65XXX**M	713448BG2	250,000 00	04/17/08	02/15/13	\$ 250,000.00	\$ 256,995.00 ^a	0.00	\$ (6,995.00)
Security Subtotal					\$ 250,000.00	\$ 256,995.00	0.00	\$ (6,995.00)
PEPSICO INCORPORATED	713448108	300.00	03/09/07	07/26/13	\$ 25,354.41	\$ 18,829.68 ^a	0.00	\$ 6,524.73
Security Subtotal					\$ 25,354.41	\$ 18,829.68	0.00	\$ 6,524.73
PROCTER & GAMBLE	742718109	100.00	01/27/06	07/26/13	\$ 7,948.68	\$ 4,454.14 ^a	0.00	\$ 3,494.54
PROCTER & GAMBLE	742718109	100.00	03/09/07	07/26/13	\$ 7,948.69	\$ 6,250.07 ^a	0.00	\$ 1,698.62
Security Subtotal					\$ 15,897.37	\$ 10,704.21	0.00	\$ 5,193.16
ROWE T PRICE GROUP INC	74144T108	100.00	05/11/10	03/14/13	\$ 7,554.45	\$ 5,457.32	0.00	\$ 2,097.13
ROWE T PRICE GROUP INC	74144T108	100.00	05/11/10	03/14/13	\$ 7,554.56	\$ 5,457.32	0.00	\$ 2,097.24
ROWE T PRICE GROUP INC	74144T108	300.00	05/11/10	07/26/13	\$ 22,622.66	\$ 16,371.96	0.00	\$ 6,250.70
Security Subtotal					\$ 37,731.67	\$ 27,286.60	0.00	\$ 10,445.07
SEMPRA ENERGY	816851109	100.00	02/03/06	06/05/13	\$ 7,905.97	\$ 4,693.32 ^a	0.00	\$ 3,212.65
SEMPRA ENERGY	816851109	100.00	02/03/06	06/05/13	\$ 7,905.98	\$ 4,693.32 ^a	0.00	\$ 3,212.66
SEMPRA ENERGY	816851109	100.00	02/03/06	06/05/13	\$ 7,905.98	\$ 4,693.32 ^a	0.00	\$ 3,212.66
SEMPRA ENERGY	816851109	75.00	02/03/06	07/26/13	\$ 6,483.63	\$ 3,519.99 ^a	0.00	\$ 2,963.64
SEMPRA ENERGY	816851109	100.00	02/03/06	07/26/13	\$ 8,646.54	\$ 4,693.32 ^a	0.00	\$ 3,953.22
Security Subtotal					\$ 38,848.10	\$ 22,293.27	0.00	\$ 16,554.83
STANLEY BLACK & DECKER	854502101	100.00	07/29/10	07/26/13	\$ 8,375.97	\$ 5,667.33	0.00	\$ 2,708.64

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
STANLEY BLACK & DECKER	854502101	200.00	07/29/10	07/26/13	\$ 16,752.54	\$ 11,334.66	\$ 0.00	\$ 5,417.88
Security Subtotal					\$ 25,128.51	\$ 17,001.99	\$ 0.00	\$ 8,126.52
STARBUCKS CORP	855244109	400.00	07/29/10	06/05/13	\$ 24,968.22	\$ 9,804.60	\$ 0.00	\$ 15,163.62
STARBUCKS CORP	855244109	300.00	07/29/10	07/26/13	\$ 21,846.87	\$ 7,353.45	\$ 0.00	\$ 14,493.42
STARBUCKS CORP	855244109	300.00	07/29/10	11/04/13	\$ 24,120.53	\$ 7,353.45	\$ 0.00	\$ 16,767.08
Security Subtotal					\$ 70,935.62	\$ 24,511.50	\$ 0.00	\$ 46,424.12
STERICYCLE INC	858912108	100.00	02/03/06	07/26/13	\$ 11,607.66	\$ 2,968.21 ^a	\$ 0.00	\$ 8,639.45
STERICYCLE INC	858912108	100.00	02/03/06	07/26/13	\$ 11,607.66	\$ 2,968.21 ^a	\$ 0.00	\$ 8,639.45
STERICYCLE INC	858912108	200.00	02/03/06	07/26/13	\$ 23,218.33	\$ 5,936.41 ^a	\$ 0.00	\$ 17,281.92
Security Subtotal					\$ 46,433.65	\$ 11,872.83	\$ 0.00	\$ 34,560.82
TARGET CORPORATION	87612E106	300.00	02/03/06	03/14/13	\$ 20,173.40	\$ 16,519.11 ^a	\$ 0.00	\$ 3,654.29
TARGET CORPORATION	87612E106	150.00	02/03/06	07/26/13	\$ 10,592.91	\$ 8,259.55 ^a	\$ 0.00	\$ 2,333.36
TARGET CORPORATION	87612E106	250.00	02/03/06	07/26/13	\$ 17,654.60	\$ 13,765.92 ^a	\$ 0.00	\$ 3,888.68
Security Subtotal					\$ 48,420.91	\$ 38,544.58	\$ 0.00	\$ 9,876.33
TEXAS INSTRUMENTS INC	882508104	300.00	07/30/10	07/26/13	\$ 11,676.42	\$ 7,422.45	\$ 0.00	\$ 4,253.97
Security Subtotal					\$ 11,676.42	\$ 7,422.45	\$ 0.00	\$ 4,253.97
THE CHARLES SCHWAB COR	808513105	100.00	10/08/08	03/14/13	\$ 1,798.90	\$ 2,011.12 ^a	\$ 0.00	\$ (212.22)
THE CHARLES SCHWAB COR	808513105	200.00	10/08/08	03/14/13	\$ 3,597.00	\$ 4,022.23 ^a	\$ 0.00	\$ (425.23)

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
THE CHARLES SCHWAB COR	808513105	200.00	10/08/08	03/14/13	\$ 3,597.80	\$ 4,022.23 ^a	0.00	\$ (424.43)
THE CHARLES SCHWAB COR	808513105	300.00	10/08/08	03/14/13	\$ 5,395.50	\$ 6,033.35 ^a	0.00	\$ (637.85)
THE CHARLES SCHWAB COR	808513105	800.00	10/08/08	03/14/13	\$ 14,388.01	\$ 16,088.93 ^a	0.00	\$ (1,700.92)
THE CHARLES SCHWAB COR	808513105	1,000.00	10/08/08	06/05/13	\$ 19,053.72	\$ 20,111.16 ^a	0.00	\$ (1,057.44)
THE CHARLES SCHWAB COR	808513105	100.00	10/08/08	07/26/13	\$ 2,208.01	\$ 2,011.12 ^a	0.00	\$ 196.89
THE CHARLES SCHWAB COR	808513105	1,900.00	10/08/08	07/26/13	\$ 41,946.57	\$ 38,211.21 ^a	0.00	\$ 3,735.36
Security Subtotal				\$	91,985.51	92,511.35	0.00	\$ (525.84)
U S BANCORP DEL NEW	902973304	200.00	01/27/06	07/26/13	\$ 7,442.48	\$ 4,534.35 ^a	0.00	\$ 2,908.13
U S BANCORP DEL NEW	902973304	500.00	01/27/06	07/26/13	\$ 18,606.21	\$ 11,335.88 ^a	0.00	\$ 7,270.33
U S BANCORP DEL NEW	902973304	200.00	12/16/08	07/26/13	\$ 7,442.48	\$ 4,975.79 ^a	0.00	\$ 2,466.69
Security Subtotal				\$	33,491.17	20,846.02	0.00	\$ 12,645.15
VERIZON COMMUNICATIONS	92343V104	300.00	02/03/06	07/26/13	\$ 15,189.69	\$ 8,418.76 ^a	0.00	\$ 6,770.93
Security Subtotal				\$	15,189.69	8,418.76	0.00	\$ 6,770.93
VODAFONE GROUP NEW AD	92857W209	800.00	02/03/06	11/04/13	\$ 29,440.94	\$ 18,835.56 ^a	0.00	\$ 10,605.38
Security Subtotal				\$	29,440.94	18,835.56	0.00	\$ 10,605.38
VORNADO REALTY TRUST	929042109	22.00	02/03/06	03/14/13	\$ 1,835.34	\$ 1,871.96 ^a	0.00	\$ (36.62)
VORNADO REALTY TRUST	929042109	78.00	02/03/06	03/14/13	\$ 6,507.12	\$ 6,636.95 ^a	0.00	\$ (129.83)
Security Subtotal				\$	8,342.46	8,508.91	0.00	\$ (166.45)

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Date Prepared: February 7, 2014

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
WAL-MART STORES 4 25XXX 931142CL5		250,000.00	04/17/08	04/15/13	\$ 250,000.00	\$ 250,715.00 ^a	0.00	\$ (715.00)
Security Subtotal					\$ 250,000.00	\$ 250,715.00	0.00	\$ (715.00)
WELLS FARGO & CO NEW	949746101	200.00	03/02/06	06/05/13	\$ 8,006.88	\$ 6,389.66 ^a	0.00	\$ 1,617.22
WELLS FARGO & CO NEW	949746101	300.00	03/02/06	06/05/13	\$ 12,010.32	\$ 9,584.50 ^a	0.00	\$ 2,425.82
WELLS FARGO & CO NEW	949746101	100.00	12/27/07	07/26/13	\$ 4,336.23	\$ 3,055.37 ^a	0.00	\$ 1,280.86
WELLS FARGO & CO NEW	949746101	200.00	12/27/07	07/26/13	\$ 8,672.46	\$ 6,110.74 ^a	0.00	\$ 2,561.72
Security Subtotal					\$ 33,025.89	\$ 25,140.27	0.00	\$ 7,885.62
WISCONSIN EGY CP HLDG C 976657106		200.00	08/24/11	06/05/13	\$ 8,076.48	\$ 6,270.37	0.00	\$ 1,806.11
WISCONSIN EGY CP HLDG C 976657106		300.00	08/24/11	06/05/13	\$ 12,116.22	\$ 9,405.56	0.00	\$ 2,710.66
Security Subtotal					\$ 20,192.70	\$ 15,675.93	0.00	\$ 4,516.77
Total Long-Term (Transactions are not reported on Form 1099-B or to the IRS)					\$ 3,871,548.64	\$ 3,312,576.86	0.00	\$ 558,971.78
Total Long-Term					\$ 3,911,266.09	\$ 3,342,775.22	0.00	\$ 568,490.87

2013 APPROVED & FINAL DISTRIBUTION LIST

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
A Place Called Home 2830 S. Central Ave. Los Angeles, CA 90011	\$ 8,000
The Achievable Foundaion 5901 Green Valley Circle, Suite 320 Culver City, CA 90230	2,000
Alliance for Children's Rights 3333 Wilshire Blvd., Suite 550 Los Angeles, CA 90010	1,000
Alexandria House 426 S. Alexandria Ave. Los Angeles, CA 90020	1,000
Alzheimer's Association California Southland Chapter 4221 Wilshire Blvd., Suite 400 Los Angeles, CA 90010	1,000
Alzheimer's Family Services Center 9451 Indianapolis Ave. Huntington Beach, CA 92646	1,000
Angels Charity 2549-B Eastbluff Dr., #432 Newport Beach, CA 92660	5,000
Angel Harvest 5461 W. Jefferson Blvd. Los Angeles, CA 90016	10,000
Animals Rule Placement Foundation 305 N. Harbor Blvd. San Pedro, CA 90731	2,500
ARC of Los Angeles County & Orange Counties 12049 Woodruff Ave. Downey, CA 90241-56659	2,500

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Arthritis National Research Foundation 200 Oceangate, Suite 830 Long Beach, CA 90802	\$ 1,000
Aseltine School 4027 Normal St San Diego, CA 92103	1,000
Assistance League of Santa Ana 1037 W. First St. Santa Ana, CA 92703	1,000
Assistance League of Southern California 1370 N St. Andrews Place Hollywood, CA 90028	1,000
Autism Speaks 6330 San Vicente Blvd., Suite 401 Los Angeles, CA 90048	20,000
Azusa Pacific University 901 E. Alostia Ave. P O Box 7000 Azusa , CA 91702	60,000
Bet Tzedek Legal Services 3250 Wilshire Blvd., 13 th Floor Los Angeles, CA 90010-1509	2,000
Beverly Hospital Foundation 309 W. Beverly Blvd. Montebello, CA 90640	2,000
Big Brothers/Big Sisters of Orange County 14131 Yorba St., 2 nd Floor Tustin, CA 92780-2053	1,000
Blind Children's Learning Center 18542-B Vanderlip Ave. Santa Ana, CA 92705	10,000
Boy Scouts of America Orange County Council 1211 E. Dyer Rd. Santa Ana, CA 92705-5605	5,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Boys & Girls Club of Buena Park, Inc. 7758 Knott Ave. Buena Park, CA 90620	\$ 2,000
Boys & Girls Club (East Valley) P O Box 248 4100 Baldwin Park Blvd. Baldwin Park, CA 91706	1,000
Boys and Girls Club of Pomona Valley P. O. Box 1149 Pomona, CA 91769	1,000
Boys and Girls Club of Santa Ana 950 W. Highland Santa Ana, CA 92703	1,000
Boys and Girls Club of Stanton 11050 Cedar St. Stanton, CA 90680	1,000
Boys and Girls Club of Santa Clarita Valley 24909 Newhall Ave. Newhall, CA 91231	1,000
Boys and Girls Club of Venice 2232 Lincoln Blvd. Venice, CA 90291	1,000
Boys and Girls Club of the West Valley 7245 Remmet Ave. Canoga Park, CA 91303	1,000
Boys Republic 1907 Boys Republic Dr. Chino Hills, CA 91709	2,000
Boys Town California, Inc. 2740 N Grand Ave., 2 nd Floor Santa Ana, CA 92705	1,000
Brinneger Foundation 1301 East Road La Habra Heights, CA 90631	30,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Brothers' Helpers, Inc. 215 Foothill Blvd. La Canada, CA 91011	\$ 1,000
C5 Youth Foundation of Southern California 1334 S. Central Ave. Los Angeles, CA 90021-2210	5,000
California Highway Patrol 11-99 Foundation 2244 N. State College Blvd. Fullerton, CA 92831	1,000
Camp Ronald McDonald for Good Times 1250 Lyman Pl. Los Angeles, CA 90029-1905	1,000
Cancer Support Community 200 E. Del Mar Blvd., #118 Pasadena, CA 91106	15,000
Canine Companions for Independence 2312 Westwood Blvd. Los Angeles, CA 90064	1,000
CASA 1505 E. 17 th St., Suite 214 Santa Ana, CA 92705-8520	10,000
Casa Colina 255 E. Bonita Ave. P. O. Box 6001 Pomona, CA 91769-6001	4,000
Casa Teresa P. O. Box 429 Orange, CA 92856	1,000
Center for Alaskan Coastal Studies 708 Smokey Bay Way Homer, AK 99603	100,000 6,000 (2 checks issued)
Children's Bureau of Southern California Orange County Division 50 S. Anaheim Blvd., Suite 241 Anaheim, CA 92805	1,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Children's Burn Foundation 5000 Van Nuys Blvd., Suite 450 Sherman Oaks, CA 91403-1784	\$ 2,000
Children's Hospital Foundation of Orange County 455 S. Main St. Orange, CA 92868-3874	25,000
Children's Museum at La Habra 301 S. Euclid St. La Habra, CA 90631	- 1,000
Children of the Night 14530 Sylvan St. Van Nuys, CA 91411	15,000
Children's Hospital Los Angeles 4650 Sunset Blvd., Mail Stop 29 Los Angeles, CA 90027	15,000
Citrus Valley Health Foundation 1115 S. Sunset Blvd. West Covina, CA 91790	25,000
City of Hope 1055 Wilshire Blvd. Los Angeles, CA 90017	5,000
CLARE Foundation 909 Pico Blvd. Santa Monica, CA 90405	1,000
College Summit 5601 W. Slauson Ave., Suite 265 Culver City, CA 90230	1,000
Convalescent Aid Society 3255 E. Foothill Blvd. Pasadena, CA 91107	2,000
David and Margaret Youth & Family Service 1350 Third St. La Verne, CA 91750	10,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
The Discovery Eye Foundation 6222 Wilshire Blvd., Suite 260 Los Angeles, CA 90048	\$ 1,000
Down Syndrome Assn. of Orange County 151 Kalmus Dr., Suite M-5 Costa Mesa, CA 92626	1,000
Downtown Women's Center 442 S. San Pedro St. Los Angeles, CA 90013	2,000
Exceptional Children's Foundation 8740 Washington Blvd. Culver City, CA 90232	7,000
Families Forward 9221 Irvine Blvd. Irvine, CA 92618	1,000
Food Bank of Southern California 1444 San Francisco Ave. Long Beach, CA 90813	5,000
Food on Foot 9663 Santa Monica Blvd., #743 Beverly Hills, CA 90210	1,000
Foothill Family Service 2500 E. Foothill Blvd., Suite 300 Pasadena, CA 91107	2,000
The Foothill Presbyterian Hospital 250 S. Grand Ave. Glendora, CA 91741	50,000
Foothill Unity Center 415 W. Chestnut Monrovia, CA 91016	5,000
Glendora Educational Foundation (new name) Formerly Foundation for Glendora Unified Schools 417 W. Foothill Blvd., Suite B324 Glendora, CA 91741	3,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Friends of the Homer Public Library 500 Hazel Ave. Homer, AK 99603	\$ 35,000
Fristers P. O. Box 5790 Newport Beach, CA 92662	1,000
The Girls Against Abuse Foundation 41682 Crown Canyon Court Murrieta, CA 92562	10,000
Girl Scouts of Greater Los Angeles 802 S. Grand Ave., Suite 300 Los Angeles, CA 90017	1,000
The Giving Spirit 11908 Montana Ave., #205 Los Angeles, CA 90049	1,000
Glendale Association for the Retarded 6512 San Fernando Rd. Glendale, CA 91201	3,000
Glendora Public Library Friends Foundation 140 S. Glendora Ave. Glendora, CA 91741	10,000
Good Shepherd Shelter 2561 W. Venice Blvd. Los Angeles, CA 90019-6233	5,000
Guide Dogs of America 13445 Glenoaks Blvd. Sylmar, CA 91342	7,000
Harriett Buhai Center for Family Law 3250 Wilshire Blvd., Suite 710 Los Angeles, CA 90010	2,000
Hart Community Homes, Inc. 208 N. Lemon St. Fullerton, CA 92832	1,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Hear Center 301 E. Del Mar Blvd. Pasadena, CA 91101	\$ 1,000
HELP c/o HNF (Hereditary Neurotherapy Foundation 432 Park Ave. South – 4 th Floor New York, NY 10016	15,000
Helpline Youth Counseling, Inc. 12440 E. Firestone Blvd., Suite 1000 Norwalk, CA 90650	1,000
Hoag Hospital Foundation 500 Superior Ave., Suite 350 Newport Beach, CA 92663	10,000
Homework House P. O. Box 993 Azusa, CA 91702	2,000
Homer Society of Natural History, Inc. Pratt Museum 3779 Bartlett St. Homer, AK 99603	35,000
H.O.P.E. Helping Others Prepare for Eternity 11022 Acacia Parkway, Suite C Garden Grove, CA 92840	1,000
House of Ruth P. O. Box 459 Claremont, CA 91711	1,000
Huntington Hospital 100 W. California Blvd. Pasadena, CA 91109	5,000
Intervention Center for Early Childhood 16269 Laguna Canyon Rd. Irvine, CA 92618	1,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Jewish Big Brothers & Sisters 6505 Wilshire Blvd. Los Angeles, CA 90048	\$ 1,000
Jewish Family & Children's Services 3801 E. Willow St. Long Beach, CA 90815	1,000
John Tracy Clinic 806 W. Adams Blvd. Los Angeles, CA 90007	1,000
John Wayne Cancer Institute at St. John's Health Center 2200 Santa Monica Blvd. Santa Monica, CA 90404	1,000
Jumpstart of Southern California 1625 W. Olympic Blvd., Suite 1050 Los Angeles, CA 90015	1,000
Kidspace Children's Museum 480 N. Arroyo Blvd. Pasadena, CA 91103	1,000
KIPP L.A. Prep 4545 Dozier Ave. Los Angeles, CA 90022-1118	5,000
KOCE-TV 3080 Bristol St., #400 Costa Mesa, CA 92626	1,000
L.A. Goal 4911 Overland Blvd. Culver City, CA 90230	1,000
Laura's House 999 Corporate Dr., Suite 225 Ladera Ranch, CA 92694	1,000
Laurel House 13722 Fairmont Way Tustin, CA 92780	2,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
LeRoy Haynes Center 233 W. Baseline Rd., Box 400 La Verne, CA 91750	\$ 5,000
Living Free P. O. Box 5 Mountain Center, CA 92561	2,000
Long Beach BLAST 737 Pine Ave., Suite 201 Long Beach, CA 90813	1,000
Los Angeles Women in Music 11664 National Blvd., #280 Los Angeles, CA 90064	3,500
Los Angeles Regional Foodbank 1734 East 41 st Street Los Angeles, CA 90058-1502	4,000
Make a Wish of Orange County and the Inland Empire 14232 Red Hill Ave. Tustin, CA 92780	2,000
Making the Right Connections, Inc. 3250 Wilshire Blvd., Suite 1010 Los Angeles, CA 90010	1,000
Mama's Kitchen 3960 Home Ave. San Diego, CA 92105	1,000
The Frostig Center(formerly Marianne Frostig Ctr.) 971 N. Altadena Dr. Pasadena, CA 91107	1,000
Mariposa Women & Family Center 812 W. Town & Country Rd. Orange, CA 92686	1,000
Mary Magdelene Project 7136 Haskell Ave., Suite 125 Van Nuys, CA 91406	1,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Maryvale 7600 E. Graves Ave. Rosemead, CA 91770	\$ 1,000
Memorial Medical Center Foundation 2801 Atlantic Ave. Long Beach, CA 90801-1428	10,000
MEND, Inc. 10641 San Fernando Rd. Pacoima, CA 91331	1,000
Methodist Hospital of Southern California 300 W. Huntington Dr. Arcadia, CA 91007	1,000
Midnight Mission 601 S. San Pedro St. Los Angeles, CA 90014	2,000
National Multiple Sclerosis Society Southern California Chapter 2440 S. Sepulveda Blvd., Suite 115 Los Angeles, CA 90064	1,000
New Horizons Caregivers Group 3308 Budleigh Dr. Hacienda Heights, CA 917445	1,000
New Village Charter School 147 N. Occidental Blvd. Los Angeles, CA 90026	2,000
Olive Crest Abused Children's Foundation 2130 E. Fourth St., Suite 200 Santa Ana, CA 92705	10,000
Operation Safe House 9685 Hayes St. Riverside, CA 92503	2,000
Orange County ARC 225 W. Carl Karcher Way Anaheim, CA 92801-2499	6,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Orange County Child Abuse Prevention Ctr. 500 S. Main, Suite 1100 Orange, CA 92868	\$ 5,000
Orangewood Children's Foundation 1575 East 17 th Street Santa Ana, CA 92705	15,000
Our House 1950 Sawtelle Blvd., Suite 255 Los Angeles, CA 90025	2,500
Pasadena Child Development Associates 620 N. Lake Ave. Pasadena 91101	1,000
Peppermint Ridge – Residential Program 825 Magnolia Ave. Corona, CA 91719-3129	60,000
Peppermint Ridge – Wynn Home 825 Magnolia Ave. Corona, CA 91719-3129	20,000
Peter Michael Foundation 1 Gate Six Road, Bldg. B, Suite 201 Sausalito, CA 94965	1,000
P. F. Bresee Foundation 184 Bimini Pl. Los Angeles, CA 90004	1,000
Pomona College 550 N. College Ave. Claremont, CA 91711	1,000
P.O.P.S. Pratt Museum 3779 Bartlett St. Homer, AK 99603	60,000
Project Access 3900 Birch St., Suite 113 Newport Beach, CA 92660	1,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Project Dignity 12020 Chapman Ave., PMB#257 Garden Grove, CA 92840	\$ 1,000
Providence Speech and Hearing Center 1301 Providence Ave. Orange, CA 92868	1,000
PVW (Pomona Valley Workshop) 4650 Brooks St. Montclair, CA 91763	1,000
Rancho Santa Ana Botanic Garden at Claremont 1500 N. College Ave. Claremont, CA 91711-3157	11,250
Reach Out and Read 10 Carolyn Way Mission Hills, CA 91345	1,000
Spark Program (formerly Resonate, Inc.) 251 Rhode Island St., Suite 205 San Francisco, CA 94103	1,000
Return to Freedom P. O. Box 926 Lompoc, CA 93438	2,000
The Richstone Family Center 13620 Cordary Ave. Hawthorne, CA 90250	5,000
Safe Alternatives for Everyone 28816 Pujol St. Temecula, CA 92590-2829	1,000
San Gabriel/Pomona Parents' Place 1500 S. Hyacinth Ave., Suite B West Covina, CA 91791	1,000
Sanctuary of Hope P. O. Box 431038 Los Angeles, CA 90043	1,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Santa Barbara Botanical Garden 1212 Mission Canyon Rd. Santa Barbara, CA 93105	\$ 1,000
School on Wheels P.O. Box 23371 Ventura, CA 93002-3371	1,000
Second Harvest Food Distribution Center of Orange County 8014 Marine Way Irvine, CA 92618	7,500
Seneca Family of Agencies (formerly Canyon Acres Children and Family Services) 18302 Irvine Blvd., Suite 300 Tustin, CA 92780	2,000
Serenity Infant Care Homes, Inc. 600 S. Grand Ave. Covina, CA 91724	1,000
Serve the People 1206 E. 17 th Street, Suite 101 Santa Ana, CA 92701	1,000
S.H.A.W.L. P. O. Box 948 San Pedro, CA 90733	20,000
Shoes That Fit 1420 N. Claremont Blvd., Suite 107B Claremont, CA 91711	1,000
Special Olympics Southern California 41880 Kalmia St., #155 Murrieta, CA 92562	1,000
Speech and Language Development Center 8699 Holder Buena Park, CA 90620	1,000
St. Anne's 155 N. Occidental Blvd. Los Angeles, CA 90026-4641	1,000

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
St. Francis Medical Center Foundation 3630 E. Imperial Highway Lynwood, CA 90262	\$ 1,000
Star, Inc. P. O. Box 1075 Torrance, CA 90505	121,128
Union Station Homeless Services 825 E. Orange Grove Blvd. Pasadena, CA 91104	2,000
Valley Women's Center 2210 Roscoe Blvd., Suite 204 Canoga Park, CA 91304	2,000
Valley Village 20830 Sherman Way Winnetka, CA 91306-2782	1,000
Venice Family Clinic 604 Rose Ave. Venice, CA 90291	1,000
Villa Esperanza Services 2060 E. Villa St. Pasadena, CA 91107	1,000
Visiting Nurse Association & Hospice of Southern California 150 W. First St., Suite 270 Claremont, CA 91711	1,000
The Volunteer Center South Bay – Long Beach 1230 Cravens Ave. Torrance, CA 90501	8,000
Women's Cancer Research Foundation 351 Hospital Rd., Suite 506 Newport Beach, CA 92663	3,500

<u>NAME and ADDRESS</u>	<u>APPROVED AMOUNT</u>
Women Shelter of Long Beach P. O. Box 32107 Long Beach, CA 90802	\$ 1,000
Young & Healthy P. O. Box 93397 Pasadena, CA 91109-3397	1,000
YMCA – San Gabriel Valley Family 1603 S. Stimson Ave. Hacienda Heights, CA 91745	1,000
Zoological Society of San Diego P. O. Box 120551 San Diego, CA 92112-0551	1,500
1736 Family Crisis Center 2116 Arlington Ave., Suite 200 Los Angeles, CA 90018	2,000
<u>TOTAL DISTRIBUTION</u>	<u>\$ 1,108,878</u>

- 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 Name of exempt organization or other filer, see instructions. CARL E. WYNN FOUNDATION	Employer identification number (EIN) or 95-6136231
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. 444 SOUTH FLOWER ST., NO. 1700	Social security number (SSN) LOS ANGELES, CA 90071-2901

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.

CARL E. WYNN FOUNDATION - 444 SO. FLOWER ST, SUITE 1700

- The books are in the care of **LOS ANGELES, CA 90071-2901**

Telephone No. **(877) 686-9215**

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 NEEDED TO GATHER ADDITIONAL INFORMATION TO PREPARE AN ACCURATE 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	\$	27,660.
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	\$	27,660.
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 ☐

Title **CPA**

Date ☐

Form **8868** (Rev. 1-2014)