Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation: JERRY & SUZANNE M. LITNER FOUNDATION

A Employer identification number: 06-1597755

Number and street (or P O box number if mail is not delivered to street address): 86 MILLINGTON ROAD

Room/suite:

B Telephone number: 860-873-9676

City or town, state or province, country, and ZIP or foreign postal code: EAST HADDAM, CT 06423-1536

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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) ▶$ 318,287.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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)
Revenue	1 Contributions, gifts, grants, etc., received	1,112.			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,695.	6,693.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	53,441.			
	b Gross sales price for all assets on line 6a 218,068.				
	7 Capital gain net income (from Part IV, line 2)		53,441.		
	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	61,248.	60,134.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	3,100.	3,100.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	852.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	1,365.	1,365.	0.	0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	5,317.	4,465.	0.	0.
	25 Contributions, gifts, grants paid	55,000.			55,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	60,317.	4,465.	0.	55,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	931.			
	b **Net investment income** (if negative, enter -0-)		55,669.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

12120918 755449 79326FNDTN 2013.04021 JERRY & SUZANNE M. LITNER F 79326FN1

9

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	37,281.	4,804.	4,804.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	196,086.	227,118.	313,483.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	233,367.	231,922.	318,287.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	233,367.	231,922.	
	30 **Total net assets or fund balances**	233,367.	231,922.	
	31 **Total liabilities and net assets/fund balances**	233,367.	231,922.	

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	233,367.
2	Enter amount from Part I, line 27a	2	931.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	234,298.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	2,376.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	231,922.

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	SHORT-TERM SALES (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	LONG-TERM SALES (SEE ATTACHED)	P	VARIOUS	VARIOUS
c	50 SH MICROSOFT CORP.	D	12/21/00	09/04/13
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	111,122.		103,642.	7,480.
b	105,385.		60,797.	44,588.
c	1,561.		188.	1,373.
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				7,480.
b				44,588.
c				1,373.
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	53,441.
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	5,000.	274,368.	.018224
2011	6,000.	244,934.	.024496
2010	11,500.	230,408.	.049911
2009	30,000.	217,313.	.138050
2008	109,974.	262,952.	.418228

2	Total of line 1, column (d)	2	.648909
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	.129782
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	317,321.
5	Multiply line 4 by line 3	5	41,183.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	557.
7	Add lines 5 and 6	7	41,740.
8	Enter qualifying distributions from Part XII, line 4	8	55,000.

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 ▶ [X] and enter 1% of Part I, line 27b			1	557.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	557.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	557.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	560.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	560.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	3.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JERRY LITNER Telephone no. ▶ 860-873-9676

Located at ▶ 86 MILLINGTON ROAD, EAST HADDAM, CT ZIP+4 ▶ 06423-1536

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, 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
JERRY LITNER 86 MILLINGTON GREEN EAST HADDAM, CT 06423-1536	TRUSTEE 1.00	0.	0.	0.
SUZANNE M. LITNER 86 MILLINGTON GREEN EAST HADDAM, CT 06423-1536	TRUSTEE 1.00	0.	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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	302,852.
b	Average of monthly cash balances	1b	19,301.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	322,153.
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	322,153.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,832.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	317,321.
6	**Minimum investment return.** Enter 5% of line 5	6	15,866.

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	15,866.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 557.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	557.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,309.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,309.
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	15,309.

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	55,000.
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	55,000.
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	557.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	54,443.

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					15,309.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	96,878.				
b From 2009	19,458.				
c From 2010	415.				
d From 2011					
e From 2012					
f **Total** of lines 3a through e		116,751.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 55,000.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					15,309.
e Remaining amount distributed out of corpus		39,691.			
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		156,442.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		96,878.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		59,564.			
10 Analysis of line 9:					
a Excess from 2009	19,458.				
b Excess from 2010	415.				
c Excess from 2011					
d Excess from 2012					
e Excess from 2013	39,691.				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ [X] 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:

JERRY LITNER, 860-873-9676
86 MILLINGTON ROAD, EAST HADDAM, CT 06423-1536

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
LYME ART ASSOCIATION 90 LYME STREET OLD LYME, CT 06371	NONE	PUBLIC	GENERAL SUPPORT	5,000.
OAKWOOD FRIENDS SCHOOL 22 SPACKENKILL ROAD POUGHKEEPSIE, NY 12603	NONE	PUBLIC	GENERAL SUPPORT	10,000.
TRUST FOR CONSERVATION INNOVATION 150 POST STREET, SUITE 342 SAN FRANCISCO, CA 94108	NONE	PUBLIC	GENERAL SUPPORT	40,000.
Total			▶ 3a	55,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	6,695.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	53,441.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		60,136.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 60,136.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 10/9/14 | Title ▶ TRUSTEE

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 ☐ if self-employed	PTIN
ANDREW LATTIMER		7/22/14		P00368790

Firm's name ▶ BLUM, SHAPIRO & COMPANY, P.C., CPA'S — Firm's EIN ▶ 06-1009205

Firm's address ▶ 29 S. MAIN STREET, P.O. BOX 272000 WEST HARTFORD, CT 06127-2000 — Phone no. 860 561-4000

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
FIDELITY - DIVIDENDS	6,693.	0.	6,693.	6,693.	6,693.
FIDELITY - TAX EXEMPT DIVIDENDS	2.	0.	2.	0.	2.
TO PART I, LINE 4	6,695.	0.	6,695.	6,693.	6,695.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,100.	3,100.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,100.	3,100.	0.	0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ON INVESTMENT INCOME	852.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	852.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	1,365.	1,365.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,365.	1,365.	0.	0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN BOOK AND TAX BASIS	897.
TAX STOCK BASIS ADJUST TO ACTUAL	1,479.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,376.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH INVESTMENTS (SEE STATEMENT 6)	COST	227,118.	313,483.
TOTAL TO FORM 990-PF, PART II, LINE 13		227,118.	313,483.

Boston Advisors, LLC

REALIZED GAINS AND LOSSES

Litner Family Foundation

From 07-01-2013 Through 06-30-2014

EIN: 06-1597755

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
11-08-2010	07-09-2013	22 000	BIOGEN IDEC INC COM	1,388 10		4,819 20		3,431 10
11-06-2012	07-09-2013	47 000	TAUBMAN CTRS INC COM	3,708.97		3,614.66	-94 31	
10-12-2007	07-11-2013	10.000	INTERNATIONAL BUSINESS MACHS COM	1,203 40		1,928.06		724 66
09-24-2008	07-11-2013	30.000	INTERNATIONAL BUSINESS MACHS COM	3,515 90		5,784.18		2,268 28
02-22-2013	07-11-2013	33 000	PRUDENTIAL FINL INC COM	1,851 54		2,569 01	717 47	
11-04-2011	08-13-2013	28 000	BERKSHIRE HATHAWAY INC DEL CL B NEW	2,170 60		3,268 07		1,097 47
10-04-2011	08-13-2013	39 000	BERKSHIRE HATHAWAY INC DEL CL B NEW	2,741 68		4,551 96		1,810.28
05-22-2013	08-13-2013	20.000	INGREDION INC COM	1,426 87		1,303 46	-123 41	
06-06-2013	08-13-2013	23 000	INGREDION INC COM	1,534 00		1,498.98	-35 02	
02-22-2013	08-13-2013	56 000	INGREDION INC COM	3,653 14		3,649 68	-3 46	
08-03-1990	09-04-2013	200 000	MICROSOFT CORP COM	753 53		6,242 59		5,489 06
03-07-2013	09-11-2013	20 000	MURPHY USA INC	673 17		771.81	98 64	
04-30-2013	09-17-2013	28.000	POLARIS INDS INC COM	2,430 05		3,494'75	1,064 70	
09-25-2012	09-30-2013	57.000	L BRANDS, INC.	2,846 84		3,490.36		643 52
01-31-2012	09-30-2013	104 000	MACYS INC COM	3,460 39		4,495 69		1,035 30
11-16-2011	10-03-2013	139.000	CISCO SYS INC COM	2,649.98		3,206.60		556.62
11-29-2011	10-03-2013	120 000	CISCO SYS INC COM	2,137 75		2,768.29		630 54
10-22-2013	11-08-2013	11 000	CITIGROUP INC COM NEW	572 47		547 11	-25 36	
10-15-2012	11-08-2013	123.000	CITIGROUP INC COM NEW	4,496 22		6,117 71		1,621 49
10-22-2013	11-19-2013	16 000	ABBVIE INC COM	788.11		775.67	-12 44	
03-28-2013	11-19-2013	127 000	ABBVIE INC COM	5,124 78		6,156 88	1,032 10	
10-22-2013	11-19-2013	7 000	CATERPILLAR INC DEL COM	631 16		583 85	-47 31	

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Boston Advisors, LLC

REALIZED GAINS AND LOSSES

Litner Family Foundation

From 07-01-2013 Through 06-30-2014

EWI 06-1597755

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
09-12-2013	11-19-2013	43 000	CATERPILLAR INC DEL COM	3,745 91		3,586 49	-159 42	
03-10-2010	11-19-2013	36.000	CATERPILLAR INC DEL COM	2,122 36		3,002 64		880.28
10-22-2013	11-19-2013	7 000	NORTHROP GRUMMAN CORP COM	720 55		767 36	46 81	
04-30-2012	11-19-2013	24.000	NORTHROP GRUMMAN CORP COM	1,524 05		2,630 96		1,106 91
12-03-2012	11-19-2013	81 000	WILLIAMS SONOMA INC COM	3,721 84		4,496 68	774 84	
07-01-2013	11-19-2013	22 000	EXXON MOBIL CORP COM	2,009 00		2,090 90	81 90	
06-13-2013	11-26-2013	82 000	HEWLETT PACKARD CO COM	2,040 04		2,062.72	22 68	
10-22-2013	11-26-2013	23.000	HEWLETT PACKARD CO COM	558 34		578.57	20 23	
03-01-2013	11-26-2013	38.000	HEWLETT PACKARD CO COM	772.54		955 89	183 35	
10-22-2013	12-18-2013	2 000	APPLE INC COM	1,055 00		1,077 09	22 09	
10-22-2013	12-18-2013	11 000	ALLSTATE CORP COM	606 46		566.07	-40.39	
07-11-2013	12-18-2013	3.000	ALLSTATE CORP COM	151.96		154 38	2 42	
11-19-2013	12-18-2013	6.000	AMGEN INC COM	693 14		658.51	-34.63	
11-08-2013	12-18-2013	5 000	AMERIPRISE FINL INC COM	514 33		534 54	20 21	
10-22-2013	12-18-2013	33 000	BANK OF AMERICA CORPORATION COM	490.08		493 03	2 95	
02-04-2013	12-18-2013	9 000	BANK OF AMERICA CORPORATION COM	103 62		134 46	30 84	
10-22-2013	12-18-2013	7 000	BROADRIDGE FINL SOLUTIONS INC COM	247.21		262.54	15 33	
10-03-2013	12-18-2013	2 000	BROADRIDGE FINL SOLUTIONS INC COM	63 97		75 01	11.04	

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This statement is not complete unless accompanied by the appropriate disclosure located at the end of this document

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REALIZED GAINS AND LOSSES

Litner Family Foundation

From 07-01-2013 Through 06-30-2014

EIN: 06-1597755

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
10-22-2013	12-18-2013	11 000	CHURCH & DWIGHT INC COM	704 36		712 64	8 28	
08-13-2013	12-18-2013	1.000	CHURCH & DWIGHT INC COM	61.25		64 79	3.54	
10-22-2013	12-18-2013	23 000	CMS ENERGY CORP COM	646 20		598 26	-47.94	
06-13-2013	12-18-2013	2 000	CMS ENERGY CORP COM	54 43		52 02	-2.41	
10-22-2013	12-18-2013	7 000	CONOCOPHILLIPS COM	522 45		476 88	-45 57	
07-09-2013	12-18-2013	4.000	CONOCOPHILLIPS COM	255 21		272 50	17 29	
10-22-2013	12-18-2013	12 000	BRINKER INTL INC COM	513 03		539 05	26 02	
09-30-2013	12-18-2013	2 000	BRINKER INTL INC COM	81 19		89.84	8 65	
10-22-2013	12-18-2013	10 000	EXTRA SPACE STORAGE INC COM	489.55		406.58	-82 97	
07-09-2013	12-18-2013	3 000	EXTRA SPACE STORAGE INC COM	130 29		121.98	-8 31	
11-19-2013	12-18-2013	41 000	FORD MTR CO DEL COM PAR $0 01	690 72		629 17	-61 55	
10-22-2013	12-18-2013	20 000	GENERAL ELECTRIC CO COM	531 15		536 29	5.14	
03-13-2012	12-18-2013	10 000	GENERAL ELECTRIC CO COM	193 64		268 14		74 50
11-02-2011	12-18-2013	9.000	GILEAD SCIENCES INC COM	184 30		635 26		450.96
10-22-2013	12-18-2013	9 000	HELMERICH & PAYNE INC COM	708 60		713.20	4 60	
03-01-2013	12-18-2013	13 000	HEWLETT PACKARD CO COM	264 29		342 00	77 71	
10-22-2013	12-18-2013	14 000	IAC INTERACTIVECORP COM PAR $ 001	782 01		812 01	30 00	
10-22-2013	12-18-2013	10.000	JPMORGAN CHASE & CO COM	554 05		552 62	-1 43	
12-21-2011	12-18-2013	6 000	JPMORGAN CHASE & CO COM	192 28		331 57		139.29

Boston Advisors, LLC

REALIZED GAINS AND LOSSES

Litner Family Foundation

From 07-01-2013 Through 06-30-2014

EW: 06-1597755

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
10-22-2013	12-18-2013	48 000	KEYCORP NEW COM	615 63		613 46	-2 17	
10-16-2013	12-18-2013	9 000	KEYCORP NEW COM	111.36		115 02	3 66	
05-22-2013	12-18-2013	13 000	LILLY ELI & CO COM	716.02		636 05	-79 97	
10-22-2013	12-18-2013	1.000	MASTERCARD INC CL A	733 51		790 03	56.52	
08-13-2013	12-18-2013	1.000	MASTERCARD INC CL A	632.37		790.03	157 66	
10-22-2013	12-18-2013	8 000	MATTEL INC COM	351 39		351.73	0 34	
11-28-2012	12-18-2013	3 000	MATTEL INC COM	110.22		131 90		21 68
10-22-2013	12-18-2013	4 000	MCKESSON CORP COM	577 67		621 83	44 16	
10-22-2013	12-18-2013	7 000	MARATHON PETE CORP COM	515.37		596 06	80 69	
10-22-2013	12-18-2013	9 000	MURPHY OIL CORP COM	564 78		562 91	-1 87	
10-22-2013	12-18-2013	10 000	MYLAN INC COM	397.45		415 19	17 74	
01-23-2012	12-18-2013	5.000	MYLAN INC COM	108 36		207 59		99 23
04-30-2012	12-18-2013	7.000	NORTHROP GRUMMAN CORP COM	444 52		757 55		313 03
10-22-2013	12-18-2013	14 000	NETAPP INC COM	580 69		546 10	-34 59	
07-11-2013	12-18-2013	4 000	NETAPP INC COM	156 33		156 03	-0 30	
10-22-2013	12-18-2013	12.000	OMNICARE INC COM	699 50		700.39	0 89	
10-22-2013	12-18-2013	17 000	ORACLE CORP COM	570 99		569.05	-1 94	
07-17-2012	12-18-2013	6 000	ORACLE CORP COM	180 77		200 84		20.07
10-22-2013	12-18-2013	6 000	PARKER HANNIFIN CORP COM	702 69		711 73	9 04	
04-30-2013	12-18-2013	2 000	POLARIS INDS INC COM	173 58		269.63	96.05	
08-04-2010	12-18-2013	3 000	POLARIS INDS INC COM	90 75		404 45		313 70
10-22-2013	12-18-2013	3.000	PPG INDS INC COM	543 54		540 50	-3 04	
08-01-2012	12-18-2013	1.000	PPG INDS INC COM	109 58		180 17		70 59
10-22-2013	12-18-2013	4 000	PRUDENTIAL FINL INC COM	336.63		346 41	9 78	
02-22-2013	12-18-2013	2 000	PRUDENTIAL FINL INC COM	112 21		173.21	61 00	
10-22-2013	12-18-2013	11 000	TEXAS INSTRS INC COM	447.84		459 04	11.20	
10-03-2013	12-18-2013	3 000	TEXAS INSTRS INC COM	120 60		125 19	4 59	

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REALIZED GAINS AND LOSSES

Litner Family Foundation

From 07-01-2013 Through 06-30-2014

EIN: 06-1597755

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
10-22-2013	12-18-2013	4 000	UNION PAC CORP COM	633 71		637 66	3 95	
08-03-2011	12-18-2013	1 000	UNION PAC CORP COM	98 08		159 42		61.34
10-22-2013	12-18-2013	2 000	VERIZON COMMUNICATIONS INC COM	106 30		94 83	-11 47	
07-01-2013	12-18-2013	16 000	VERIZON COMMUNICATIONS INC COM	809 58		758 68	-50 90	
10-22-2013	12-18-2013	12 000	WALGREEN CO COM	715 71		669 92	-45.79	
11-10-2010	12-18-2013	1 000	WALGREEN CO COM	34 83		55 83		21 00
10-22-2013	12-18-2013	9 000	WAL-MART STORES INC COM	690.78		686 47	-4 31	
10-22-2013	12-18-2013	4 000	WYNN RESORTS	701 15		723 87	22 72	
07-01-2013	12-18-2013	3 000	EXXON MOBIL CORP COM	273 95		289 69	15 74	
12-28-2000	12-18-2013	5 000	EXXON MOBIL CORP COM	217 50		482 82		265 32
06-06-2013	01-08-2014	21 000	ACCENTURE PLC IRELAND SHS CLASS A	1,670 73		1,716 92	46.19	
10-22-2013	01-08-2014	9 000	ACCENTURE PLC IRELAND SHS CLASS A	669 99		735 82	65 83	
05-26-2011	01-08-2014	63.000	ACCENTURE PLC IRELAND SHS CLASS A	3,597.69		5,150 76		1,553.07
01-23-2012	01-08-2014	147 000	MYLAN INC COM	3,185 65		6,556 95		3,371 30
06-13-2013	01-21-2014	46.000	IAC INTERACTIVECORP COM PAR $.001	2,298 90		3,328 37	1,029 47	
11-28-2012	01-21-2014	105.000	MATTEL INC COM	3,857.53		4,548 63		691 10
12-18-2013	01-21-2014	47 000	TAL INTL GROUP INC COM	2,523 64		2,104 60	-419 04	
11-19-2013	01-21-2014	87 000	TAL INTL GROUP INC COM	4,593 23		3,895.74	-697 49	
02-04-2013	01-21-2014	11 000	WYNN RESORTS	1,378 89		2,320 69	941 80	

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REALIZED GAINS AND LOSSES

Litner Family Foundation

From 07-01-2013 Through 06-30-2014

EIN: 06-1597755

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
12-24-2013	02-07-2014	40.000	MURPHY OIL CORP COM	2,561 25		2,264 41	-296 84	
03-07-2013	02-07-2014	80 000	MURPHY OIL CORP COM	4,231 74		4,528 81	297.07	
10-22-2013	03-04-2014	1 000	OMNICARE INC COM	58 29		57 67	-0.62	
06-13-2013	03-04-2014	23.000	OMNICARE INC COM	1,085 50		1,326 33	240 83	
09-12-2012	03-04-2014	90 000	OMNICARE INC COM	3,065.02		5,189 99		2,124 97
07-11-2013	03-07-2014	171 000	NETAPP INC COM	6,683.27		6,524.28	-158 99	
08-01-2012	03-11-2014	33 000	PPG INDS INC COM	3,616 02		6,547 74		2,931 72
11-02-2011	04-10-2014	87.000	GILEAD SCIENCES INC COM	1,781.56		5,742.63		3,961 07
02-04-2013	05-01-2014	29.000	WYNN RESORTS	3,635 26		5,992 45		2,357.19
03-01-2013	05-09-2014	129 000	HEWLETT PACKARD CO COM	2,622 56		4,145 84		1.523 28
01-21-2014	05-29-2014	25.000	TRINITY INDS INC COM	1,460.87		2,143.25	682 38	
10-22-2013	06-27-2014	7 000	APPLE INC COM	527.50		636 25	108 75	
08-06-2010	06-27-2014	44.000	APPLE INC COM	1,632 40		3,999 25		2,366.85
12-24-2013	06-27-2014	50 000	CHURCH & DWIGHT INC COM	3,325 45		3,457 70	132 25	
08-13-2013	06-27-2014	5 000	CHURCH & DWIGHT INC COM	306.25		345 77	39 52	
07-09-2013	06-27-2014	27 000	CONOCOPHILLIPS COM	1,722.70		2,301 05	578 35	
03-09-2011	06-27-2014	1 000	CONOCOPHILLIPS COM	59.59		85 22		25.63
11-19-2013	06-27-2014	175 000	FORD MTR CO DEL COM PAR $0 01	2,948 18		3,009.93	61.75	
12-24-2013	06-27-2014	24 000	HELMERICH & PAYNE INC COM	1,970 43		2,745 18	774 75	
05-22-2013	06-27-2014	6 000	HELMERICH & PAYNE INC COM	375 48		686 29		310 80
12-24-2013	06-27-2014	28 000	PRUDENTIAL FINL INC COM	2,572.47		2,470 74	-101.73	
02-22-2013	06-27-2014	7 000	PRUDENTIAL FINL INC COM	392 75		617 69		224 94

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Boston Advisors, LLC

REALIZED GAINS AND LOSSES

Litner Family Foundation

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
01-21-2014	06-27-2014	20 000	TRINITY INDS INC COM	584 35		877 63	293 28	
ADD: DONATED SALES								
12/21/00	09-04-2013	50 000	MICROSOFT CORP COM	188.38		1,560.65		1,372.27
TOTAL GAINS				+		+	+	+
TOTAL LOSSES								
TOTAL REALIZED GAIN/LOSS				164,627.51		218,067.72	7,479.79	53,440.21
			TOTAL SHORT-TERM	103,641.99		111,121.78	7,479.79	0
			TOTAL LONG-TERM (ANCHOR ONLY)	60,797.14		105,385.29	0	44,588.15
			TOTAL LONG-TERM (DONATED)	188.38		1,560.65	0	1,372.27

Boston Advisors, LLC

REALIZED GAINS AND LOSSES

Litner Family Foundation

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
01-21-2014	06-27-2014	20.000	TRINITY INDS INC COM	584.35		877 63	293.28	
ADD: DONATED SALES								
12/21/00	09-04-2013	50 000	MICROSOFT CORP COM	188.38		1,560.65		1,372.27
TOTAL GAINS				+		+	+	+
TOTAL LOSSES								
TOTAL REALIZED GAIN/LOSS				164,627.51		218,067.72	7,479.79	53,440.21
			TOTAL SHORT-TERM	103,641.99		111,121.78	7,479.79	0
			TOTAL LONG-TERM (PURCHASED ONLY)	60,797.14		105,385.29	0	44,588.15
			TOTAL LONG-TERM (DONATED)	188.38		1,560.65	0	1,372.27

JERRY AND SUZANNE M. LITNER FOUNDATION

Form 990-PF, Part X, Line 1
Minimum Investment Return
June 30, 2014
EIN# 06-1597755

	FMV Securities	Cash/MMF	Totals
Jun-13	262,601	37,281	299,882
Jul-13	284,577	31,201	315,778
Aug-13	275,740	32,164	307,904
Sep-13	275,972	41,193	317,165
Oct-13	313,614	11,512	325,126
Dec-13	319,476	18,593	338,069
Dec-13	318,687	6,397	325,084
Jan-14	294,640	22,917	317,557
Feb-14	313,135	18,618	331,753
Mar-14	312,299	22,934	335,233
Apr-14	321,668	2,920	324,588
May-14	331,186	381	331,567
Jun-14	313,483	4,804	318,287
Total	3,937,078	250,915	4,187,993
Average FMV	302,852	19,301	322,154

STATEMENT 6

Fidelity INVESTMENTS

Investment Report

June 1, 2014 - June 30, 2014

Brokerage 679-764388 LITNER FAMILY FOUNDATION U/A 10/23/00 JERRY D LITNER AND SUZANNE M LITNER TRUSTEES

EIN: 06-1597755

Holdings (Symbol) as of June 30, 2014		Quantity June 30, 2014	Price per Unit June 30, 2014	Total Cost Basis	Total Value June 1, 2014	Total Value June 30, 2014	Unrealized Gain (Loss) June 30, 2014
Stocks *98% of holdings*							
M COVIDIEN PLC USD0 20(POST CONSOLIDATION) (COV) EAI· $128 00, EY 1 42%		100.000	$90.180	$7,230 34	$7,311.00	$9,018 00	$ 1,787 66
M ALLSTATE CORP (ALL) EAI $147 84, EY 1 91%		132 000	58 720	4,694 67	7,690 32	7,751 04	3,056 37
M AMERIPRISE FINL INC COM (AMP) EAI $167.04, EY 1 93%		72 000	120 000	7,668.84	8,107.92	8,640 00	971 16
M AMGEN INC (AMGN) EAI $141 52, EY. 2 06%		58.000	118 370	6,700 37	6,727 42	6,865 46	165.09
M APPLE INC (AAPL) EAI $1,658 16, EY. 14 16%	* ADJUSTED FOR PENDING TRADE 6/27/14	* ~~126 000~~ 75 —	92 930	* ~~4,797 71~~ 2,687.81	11,394 00	* ~~11,709.18~~ 6,969.75	6,911 47
M BANK OF AMERICA CORP (BAC) EAI $20 76, EY. 0 26%		519.000	15.370	6,602 01	7,857 66	7,977 03	1,375 02
M BRINKER INTL INC (EAT) EAI $153 60, EY 1 97%		160 000	48.650	6,687 83	7,944 00	7,784 00	1,096 17
M BROADRIDGE FINANCIAL SOLUTIONS LLC (BR) EAI. $171 36, EY 2 02%		204 000	41.640	7,143 67	8,368 08	8,494 56	1,350.89
M CMS ENERGY CORP (CMS) EAI $264 60, EY 3 47%		245 000	31.150	5,322.17	7,288 75	7,631 75	2,309.58
M CHURCH & DWIGHT INC (CHD) EAI $198 40, EY. 1 77%	* ADJUSTED FOR PENDING TRADE 6/27/14	* ~~160.000~~ 105 —	69.950	* ~~10,063.05~~ 6,431.35	11,076.80	* ~~11,192.00~~ 7,344.75	1,128.95
M CONOCOPHILLIPS (COP) EAI. $284.28, EY 3 22%	" "	* ~~103.000~~ 75 —	85.730	* ~~6,301.07~~ 4,517.95	8,233 82	* ~~8,830.10~~ 6,429.75	2,529 12
M DST SYSTEMS INC (DST) EAI $79 20, EY 1 30%		66 000	92.170	6,217.33	6,015.90	6,083 22	- 134 11
M DOW CHEMICAL CO (DOW) EAI. $148.00, EY 2 88%		100.000	51 460	4,236.95	5,212.00	5,146 00	909 05
EXXON MOBIL CORP (XOM) EAI· $198 72, EY 2 74%		72 000	100 680	2,747 50t	7,238.16	7,248 96	4,501 46
M EXXON MOBIL CORP (XOM)		3 000	100.680	273 95	301 59	302 04	28 09

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Fidelity INVESTMENTS

Investment Report

June 1, 2014 - June 30, 2014

Brokerage 679-764388 LITNER FAMILY FOUNDATION U/A 10/23/00 JERRY D LITNER AND SUZANNE M LITNER TRUSTEES

EIN: 06-1597755

Holdings (Symbol) as of June 30, 2014	Quantity June 30, 2014	Price per Unit June 30, 2014	Total Cost Basis	Total Value June 1, 2014	Total Value June 30, 2014	Unrealized Gain (Loss) June 30, 2014
M FORD MTR CO DEL COM (F) * ADJUSTED FOR PENDING TRADE ON 6/27/14	* ~~500 000~~ 385	17 240	* ~~9,251.72~~ 6,303.54	9,206 40	* ~~9,654.40~~ 6,637.40	402 68
EAI $280 00, EY 2 90%						
M GANNETT CO INC (GCI)	268.000	31 310	5,865 44	7,447.72	8,391.08	2,525 64
EAI $214 40, EY 2 56%						
M GENERAL ELECTRIC CO (GE)	296.000	26 280	5,668 39	7,929 84	7,778 88	2,110 49
EAI $260 48, EY 3 35%						
M HELMERICH & PAYNE (HP) * ADJUSTED FOR PENDING TRADE ON 6/27/14	* ~~107 000~~ 77	116.110	* ~~6,930.34~~ 4,584.43	11,764.65	* ~~12,423.77~~ 8,940.47	5,493.43
EAI $294 25, EY 2 37%						
M HERSHEY CO (HSY)	75 000	97 370	7,548 90	7,300 50	7,302.75	- 246 15
EAI $145 50, EY 1.99%						
M IAC / INTERACTIVECRP COM PAR $ 001 (IACI)	86 000	69 230	3,960.58	5,694 06	5,953 78	1,993 20
EAI $82 56, EY 1 39%						
M INTL PAPER CO (IP)	150 000	50 470	7,102 98	7,144.50	7,570.50	467 52
EAI $210 00, EY 2 77%						
M JPMORGAN CHASE & CO (JPM)	158.000	57 620	5,063 31	8,780.06	9,103 96	4,040.65
EAI $252 80, EY 2.78%						
M KEYCORP NEW (KEY)	565 000	14.330	5,848 22	7,734 85	8,096 45	2,248 23
EAI $146.90, EY 1 81%						
M LAM RESEARCH CORP (LRCX)	75 000	67 580	4,266.66	4,653.00	5,068.50	801 84
EAI $54 00, EY 1 07%						
M LILLY ELI & CO (LLY)	123.000	62.170	5,810 91	7,362 78	7,646 91	1,836 00
EAI $241.08, EY. 3 15%						
M MARATHON PETROLEUM CORP COM USD0 01 (MPC)	86 000	78 070	4,112 72	7,687.54	6,714.02	2,601.30
EAI $144 48, EY 2 15%						
M MASTERCARD INC CL A (MA)	100 000	73.470	6,323 73	7,645.00	7,347 00	1,023.27
EAI $44 00, EY 0 60%						
M MCKESSON CORP (MCK)	36 000	186.210	2,943 33	6,827 04	6,703 56	3,760 23
EAI $34 56, EY 0 52%						
M NORTHROP GRUMMAN CORP HOLDING CO (NOC)	64 000	119.630	3,503 56	7,779.20	7,656.32	4,152 76
EAI $179 20, EY 2 34%						
ORACLE CORPORATION (ORCL)	140.000	40 530	3,110 43t	5,882 80	5,674 20	2,563.77
EAI $67 20, EY. 1.18%						

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STATEMENT 6

Brokerage 679-764388 LITNER FAMILY FOUNDATION U/A 10/23/00 JERRY D LITNER AND SUZANNE M LITNER TRUSTEES

EW: 06-1597755

Holdings (Symbol) as of June 30, 2014	Quantity June 30, 2014	Price per Unit June 30, 2014	Total Cost Basis	Total Value June 1, 2014	Total Value June 30, 2014	Unrealized Gain (Loss) June 30, 2014
M ORACLE CORPORATION (ORCL)	80 000	40 530	2,285 26	3,361 60	3,242 40	957 14
EAI· $38 40, EY· 1 18%						
M PARKER HANNIFIN CORP (PH)	58 000	125 730	5,720 12	7,263.34	7,292 34	1,572 22
EAI $111 36, EY 1 53%						
M PENSKE AUTOMOTIVE GROUP INC (PAG)	125.000	49 500	5,812.91	5,815.00	6,187 50	374 59
EAI $95.00, EY 1 54%						
M POLARIS INDS INC (PII)	41 000	130.240	1,240.19	5,285.72	5,339 84	4,099 65
EAI $78.72, EY 1 47%						
M PRUDENTIAL FINL INC (PRU) * ADJUSTED FOR [illegible]	* ~~80 000~~ 45-	88 770	* ~~5,490.05~~ 2,524.83	6,572 80	* ~~7,101.60~~ 3,994.65	1,611 55
EAI. $169 60, EY 2 39%						
M TEXAS INSTRUMENTS INC (TXN)	131.000	47 790	5,266 11	6,154 38	6,260 49	994 38
EAI. $157 20, EY 2 51%						
M TRINITY INDS INC DEL FRMLY TEXAS (TRN)	* ~~104.000~~ 84-	43.720	* ~~3,038.61~~ 2,454.26	6,662.81	* ~~4,546.88~~ 3,672.48	1,508.27
EAI $41 60, EY· 0 91%						
M TYSON FOODS INC CL A FRMLY COM (TSN)	182.000	37 540	6,194 77	7,727 72	6,832 28	637 51
EAI $54.60, EY 0 80%						
M UGI CORP NEW (UGI)	110.000	50 500	4,966 28	5,353 70	5,555 00	588 72
EAI $129 80, EY: 2 34%						
M UNION PACIFIC CORP (UNP)	86.000	99 750	4,217.46	8,568 61	8,578 50	4,361 04
EAI. $156 52, EY 1 82%						
M VERIZON COMMUNICATIONS (VZ)	174.000	48.930	5,687 77	8,693 04	8,513 82	2,826 05
EAI· $368 88, EY 4 33%						
M WALMART STORES INC (WMT)	87.000	75 070	4,991.17	6,678.99	6,531 09	1,539 92
EAI $167 04, EY 2 56%						
M WALGREEN COMPANY (WAG)	122 000	74.130	4,249.01	8,773.02	9,043 86	4,794.85
EAI. $153 72, EY 1 70%						
M WESTERN REFNG INC COM (WNR)	151 000	37.550	5,706.87	6,194.02	5,670.05	- 36 82
EAI $157 04, EY 2 77%						
Subtotal of Stocks		ADJ. COST BASIS	238,865.26 <16,418.38> 222,446.88		328,455.16 <21,468.77> 306,986.39	89,589.90
Other 2% of holdings						
M EXTRA SPACE STORAGE INC (EXR)	122 000	53 250	4,670.62	6,386 70	6,496 50	1,825 88
EAI. $229.36, EY. 3.53%						

STATEMENT 6

Fidelity INVESTMENTS

Investment Report

June 1, 2014 - June 30, 2014

Brokerage 679-764388 LITNER FAMILY FOUNDATION U/A 10/23/00 JERRY D LITNER AND SUZANNE M LITNER TRUSTEES

EIN: 06-1597755

Holdings

(Symbol) as of June 30, 2014	Quantity June 30, 2014	Price per Unit June 30, 2014	Total Cost Basis	Total Value June 1, 2014	Total Value June 30, 2014	Unrealized Gain (Loss) June 30, 2014
Subtotal of Other			**4,670.62**		**6,496.50**	**1,825.88**
Total			**243,535.88** <16,418.88>		**334,951.66** <21,468.77>	**91,415.78**
Debit balance		ADJ. COST BASIS ON PRIVATE SALES ON 6/27/14	$227,117.50 COST BASIS OF STOCK HOLDINGS	0.00	-16,428 55	313,482.89 FMV OF STOCK HOLDINGS
Total Net Value					**$318,523.11**	

M - Position held in margin account.

All remaining positions held in cash account

t - Third-party provided

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Estimated Annual Income (EAI) & Estimated Yield (EY) *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate. For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be lower or higher EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

STATEMENT 6

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