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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. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014**

Name of foundation THE FRAZIER FOUNDATION		<b>A Employer identification number</b> 54-1993898
Number and street (or P O box number if mail is not delivered to street address) Room/suite 201 BEACHSIDE DRIVE		<b>B Telephone number (see instructions)</b> (561) 276-7631
City or town, state or province, country, and ZIP or foreign postal code VERO BEACH, FL 32963		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 188,856	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	1,123			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	1	1		
	<b>4</b> Dividends and interest from securities. . . . .	3,101	3,101		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	16,086			
	<b>b</b> Gross sales price for all assets on line 6a 102,346				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		16,086		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .					
<b>12 Total.</b> Add lines 1 through 11 . . . . .	20,311	19,188			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	8,407	4,203		0
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	908	0		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule) . . . . .	2,390	0		0	
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	11,705	4,203		0	
<b>25</b> Contributions, gifts, grants paid . . . . .	12,500			12,500	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	24,205	4,203		12,500	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-3,894				
<b>b Net investment income</b> (if negative, enter -0-)		14,985			
<b>c Adjusted net income</b> (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	<b>1</b>	Cash—non-interest-bearing . . . . .				
	<b>2</b>	Savings and temporary cash investments . . . . .	7,158	8,210	8,210	
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b>	Grants receivable . . . . .				
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>8</b>	Inventories for sale or use . . . . .				
	<b>9</b>	Prepaid expenses and deferred charges . . . . .				
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)				
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .				
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b>	Investments—mortgage loans . . . . .				
	<b>13</b>	Investments—other (attach schedule) . . . . .	160,174	155,228	180,646	
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b>	Other assets (describe ▶ _____)					
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	167,332	163,438	188,856		
Liabilities	<b>17</b>	Accounts payable and accrued expenses . . . . .				
	<b>18</b>	Grants payable . . . . .				
	<b>19</b>	Deferred revenue . . . . .				
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b>	Other liabilities (describe ▶ _____)				
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>					
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b>	Unrestricted . . . . .				
	<b>25</b>	Temporarily restricted . . . . .				
	<b>26</b>	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>					
	<b>and complete lines 27 through 31.</b>					
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	167,332	163,438		
<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	0	0			
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	167,332	163,438			
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	167,332	163,438			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	167,332
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-3,894
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	163,438
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	163,438

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b>	See Additional Data Table		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>	See Additional Data Table		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b>	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 }	<b>2</b>	16,086
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		}	<b>3</b>

**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 page 18 of 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	117,237	241,303	0.485850
2011	147,500	370,424	0.398192
2010	420,495	579,313	0.725851
2009	207,061	985,888	0.210025
2008	50,000	977,682	0.051141

  

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	1.871059
<b>3</b>	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	<b>3</b>	0.374212
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	6,867
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	2,570
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	150
<b>7</b>	Add lines 5 and 6.	<b>7</b>	2,720
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	12,500

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 page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	150
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	150
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	150
<b>6</b>	Credits/Payments		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	280
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	280
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	130
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 130 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>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.</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ 0		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>	No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	No
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
<b>b</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? <i>If "No," attach explanation.</i>	<b>8b</b>	Yes
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>	No

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>PBMARES LLP</b> Telephone no <b>(540) 371-3566</b> Located at <b>725 JACKSON STREET SUITE 210 FREDERICKSBURG VA</b> ZIP +4 <b>22401</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b> At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>			
<b>c</b> 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? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>			
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>				
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(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
GARY W FRAZIER 201 BEACHSIDE DRIVE VERO BEACH, FL 32963	PRESIDENT 0 00	0	0	0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	6,674
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	298
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	6,972
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	6,972
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	105
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	6,867
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	343

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	343
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	150
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	150
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	193
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	193
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	193

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	12,500
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	12,500
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	150
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	12,350

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				193
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			0	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				1,626
<b>b</b> From 2009. . . . .				159,345
<b>c</b> From 2010. . . . .				393,039
<b>d</b> From 2011. . . . .				128,979
<b>e</b> From 2012. . . . .				105,698
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	788,687			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>12,500</u>				
<b>a</b> Applied to 2012, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				193
<b>e</b> Remaining amount distributed out of corpus	12,307			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	800,994			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	1,626			
<b>9 Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	799,368			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				159,345
<b>b</b> Excess from 2010. . . . .				393,039
<b>c</b> Excess from 2011. . . . .				128,979
<b>d</b> Excess from 2012. . . . .				105,698
<b>e</b> Excess from 2013. . . . .				12,307

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

**1a** 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**2a** 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			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 organization 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) )

GARY W FRAZIER

**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

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**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 of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines

---

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

**Part XV** **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> CHILDRENS' HOME SOCIETY OF FLORIDA 1485 S SEMORAN BLVD SUITE 1448 WINTER PARK, FL 32792	N/A	PUBLIC	PROVIDE ASSISTANCE WITH CHARITY'S EXEMPT PURPOSE	7,500
QUIAL VALLEY CHARITIES 2345 HIGHWAY A1A VERO BEACH, FL 32963	N/A	PUBLIC	PROVIDE ASSISTANCE WITH CHARITY'S EXEMPT PURPOSE	5,000
<b>Total . . . . .</b>				<b>3a</b> 12,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b> 0





**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
ASML HOLDING NV	P	2013-01-29	2013-07-31
ASML HOLDING NV	P	2013-04-15	2013-07-31
MICROSOFT CORP	P	2013-01-29	2013-07-30
SCHWAB CHARLES CORP NEW	P	2013-01-29	2013-07-30
AERCAP HOLDINGS NV	P	2013-01-29	2013-08-26
WILLIAM BLAIR FDS SMALL CAP GROWTH	P	2013-01-29	2013-08-26
CHECK POINT SOFTWARE	P	2013-01-29	2013-08-26
CNOOC LTD	P	2013-01-29	2013-08-26
DWS VALUE SER INC	P	2013-01-29	2013-08-26
FLEXTRONICS INTL	P	2013-01-29	2013-08-26
GAZPROM O A O	P	2013-01-29	2013-08-26
HERBALIFE LTD	P	2013-01-29	2013-08-26
BAE SYSTEMS	P	2013-01-29	2013-08-26
KINGFISHER PLC	P	2013-01-29	2013-08-26
NETEASE INC	P	2013-01-29	2013-08-26
NORTHROP GRUMAN CORP	P	2013-01-29	2013-08-14
SPREADTRUM COMMUNICATION	P	2013-01-29	2013-08-09
SPREADTRUM COMMUNICATION	P	2013-06-04	2013-08-09
SUNCOR ENERGY INC	P	2013-05-23	2013-08-26
TOUCHSTONE INSTL FDS	P	2013-01-29	2013-08-26
VALEO SPONSORED ADR	P	2013-01-29	2013-08-26
VOLKSWAGEN A G	P	2013-01-29	2013-08-26
WM MORRISON ADR	P	2013-07-02	2013-08-26
WUXI PHARMATECH INC	P	2013-01-29	2013-08-26
BK NOVA SCOTIA HALIFAX	P	2013-01-29	2013-09-16
BK NOVA SCOTIA HALIFAX	P	2013-04-15	2013-09-16
BK NOVA SCOTIA HALIFAX	P	2013-08-26	2013-09-16
BARD C R INC	P	2013-01-29	2013-09-16
BARD C R INC	P	2013-01-29	2013-09-23
DOMTAR CORP	P	2013-01-29	2013-09-04

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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 )
DOMTAR CORP	P	2013-02-14	2013-09-04
DOMTAR CORP	P	2013-06-04	2013-09-04
DOMTAR CORP	P	2013-08-26	2013-09-04
DWS VALUE SER INC	P	2013-01-29	2013-09-03
DWS VALUE SER INC	P	2013-03-22	2013-09-03
JOHNSON & JOHNSON	P	2013-01-29	2013-09-12
CHICAGO BRIDGE & IRON	P	2013-01-29	2013-10-30
CHICAGO BRIDGE & IRON	P	2013-08-26	2013-10-30
GOOGLE INC	P	2013-04-04	2013-10-18
HITACHI LTD	P	2013-01-29	2013-10-30
HITACHI LTD	P	2013-01-29	2013-10-31
HITACHI LTD	P	2013-02-14	2013-10-31
HITACHI LTD	P	2013-08-26	2013-10-31
NEWMONT MIONING CORP	P	2013-01-29	2013-11-07
AERCAP HOLDINGS NV	P	2013-01-29	2013-12-12
AGRIUM INC	P	2013-01-29	2013-12-12
ALLIANZ SE	P	2013-01-29	2013-12-12
ALLIED WORLD ASSURANCE	P	2013-01-29	2013-12-12
AMERICAN EXPRESS COMPANY	P	2013-01-29	2013-12-12
ING GROEP N V	P	2013-10-08	2013-12-12
ANHEUSER BUSCH INBEV	P	2013-01-29	2013-12-12
ASTRAZENECA PLC	P	2013-01-29	2013-12-12
AVAGO TECHNOLOGIES	P	2013-01-29	2013-12-12
BT GROUP PLC	P	2013-01-29	2013-12-12
BANK MONTREAL QUEBEC	P	2013-01-29	2013-12-12
BECTON DICKINSON	P	2013-01-29	2013-12-12
WILLIAM BLAIR FDS SMALL CAP GROWTH	P	2013-01-29	2013-12-16
BRIDGESTONE CORP	P	2013-10-30	2013-12-12
BRIDGESTONE CORP	P	2013-10-31	2013-12-12
CVS CAREMARK CORP	P	2013-06-05	2013-12-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
CANADIAN NATL RY CO	P	2013-01-29	2013-12-12
CHECK POINT SOFTWARE	P	2013-01-29	2013-12-12
CHINA PETROLEUM & CHEM	P	2013-01-29	2013-12-12
CHINA MOBILE LTD	P	2013-01-29	2013-12-12
CHUBB CORP	P	2013-01-29	2013-12-12
CONOCOPHILLIPS	P	2013-01-29	2013-12-12
COPA HOLDINGS	P	2013-01-29	2013-12-12
CREDICORP	P	2013-07-31	2013-12-12
DEVON ENERGY CORP	P	2013-01-29	2013-12-12
DIAGEO PLC	P	2013-01-29	2013-12-12
DIAGEO PLC	P	2013-01-29	2013-12-17
DIAGEO PLC	P	2013-06-04	2013-12-17
DR PEPPER SNAPPLE GROUP	P	2013-01-29	2013-12-12
DWS SECS TR RREEF GLOBAL REAL ESATE	P	2013-01-29	2013-12-16
ENERGY XXI BERMUDA	P	2013-01-29	2013-12-12
EXPRESS SCRIPTS HLDG CO	P	2013-06-20	2013-12-12
EXELON CORPORATION	P	2013-01-29	2013-12-12
EXXON MOBIL CORP	P	2013-01-29	2013-12-12
FLEXTRONICS INTL	P	2013-01-29	2013-12-17
FLEXTRONICS INTL	P	2013-12-12	2013-12-17
GAZPROM O A O	P	2013-01-29	2013-12-12
GRAN TIERRA ENERGY INC	P	2013-10-30	2013-12-12
HSBC HOLDINGS PLC	P	2013-01-29	2013-12-12
JGC CORP	P	2013-08-09	2013-12-12
HERBALIFE LTD	P	2013-01-29	2013-12-12
ROCHE HOLDINGS LTD	P	2013-09-16	2013-12-12
SAFRAN SA	P	2013-04-18	2013-12-12
BAE SYSTEMS	P	2013-01-29	2013-12-12
LENOVO GROUP	P	2013-09-05	2013-12-12
KINGFISHER PLC	P	2013-01-29	2013-12-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
MEDTRONIC INC	P	2013-01-29	2013-12-12
MICROSOFT CORP	P	2013-01-29	2013-12-12
MOLSON COORS BREWING CO	P	2013-01-29	2013-12-12
NIPPON TELEGRAPH & TELEPHONE CORP	P	2013-01-29	2013-12-12
NORTHROP GRUMAN CORP	P	2013-01-29	2013-12-12
LUKOIL OIL CO	P	2013-01-29	2013-12-12
OPPENHEIMER DEV MKTS	P	2013-01-29	2013-12-16
JPMORGAN TR II	P	2013-01-29	2013-12-16
PNC FINANCIAL SERVICES	P	2013-01-29	2013-12-12
PT BANK MANDIRI PERSERO	P	2013-04-03	2013-12-12
PEPSICO INC	P	2013-01-29	2013-12-12
PIMCO FDS PAC INVT	P	2013-01-29	2013-12-16
PROCTER & GAMBLE	P	2013-04-24	2013-12-12
PRUDENTIAL	P	2013-01-29	2013-12-12
PRUDENTIAL	P	2013-01-29	2013-12-17
ROLLS ROYCE HOLDING PLC	P	2013-04-18	2013-12-12
SBERBANK RUSSIA	P	2013-04-03	2013-12-12
SCHWAB CHARLES CORP NEW	P	2013-01-29	2013-12-12
ROYAL DUTCH SHELL PLC	P	2013-01-29	2013-12-12
SIGNET JEWELERS LTD	P	2013-01-29	2013-12-12
SK TELECOMMUNICATIONS	P	2013-01-29	2013-12-12
STATOIL ASA	P	2013-01-29	2013-12-12
SUNCOR ENERGY INC	P	2013-05-23	2013-12-12
SUNTRUST BANKS INC	P	2013-01-29	2013-12-12
SWATCH GRP AG	P	2013-03-15	2013-12-12
TAIWAN SEMICONDUCTOR	P	2013-01-29	2013-12-12
TAIWAN SEMICONDUCTOR	P	2013-01-29	2013-12-12
TATA MOTORS LIMITED	P	2013-01-29	2013-12-12
TORCHMARK CORP	P	2013-01-29	2013-12-12
TOUCHSTONE INSTL FDS	P	2013-01-29	2013-12-16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
UNITED OVERSEAS BK LTD	P	2013-01-29	2013-12-12
US BANCORP	P	2013-01-29	2013-12-12
VALEO SPONSORED ADR	P	2013-01-29	2013-12-12
VALIDUS HOLDINGS LTD	P	2013-01-29	2013-12-12
VICTORY PORTFOLIOS SMALL CO OPPTY	P	2013-09-03	2013-12-16
VOLKSWAGEN A G	P	2013-01-29	2013-12-12
WUXI PHARMATECH INC	P	2013-01-29	2013-12-12
WALMART STORES INC	P	2013-01-29	2013-12-12
WELLS FARGO	P	2013-01-29	2013-12-12
AERCAP HOLDINGS NV	P	2013-01-29	2014-01-15
AVAGO TECHNOLOGIES	P	2013-01-29	2014-01-15
BANK MONTREAL QUEBEC	P	2013-01-29	2014-01-21
CHINA PETROLEUM & CHEM	P	2013-01-29	2014-01-21
GAZPROM O A O	P	2013-01-29	2014-01-21
GAZPROM O A O	P	2013-02-14	2014-01-21
GAZPROM O A O	P	2013-04-15	2014-01-21
GAZPROM O A O	P	2013-06-04	2014-01-21
GAZPROM O A O	P	2014-01-15	2014-01-21
LENOVO GROUP	P	2013-09-05	2014-01-21
NIPPON TELEGRAPH & TELEPHONE CORP	P	2013-01-29	2014-01-21
NORTHROP GRUMAN CORP	P	2013-01-29	2014-01-03
SIGNET JEWELERS LTD	P	2013-01-29	2014-01-29
SIGNET JEWELERS LTD	P	2014-01-15	2014-01-29
UNITED OVERSEAS BK LTD	P	2013-01-29	2014-01-29
UNITED OVERSEAS BK LTD	P	2013-08-26	2014-01-29
UNITED OVERSEAS BK LTD	P	2014-01-15	2014-01-29
ING GROEP N V	P	2013-10-08	2014-02-06
ANNALY CAPITAL MANAGEMENT	P	2013-12-31	2014-02-06
AXA-ADR	P	2014-01-29	2014-02-06
BANK MONTREAL QUEBEC	P	2013-06-04	2014-02-19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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 )
BANK MONTREAL QUEBEC	P	2014-01-15	2014-02-19
BRIDGESTONE CORP	P	2013-10-31	2014-02-03
CAPGEMINI SA	P	2013-12-17	2014-02-06
CONSTELLIUM NV	P	2013-12-23	2014-02-03
GRAN TIERRA ENERGY INC	P	2013-10-30	2014-02-03
JGC CORP	P	2013-08-12	2014-02-03
ROCHE HOLDINGS LTD	P	2013-09-16	2014-02-03
SAFRAN SA	P	2013-04-18	2014-02-03
LENOVO GROUP	P	2013-09-05	2014-02-03
MANULIFE FINL CORP	P	2014-01-29	2014-02-06
PT BANK MANDIRI PERSERO	P	2013-04-03	2014-02-06
ROLLS ROYCE HOLDING PLC	P	2013-04-18	2014-02-03
SIGMA ALDRICH CORP	P	2013-03-26	2014-02-06
SIGMA ALDRICH CORP	P	2013-03-26	2014-02-20
SUNCOR ENERGY INC	P	2013-05-23	2014-02-06
SWATCH GRP AG	P	2013-03-15	2014-02-03
SWATCH GRP AG	P	2013-03-15	2014-02-06
VICTORY PORTFOLIOS SMALL CO OPPTY	P	2013-09-03	2014-02-03
VICTORY PORTFOLIOS SMALL CO OPPTY	P	2013-09-03	2014-02-06
WM MORRISON ADR	P	2013-07-02	2014-02-03
AERCAP HOLDINGS NV	P	2013-01-29	2014-02-03
AERCAP HOLDINGS NV	P	2013-01-29	2014-02-06
AGRIUM INC	P	2013-01-29	2014-02-03
ALLIANZ SE	P	2013-01-29	2014-02-06
ANHEUSER BUSCH INBEV	P	2013-01-29	2014-02-03
ASTRAZENECA PLC	P	2013-01-29	2014-02-03
AVAGO TECHNOLOGIES	P	2013-01-29	2014-02-06
BT GROUP PLC	P	2013-01-29	2014-02-03
BT GROUP PLC	P	2013-01-29	2014-02-06
BANK MONTREAL QUEBEC	P	2013-01-29	2014-02-19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
BARRICK GOLD CORP	P	2013-01-29	2014-02-06
WILLIAM BLAIR FDS SMALL CAP GROWTH	P	2013-01-29	2014-02-03
WILLIAM BLAIR FDS SMALL CAP GROWTH	P	2013-01-29	2014-02-06
CANADIAN NATL RY CO	P	2013-01-29	2014-02-03
CANADIAN NATL RY CO	P	2013-01-29	2014-02-06
CHECK POINT SOFTWARE	P	2013-01-29	2014-02-06
CHECK POINT SOFTWARE	P	2013-01-29	2014-02-06
DWS SECS TR RREEF GLOBAL REAL ESATE	P	2013-01-29	2014-02-03
DWS SECS TR RREEF GLOBAL REAL ESATE	P	2013-01-29	2014-02-06
ENERGY XXI BERMUDA	P	2014-01-29	2014-02-06
HSBC HOLDINGS PLC	P	2013-01-29	2014-02-03
HERBALIFE LTD	P	2013-01-29	2014-02-06
BAE SYSTEMS	P	2013-01-29	2014-02-03
NETEASE INC	P	2013-01-29	2014-02-03
NIPPON TELEGRAPH & TELEPHONE CORP	P	2013-01-29	2014-02-06
LUKOIL OIL CO	P	2013-01-29	2014-02-03
LUKOIL OIL CO	P	2013-01-29	2014-02-06
OPPENHEIMER DEV MKTS	P	2013-01-29	2014-02-03
OPPENHEIMER DEV MKTS	P	2013-01-29	2014-02-06
JPMORGAN TR II	P	2013-01-29	2014-02-03
JPMORGAN TR II	P	2013-01-29	2014-02-06
PIMCO FDS PAC INVT	P	2013-01-29	2014-02-03
PIMCO FDS PAC INVT	P	2013-01-29	2014-02-06
ROYAL DUTCH SHELL PLC	P	2013-01-29	2014-02-03
STATOIL ASA	P	2013-01-29	2014-02-06
TAIWAN SEMICONDUCTOR	P	2013-01-29	2014-02-03
TATA MOTORS LIMITED	P	2013-01-29	2014-02-06
TELEFONICA BRASIL	P	2013-01-29	2014-02-06
TOUCHSTONE INSTL FDS	P	2013-01-29	2014-02-03
TOUCHSTONE INSTL FDS	P	2013-01-29	2013-02-06

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
VALEO SPONSORED ADR	P	2013-01-29	2014-02-03
VALEO SPONSORED ADR	P	2013-01-29	2014-02-06
VALIDUS HOLDINGS LTD	P	2013-01-29	2014-02-06
ING GROEP N V	P	2013-10-08	2014-03-14
CONSTELLIUM NV	P	2013-12-23	2014-03-17
LUKOIL OIL CO	P	2013-04-15	2014-03-10
LUKOIL OIL CO	P	2013-08-26	2014-03-10
LUKOIL OIL CO	P	2014-01-15	2014-03-10
LUKOIL OIL CO	P	2014-01-21	2014-03-10
SBERBANK RUSSIA	P	2013-04-03	2014-03-10
SBERBANK RUSSIA	P	2013-04-15	2014-03-10
SBERBANK RUSSIA	P	2013-08-26	2014-03-10
SBERBANK RUSSIA	P	2014-01-15	2014-03-10
AMERICAN EXPRESS COMPANY	P	2013-01-29	2014-03-07
AVAGO TECHNOLOGIES	P	2013-01-29	2014-03-17
JOHNSON & JOHNSON	P	2013-01-29	2014-03-07
LUKOIL OIL CO	P	2013-01-29	2014-03-10
ADVANCED SEMICONDUCTOR	P	2013-12-18	2014-04-15
CREDICORP	P	2013-07-31	2014-04-15
KEPPEL LTD	P	2014-03-18	2014-04-15
THE SOUTHERN COMPANY	P	2013-12-31	2013-04-30
SUNCOR ENERGY INC	P	2013-05-23	2014-04-15
WM MORRISON ADR	P	2013-07-02	2014-04-11
WM MORRISON ADR	P	2014-01-15	2014-04-11
ANHEUSER BUSCH INBEV	P	2013-01-29	2014-04-15
CHINA PETROLEUM & CHEM	P	2013-01-29	2014-04-15
COPA HOLDINGS	P	2013-01-29	2014-04-15
EXELON CORPORATION	P	2013-01-29	2014-04-24
KINGFISHER PLC	P	2013-01-29	2014-04-15
PT BANK MANDIRI PERSERO	P	2013-04-03	2014-04-15

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
ROYAL DUTCH SHELL PLC	P	2013-01-29	2014-04-15
STATOIL ASA	P	2013-01-29	2014-04-15
TAIWAN SEMICONDUCTOR	P	2013-01-29	2014-04-15
TATA MOTORS LIMITED	P	2013-01-29	2014-04-15
TELEFONICA BRASIL	P	2013-01-29	2014-04-15
VALEO SPONSORED ADR	P	2013-01-29	2014-04-15
VOLKSWAGEN A G	P	2013-01-29	2014-04-15
CONSTELLIUM NV	P	2013-12-23	2014-05-13
CONSTELLIUM NV	P	2014-01-15	2014-05-13
CREDICORP	P	2013-07-31	2014-05-16
CREDICORP	P	2014-01-15	2014-05-16
BAE SYSTEMS	P	2014-01-15	2014-05-16
BAE SYSTEMS	P	2014-04-15	2014-05-16
EXELON CORPORATION	P	2013-01-29	2014-05-05
BAE SYSTEMS	P	2013-01-29	2014-05-16
BAE SYSTEMS	P	2013-02-14	2014-05-16
MOLSON COORS BREWING CO	P	2013-01-29	2014-05-28
CNOOC LTD	P	2014-01-15	2014-06-26
ENERGY XXI BERMUDA	P	2014-01-15	2014-06-27
CNOOC LTD	P	2013-01-29	2014-06-26
CNOOC LTD	P	2013-04-15	2014-06-26
DEVON ENERGY CORP	P	2013-01-29	2014-06-10
ENERGY XXI BERMUDA	P	2013-01-29	2014-06-27
ENERGY XXI BERMUDA	P	2013-01-31	2014-06-27
ENERGY XXI BERMUDA	P	2013-04-15	2014-06-27
CAPITAL GAINS DIVIDENDS	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
896		750	146
179		135	44
350		308	42
377		280	97
37		29	8
3,347		2,640	707
57		49	8
201		208	-7
1,033		899	134
80		56	24
80		97	-17
262		158	104
84		66	18
37		26	11
231		142	89
190		134	56
1,164		612	552
149		97	52
34		31	3
80		72	8
39		27	12
95		93	2
46		40	6
101		64	37
929		941	-12
58		56	2
58		56	2
716		618	98
823		721	102
720		929	-209

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
65		76	-11
65		71	-6
131		140	-9
13,592		12,236	1,356
148		139	9
358		298	60
1,191		818	373
74		62	12
1,999		1,586	413
137		121	16
763		668	95
69		56	13
139		125	14
276		432	-156
312		206	106
89		113	-24
200		171	29
325		251	74
334		238	96
209		197	12
100		93	7
225		200	25
321		242	79
301		194	107
130		129	1
211		169	42
3,425		2,508	917
201		189	12
73		69	4
271		229	42

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
274		240	34
181		146	35
246		282	-36
52		55	-3
279		243	36
348		307	41
153		107	46
129		120	9
297		282	15
123		118	5
751		709	42
125		119	6
379		361	18
754		777	-23
77		104	-27
201		186	15
279		315	-36
286		275	11
849		705	144
104		100	4
122		145	-23
89		98	-9
106		114	-8
150		143	7
207		118	89
199		191	8
197		135	62
83		66	17
311		255	56
71		52	19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
335		280	55
523		392	131
482		409	73
106		83	23
433		268	165
122		134	-12
1,140		1,113	27
2,667		2,181	486
304		248	56
75		124	-49
325		291	34
1,504		1,818	-314
329		311	18
246		181	65
905		664	241
194		175	19
191		202	-11
323		214	109
134		145	-11
150		124	26
263		188	75
135		159	-24
101		94	7
211		174	37
126		119	7
257		266	-9
137		142	-5
382		363	19
305		223	82
2,651		2,221	430

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
129		122	7
354		300	54
412		216	196
237		215	22
3,094		2,759	335
150		140	10
354		177	177
393		351	42
305		247	58
395		162	233
57		35	22
67		64	3
82		94	-12
677		765	-88
34		36	-2
154		143	11
103		89	14
171		165	6
54		39	15
56		42	14
568		335	233
952		743	209
238		220	18
777		762	15
93		97	-4
187		196	-9
55		46	9
184		169	15
78		79	-1
65		59	6

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
196		196	0
54		52	2
106		95	11
234		203	31
181		181	0
74		71	3
138		128	10
71		45	26
51		39	12
72		74	-2
78		114	-36
95		87	8
181		153	28
749		611	138
65		63	2
59		59	0
95		89	6
568		559	9
384		373	11
59		60	-1
109		44	65
78		29	49
87		113	-26
51		43	8
95		93	2
63		50	13
55		35	20
62		39	23
64		39	25
783		772	11

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
205		359	-154
630		554	76
451		396	55
53		48	5
54		48	6
63		49	14
64		49	15
142		150	-8
105		109	-4
69		104	-35
51		57	-6
137		79	58
55		44	11
73		47	26
80		62	18
56		67	-11
57		67	-10
203		215	-12
174		180	-6
488		401	87
374		301	73
295		356	-61
197		235	-38
68		73	-5
72		79	-7
50		53	-3
87		84	3
57		75	-18
498		415	83
353		289	64

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
55		27	28
57		27	30
71		72	-1
954		825	129
56		45	11
107		120	-13
54		59	-5
161		179	-18
54		59	-5
554		781	-227
18		24	-6
116		143	-27
116		158	-42
281		178	103
127		69	58
652		521	131
535		668	-133
253		211	42
138		120	18
53		51	2
1,245		1,108	137
72		63	9
687		820	-133
168		205	-37
108		93	15
178		188	-10
139		107	32
684		598	86
195		121	74
151		186	-35

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
75		73	2
173		159	14
203		177	26
256		196	60
61		75	-14
130		54	76
51		47	4
948		723	225
118		94	24
943		721	222
157		131	26
140		145	-5
56		53	3
289		252	37
839		663	176
28		21	7
1,221		864	357
178		179	-1
233		241	-8
712		834	-122
178		176	2
904		677	227
302		448	-146
93		124	-31
349		352	-3
4,312			4,312

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			146
			44
			42
			97
			8
			707
			8
			-7
			134
			24
			-17
			104
			18
			11
			89
			56
			552
			52
			3
			8
			12
			2
			6
			37
			-12
			2
			2
			98
			102
			-209

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-11
			-6
			-9
			1,356
			9
			60
			373
			12
			413
			16
			95
			13
			14
			-156
			106
			-24
			29
			74
			96
			12
			7
			25
			79
			107
			1
			42
			917
			12
			4
			42

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			34
			35
			-36
			-3
			36
			41
			46
			9
			15
			5
			42
			6
			18
			-23
			-27
			15
			-36
			11
			144
			4
			-23
			-9
			-8
			7
			89
			8
			62
			17
			56
			19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			55
			131
			73
			23
			165
			-12
			27
			486
			56
			-49
			34
			-314
			18
			65
			241
			19
			-11
			109
			-11
			26
			75
			-24
			7
			37
			7
			-9
			-5
			19
			82
			430

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			7
			54
			196
			22
			335
			10
			177
			42
			58
			233
			22
			3
			-12
			-88
			-2
			11
			14
			6
			15
			14
			233
			209
			18
			15
			-4
			-9
			9
			15
			-1
			6

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			0
			2
			11
			31
			0
			3
			10
			26
			12
			-2
			-36
			8
			28
			138
			2
			0
			6
			9
			11
			-1
			65
			49
			-26
			8
			2
			13
			20
			23
			25
			11

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-154
			76
			55
			5
			6
			14
			15
			-8
			-4
			-35
			-6
			58
			11
			26
			18
			-11
			-10
			-12
			-6
			87
			73
			-61
			-38
			-5
			-7
			-3
			3
			-18
			83
			64

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			28
			30
			-1
			129
			11
			-13
			-5
			-18
			-5
			-227
			-6
			-27
			-42
			103
			58
			131
			-133
			42
			18
			2
			137
			9
			-133
			-37
			15
			-10
			32
			86
			74
			-35

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			2
			14
			26
			60
			-14
			76
			4
			225
			24
			222
			26
			-5
			3
			37
			176
			7
			357
			-1
			-8
			-122
			2
			227
			-146
			-31
			-3
			4,312

## TY 2013 Accounting Fees Schedule

**Name:** THE FRAZIER FOUNDATION

**EIN:** 54-1993898

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PBMARES, LLP	8,407	4,203		0

**TY 2013 Investments - Other Schedule****Name:** THE FRAZIER FOUNDATION**EIN:** 54-1993898

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
ADVANCED SEMICONDUCTOR ENGR	AT COST	836	1,151
AERCAP HLDGS NV AER 57	AT COST	367	1,145
AGRIUM INC 11	AT COST	1,141	1,008
ALLIANZ SE-ADR 62	AT COST	918	1,041
ALLIED WORLD ASSURANCE 10	AT COST	896	1,141
AMERICAN EXPRESS COMPANY 18	AT COST	654	1,044
ANHEUSER BUSCH INBEV 10	AT COST	859	1,034
ASML HOLDINGS NV 12	AT COST	0	0
ANNALY CAPITAL MANAGEMENT	AT COST	677	777
ASTRAZENECA PLC 19	AT COST	812	1,189
AVAGO TECHNOLOGIES LTD 25	AT COST	617	1,225
AXA-ADR	AT COST	1,047	959
BAE SYSTEMS PLACE 39	AT COST	0	0
BANK MONTREAL QUEBEC 16	AT COST	0	0
BARD C R INC 13	AT COST	0	0
BARRICK GOLD CORP 55	AT COST	1,859	1,226
BAXTER INTERNATIONAL INC 19	AT COST	1,284	1,374
BECTON DICKINSON & CO 11	AT COST	871	1,183
BED BATH & BEYOND INC	AT COST	1,301	1,090
BK NOVA SCOTIA HALIFAX 17	AT COST	0	0
BRIDGESTONE CORP	AT COST	1,010	1,011
BT GROUP PLC-ADR 19	AT COST	764	1,116
CANADIAN NATL RY CO 10	AT COST	883	1,170
CAPGEMINI SA	AT COST	852	965
CHECK POINT SOFTWARE 19	AT COST	755	1,005
CHEVRON CORP 7	AT COST	1,318	1,436
CHICAGO BRIDGE AND IRON NY SHARES 16	AT COST	0	0
CHINA MOBILE LTD 19	AT COST	1,189	1,069
CHINA PETROLEUM & CHEM CORP 10	AT COST	944	1,045
CHUBB CORP 16	AT COST	1,234	1,383

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
CISCO SYSTEMS INC 44	AT COST	1,023	1,218
CNOOC LTD-ADR 6	AT COST	0	0
CONOCOPHILLIPS 22	AT COST	1,249	1,715
CONTROLADORA VUELA	AT COST	1,295	1,278
COPA HOLDINGS SA CL A 7	AT COST	818	998
CVS CAREMARK CORP 14	AT COST	573	754
DEVON ENERGY CORP 25	AT COST	629	873
DIAGEO PLC 8	AT COST	0	0
DOMTAR CORP NEW 13	AT COST	0	0
DR. PEPPER SNAPPLE GROUP 35	AT COST	1,820	2,343
EBAY INC	AT COST	1,376	1,352
ENERGY XXI BERMUDA LTD 38	AT COST	0	0
EXELON CORP 62	AT COST	1,344	1,642
EXPRESS SCRIPTS HOLDBG 17	AT COST	1,613	1,733
EXXON MOBIL CORP 21	AT COST	1,846	2,014
FLEXTRONICS INTL 123	AT COST	0	0
GAZPROM O A O 138	AT COST	0	0
GLAXOSMITHKLINE PLC-ADR 21	AT COST	955	1,123
GRAN TIERRA ENERGY	AT COST	980	1,064
GOOGLE INC 2	AT COST	0	0
HERBALIFE LTD 20	AT COST	857	1,162
HITACHI LTD ADR 10 COM 14	AT COST	0	0
HSBC HOLDINGS PLC-SPON 18	AT COST	1,066	965
JGC CORP	AT COST	1,075	914
JOHNSON & JOHNSON 19	AT COST	596	837
KDDI CORP	AT COST	1,168	1,190
KEPPEL LTD	AT COST	944	968
KINGSFISHER PLC-SPONS 86	AT COST	646	872
LUKOIL OIL CO 16	AT COST	0	0
LENOVO GROUP LTD	AT COST	885	1,169

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
MACK CALI RLTY CORP	AT COST	579	601
MANULIFE FINANCIAL CORP	AT COST	995	1,073
MEDTRONIC INC. 36	AT COST	1,579	2,104
MELCO PBL ENTERTAINMENT	AT COST	1,025	1,143
METHANEX CORP	AT COST	1,048	1,050
MICROSOFT CORP 63	AT COST	1,319	1,877
MOLSON COORS BREWING CO 49	AT COST	1,180	1,854
NETEASE INC 16	AT COST	717	1,097
NEWMONT MINING CORP NEW 41	AT COST	1,221	789
NIPPON TELEGRAPH & TELEPHONE CORP 37	AT COST	848	1,186
NORTHROP GRUMMAN CORP NEW 18	AT COST	469	837
PANDORA A/S	AT COST	1,054	1,224
PEPSICO INCORP	AT COST	2,006	2,412
PNC FINANCIAL SERVICES	AT COST	1,338	1,870
PROCTER & GAMBLE	AT COST	1,645	1,650
PRUDENTIAL PLC	AT COST	0	0
PT ASTRA INTL TBK	AT COST	1,005	915
PT BANK MANDIRI PERSERO	AT COST	990	958
ROCHE HOLDINGS LTD	AT COST	905	1,044
ROLLS ROYCE HOLDING	AT COST	1,075	1,108
ROYAL DUTCH SHELL	AT COST	920	1,071
SAFRAN SA-UNSPON	AT COST	740	994
SBERBANK RUSSIA	AT COST	0	0
SCHWAB CHARLES CORP NEW	AT COST	627	1,023
SIGMA ALDRICH CORP	AT COST	0	0
SIGNET JEWELERS LTD	AT COST	0	0
SK TELECOMMUNICION	AT COST	851	1,193
SPREADTRUM	AT COST	0	0
STATOIL ASA	AT COST	886	1,079
SUNCOR ENERGY INC	AT COST	894	1,194

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
SUNTRUST BANKS INC	AT COST	580	801
SWATCH GRP AG	AT COST	923	937
TAIWAN SEMICONDUCTOR	AT COST	1,834	2,396
TARGET	AT COST	2,243	2,144
TATA MOTORS LIMITED	AT COST	706	1,055
TELEFONICA BRAZIL SA	AT COST	1,140	1,005
TORCHMARK CORP	AT COST	657	901
TRAVELERS COS INC	AT COST	1,197	1,411
UNITED OVERSEAS BK LTD	AT COST	0	0
US BANCORP NEW	AT COST	1,354	1,733
VALEO SPONSORED ADR	AT COST	434	1,008
VALIDUS HOLDINGS LTD	AT COST	976	1,032
VOLKSWAGEN AG	AT COST	826	985
WABCO	AT COST	1,049	1,068
WAL-MART STORES INC	AT COST	2,296	2,402
WELLS FARGO CO	AT COST	1,304	1,892
WUXI PHARMATECH INC-ADR	AT COST	467	953
ZURICH INSURANCE GROUP	AT COST	1,033	1,054
WILLIAM BLAIR FDS	AT COST	14,066	16,117
DWS SECS TR RREEF GLOBAL REAL ESTATE SECS FUND	AT COST	3,325	3,617
DWS VALUE SER INC	AT COST	0	0
OPPENHEIMER DEV MKTS	AT COST	4,994	5,570
JPMORGAN LARGE CAP GROUTH FUND	AT COST	10,561	13,135
PIMCO FDS PAC INVNT MGMT SER-COMMODITY REAL	AT COST	6,913	6,772
TOUCHSTONE INSTL FDS TR SANDS CAP INSTL GROUTH	AT COST	11,344	13,523
VICTORY PORTFOLIOS SMALL CO OPPTY	AT COST	13,244	14,818

## TY 2013 Other Expenses Schedule

**Name:** THE FRAZIER FOUNDATION

**EIN:** 54-1993898

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL FEE	1,217	0		0
BANK FEE	1,148	0		0
LICENSE AND PERMITS	25	0		0

# TY 2013 Taxes Schedule

**Name:** THE FRAZIER FOUNDATION

**EIN:** 54-1993898

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON SECURITIES	838	0		0
ESTIMATED TAX PAYMENTS	70	0		0