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 SEP 1, 2013 **, and ending** AUG 31, 2014

Name of foundation
CHUCK LORRE FAMILY FOUNDATION
(FKA DHARMA-GRACE FOUNDATION)

A Employer identification number
95-4769888

Number and street (or P O box number if mail is not delivered to street address)
1880 CENTURY PARK EAST, SUITE 950

Room/suite

B Telephone number
310 277-3633

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 90067

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 45,582,279.

J Accounting method: ☒ 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	40,063,424.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,191.	8,191.		STATEMENT 1
	4 Dividends and interest from securities	166,035.	166,035.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	286,277.			
	b Gross sales price for all assets on line 6a 2,649,976.				
	7 Capital gain net income (from Part IV, line 2)		286,277.		
	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	40,523,927.	460,503.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	7,202.	0.		3,601.
	b Accounting fees STMT 4	38,375.	12,792.		12,792.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	8,180.	2,844.		185.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	36,991.	36,991.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	90,748.	52,627.		16,578.
	25 Contributions, gifts, grants paid	270,500.			270,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	361,248.	52,627.		287,078.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	40,162,679.			
	b **Net investment income** (if negative, enter -0-)		407,876.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		90,612.	90,612.
	2	Savings and temporary cash investments	87,324.	28,489,520.	28,489,520.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	1,417,869.	3,004,967.	2,988,690.
	b	Investments - corporate stock STMT 8	2,794,267.	1,320,006.	1,607,585.
	c	Investments - corporate bonds STMT 9	348,232.	5,366,614.	5,400,024.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	300,000.	6,801,523.	6,968,777.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	0.	37,071.	37,071.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,947,692.	45,110,313.	45,582,279.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	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	4,947,692.	45,110,313.	
	30	**Total net assets or fund balances**	4,947,692.	45,110,313.	
	31	**Total liabilities and net assets/fund balances**	4,947,692.	45,110,313.	

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	4,947,692.
2	Enter amount from Part I, line 27a	2	40,162,679.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	45,110,371.
5	Decreases not included in line 2 (itemize) ▶ PENALTIES AND FINES	5	58.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,110,313.

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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	PUBLICLY TRADED SECURITIES-SHORT TERM	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES-LONG TERM	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,172,013.		1,135,457.	36,556.
b	1,472,191.		1,228,242.	243,949.
c	5,772.			5,772.
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				36,556.
b				243,949.
c				5,772.
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 } 2 286,277.

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	130,005.	4,109,296.	.031637
2011	154,000.	852,973.	.180545
2010	132,750.	1,090,925.	.121686
2009	148,197.	37,623.	3.939000
2008	84,963.	126,982.	.669095

2	**Total** of line 1, column (d)	2	4.941963
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	.988393
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	32,607,263.
5	Multiply line 4 by line 3	5	32,228,790.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,079.
7	Add lines 5 and 6	7	32,232,869.
8	Enter qualifying distributions from Part XII, line 4	8	287,078.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	8,158.
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	8,158.
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	8,158.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,534.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	13,534.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	82.
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	5,294.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 5,294. **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) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 ▶ MANN, GELON, GLODNEY & AUGENSTEIN Telephone no. ▶ 310 277-3633

Located at ▶ 1880 CENTURY PARK EAST SUITE 950, LOS ANGELES, CA ZIP+4 ▶ 90067

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** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 12		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.

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10-10-13

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	7,253,006.
b	Average of monthly cash balances	1b	25,850,814.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	33,103,820.
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	33,103,820.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	496,557.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,607,263.
6	**Minimum investment return.** Enter 5% of line 5	6	1,630,363.

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

1	Minimum investment return from Part X, line 6	1	1,630,363.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 8,158.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	8,158.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,622,205.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,622,205.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,622,205.

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	287,078.
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	287,078.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	287,078.

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

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10-10-13

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,622,205.
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 50,581.				
b From 2009 146,322.				
c From 2010 78,255.				
d From 2011 111,500.				
e From 2012				
f **Total** of lines 3a through e	386,658.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 287,078.				
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				287,078.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	386,658.			386,658.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				948,469.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	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).)

CHARLES LORRE

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

NONE

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

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

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

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
a Paid during the year				
ALS ASSOCIATION GOLDEN WEST CHAPTER P O BOX 565 AGOURA HILLS, CA 91376	NONE	PUBLIC CHARITY	GENERAL FUND (IN MEMORY OF PIERRE DUROUSSEAU)	500.
ALZHEIMER ASSOCIATION 4221 WILSHIRE BOULEVARD, SUITE 400 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	GENERAL FUND	2,000.
CHICAGO POLICE MEMORIAL FUND 1407 W WASHINGTON BLVD CHICAGO, IL 60607	NONE	PUBLIC CHARITY	2014 RUN TO REMEMBER	10,000.
CHRYSALIS 1853 LINCOLN BLVD SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
CLARE FOUNDATION 909 PICO BOULEVARD SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	GENERAL FUND	49,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	270,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	8,191.	
4 Dividends and interest from securities			14	166,035.	
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	286,277.	
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.		460,503.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 460,503.

(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).

323621
10-10-13

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 7/12/15

Title CFO

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
BARRY GUMEROVE		7.7.15		P00446251

Firm's name ▶ MANN, GELON, GLODNEY & AUGENSTEIN, APC

Firm's EIN ▶ 95-3381812

Firm's address ▶ 1880 CENTURY PARK EAST, SUITE 950
LOS ANGELES, CA 90067

Phone no. 310-277-3633

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs gov/form990.*

OMB No 1545-0047

2013

Name of the organization
CHUCK LORRE FAMILY FOUNDATION
(FKA DHARMA-GRACE FOUNDATION)

Employer identification number
95-4769888

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
CHUCK LORRE FAMILY FOUNDATION (FKA DHARMA-GRACE FOUNDATION)	95-4769888

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES LORRE 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	$ 63,424.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CHARLES LORRE 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	$ 40,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
CHUCK LORRE FAMILY FOUNDATION (FKA DHARMA-GRACE FOUNDATION)	95-4769888

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
CHUCK LORRE FAMILY FOUNDATION (FKA DHARMA-GRACE FOUNDATION)	95-4769888

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DOWN SYNDROME ASSOCIATION OF LOS ANGELES 16461 SHERMAN WAY, STE 180 VAN NUYS, CA 91406	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
ENTERTAINMENT INDUSTRY FUND 1900 AVENUE OF THE STARS, SUITE 1400 LOS ANGELES, CA 90067	NONE	PUBLIC CHARITY	EASTERN CONGO INITIATIVE AND WATER.ORG	10,000.
FRIENDS OF SABAN COMMUNITY CLINIC 8405 BEVERLY BOULEVARD LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	GENERAL FUND	30,000.
GAY, LESBIAN & STRAIGHT EDUCATION NETWORK 90 BROAD STREET, 2ND FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	LA RESPECT AWARDS SPONSORSHIP	5,000.
GOOD SHEPARD SHELTER GUILD 2561 W VENICE BOULEVARD LOS ANGELES, CA 90019	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
MCC THEATRE 231 W 29TH #303 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL FUND	2,000.
MIDNIGHT MISSION 601 SOUTH SAN PEDRO STREET LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	GENERAL FUND	50,000.
MY FRIENDS PLACE P O BOX 3867 HOLLYWOOD, CA 90078	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	PUBLIC CHARITY	GENERAL FUND	100,000.
Total from continuation sheets				208,000.

323631
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN, SACHS & CO	8,191.	8,191.	
TOTAL TO PART I, LINE 3	8,191.	8,191.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN, SACHS & CO	171,807.	5,772.	166,035.	166,035.	
TO PART I, LINE 4	171,807.	5,772.	166,035.	166,035.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,202.	0.		3,601.
TO FM 990-PF, PG 1, LN 16A	7,202.	0.		3,601.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	38,375.	12,792.		12,792.
TO FORM 990-PF, PG 1, LN 16B	38,375.	12,792.		12,792.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	2,844.	2,844.		0.
FEDERAL EXCISE TAX	5,151.	0.		0.
STATE FILING FEE	185.	0.		185.
TO FORM 990-PF, PG 1, LN 18	8,180.	2,844.		185.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	36,991.	36,991.		0.
TO FORM 990-PF, PG 1, LN 23	36,991.	36,991.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT OF HOLDINGS	X		3,004,967.	2,988,690.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,004,967.	2,988,690.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,004,967.	2,988,690.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT OF HOLDINGS	1,320,006.	1,607,585.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,320,006.	1,607,585.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT OF HOLDINGS	5,366,614.	5,400,024.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,366,614.	5,400,024.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT OF HOLDINGS	COST	6,801,523.	6,968,777.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,801,523.	6,968,777.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST ON INVESTMENTS	0.	37,071.	37,071.
TO FORM 990-PF, PART II, LINE 15	0.	37,071.	37,071.

CHUCK LORRE FAMILY Foundation

Form 990-PF Return of Private Foundatıon
E.I N. 95-4769888
Statement of Holdings as of August 31, 2014

	Book Value	Fair Market Value
Investments - U S and State Government Oblıgations (Part II Lıne 10a)		
Goldman Sach #xx183-8 - statement attached	3,004,967.05	2,988,690 26
Investments - Corporate Stock (Part II Lıne 10b):		
Goldman Sach #xx185-3 - statement attached	558,882 47	712,724 91
Goldman Sach #xx190-3 - statement attached	418,240.82	510,615 10
Goldman Sach #xx191-1 - statement attached	342,883 06	384,244 99
	1,320,006 35	1,607,585 00
Investments - Corporate Bonds (Part II Lıne 10c)		
Goldman Sach #xx183-8 - statement attached	5,366,614 14	5,400,024 02
Investments - Other (Part II Lıne 13)		
Goldman Sach #xx115-0 - statement attached	4,840,145 57	4,966,970 34
Goldman Sach #xx184-6 - statement attached	500,000 00	508,155 24
Goldman Sach #xx217-4 - statement attached	1,461,377 00	1,493,651 50
	6,801,522 57	6,968,777 08
Total Securıtıes	16,493,110 11	16,965,076 36

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	2,966 79	1 0000	2,966 79		2,966 79			

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	75,246 053	7 2200	543,276 50	7 3062	549,762 64	(6,486 14) (220 96)		33,334 00

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
EMERGING MARKETS LOCAL DEBT INDEX FUND (WISDOMTREE)								
WISDOMTREE TRUST CMN CLASS E Not Rated	3,515 00	46 9700	165,099 55	51 9366	182,557 01	(17,457 46)		5,488 50

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
TOTAL OTHER FIXED INCOME			**708,376 05**		**732,319.65**	**(23,943.60)**		**38,822.50**

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST (SPY)	4,301 00	200 7100	863,253 71	193 6900	833,060 53	30,193 18	1 7834	15,395 43
RUSSELL 2000 INDEX FUND (ISHARES)								
ISHARES RUSSELL 2000 ETF (IWM)	2,987 00	116 5600	348,164 72	94 9702	283,676 00	64,488 72	1 2710	4,425 20

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS REAL ESTATE SECURITIES FUND								
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (GREIX)	9,161 107	18 8500	172,686 87	17 2767	158,274 00	14,412 87 4,496 89	1 6923	2,922 39
TOTAL US EQUITY			**1,384,105.30**		**1,275,010.53**	**109,094.77**	**1.6432**	**22,743.02**

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES MSCI EAFE ETF (EFA)	10,752 00	66 7100	717,265 92	65 5473	704,764 39	12,501 53	3 3397	23,954 55

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS INTERNATIONAL REAL ESTATE SECURITIES FUND								
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES (GIRIX)	25,748 542	6 6600	171,485 29	6 4878	167,051 00	4,434 29 1,173 51	5 0000	8,574 26

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY STRUCTURED PRODUCTS								
THE BANK OF NOVA SCOTIA LNKD TO MSCI EMERGING MKT UPSIDE LEVERED CAPPED STRUCTURED NOTE DUE 10/05/2015 (EEMELN29)	361 00	1,100 7010	397,353 06	1,000 0000	361,000 00	36,353 06		

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL NON-US EQUITY			**1,286,104.27**		**1,232,815.39**	**53,288.88**	**3.6601**	**32,528.82**
TOTAL PUBLIC EQUITY			**2,670,209.57**		**2,507,825.92**	**162,383.65**	**2.4318**	**55,271.84**

OTHER INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
ASSET ALLOCATION INVESTMENTS								
GS TACTICAL TILT PORTFOLIO								
GOLDMAN SACHS TACTICAL TILT PF MUTUAL FUND (2LMCQ5)	12,625 266	125 8100	1,588,384 72		1,600,000 00			

	Market Value	Adjusted Cost /[6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**4,969,937.13**	**4,843,112.36**	**138,440.05**	**94,094.34**

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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Less Cash	2,966 79	2,966.79
Securities	4,966,970 34	4,840,145 57

FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	827,653 76	1 0000	827,653 76	1 0000	827,653 76		0 0709	586 41
	Quantity / Current Face	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Adjusted Cost / Original Cost**	**Unrealized Gain (Loss)**	**Yield to Maturity in Percentage**	**Estimated Annual Income**
RIO TINTO FINANCE (USA) PLC 1 375% 06/17/2016 SR LIEN M-W+15 00BP S&P A- /Moody's A3	200,000 00	101 0150	202,030 00 565 28	101 0691 101 17	202,138 26 202,332 00	(108 26) (302 00)	0 7739	2,750 00
AMERICAN EXPRESS CREDIT CORP MTN 1 3% 07/29/2016 SR LIEN S&P A- /Moody's A2	50,000 00	101 0730	50,536 50 57 78	100 7827 100 86	50,391 33 50,427 50	145 17 109 00	0 8859	650 00
HEWLETT-PACKARD COMPANY 3 0% 09/15/2016 USD SR LIEN M-W+35 00BP S&P BBB+ /Moody's Baa1	50,000 00	103 8230	51,911 50 691 67	103 8790 104 21	51,939 51 52,104 50	(28 01) (193 00)	1 0730	1,500 00
AMERICAN HONDA FINANCE CORPORA MTN 1 2% 07/14/2017 SER A SR LIEN M-W+5 00BP S&P A+ /Moody's A1	250,000 00	99 9610	249,902 50 383 33	99 8908	249,727 00	175 50	1 2372	3,000 00
KOHL'S CORPORATION 6 25% 12/15/2017 SR LIEN M-W+35 00BP S&P BBB+ /Moody's Baa1	225,000 00	114 0810	256,682 25 2,968 75	114 6007 115 14	257,851 52 259,069 50	(1,169 27) (2,387 25)	1 6681	14,062 50
TECK RESOURCES LIMITED 2 5% 02/01/2018 SR LIEN M-W+30 00BP S&P BBB /Moody's Baa2	350,000 00	101 3960	354,886 00 729 17	101 7668 101 83	356,183 81 356,398 00	(1,297 81) (1,512 00)	1 9630	8,750 00
SIMON PROPERTY GROUP, L P 2 2% 02/01/2019 SR LIEN M-W+10 00BP Next Call Dt 11 01 18 S&P A /Moody's A2	50,000 00	101 1820	50,591 00 91 67	100 8409 100 87	50,420 47 50,437 00	170 53 154 00	1 9891	1,100 00
TORONTO DOMINION BANK MTN 2 125% 07/02/2019 SR LIEN S&P AA- /Moody's Aa1	175,000 00	99 7790	174,613 25 609 46	99 8770	174,784 75	(171 50)	2 1511	3,718 75
SUMITOMO MITSUI BANKING CORPOR MTN 2 25% 07/11/2019 SUB LIEN S&P A+ /Moody's Aa3	250,000 00	100 3050	250,762 50 781 25	99 8030	249,507 50	1,255 00	2 2919	5,625 00
LEGG MASON, INC 2 7% 07/15/2019 SR LIEN M-W+20 00BP S&P BBB /Moody's Baa1	200,000 00	100 8470	201,694 00 975 00	100 6860 100 70	201,372 03 201,408 00	321 97 286 00	2 5491	5,400 00
AMERICAN INTERNATIONAL GROUP, 2 3% 07/16/2019 SR LIEN M-W+10 00BP Next Call Dt 06 16 19 S&P A- /Moody's Baa1	300,000 00	100 3970	301,191 00 862 50	99 7980	299,394 00	1,797 00	2 3430	6,900 00
TOYOTA MOTOR CREDIT CORPORATIO MTN 2 125% 07/18/2019 SER B SR LIEN M-W+10 00BP S&P AA- /Moody's Aa3	350,000 00	100 2840	350,994 00 888 37	99 7270	349,044 50	1,949 50	2 1829	7,437 50

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[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
ORACLE SYSTEMS CORPORATION 2 25% 10/08/2019 SR LIEN M-W+10 00BP S&P A+ /Moody's A1	325,000 00	100 4170	326,355 25 1,076 56	100 2741 100 28	325,890 87 325,910 00	464 38 445 25	2 1930	7,312 50
THOMSON REUTERS CORPORATION 4 7% 10/15/2019 USD SR LIEN M-W+30 00BP S&P BBB+ /Moody's Baa2	100,000 00	110 1780	110,178 00 1,775 56	110 5193 110 83	110,519 31 110,832 00	(341 31) (654 00)	2 4990	4,700 00
TARGET CORPORATION 3 875% 07/15/2020 SR LIEN M-W+15 00BP S&P A /Moody's A2	200,000 00	107 9460	215,892 00 990 28	107 2732 107 44	214,546 35 214,872 00	1,345 65 1,020 00	2 5341	7,750 00
JPMORGAN CHASE & CO 4 25% 10/15/2020 SR LIEN S&P A /Moody's A3	300,000 00	108 1910	324,573 00 4,816 67	107 9116 108 06	323,734 92 324,183 00	838 08 390 00	2 8329	12,750 00
RIO TINTO FINANCE (USA) LIMITE 3 5% 11/02/2020 SR LIEN M-W+15 00BP S&P A- /Moody's A3	250,000 00	105 1300	262,825 00 2,892 36	104 7432 104 78	261,858 11 261,952 50	966 89 872 50	2 6610	8,750 00
JUNIPER NETWORKS, INC 4 6% 03/15/2021 SR LIEN M-W+20 00BP S&P BBB /Moody's Baa2	100,000 00	107 6430	107,643 00 2,121 11	107 6273 107 79	107,627 26 107,793 00	15 74 (150 00)	3 2940	4,600 00
HYATT HOTELS CORPORATION 5 375% 08/15/2021 SR LIEN M-W+50 00BP Next Call Dt 05 15 21 S&P BBB /Moody's Baa2	350,000 00	113 1490	396,021 50 836 11	112 4921 112 60	393,722 20 394,103 50	2,299 30 1,918 00	3 2851	18,812 50
LYONDELLBASELL INDUSTRIES N V 6 0% 11/15/2021 SER B SR LIEN M-W+50 00BP Next Call Dt 08 17 21 S&P BBB /Moody's Baa1	200,000 00	119 5360	239,072 00 3,533 33	118 3268 118 66	236,653 69 237,318 00	2,418 31 1,754 00	3 0556	12,000 00
ING BANK N V HYBRID MTN 11/21/2023 USD SUB LIEN CPN 11/21/13-11/20/18 4 125% Next Call Dt 11 21 18 S&P BBB+ /Moody's Baa2	325,000 00	102 3700	332,702 50 3,686 72	102 2560	332,332 00	370 50		13,406 25
FNMA 4 375000% 10/15/2015 AO S&P AA+ /Moody's Aaa	100,000 00	104 6380	104,638 00 1,652 78	102 1419 108 57	102,141 92 108,567 00	2,496 08 (3,929 00)	2 4218	4,375 00
U S TREASURY NOTE 1 000000% 08/31/2016 FA ON THE RUN Moody's Aaa	275,000 00	100 9610	277,642 75 1,375 00	100 9573 100 99	277,632 64 277,717 83	10 11 (75 08)	0 5182	2,750 00
FHLMC 5 125% 10/18/2016 AO S&P AA+ /Moody's Aaa	100,000 00	109 6190	109,619 00 1,893 40	109 5570 116 04	109,557 04 116,039 00	61 96 (6,420 00)	0 6039	5,125 00

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
LANDWIRTSCHAFTLICHE RENTENBANK 5 0% 11/08/2016 SR LIEN S&P AAA /Moody's Aaa	300,000 00	109 1590	327,477 00 4,666 67	109 3001 109 80	327,900 25 329,406 00	(423 25) (1,929 00)	0 7059	15,000 00
FNMA 4 875% 12/15/2016 JD S&P AA+ /Moody's Aaa	100,000 00	109 4450	109,445 00 1,029 17	109 4903 115 97	109,490 28 115,967 00	(45 28) (6,522 00)	0 6890	4,875 00
FNMA 5 0% 05/11/2017 MN SR LIEN S&P AA+ /Moody's Aaa	100,000 00	110 7090	110,709 00 1,527 78	105 0430 111 11	105,043 04 111,109 00	5,665 96 (400 00)	3 0315	5,000 00
U S TREASURY NOTE 4 500000% 05/15/2017 MN ON THE RUN Moody's Aaa	65,000 00	109 7190	71,317 35 865 48	110 1598 116 00	71,603 84 75,401 34	(286 49) (4,083 99)	0 7041	2,925 00
U S TREASURY NOTE 4 250000% 11/15/2017 MN ON THE RUN Moody's Aaa	75,000 00	109 9450	82,458 75 943 15	110 3630 114 04	82,772 23 85,531 61	(313 48) (3,072 86)	0 9625	3,187 50
FHLB 5 0% 11/17/2017 MN S&P AA+ /Moody's Aaa	650,000 00	111 9620	727,753 00 9,388 89	112 3070 113 12	729,995 82 735,260 50	(2,242 82) (7,507 50)	1 0907	32,500 00
U S TREASURY NOTE 0 750000% 03/31/2018 MS ON THE RUN Moody's Aaa	250,000 00	98 2970	245,742 50 785 96	98 2787 98 17	245,696 73 245,436 82	45 77 305 68	1 2435	1,875 00
U S TREASURY NOTE 3 875000% 05/15/2018 MN ON THE RUN Moody's Aaa	65,000 00	109 4300	71,129 50 745 27	110 9274 115 14	72,102 80 74,841 36	(973 30) (3,711 86)	0 8725	2,518 75
U S TREASURY NOTE 4 000000% 08/15/2018 FA Moody's Aaa	35,000 00	110 2340	38,581 90 61 37	112 7026 116 83	39,445 90 40,891 02	(864 00) (2,309 12)	0 7365	1,400 00
U S TREASURY NOTE 2 750000% 02/15/2019 FA ON THE RUN SR LIEN Moody's Aaa	85,000 00	105 2660	89,476 10 102 47	107 1601 109 63	91,086 10 93,186 04	(1,610 00) (3,709 94)	1 0992	2,337 50
U S TREASURY NOTE 3 625000% 02/15/2020 FA ON THE RUN SR LIEN Moody's Aaa	100,000 00	109 8440	109,844 00 158 90	112 3583 115 66	112,358 28 115,660 19	(2,514 28) (5,816 19)	1 2733	3,625 00
U S TREASURY NOTE 3 500000% 05/15/2020 MN ON THE RUN Moody's Aaa	50,000 00	109 3130	54,656 50 517 81	111 5869 114 41	55,793 43 57,206 20	(1,136 93) (2,549 70)	1 3812	1,750 00
FHLB 2 875% 09/11/2020 MS S&P AA+ /Moody's Aaa	650,000 00	104 3850	678,502 50 8,824 65	104 5044 104 65	679,278 58 680,244 50	(776 08) (1,742 00)	2 0763	18,687 50
U S TREASURY NOTE 3 625000% 02/15/2021 FA ON THE RUN Moody's Aaa	70,000 00	110 2730	77,191 10 111 23	113 2316 116 11	79,262 14 81,275 53	(2,071 04) (4,084 43)	1 4694	2,537 50

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
AMERICA MOVIL SAB DE CV 5 0% 03/30/2020 USD S&P A-/Moody's A2	200,000 00	110 6620	221,324 00	111 6433	223,286 62	(1,962 62)	2 7361	10,000 00
			4,166 67	111 96	223,910 00	(2,586 00)		
TOTAL GS GOVERNMENT/CORPORATE FIXED INCOME			9,146,218 46		9,141,740 79	4,477 67	1.8955	272,030 16
			70,149 58		9,199,234 95	(53,016 49)		

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**9,216,368.04**	**9,141,740.79**	**4,477.67**	**272,030.16**
		9,199,234.95	**(53,016.49)**	

Cash	827,653 76	827,653 76
US Government Obligations	2,988,690 26	3,004,967 05
Corporate Obligations	5,400,024 02	5,366,614 14

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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)	
GLOBAL EQUITY							
DYNAMIC EQUITY (GLOBAL EQUITY) MANAGERS PORTFOLIO 5 [SERIES							
DYNAMIC EQUITY (GLOBAL EQUITY) MANAGERS PORTFOLIO 5 OFFSHORE L P [12]	3,801 99	133 6550	508,155 24	500,000 00 0 00		8,155 24	
			Market Value		**Adjusted Cost / [6] Original Cost**	**Unrealized Gain (Loss)**	**Estimated Annual Income**
TOTAL PORTFOLIO			**508,155.24**		**500,000.00**	**8,155.24**	

The calculations noted above (other than contributions and distributions since the last capital statement) are taken from the applicable partnership capital value statement as provided by the fund administrator A partnership capital value statement is available upon request from your Private Wealth Advisor Tax information regarding these investments, including allocations of income and realized and unrealized gains and losses will be available through a Schedule K-1 which will be mailed to you after year end Please be advised that the delivery of K-1s is subject to the reporting of the particular underlying partnerships and that the delivery of particular K-1s may be delayed, requiring you to file an extension Your private equity assets are held away from Goldman Sachs and are not covered by the Securities Investor Protection Corporation ("SIPC") or any supplemental insurance provided by Goldman Sachs for its clients holdings Please contact your Private Wealth Advisor if you have any questions

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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
SOUND SHORE LARGE CAP VALUE								
U S DOLLAR	(1,063 75)	1 0000	(1,063 75)		(1,063 75)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	40,773 86	1 0000	40,773 86	1 0000	40,773 86		0 0709	28 89
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
AES CORP CMN (AES)	1,372 00	15 1800	20,826 96	12 6348	17,334 91	3,492 05	1 3175	274 40
AGILENT TECHNOLOGIES, INC CMN (A)	360 00	57 1600	20,577 60	48 1084	17,319 01	3,258 59	0 9237	190 08
ALCOA INC CMN (AA)	989 00	16 6100	16,427 29	9 5681	9,462 86	6,964 43	0 7225	118 68
AMERICAN INTL GROUP, INC CMN (AIG)	382 00	56 0600	21,414 92	37 8555	14,460 80	6,954 12	0 8919	191 00
APPLIED MATERIALS INC CMN (AMAT)	694 00	23 1050	16,034 87 69 40	13 2515	9,196 57	6,838 30	1 7312	277 60
BAKER HUGHES INC CMN (BHI)	214 00	69 1400	14,795 96	50 8736	10,886 94	3,909 02	0 9835	145 52
BANK OF AMERICA CORP CMN (BAC)	1,329 00	16 0900	21,383 61	12 3933	16,470 70	4,912 91	1 2430	265 80
CAPITAL ONE FINANCIAL CORP CMN (COF)	229 00	82 0600	18,791 74	56 5271	12,944 71	5,847 03	1 4623	274 80
CIT GROUP INC CMN CLASS (CIT)	375 00	47 9600	17,985 00	48 8133	18,304 99	(319 99)	1 2510	225 00
CITIGROUP INC CMN (C)	454 00	51 6500	23,449 10	46 0084	20,887 82	2,561 28		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	340 00	54 7200	18,604 80	41 3837	14,070 45	4,534 35	1 6447	306 00
CVS HEALTH CORP CMN (CVS)	236 00	79 4500	18,750 20	52 7597	12,451 30	6,298 90	1 3845	259 60
E I DU PONT DE NEMOURS AND CO CMN (DD)	283 00	66 1100	18,709 13 133 01	47 0207	13,306 85	5,402 28	2 8437	532 04
GENERAL ELECTRIC CO CMN (GE)	868 00	25 9800	22,550 64	23 1571	20,100 40	2,450 24	3 3872	763 84
GOOGLE INC CMN CLASS A (GOOGL)	16 00	582 3600	9,317 76	437 4913	6,999 86	2,317 90		
GOOGLE INC CMN CLASS C (GOOG)	16 00	571 6000	9,145 60	434 4319	6,950 91	2,194 69		
HESS CORPORATION CMN (HES)	183 00	101 1000	18,501 30	76 5857	14,015 18	4,486 12	0 9891	183 00
HOSPIRA, INC CMN (HSP)	230 00	53 7400	12,360 20	30 4027	6,992 61	5,367 59		
INTERNATIONAL PAPER CO CMN (IP)	396 00	48 4500	19,186 20 120 05	47 7028	18,890 32	295 88	2 8896	554 40
INVESCO LTD CMN (IVZ)	433 00	40 8400	17,683 72 108 25	27 0852	11,727 91	5,955 81	2 4486	433 00

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[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SOUND SHORE LARGE CAP VALUE								
LOWES COMPANIES INC CMN (LOW)	379 00	52 5100	19,901 29	40 9155	15,506 97	4,394 32	1 7520	348 68
MARSH & MCLENNAN CO INC CMN (MMC)	360 00	53 1000	19,116 00	35 6554	12,835 93	6,280 07	2 1092	403 20
MICROSOFT CORPORATION CMN (MSFT)	421 00	45 4300	19,126 03 117 88	27 4211	11,544 29	7,581 74	2 4653	471 52
NEWMONT MINING CORPORATION CMN (NEM)	656 00	27 0900	17,771 04	25 3243	16,612 75	1,158 29	0 3691	65 60
OWENS-ILLINOIS INC CMN (OI)	595 00	30 7900	18,320 05	26 9590	16,040 60	2,279 45		
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	250 00	83 1100	20,777 50	75 5879	18,896 98	1,880 52	3 0976	643 60
QUALCOMM INC CMN (QCOM)	298 00	76 1000	22,677 80 125 16	62 9122	18,747 85	3,929 95	2 2076	500 64
RELIANCE STEEL & ALUMINUM CO CMN (RS)	262 00	69 9200	18,319 04 84 00	72 0056	18,865 47	(546 43)	2 0023	366 80
SCHLUMBERGER LTD CMN (SLB)	102 00	109 6400	11,183 28 40 80	75 8277	7,734 43	3,448 85	1 4593	163 20
TEXAS INSTRUMENTS INC CMN (TXN)	353 00	48 1800	17,007 54	32 9218	11,621 38	5,386 16	2 4907	423 60
THERMO FISHER SCIENTIFIC INC CMN (TMO)	181 00	120 2100	21,758 01	99 6664	18,039 62	3,718 39	0 4991	108 60
TIME WARNER INC CMN (TWX)	171 00	77 0300	13,172 13 54 29	48 9568	8,371 62	4,800 51	1 6487	217 17
WELLPOINT, INC CMN (WLP)	164 00	116 5100	19,107 64	78 8432	12,930 28	6,177 36	1 5020	287 00
AON PLC CMN (AON)	177 00	87 1600	15,427 32	59 3207	10,499 77	4,927 55		
BP P L C SPONSORED ADR CMN (BP)	372 00	47 8400	17,796 48 217 62	43 3520	16,126 96	1,669 52	4 8913	870 48
FLEXTRONICS INTERNATIONAL LTD CMN (FLEX)	1,229 00	11 0400	13,568 16	6 7568	8,304 11	5,264 05		
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	170 00	89 8400	15,272 80	72 2737	12,286 53	2,986 27	2 6028	397 51
SANOFI SPONSORED ADR CMN (SNY)	382 00	54 7000	20,895 40	49 8078	19,026 57	1,868 83	2 4074	503 03
VODAFONE GROUP PLC ADR CMN (VOD)	495 00	34 3400	16,998 30	46 7224	23,127 58	(6,129 28)		

Holdings (Continued)

Period Ended August 31, 2014

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SOUND SHORE LARGE CAP VALUE								
WEATHERFORD INTERNATIONAL PLC CMN (WFT)	716 00	23 6900	16,962 04	12 5526	8,987 68	7,974 36		
TOTAL SOUND SHORE LARGE CAP VALUE			751,364 56 1,070 46		598,592 58	152,771 98	1 7498	10,794 28

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**752,435.02**	**598,592.58**	**152,771.98**	**10,794.28**

Less Cash	39,710 11	39 710 11
Securities	712,724 91	558,882 47

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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
DSM LARGE CAP GROWTH								
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	3,948 11	1 0000	3,948 11	1 0000	3,948 11		0 0711	2 81
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
ABBOTT LABORATORIES CMN (ABT)	366 00	42 2400	15,459 84	40 5363	14,836 30	623 54	2 0833	322 08
ALEXION PHARMACEUTICALS INC CMN (ALXN)	130 00	169 2900	22,007 70	110 8677	14,412 80	7,594 90		
ALLERGAN INC CMN (AGN)	53 00	163 6800	8,675 04	163 2668	8,653 14	21 90	0 1222	10 60
BIOGEN IDEC INC CMN (BIIB)	58 00	343 0400	19,896 32	294 5672	17,084 90	2,811 42		
BLACKROCK, INC CMN (BLK)	58 00	330 5300	19,170 74	272 5341	15,806 98	3,363 76	2 3356	447 76
			111 94					
CELGENE CORPORATION CMN (CELG)	427 00	95 0200	40,573 54	51 6295	22,045 78	18,527 76		
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	429 00	45 7300	19,618 17	45 0577	19,329 74	288 43		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	223 00	54 7200	12,202 56	49 7957	11,104 45	1,098 11	1 6447	200 70
DISCOVERY COMMUNICATIONS, INC CMN (DISCK)	178 00	42 9700	7,648 66	37 8888	6,744 21	904 45		
DISCOVERY COMMUNICATIONS, INC CMN SERIES A (DISCA)	178 00	43 7200	7,782 16	38 9026	6,924 66	857 50		
DOLLAR GENERAL CORPORATION CMN (DG)	144 00	63 9900	9,214 56	55 3131	7,965 09	1,249 47		
DOLLAR TREE INC CMN (DLTR)	136 00	53 6250	7,293 00	55 6082	7,562 72	(269 72)		
GOOGLE INC CMN CLASS A (GOOGL)	29 00	582 3600	16,888 44	375 8886	10,900 77	5,987 67		
GOOGLE INC CMN CLASS C (GOOG)	9 00	571 6000	5,144 40	409 8622	3,688 76	1,455 64		
INVESCO LTD CMN (IVZ)	393 00	40 8400	16,050 12	35 1437	13,811 46	2,238 66	2 4486	393 00
			98 25					
LAS VEGAS SANDS CORP CMN (LVS)	182 00	66 5100	12,104 82	51 8263	9,432 38	2,672 44	3 0071	364 00
MASTERCARD INCORPORATED CMN CLASS A (MA)	195 00	75 8100	14,782 95	65 7358	12,818 48	1,964 47	0 5804	85 80
MONSANTO COMPANY CMN (MON)	166 00	115 6500	19,197 90	100 9155	16,751 98	2,445 92	1 6948	325 36
MONSTER BEVERAGE CORP CMN (MNST)	214 00	88 4100	18,919 74	62 8085	13,441 01	5,478 73		
PRECISION CASTPARTS CORP CMN (PCP)	92 00	244 0600	22,453 52	242 7251	22,330 71	122 81	0 0492	11 04
PRICELINE GROUP INC/THE CMN (PCLN)	17 00	1,244 3100	21,153 27	1,106 1724	18,804 93	2,348 34		
REGENERON PHARMACEUTICAL INC CMN (REGN)	56 00	350 4550	19,625 48	282 5986	15,825 52	3,799 96		
STARBUCKS CORP CMN (SBUX)	257 00	77 8100	19,997 17	73 9558	19,006 63	990 54	1 3366	267 28

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[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DSM LARGE CAP GROWTH								
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN ADD ADR REL 19358779 (TCEHY)	1,289 00	16 3220	21,039 06	6 8025	8,768 37	12,270 69	0 8562	180 15
TIME WARNER INC CMN (TWX)	163 00	77 0300	12,555 89 51 75	56 2243	9,164 56	3,391 33	1 6487	207 01
TJX COMPANIES INC (NEW) CMN (TJX)	238 00	59 6100	14,187 18 41 65	51 8616	12,343 05	1,844 13	1 1743	166 60
VISA INC CMN CLASS A (V)	82 00	212 5200	17,426 64 32 80	158 9144	13,030 98	4,395 66	0 7529	131 20
WYNN RESORTS, LIMITED CMN (WYNN)	71 00	192 8800	13,694 48	145 4866	10,329 55	3,364 93	2 5923	355 00
YUM BRANDS, INC CMN (YUM)	225 00	72 4300	16,296 75	71 2708	16,035 94	260 81	2 0434	333 00
AIRBUS GROUP ADR CMN (EADSY)	1,069 00	15 4130	16,476 50	15 2197	16,269 85	206 65	1 2760	210 24
PERRIGO CO PLC CMN (PRGO)	91 00	148 7400	13,535 34 7 65	146 3993	13,322 34	213 00	0 2824	38 22
SAFRAN SA SPONSORED ADR CMN (SAFRY)	560 00	16 4270	9,199 12	17 3085	9,692 78	(493 66)	1 7393	160 00
TOTAL DSM LARGE CAP GROWTH			514,219 17 344 04		422,188 93	92,030 24	1 4112	4,211 84

		Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO		**514,563.21**	**422,188.93**	**92,030.24**	**4,211.84**
	Less Cash	3,948 11	3,948 11		
	Securities	510,615 10	418,240 82		

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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
CAPITAL GROUP PCS NON-US EQUITY								
U S DOLLAR	(98 98)	1 0000	(98 98)		(98 98)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	13,640 05	1 0000	13,640 05	1 0000	13,640 05		0 0717	9 78
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
SEADRILL LTD CMN (SDRL)	118 00	37 2500	4,395 50	36 9518	4,360 31	35 19	10 7383	472 00
WYNN MACAU LTD ADR CMN (WYNMY)	102 00	38 3220	3,908 84	27 8403	2,839 71	1,069 13	5 3944	210 86
AIA GROUP LIMITED CMN (AAIGF)	2,256 00	5 4500	12,295 20	4 1332	9,324 43	2,970 77		
AIR LIQUIDE ADR ADR CMN (AIQUY)	169 00	25 6170	4,329 27	25 0733	4,237 38	91 89	1 8936	81 98
AJINOMOTO INC (ADR) ADR CMN (AJINY)	239 00	16 2820	3,891 40	13 3172	3,182 81	708 59	0 9454	36 79
AMCOR LTD ADR (NEW) ADR CMN (AMCRY)	91 00	42 7240	3,887 88	38 8730	3,537 44	350 44	3 7369	145 29
ASML HOLDING N V ADR CMN (ASML)	86 00	96 1200	8,266 32	73 6962	6,337 87	1,928 45		
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (ASAZY)	336 00	25 3250	8,509 20	19 5440	6,566 79	1,942 41	1 3015	110 75
BANK OF CHINA LIMITED FOREIGN NETTING/DTC ELIGIBLE (BACHF)	4,225 00	0 4780	2,019 55	0 4657	1,967 72	51 83		
BAYER AG-SPONSORED ADR SPONSORED ADR CMN (BAYRY)	68 00	134 4200	9,140 56	120 3890	8,186 45	954 11	1 5708	143 58
BAYERISCHE MOTOREN WERKE AKTIE ADR CMN (BAMXY)	89 00	38 9010	3,462 19	30 2422	2,691 56	770 63	2 1209	73 43
BHP BILLITON LIMITED SPONSORED ADR CMN (BHP)	45 00	68 6300	3,088 35	73 7273	3,317 73	(229 38)	3 5262	108 90
BNP PARIBAS SPONSORED ADR CMN (BNPQY)	144 00	33 8390	4,872 82	28 7329	4,137 54	735 28	2 1123	102 93
CENOVUS ENERGY INC CMN (CVE)	116 00	31 8900	3,699 24	29 0093	3,365 08	334 16	3 0767	113 81
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (CCLAY)	323 00	8 4180	2,719 01 34 94	11 4124	3,686 19	(967 18)	5 4557	148 34
COMPAGNIE FINANCIERE RICHEMONT UNSPONSORED ADR CMN (CFRUY)	614 00	9 5590	5,869 23	7 8718	4,833 31	1,035 92	0 6411	37 63
DAIMLER AG SPONSORED ADR CMN (DDAIY)	62 00	81 9820	5,082 88	73 4252	4,552 36	530 52	2 7776	141 18
DANONE SPONSORED ADR CMN (DANOY)	561 00	13 9990	7,853 44	14 2847	8,013 72	(160 28)	1 8307	143 77
DBS GROUP HOLDINGS SPONSORED ADR CMN (DBSDY)	103 00	57 4380	5,916 11 2 06	49 4040	5,088 61	827 50	3 1703	187 56
DENSO CORP ADR ADR CMN (DNZOY)	99 00	21 7210	2,150 38	20 2049	2,000 29	150 09	1 8871	40 58
DIAGEO PLC SPON ADR (NEW) SPONSORED ADR CMN (DEO)	32 00	119 8700	3,835 84	120 2022	3,846 47	(10 63)	2 8901	110 86

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[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
CAPITAL GROUP PCS NON-US EQUITY								
ENBRIDGE INC CMN (ENB)	87 00	49 8500	4,336 95 21 00	46 0544	4,006 73	330 22	2 5696	111 44
ENI S P A SPON ADR SPONSORED ADR CMN (E)	71 00	49 8600	3,540 06	48 7580	3,461 82	78 24	4 5931	162 60
ESSILOR INTERNATIONAL SA ADR CMN (ESLOY)	56 00	53 1620	2,977 07	52 8895	2,961 81	15 26	0 9375	27 91
FANUC CORP UNSPONSORED ADR CMN (FANUY)	306 00	27 9160	8,542 30	26 2840	8,042 89	499 41	0 7859	67 14
FIRST QUANTUM MINERALS LTD CMN (FQVLF)	133 00	22 4526	2,986 19 4 62	19 8308	2,637 49	348 70	0 3788	11 31
GEMALTO NV SPONSORED ADR CMN (GTOMY)	199 00	49 0720	9,765 33	44 4972	8,854 95	910 38	0 4131	40 34
HAMAMATSU PHOTONICS K K CMN (HPHTF)	190 00	47 9000	9,101 00	37 7713	7,176 54	1,924 46		
HITACHI LTD (ADR 10 COM) ADR CMN (HTHIY)	63 00	75 7090	4,769 67	58 7405	3,700 65	1,069 02	1 1778	56 18
HSBC HOLDINGS PLC SPONSORED ADR CMN (HSBC)	76 00	54 0600	4,108 56	52 7400	4,008 24	100 32	4 5320	186 20
IMPERIAL TOBACCO GROUP PLC SPON ADR (ITYBY)	32 00	87 2560	2,792 19	70 1716	2,245 49	546 70	4 5816	127 93
INDUSTRIA DE DISENO TEXTIL IND ADR CMN (IDEXY)	347 00	14 5220	5,039 13	14 1788	4,920 06	119 07	1 3342	67 23
INFOSYS LTD SPONSORED ADR CMN SRS 16840480 (INFY)	32 00	59 5000	1,904 00	56 7769	1,816 86	87 14	1 6676	31 75
JARDINE MATHESON HOLDINGS LTD ADR CMN (JMHLY)	86 00	60 2600	5,182 36 29 41	57 8603	4,975 99	206 37	2 1938	113 69
KAWASAKI HEAVY INDS SPON ADR SPONSORED ADR CMN (KWHIY)	131 00	14 9010	1,952 03	13 1949	1,728 53	223 50	1 2581	24 56
KEYENCE CORPORATION CMN (KYCCF)	24 00	430 0000	10,320 00	291 9092	7,005 82	3,314 18		
KUBOTA CORP ADR ADR CMN (KUBTY)	24 00	71 5210	1,716 50	81 8100	1,963 44	(246 94)	1 6691	28 65
L'OREAL CO (ADR) ADR CMN (LRLCY)	185 00	33 1930	6,140 71	32 8855	6,083 82	56 89	1 5998	98 24
LIBERTY GLOBAL, PLC CMN CLASS A (LBTYA)	158 00	43 6700	6,899 86	44 0031	6,952 49	(52 63)		
LLOYDS BANKING GROUP PLC SPONSORED ADR CMN (LYG)	1,929 00	5 1300	9,895 77	4 9371	9,523 61	372 16		
LVMH MOET HENNESSY LOUIS VUITTON S A ADR CMN (LVMUY)	55 00	34 7870	1,913 29	33 4018	1,837 10	76 18	1 7961	34 36
MARUBENI CORP (ADR) GDS CMN (MARUY)	62 00	72 2920	4,482 10	72 6658	4,505 28	(23 18)	2 9408	131 81

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
CAPITAL GROUP PCS NON-US EQUITY								
MEGGITT PLC ADR CMN (MEGGY)	240 00	15 6640	3,759 36 48 02	15 9755	3,834 12	(74 76)	2 5528	95 97
MURATA MANUFACTURING CO , LTD CMN (MRAAF)	46 00	95 3600	4,386 56	71 8907	3,306 97	1,079 59		
NATIONAL GRID PLC SPONSORED ADR CMN (NGG)	66 00	74 7400	4,932 84	55 7197	3,677 50	1,255 34	4 6161	227 71
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	80 00	77 7970	6,223 76	72 4658	5,797 26	426 50	2 6058	162 18
NISSAN MOTOR CO LTD SPONSORED ADR (NSANY)	156 00	19 2100	2,996 76	20 5890	3,211 89	(215 13)	2 5479	76 35
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	121 00	89 8400	10,870 64	69 3816	8,395 17	2,475 47	2 6028	282 94
NOVO-NORDISK A/S ADR ADR CMN (NVO)	265 00	45 9600	12,179 40	33 9226	8,989 49	3,189 91	1 3188	160 62
PERNOD RICARD UNSPONSORRED ADR CMN (PDRDY)	407 00	23 6410	9,621 89	24 8213	10,102 28	(480 39)	1 3918	133 92
PRUDENTIAL CORP (ADR) ADR CMN (PUK)	50 00	48 2600	2,413 00 18 79	38 0566	1,902 83	510 17	2 4437	58 97
RIO TINTO PLC SPONSORED ADR (RIO)	36 00	53 7400	1,934 64 34 50	52 9689	1,906 88	27 76	3 8150	73 81
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184 (RHHBY)	330 00	36 5370	12,057 21	29 3048	9,670 60	2,386 61	2 5047	301 99
ROYAL DSM NV SPONSORED ADR CMN (RDSMY)	246 00	16 7350	4,116 81	15 1350	3,723 21	393 60	2 9107	119 83
SAFRAN SA SPONSORED ADR CMN (SAFRY)	385 00	16 4270	6,324 40	15 2259	5,861 99	462 40	1 7393	110 00
SAMPO OYJ UNSPONSORED ADR CMN REPRESENTING A SHARES (FINLAND (SAXPY)	313 00	24 6510	7,715 76	18 9180	5,921 32	1,794 44	3 7356	288 23
SAP SE (SPON ADR) (SAP)	57 00	77 9300	4,442 01	71 1556	4,055 87	386 14	2 2885	101 65
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (SBGSY)	375 00	16 9440	6,354 00	14 8599	5,572 47	781 53	1 7717	112 57
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (SIEGY)	24 00	125 3000	3,007 20	136 0025	3,264 06	(256 86)	2 4049	72 32
SINGAPORE TELECOMMUNICATNS LTD SPONSORED ADR CMN (SGAPY)	89 00	31 1710	2,774 22	28 1817	2,508 17	266 05	4 1510	115 16
SMC CORP CMN (SMECF)	35 00	262 9200	9,202 20	204 4717	7,156 51	2,045 69		
SOFTBANK CORP CMN (SFTBF)	68 00	72 2000	4,909 60	40 3438	2,743 38	2,166 22		
STANDARD CHARTERED PLC CMN SRS# 18087095 (SCBFF)	323 00	20 2000	6,524 60 93 02	24 6159	7,950 94	(1,426 34)		

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
CAPITAL GROUP PCS NON-US EQUITY								
SUMITOMO MITSUI FINANCIAL GRP SPONSORED ADR CMN (SMFG)	1,051 00	8 1500	8,565 65	9 0434	9,504 65	(939 00)	2 5494	218 37
SVENSKA HANDELSBANKEN AB UNSPONSORED ADR CMN REPRESENTING A SHARES (SVNLY)	105 00	23 4970	2,467 19	20 9340	2,198 07	269 11	2 9439	72 63
SWISSCOM AMERICAN DEPOSITARY SHARES (SCMWY)	46 00	58 1970	2,677 06	44 9459	2,067 51	609 55	3 5932	96 19
SYSMEX CORPORATION CMN (SSMXF)	75 00	38 9300	2,919 75	29 0193	2,176 45	743 30		
TREND MICRO INCORPORATED SPONSORED ADR CMN (TMICY)	134 00	32 2470	4,321 10	30 2763	4,057 03	264 07	3 3311	143 94
TULLOW OIL PLC ADR CMN (TUWOY)	652 00	6 0620	3,952 42 18 71	6 6406	4,329 70	(377 28)	1 4207	56 15
UBS AG CMN (UBS)	179 00	17 9400	3,211 26	19 9497	3,571 00	(359 74)	1 5727	50 50
UNILEVER PLC (NEW) SPONSORED ADR CMN (UL)	142 00	44 0600	6,256 52 78 49	41 8671	5,945 13	311 39	3 4072	213 17
VODAFONE GROUP PLC ADR CMN (VOD)	151 00	34 3400	5,185 34	33 0942	4,997 23	188 11		
TOTAL CAPITAL GROUP PCS NON-US EQUITY			397,402 50 383 56		356,424 13	40,978 34	2 3191	7,086 53

		Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO		**397,786.06**	**356,424.13**	**40,978.34**	**7,086.53**
	Less Cash	13,541 07	13,541 07		
	Securities	384,244 99	342,883.06		

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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

ALTERNATIVE INVESTMENTS

	Market Value	Contributions To Date	Distributions To Date	Economic Gain (Loss)
HEDGE FUNDS				
HEDGE FUND OPPORTUNITIES				
HEDGE FUND OPPORTUNITIES LTD CLASS A SERIES 1[12]	327,376 92	300,000 00	0 00	27,376 92
HEDGE FUND OPPORTUNITIES LTD CLASS A SERIES 123[12]	229,234 10	230,000 00	0 00	(765 90)
HEDGE FUND OPPORTUNITIES LTD CLASS A SERIES 124[12]	231,282 94	230,000 00	0 00	1,282 94
TOTAL HEDGE FUND OPPORTUNITIES	787,893 96	760,000 00	0 00	27,893 96
PRINCETON FUND				
PRINCETON FUND LTD CLASS A SERIES 97[12]	342,830 16	340,000 00	0 00	2,830 16
PRINCETON FUND LTD CLASS A SERIES 98[12]	341,889 38	340,000 00	0 00	1,889 38
TOTAL PRINCETON FUND	684,719 54	680,000 00	0 00	4,719 54
TOTAL HEDGE FUNDS	**1,472,613.50**	**1,440,000.00**	**0.00**	**32,613.50**

	Commitment	Total Contributions/ Distributions	Remaining Commitment [24]	Net Contributions/ (Distributions) Since Inception	Latest Cap Statement Value/ [25] Statement Date	Net Contributions/ (Distributions) Since Last Cap Statement	Computed Market Value [26]	Economic Gain (Loss) [22]
OTHER ALTERNATIVE INVESTMENTS								
BROAD STREET REAL ESTATE CREDIT PARTNERS II Closing Date Sep,2013[12]	250,000 00	22,500 00 1,123 00	227,500 00	21,377 00	9,661 00 Mar 31, 2014	11,377 00	21,038 00	(339 00)
TOTAL ALTERNATIVE INVESTMENTS	**250,000.00**	**1,462,500.00** **1,123.00**	**227,500.00**				**1,493,651.50**	**32,274.50**

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,493,651.50**	**1,461,377.00** **1,462,500.00**	**32,274.50**	

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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

[22] Estimated using Net Asset Value (NAV), when available, or estimated as Computed Market Value minus adjusted Cost Basis

[25] Cash may be included

[26] This is based on Net Asset Value (NAV), when available, or estimated as total capital balance, when available plus any contributions and minus any distributions since the last capital statement

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES LORRE 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR & PRESIDENT 5.00	0.	0.	0.
WILLIAM PRADY 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
STEVEN GELON 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	SECRETARY/CFO 1.00	0.	0.	0.
NICOLE M. LORRE 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
ASA J. LORRE 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
ROBERT BRODER 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
JERRY CHAMALAS 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
TRISHA CARDOSO 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CHUCK LORRE FAMILY FOUNDATION C/O MANN GELON GLODNEY & AUGENSTEIN	**Enter filer's identifying number** Employer identification number (EIN) or 95-4769888
	Number, street, and room or suite no. If a P.O. box, see instructions. 1880 CENTURY PARK EAST, SUITE 950	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067	

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

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

- The books are in the care of ▶ MANN, GELON, GLODNEY & AUGENSTEIN 1880 CENTURY PARK EAST SUITE 950 - LOS ANGELES, CA 90067
  Telephone No. ▶ 310 277-3633 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until APRIL 15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year ______ or
▶ ☒ tax year beginning SEP 1, 2013, and ending AUG 31, 2014.

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 13,534.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,534.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 10,000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CHUCK LORRE FAMILY FOUNDATION C/O MANN GELON GLODNEY & AUGENSTEIN	Employer identification number (EIN) or 95-4769888
	Number, street, and room or suite no. If a P.O. box, see instructions. 1880 CENTURY PARK EAST, SUITE 950	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067	

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

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

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

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  Telephone No. ▶ 310 277-3633 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box .... ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until JULY 15, 2015 .

5 For calendar year ______ , or other tax year beginning SEP 1, 2013 , and ending AUG 31, 2014 .

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

7 State in detail why you need the extension

THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 13,534.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 13,534.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 4/1/15