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### Form 990-PF

### **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.

OMB No 1545-0052

Department of the Treasury Internal Revenue Service Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf For calendar year 2013 or tax year beginning NOV 1, 2013 . and ending OCT 31, 2014 Name of foundation A Employer identification number UPSTART FOUNDATION C/O SUZANNE MUSIKANTOW 36-4456462 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 145 CORTE MADERA TOWN CENTER 596 312-847-1580 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here CORTE MADERA, CA 94925-1209 G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: X Accrual F If the foundation is in a 60-month termination (from Part II, col (c), line 16) Other (specify) under section 507(b)(1)(B), check here 405,073. (Part I, column (d) must be on cash basis.) ▶\$ Part I Analysis of Revenue and Expenses (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) ) charitable purposes (cash basis only) expenses per books ıncome Contributions, gifts, grants, etc., received Check X if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 3 16,294. 16,294. STATEMENT Dividends and interest from securities 5a Gross rents b Net rental income or (loss) SCANNEL IN O 2 2015 3,267. 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 76,044. 3,267. 7 Capital gain net income (from Part IV, line 2) 2 9 2015 Net short-term capital gain Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income 19,561. 19,561. 0. 12 Total, Add lines 1 through 11 0. 0. 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 310. 0. 0. 310. 16a Legal fees STMT 2 STMT 3 2,650. Ô. 0. 2,650. **b** Accounting fees c Other professional fees 17 Interest STMT 4 28. 28 0 0. 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 7,431. 23 Other expenses STMT 5 7,393. 0. 38. Operating 24 Total operating and administrative 10,419. 7,421. 0 2,998. expenses. Add lines 13 through 23 36,500. 36,500. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 46,919. 7,421 0. 39,498. Add lines 24 and 25 27 Subtract line 26 from line 12: -27,358 a Excess of revenue over expenses and disbursements 12,140. b Net investment income (if negative, enter -0-) Ō. C Adjusted net income (if negative, enter -0-)

LHA For Paperwork Reduction Act Notice, see instructions

36-4456462

Page 2

| Cash - nonh-interest-bearing   3 / 7 / 651   9 / 48 / 58   9 / 48 / 9   9 / 48 / 48 / 9   9 / 48 / 9   9 / 48 / 9   9 / 48 / 9   9 / 48 / 9   9 /    | P          | art      | Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only | (a) Book Value                        | (b) Book Value                          | (c) Fair Market Value |
|--|------------|----------|--|---------------------------------------|---|-----------------------|
| 2 Swrings and temporary cash investments  3 Accounts receivable ▶  4. Pedagers receivable ▶  4. Pedagers receivable ▶  5. Grants receivable →  6. Receivablec due from officers, directors, rustlees, and other disqualified persons  7. Omnetes receivable →  8. Investments - U.S. and state government obligations  10 Investments - U.S. and state government obligations  11 Investments - U.S. and state government obligations  12 Investments - Corporals stock  6. Investments - Corporals stock  6. Investments - U.S. and state government obligations  11 Investments - U.S. and state government obligations  12 Investments - Corporals stock  6. Investments - U.S. and state government obligations  13 Investments - U.S. and state government obligations  14 Land, buildings, and equipment bases  15 Other assets (describe ▶  16 Total seases to no be completed by all files - see the instructions. Also, see page 1, term 1)  17 Accounts payable and accorptioned by all files - see the instructions. Also, see page 1, term 1)  18 Qualst payable  19 Deferred mereine  20 Loss bronders, exector, instition, and one decaratified persons  21 Total fliabilities and not seepable  22 Other tellibrate (electribe ▶  23 Total fliabilities 24 through 28 and flines 30 and 31.  Unrestructed  25 Temporary restricted  26 Ferrumentry restricted  27 Foundations that folion (FAS 117, check here ▶ IX)  28 Add mere 27 through 31  29 Capital states and not seepad (and component fund  20 Add (hours, Ivest principal oncome, andwoment, or other funds  37 Total fliabilities and not seepad (and component fund  37 Total rela assets or fund balances  31 Total fliabilities and not seepad (and principal oncome, andwoment, or other funds  30 Total set assets or fund balances  31 Total fliabilities and not seepad (and principal oncome, andwoment, or other funds  37 Total fliabilities and not seepad (and principal oncome, andwoment, or other funds)  30 Total set assets or fund balances  31 Total fliabilities and net seetlefund belances  31 Total fliabilities and net s  | _          | 1 4      |  |                                       |   | • •                   |
| Accounts receivable  |            | 1        | •  |                                       | 51 225                                  | 51 225                |
| Less allowance for doubtful accounts   Less allowance     |            | 1        | · · · ·  | 42,430.                               | 31,223.                                 | 31,223.               |
| Pledges necevable   Less allowance for doubth accounts   Script receivable   Recevables due from officers, directors, trustees, and other discussified persons   To doe note intrustreemable   Less. allowance for doubtful accounts   Less. allowance   Less. allowa    |            | 3        |  |                                       |   |                       |
| Less allowance for doubtul accounts    6 Grace receivable 6 Receivables due from officers, directors, fusicless, and other dequalified persons 7 their roles in the state section 1 the state of the sta |            | ١.       |  |                                       |   |                       |
| S Grants receivable 6 Recovables due from officers, directors, trustees, and other disqualified persons 7 One near soletes seezelle Less. allowance for doubtil accounts ►  10 Investments - U.S. and slate government obligations b Investments - Corporate stock STMT 6 195, 299. 191, 020. 234, 389.  10 Investments - Corporate stock Investments - Corporate shows 11 Investments - corporate bonds 11 Investments - other and seed stock 12 Investments - other and seed stock 13 Investments - other and seed stock 14 Land, bluidrings, and equipment base ►  15 Other assets (describle ► 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, stem 1)  17 Accounts payable and accrued expenses 18 Grants receives, invidee, and ended acqualitied persone 20 Less trained servers 20 Less trained servers 21 Investments - other and seed to the completed by all filers - see the instructions. Also, see page 1, stem 1)  18 Grants receives, and other acqualitied persone 20 Less trained servers 21 Lord Initiatives (describe ► 22 Other labelities (describe ► 23 Total liabilities (add into 17 through 22)  22 Other labelities (add into 17 through 22)  23 Total liabilities (add into 17 through 22)  24 Perturniced 25 Permannity restricted 26 Permannity restricted 27 Perturniced 28 Pedrain or capital surplus, or land, blidg., and equipment fund 29 Returned servers, success and every form of the seed o  |            | 4        |  |                                       |   |                       |
| Recovables due from officers, directors, fursites, and other disqualified persons  |            |          |  |                                       |   |                       |
| disqualified persons 7 Other anter serve than exercise Less, allowance for doubtful accounts Less, allowance for doubtful accounts SP Prepare depenses and deferred charges 10 Investments - U.S. and state government obligations b Investments - Corporate stock c Investments - Corporate   |            | 1        |  |                                       |   | <del></del>           |
| To the mate soft serversorbe Less, allowance for doubtful accounts be linestments - corporate stock c investments - corporate stock |            | 6        |  |                                       |   |                       |
| Less, allowance for doubtful accounts  |            |          | disqualified persons   |                                       |   |                       |
| 8 Inventories for sale or use 9 Prepad expenses and deferred charges 10s Investments - Corporate stock 10s Investments - Corporate stock 11st investments - Corporate stock 12st investments - Corporate stock 11st investments - Corporate stock 12st investments - Corporate stock 12st investments - Corporate stock 13st investments - Corporate stock 13st investments - Corporate stock 14st investments - Corporate stock 15st investments -  |            | 7        | Other notes and loans receivable   |                                       |   |                       |
| Prepared expenses and deferred charges   |            |          | Less, allowance for doubtful accounts  |                                       |   |                       |
| STMT 6   195,299   191,020   234,389   | ţ          | 8        | Inventories for sale or use  |                                       |   |                       |
| STMT 6   195,299   191,020   234,389   | SSe        | 9        | Prepaid expenses and deferred charges  |                                       |   |                       |
| c Investments - corporate bonds  11 Investments - bind, suidage, and equipment basis Less streamberts - control gage boans  12 Investments - mortgage boans  13 Investments - other mortgage boans  13 Investments - other mortgage boans  14 Land, buildings, and equipment basis ►  Less streamberd representa  15 Other assets (describe ►  16 Total assets (to be completed by all filters - see the instructions. Also, see page 1, tem 1)  17 Accounts payable and accrued expenses  18 Grants payable  19 Deferred revenue  21 Mortgages and other notes payable  22 Other fabilities (describe ►  23 Total fiabilities (add lines 17 through 22)  25 Total fiabilities (add lines 17 through 22)  26 Foundations that follow SFAS 117, check here and complete lines 24 through 28 and filters 30 and 31.  27 Capital stock, trust prenagal, or current funds  28 Pard-m or capital surplus, or land, blidg, and equipment fund  29 Retained earnings, accumulated income, endowment, or other funds  30 Total inet assets or fund balances  1 Total net assets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)  1 Total net assets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)  1 Total net assets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)  2 Earter amount from Part I, line Part  2 Earter amount from Part I, line Part  3 0 Capital control from Part I, line Part  4 Add lines 1,2, and 3  5 Decreases not included in line 2 (temize) ►  5 0 C.  | Ä          | 10a      | Investments - U.S. and state government obligations  |                                       |   |                       |
| 11 Investments - unit, buildings, and equipment, basis Less screenward oppositions 12 Investments - on Origage bans 13 Investments - on Origage bans 13 Investments - on Origage bans 14 Land, buildings, and equipment basis best screenward oppositions 15 Other assets (describe beset best on original basis best original basis basis best original basis basis best original basis basis basis basis basis best original basis  |            | Ь        | Investments - corporate stock STMT 6   | 195,299.                              | 191,020.                                | 234,389.              |
| Less streamblished desproaches   12   Investments - norting go loans   13   Investments - other   14   Land, buildings, and equipment basis   15   Other assets (describe   15   Other assets (describe   16   Total assets (to be completed by all hiers - see the instructions. Also, see page 1, item 1)   375,516   348,158   405,073   17   Accounts payable and accrued expenses   18   Grants payable and accrued expenses   18   Grants payable   19   Deferred revenue   19   Deferred revenue   19   Deferred revenue   10   Loans som officers, director, trustees, and other disqualified persons   12   Investments   14   Investments   15   Chief Robinities (describe   16   Total assets (add lines 17 through 22)   0   0   0   0   0   0   0   0   0  |            | c        | Investments - corporate bonds  |                                       |   |                       |
| Less streamblished desproaches   12   Investments - norting go loans   13   Investments - other   14   Land, buildings, and equipment basis   15   Other assets (describe   15   Other assets (describe   16   Total assets (to be completed by all hiers - see the instructions. Also, see page 1, item 1)   375,516   348,158   405,073   17   Accounts payable and accrued expenses   18   Grants payable and accrued expenses   18   Grants payable   19   Deferred revenue   19   Deferred revenue   19   Deferred revenue   10   Loans som officers, director, trustees, and other disqualified persons   12   Investments   14   Investments   15   Chief Robinities (describe   16   Total assets (add lines 17 through 22)   0   0   0   0   0   0   0   0   0  |            | 11       | investments - land, buildings, and equipment, basis  |                                       |   |                       |
| Investments - nortgage loans   13 Investments - other   109,970.   |            |          |  |                                       |   |                       |
| 13 Investments - other   STMT 7   90,108.   96,424.   109,970.     14 Land, buildings, and equipment basis   Less accinimitate dependation     15 Other assets (describe   )     16 Total assets (to be completed by all filters - see the instructions. Also, see page 1, item 1)   375,516.   348,158.     17 Accounts payable and accrued expenses       18 Grants payable and accrued expenses       19 Deferred revenue       20 Lears from officers, directors, trustees, and other disqualified persons       21 Mortgages and other notes payable       22 Other itabilities (describe   )       23 Total liabilities (add lines 17 through 22)   0.   0.     Foundations that follow SFAS 117, check here         24 Unrestricted       25 Temporarily restricted       Foundations that do not follow SFAS 117, check here           and complete lines 24 through 31       27 Capital stock, trust principal, or current funds   0.   0.     28 Retained earnings, accumulated income, endowment, or other funds   375, 516   348, 158.     30 Total net assets or fund balances   375, 516   348, 158.     Part III  |            | 12       |  |                                       |   | <del></del>           |
| to the saste (describe ► )  16 Total assets (to be completed by all titers - see the instructions. Also, see page 1, item 1)  17 Accounts payable and accrued expenses  18 Grants payable  19 Deferred revenue  20 Learns form officers, directors, frustees, and other disqualified persons  21 Mortgages and other notes payable  22 Other liabilities (describe ► )  23 Total liabilities (add lines 17 through 22)  24 Unrestricted  25 Temporarily restricted  26 Permanently restricted  27 Capital stock, trust principal, or current funds  28 Paid-in or capital surplus, or land, bldg., and equipment fund  29 Retained earnings, accumulated income, endowment, or other funds  375, 516. 348, 158.  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 Total net assets on funduald in line 2 (itemize) ► 3 0. 0. 4 0. 4 0. 4 0. 4 0. 4 0. 4 0. 4   |            | l        | am m =   | 90,108.                               | 96,424.                                 | 109,970.              |
| Less accumulated deprecation   Total classes (clescrible   16 Total assets (clescrible   17 Total assets (clescrible   18 Total assets (clescrible   19 Deferred revenue   10    |            | 14       |  | ·                                     |   | <del></del>           |
| 15 Other assets (describe ► 16 Total assets (to be completed by all hilers - see the instructions. Also, see page 1, item 1)  17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from offices, directors, frustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (add lines 17 through 22) 23 Total liabilities (add lines 17 through 22) 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted 28 Pard-in or capital surplus, or land, blidg, and equipment fund 29 Paid-in or capital surplus, or land, blidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances  1 Total liabilities and net assets/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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► 3 1 Oberreases not included in line 2 (itemize) ► 5 0 Decrease not include  |            | ` `      |  |                                       |   |                       |
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| 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  | _          | 17       |  | 3,3,0200                              |   |                       |
| 19 Deferred revenue 20 Loans from officers, directors, frustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe ►  23 Total liabilities (add lines 17 through 22)  Consider the strict of t  |            | 1        | · · · · · · · · · · · · · · · · · · ·  |                                       |   |                       |
| 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (add lines 17 through 22)  23 Total liabilities (add lines 17 through 22)  Conditions 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 26 Permanently restricted 27 Total stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 37 5, 51 6. 348, 158.  30 Total ret assets or fund balances 37 5, 51 6. 348, 158.  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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)  3 Concreases not included in line 2 (itemize)  5 Concreases not included in line 2 (itemize)  7 Concreases not included in line 2 (itemize)  8 Concreases not included in line 2 (itemize)  8 Concreases not included in line 2 (itemize)  8 Concreases not included in line 2  | <i>'</i> A | 1        | · ·  | +                                     |   |                       |
| 23 Total liabilities (add lines 17 through 22)  Poundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Permanently restricted 26 Permanently restricted 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 37 S, 516. 348, 158.  30 Total net assets or fund balances  375, 516. 348, 158.  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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)  Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)  5 O.  0 .  0 .  0 .  0 .  0 .  0 .  0 .   | ţį         | 1        | · · · · · · · · · · · · · · · · · · ·  |                                       | <del></del>                             | t                     |
| 23 Total liabilities (add lines 17 through 22)  Poundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Permanently restricted 26 Permanently restricted 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 37 S, 516. 348, 158.  30 Total net assets or fund balances  375, 516. 348, 158.  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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)  Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)  5 O.  0 .  0 .  0 .  0 .  0 .  0 .  0 .   | 喜          | ł        | · · · · · · · · · · · · · · · · · · ·  | · · · · · · · · · · · · · · · · · · · |   |                       |
| 23 Total liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  Unrestricted  25 Temporarily restricted  26 Permanently restricted  27 Capital stock, trust principal, or current funds  28 Paid-in or capital surplus, or land, bldg., and equipment fund  29 Retained earnings, accumulated income, endowment, or other funds  30 Total net assets or fund balances  31 Total liabilities and net assets/fund balances  375,516. 348,158.  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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)   3 Add ine 1, 2, and 3  5 Decreases not included in line 2 (itemize)   5 O.  0 .  0 .  0 .  0 .  3 Total liabilities (add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)   5 O.  0 .  0 .  0 .  0 .  0 .  3 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)  2 Add inneresses not included in line 2 (itemize)   5 O.  | Lia        | ſ        |  |                                       |   |                       |
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| 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 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 375,516. 348,158.  31 Total liabilities and net assets or fund balances 375,516. 348,158.  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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)   4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)   5 O.   |            | ,,       | Tatal liabilitian (add lungs 17 through 99)  | 0                                     | ا ۱                                     | '                     |
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| Unrestricted   25   Temporarily restricted   26   Permanently restricted   27   Foundations that do not follow SFAS 117, check here   X   and complete lines 27 through 31   27   Capital stock, trust principal, or current funds   0   |            |          | ·  |                                       |   |                       |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 375,516. 348,158. 30 Total net assets or fund balances 375,516. 348,158.  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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)   4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)   5 Oc.   | Ø          | ١.,      |  |                                       |   |                       |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 375,516. 348,158. 30 Total net assets or fund balances 375,516. 348,158.  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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)   4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)   5 Oc.   | ĕ          | ļ        |  |                                       |   |                       |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 375,516. 348,158. 30 Total net assets or fund balances 375,516. 348,158.  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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)   4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)   5 Oc.   | <u>a</u>   | 1        | · · · · · ·  |                                       |   |                       |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 375,516. 348,158. 30 Total net assets or fund balances 375,516. 348,158.  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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)   4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)   5 Oc.   | 9 P        | 26       | ·  |                                       |   |                       |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 375,516. 348,158. 30 Total net assets or fund balances 375,516. 348,158.  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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)   4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)   5 Oc.   | Š          | 1        | ·  |                                       |   |                       |
| 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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize)  5 Capital stock, stats principal, or clarification in the sequence i | ř          | <b> </b> | -  | _ [                                   | _                                       |                       |
| 31 Total liabilities and net assets/fund balances  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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 O.  | ţ          | 27       | · · · · · · · · · · · · · · · · · · ·  |                                       |   |                       |
| 31 Total liabilities and net assets/fund balances  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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 O.  | sse        | 28       | · _ · _ · · _ · _ · _ · _ · · _ · _  |                                       | • |                       |
| 31 Total liabilities and net assets/fund balances  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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 O.  | Ę          | 29       | Retained earnings, accumulated income, endowment, or other funds   |                                       |   |                       |
| 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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 O.   | Š          | 30       | Total net assets or fund balances  | 375,516.                              | 348,158.                                |                       |
| 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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 O.   |            |          |  |                                       |   |                       |
| 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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 O.  | _          | 31       | Total liabilities and net assets/fund balances   | 375,516.                              | 348,158.                                |                       |
| (must agree with end-of-year figure reported on prior year's return)1375,516.2 Enter amount from Part I, line 27a2-27,358.3 Other increases not included in line 2 (itemize)30.4 Add lines 1, 2, and 34348,158.5 Decreases not included in line 2 (itemize)50.   | P          | art      | III Analysis of Changes in Net Assets or Fund B  | alances                               |   |                       |
| (must agree with end-of-year figure reported on prior year's return)1375,516.2 Enter amount from Part I, line 27a2-27,358.3 Other increases not included in line 2 (itemize)30.4 Add lines 1, 2, and 34348,158.5 Decreases not included in line 2 (itemize)50.   | 1          | Tota     | net assets or fund balances at beginning of year - Part II, column (a). line                                   | 30                                    | - 1                                     |                       |
| 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 O.  |            |          |  |                                       | 1                                       | 375,516.              |
| 3 Other increases not included in line 2 (itemize) ► 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 O.   |            | •        |  |                                       | <del>   </del>                          | -27.358.              |
| 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 5 0.  |            |          |  |                                       | <del> </del> +                          |                       |
| 5 Decreases not included in line 2 (itemize) ▶   |            |          | · · · · · · · · · · · · · · · · · · ·  |                                       | <del></del>                             |                       |
|  |            |          |  |                                       | <del> </del> +                          |                       |
|  |            |          |  | olumn (b), line 30                    |   | ~ .                   |

| Part IV   Capital Gains a   | and Losses for Tax on I  | nvestmen                                | t Income                             |          |                                    |                       |                                | o 10 L                           |
|---|--|---|--------------------------------------|----------|------------------------------------|-----------------------|--------------------------------|----------------------------------|
| (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.)                            |  |   |                                      |          | w acquired<br>Purchase<br>Donation | (c) Date :<br>(mo., d | acquired<br>ay, yr.)           | (d) Date sold<br>(mo., day, yr.) |
| a PUBLICLY TRADED SECURITIES - ST   |  |   |                                      |          | P                                  |                       | -                              |                                  |
|   | b PUBLICLY TRADED SECURITIES - LT  |   |                                      |          |                                    |                       |                                |                                  |
| c CAPITAL GAINS I   | DIVIDENDS  |   |                                      |          |                                    |                       |                                |                                  |
| <u>d</u>  |  |   |                                      |          |                                    |                       |                                |                                  |
| <u>e</u>  | (f) Depreciation allowed   | (a) Cos                                 | st or other basis                    | <u> </u> |                                    | (h) G                 | aın or (loss)                  |                                  |
| (e) Gross sales price   | (or allowable)   |   | expense of sale                      |          |                                    |                       | s (f) minus (                  | g)                               |
| a 2,282.  |  |   | 2,04                                 |          |                                    |                       |                                | 239.                             |
| b 73,352.<br>c 410.   |  | ļ <u> </u>                              | 70,73                                | 4.       |                                    |                       |                                | 2,618.<br>410.                   |
| d 41U.  |  | <del> </del>                            |                                      |          | _                                  |                       |                                | 410.                             |
| e   |  | <del> </del>                            |                                      |          |                                    |                       |                                | <del> :-</del>                   |
|   | gain in column (h) and owned by  | the foundation                          | on 12/31/69                          |          | (1                                 | I) Gains (C           | ol. (h) gain i                 | minus                            |
| (i) F.M.V. as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69   | (k) E>                                  | cess of col. (1)<br>col. (j), if any |          |                                    | l. (k), but r         | not less than<br>(from col. (f | -0-) or                          |
| a   |  | <u> </u>                                |                                      | -        |                                    |                       |                                | 239.                             |
| b   |  |   |                                      | +        |                                    |                       |                                | 2,618.                           |
| С   |  | <b> </b>                                |                                      |          |                                    |                       |                                | 410.                             |
| d   |  |   |                                      |          |                                    |                       |                                |                                  |
| е   |  |   |                                      |          |                                    |                       |                                |                                  |
| 2 Capital gain net income or (net cap   | oital loss) { If gain, also enterest   | r in Part I, line<br>)- in Part I, line | 7<br>7                               | }        | 2                                  |                       |                                | 3,267.                           |
| Net short-term capital gain or (loss  | `  |   |                                      | $\Gamma$ |                                    |                       |                                |                                  |
| If gain, also enter in Part I, line 8, o  | •  | , ,                                     |                                      | <b>}</b> |                                    |                       | /-                             |                                  |
| If (loss), enter -0- in Part I, line 8  Part V   Qualification Ur   | nder Section 4940(e) for   | r Doducod                               | Toy on Not                           | 12212    | 3                                  |                       | N/A                            |                                  |
| f section 4940(d)(2) applies, leave thi  Was the foundation liable for the secti  f "Yes," the foundation does not qualif  Enter the appropriate amount in ea | on 4942 tax on the distributable an<br>y under section 4940(e). Do not co                                      | omplete this pa                         | rt.                                  |          |                                    |                       |                                | Yes X No                         |
| (a)   | (b)  | · · · · · · · · · · · · · · · · · · ·   |                                      | (c)      |                                    |                       | Dietale                        | (d)                              |
| Base period years<br>Calendar year (or tax year beginnin  | والمراجع وا | stributions                             | Net value of nor                     |          | able-use assets                    |                       | Distribi<br>(col. (b) divi     | ùtión ratio<br>ded by col. (c))  |
| 2012  |  | 39,467.                                 |                                      |          | 359,729                            |                       |                                | .109713                          |
| 2011  |  | 8,130.                                  |                                      |          | 387,244                            |                       |                                | .227583                          |
| 2010  |  | 0,157.                                  |                                      |          | 536,755                            |                       |                                | .056184                          |
| 2009<br>2008  |  | 3,500.<br>7,500.                        |                                      |          | 486,606<br>428,946                 |                       |                                | .048294                          |
| 2008  | . <u> </u>   | . 7 , 300 .                             | <del></del>                          |          | 120,540                            | +                     | -                              | •004111                          |
| 2 Total of line 1, column (d)   | and the second   |   | - h - H                              |          |                                    | 2                     |                                | .505885                          |
| 3 Average distribution ratio for the 5<br>the foundation has been in existen-   |  | on line 2 by 5,                         | or by the number                     | or year: | S                                  | 3                     |                                | .101177                          |
| Forter the net value of noncharitable   | e-use assets for 2013 from Part X,   | line 5                                  |                                      |          |                                    | 4                     |                                | 375,731.                         |
| 5 Multiply line 4 by line 3   |  |   |                                      |          |                                    | 5                     |                                | 38,015.                          |
|   |  |   |                                      |          |                                    |                       |                                |                                  |
| 6 Enter 1% of net investment income   | e (1% of Part I, line 27b)   |   |                                      |          |                                    | 6                     |                                | 121.                             |
| 7 Add lines 5 and 6   |  |   |                                      |          |                                    | 7                     |                                | 38,136.                          |
| 3 Enter qualifying distributions from   | ·  |   |                                      |          |                                    | 8                     | ·                              | 39,498.                          |
| If line 8 is equal to or greater than<br>See the Part VI instructions.  | line 7, check the box in Part VI, line   | e 1b, and comp                          | lete that part using                 | g a 1%   | tax rate.                          |                       |                                |                                  |
| 00504 40 40 40  |  |   |                                      |          |                                    |                       | E.                             | vm 000-DE (2012                  |

UPSTART FOUNDATION

| UPSTART FOUNDATION  |   |          |                     |   |
|---|---|----------|---------------------|---|
| Form 990-PF (2013) C/O SUZANNE MUSIKANTOW   | 36-4  | 456462   | <b>)</b>            | Page 4  |
| Part VI Excise Tax Based on Investment Income (Section 494)   | 0(a), 4940(b), 4940(e), or 4948 - s           | ee instr | uctio               | ns)   |
| 1a Exempt operating foundations described in section 4940(d)(2), check here  and el   | inter "N/A" on line 1.                        |          |                     |   |
| Date of ruling or determination letter: (attach copy of letter if nec   |   |          |                     |   |
| b Domostic foundations that meet the section 4940(e) requirements in Part V, check here   | ► X and enter 1%                              |          | 1                   | 21.   |
| of Part I, line 27b   |   |          |                     |   |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4%  | 6 of Part I, line 12, col. (b).               |          |                     |   |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Of  | thers enter -0-) 2                            |          |                     | 0.  |
| 3 Add lines 1 and 2   | 3   |          | $\overline{1}$      | 21.   |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. O                                       | Others enter -0-) 4                           |          |                     | 0.  |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-  | 5   |          | 1                   | 21.   |
| 6 Credits/Payments:   |   |          |                     |   |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013   | 6a   1.                                       |          |                     |   |
| b Exempt foreign organizations - tax withheld at source   | 6b  |          |                     |   |
| c Tax paid with application for extension of time to file (Form 8868)   | 6c  |          |                     |   |
| d Backup withholding erroneously withheld   | 6d  |          |                     |   |
| 7 Total credits and payments. Add lines 6a through 6d   | 7   |          | -                   | 1.  |
| 8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is atta  | iched 8                                       |          |                     |   |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed  | ▶ 9   |          | 1                   | 20.   |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | ▶ 10  |          |                     |   |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax  | Refunded ▶ 11                                 |          |                     |   |
| Part VII-A Statements Regarding Activities  |   |          |                     |   |
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legis                                 | slation or did it participate or intervene in |          | Yes                 |   |
| any political campaign?   |   | 1a       | <u> </u>            | X   |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purpos                          | ses (see instructions for the definition)?    | 15       |                     | X   |
| If the answer is "Yes" to $_{1a}$ or $_{1b}$ , attach a detailed description of the activities an                                   | nd 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                                      |   |          |                     |   |
| (1) On the foundation. > \$ (2) On foundation managers  |   |          |                     |   |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expendi                                     | iture tax imposed on foundation               |          |                     |   |
| managers. ► \$O.  |   |          |                     | - <u></u>   |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IF                                     | RS?   | 2        | —                   | X   |
| If "Yes," attach a detailed description of the activities.  |   | ŀ        |                     |   |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing in                                      | •   |          |                     | <u></u>   |
| bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change   |   | 3        | -                   | X   |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year                                       |   | 4a       | —                   | Х   |
| b If "Yes," has it filed a tax return on Form 990-T for this year?  | N/Z   | <u> </u> | ₩                   | \ <del>\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\</del> |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?                                    | ,   | 5        | —                   | Х   |
| If "Yes," attach the statement required by General Instruction T.   | Albana  |          |                     |   |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied er                                      | iller.  |          |                     |   |
| By language in the governing instrument, or   |   |          |                     |   |
| By state legislation that effectively amends the governing instrument so that no mandatory     The course is the course protection. | y directions that connict with the state law  |          | x                   |   |
| remain in the governing instrument?   | malata Dant II and Jahan Dant M.              | 6 7      | $\frac{\Lambda}{X}$ | ┼   |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," con                                     | npiete Part II, coi (c), and Part XV          |          | <del>  ^</del>      | ┼—  |
| On Enter the states to which the foundation reports or with which it is required for a restriction                                  | ane)  |          |                     |   |
| 8a Enter the states to which the foundation reports or with which it is registered (see instruction <b>IL</b>                       | mis) <b>-</b>                                 | <b>—</b> |                     |   |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Ai                                    | ttorney Canaral (or decignate)                | <b>—</b> |                     |   |
| of each state as required by General Instruction G? If "No," attach explanation   | morney deneral (or designate)                 | 86       | x                   | 1   |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of sei                                     | ortion 4942(1)(3) or 4942(1)(5) for calandar  | 00       | +                   | <del>                                     </del>  |
| vear 2013 or the taxable year heginning in 2013 (see instructions for Part XIV)? If "Yes " o  | •       | ١        |                     | x   |

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

C/O SUZANNE MUSIKANTOW

| Pa | rt VII-A     | Statements Regarding Activities (continued)   |                |         |                  |
|----|--------------|---|----------------|---------|------------------|
| 11 | At any time  | during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of                        |                |         |                  |
|    | section 512  | (b)(13)? If "Yes," attach schedule (see instructions)   | 11             | ]       | X                |
| 12 | Did the fou  | ndation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?   |                |         |                  |
|    |              | ich statement (see instructions)  | 12             | j       | Х                |
| 13 | Did the fou  | ndation comply with the public inspection requirements for its annual returns and exemption application?                          | 13             | Х       |                  |
|    |              | dress ► N/A   |                |         |                  |
| 14 | The books    | are in care of ► SUZANNE MUSIKANTOW Telephone no. ► 312-3   | 79-4           | 758     |                  |
|    | Located at   | ▶145 CORTE MADERA TOWN CTR # 596, CORTE MADERA, CA ZIP+4 ▶94  | 1925           | -12     | 09               |
| 15 | Section 494  | 17(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here   |                | <b></b> |                  |
|    | and enter tl | ne amount of tax-exempt interest received or accrued during the year  | N              | /A      |                  |
| 16 | At any time  | during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,                  |                | Yes     | No               |
|    | securities,  | or other financial account in a foreign country?  | 16             |         | X                |
|    | See the ins  | ructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign                    |                |         |                  |
|    | country      | <b>&gt;</b>   |                |         |                  |
| Pa | rt VII-B     | Statements Regarding Activities for Which Form 4720 May Be Required   |                |         |                  |
|    | File Form    | 4720 if any item is checked in the "Yes" column, unless an exception applies.   |                | Yes     | No               |
| 1a | During the   | year did the foundation (either directly or indirectly):  |                |         | 1                |
|    | (1) Engage   | e in the sale or exchange, or leasing of property with a disqualified person? Yes 🗶 No  |                |         | 4                |
|    | (2) Borrov   | money from, lend money to, or otherwise extend credit to (or accept it from)  |                |         |                  |
|    | a dısqı      | ralified person? Yes X No   |                |         |                  |
|    | (3) Furnisi  | n goods, services, or facilities to (or accept them from) a disqualified person?  |                | :       |                  |
|    | (4) Pay co   | mpensation to, or pay or reimburse the expenses of, a disqualified person? Yes 🗶 No   |                |         |                  |
|    | (5) Transfe  | er any income or assets to a disqualified person (or make any of either available   |                |         | ľ                |
|    | for the      | benefit or use of a disqualified person)?   |                |         | •                |
|    | (6) Agree    | o pay money or property to a government official? (Exception. Check "No"  |                |         |                  |
|    | if the fo    | oundation agreed to make a grant to or to employ the official for a period after  |                |         |                  |
|    | termin       | ation of government service, if terminating within 90 days.)  |                | ľ       |                  |
| b  | If any answ  | er 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             |         |                  |
|    | Organizatio  | ns relying on a current notice regarding disaster assistance check here   |                |         |                  |
| C  | Did the fou  | ndation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected              |                | _       | 1                |
|    | before the f | irst day of the tax year beginning in 2013?   | 10             |         | X                |
| 2  | Taxes on fa  | ilure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation             |                |         | t                |
|    |              | ection 4942(j)(3) or 4942(j)(5)):   |                |         |                  |
| а  | 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         |                | ŀ       |                  |
|    | before 2013  | Yes X No  |                |         |                  |
|    | •            | the years $\blacktriangleright$   |                |         |                  |
| b  |              | by years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect |                |         |                  |
|    |              | assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach           |                | ŀ       |                  |
|    |              | see instructions.) N/A  | 2b             |         | <del></del> ,    |
|    | _            | sions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.                       |                |         | ,                |
|    | <u> </u>     | ndation hold more than a 2% direct or indirect interest in any business enterprise at any time                                    |                |         |                  |
| 3a |              |   |                | l       |                  |
|    | during the   |   |                |         |                  |
| b  |              | it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after          |                |         |                  |
|    |              | 69; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose        |                |         |                  |
|    |              | acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,            |                |         |                  |
|    |              | N/A  N/A  | 3b             |         | - <del>V</del> - |
|    |              | indation invest during the year any amount in a manner that would jeopardize its charitable purposes?                             | 4a             |         | X                |
| Đ  |              | ndation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that       |                | ļ       |                  |
|    | nau not bee  | n removed from jeopardy before the first day of the tax year beginning in 2013?   | 4b             | ) DE    | X (0040)         |
|    |              | FO  | rm <b>99</b> 0 | ,-PF (  | (2013)           |

| 2        | Compensation of five highest-paid employees (other than those in | ncluded on line 1). if none,                                    | enter "NONE."    |   |  |
|----------|--|---|------------------|---|--|
|          | (a) Name and address of each employee paid more than \$50,000    | (b) Title, and average<br>hours per week<br>devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense<br>account, othe<br>allowances |
| _        | NONE   |   |                  |   |  |
| _        |  |   |                  |   |  |
| _        |  |   |                  | ,   |  |
| _        |  |   |                  |   |  |
| _        |  |   |                  |   |  |
| <u>_</u> | otal number of other employees paid over \$50,000                |   | .1               | <u> </u>  |  |

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| Five highest-paid independent contractors for professional services. If none, en   | ter "NONE."         |                  |             |
|--|---------------------|------------------|-------------|
| (a) Name and address of each person paid more than \$50,000  | (b) Type of service | (c) Com          | pensation   |
| NONE   |                     |                  |             |
|  |                     |                  |             |
|  |                     |                  |             |
|  |                     |                  |             |
|  |                     |                  |             |
|  |                     |                  |             |
|  |                     |                  |             |
|  |                     |                  |             |
|  |                     |                  |             |
|  |                     |                  | <del></del> |
| otal number of others receiving over \$50,000 for professional services  Part IX-A   Summary of Direct Charitable Activities |                     | <u> </u>         | (           |
|  |                     | т                |             |
| List the foundation's four largest direct charitable activities during the tax year. Include relevant stat                   |                     | Expense          | S           |
|  | Oddiced, etc.       |                  |             |
| N/A  |                     | 4                |             |
|  |                     | <u> </u><br>     |             |
|  |                     | <del> </del>     |             |
|  |                     | 4                |             |
|  |                     | -                |             |
|  |                     | <del> </del>     |             |
|  | <del></del>         | 1                |             |
|  |                     | 1                |             |
|  |                     | <del> </del>     | _           |
|  |                     | 1                |             |
|  |                     | 1                |             |
| Part IX-B Summary of Program-Related Investments   |                     | <u></u>          |             |
| Describe the two largest program-related investments made by the foundation during the tax year c                            | n lines 1 and 2.    | Amount           |             |
| N/A  |                     |                  |             |
|  |                     | 1                |             |
|  |                     | 1                |             |
|  |                     | ]                |             |
|  |                     | ]                |             |
|  |                     |                  |             |
| All other program-related investments. See instructions.   |                     |                  |             |
| l  |                     | ]                |             |
|  |                     | 1                |             |
|  |                     | <u> </u>         |             |
| otal. Add lines 1 through 3  |                     | 1                | 0.          |
|  |                     | Form <b>990-</b> | DE /2012    |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) 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 328,124. b Average of monthly cash balances 1b 53,329. c Fair market value of all other assets 1c 381,453. d Total (add lines 1a, b, and c) 1d e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 381,453. Subtract line 2 from line 1d 3 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 5.722. 375,731. Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4 5 Minimum investment return. Enter 5% of line 5 18,787. 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.) 18,787. 1 Minimum investment return from Part X, line 6 121. Tax on investment income for 2013 from Part VI, line 5 2a Income tax for 2013. (This does not include the tax from Part VI.) 2b 121 Add lines 2a and 2b 2c 18,666. Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 5 18,666. Add lines 3 and 4 Deduction from distributable amount (see instructions) 6 0. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 7 18,666. Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 39,498 Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a Program-related investments - total from Part IX-B 1b 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: Suitability test (prior IRS approval required) 3a Cash distribution test (attach the required schedule) 3Ь 39.498. Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 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 Adjusted qualifying distributions. Subtract line 5 from line 4 6 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

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4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| ,  | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013        |
|--|---------------|----------------------------|-------------|--------------------|
| 1 Distributable amount for 2013 from Part XI,  |               |                            |             |                    |
| line 7   | _             |                            |             | 18,666.            |
| 2 Undistributed income, if any, as of the end of 2013  | -             |                            |             |                    |
| a Enter amount for 2012 only   |               |                            | 0.          |                    |
| <b>b</b> Total for prior years:  |               |                            |             |                    |
| 5  |               | 0.                         | -           |                    |
| 3 Excess distributions carryover, if any, to 2013:   |               |                            |             |                    |
| a From 2008 27,500.<br>b From 2009 23,500.   |               |                            |             |                    |
| bFrom 2009 23,500.<br>cFrom 2010 30,607.   |               |                            |             |                    |
| dFrom 2011 69, 296.  |               |                            |             |                    |
| eFrom 2012 21, 911.  |               |                            |             |                    |
| f Total of lines 3a through e  | 172,814.      |                            |             |                    |
| 4 Qualifying distributions for 2013 from   | 172,011.      |                            |             |                    |
| Part XII, line 4: ►\$ 39, 498.   |               |                            |             |                    |
| a Applied to 2012, but not more than line 2a   |               |                            | 0.          |                    |
| b Applied to undistributed income of prior   | -             |                            |             | <u> </u>           |
| years (Election required - see instructions)   |               | 0.                         |             |                    |
| c Treated as distributions out of corpus   |               | -                          |             |                    |
| (Election required - see instructions)   | 0.            |                            |             |                    |
| d Applied to 2013 distributable amount   |               |                            |             | 18,666.            |
| e Remaining amount distributed out of corpus   | 20,832.       |                            |             |                    |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0.            |                            |             | 0.                 |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |                    |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 193,646.      |                            |             |                    |
| b Prior years' undistributed income. Subtract  | 173,040.      |                            |             |                    |
| line 4b from line 2b   |               | 0.                         |             |                    |
| c Enter the amount of prior years'   |               |                            |             |                    |
| undistributed income for which a notice of   |               |                            |             |                    |
| deficiency has been issued, or on which the section 4942(a) tax has been previously  |               |                            |             |                    |
| assessed   |               | 0.                         |             |                    |
| d Subtract line 6c from line 6b. Taxable   |               |                            |             |                    |
| amount - see instructions  |               | 0.                         |             |                    |
| e Undistributed income for 2012. Subtract line   |               |                            |             |                    |
| 4a from line 2a. Taxable amount - see instr.   |               |                            | 0.          |                    |
| f Undistributed income for 2013. Subtract  |               |                            |             |                    |
| lines 4d and 5 from line 1. This amount must   |               |                            |             |                    |
| be distributed in 2014   |               |                            |             | 0.                 |
| 7 Amounts treated as distributions out of  |               |                            |             |                    |
| corpus to satisfy requirements imposed by  | ۱ ،           |                            |             |                    |
| section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |                    |
| 8 Excess distributions carryover from 2008   | 27,500.       |                            |             |                    |
| not applied on line 5 or line 7  9 Excess distributions carryover to 2014.   | 27,300.       |                            |             |                    |
| Subtract lines 7 and 8 from line 6a  | 166,146.      |                            |             |                    |
| 10 Analysis of line 9.   |               |                            |             |                    |
| a Excess from 2009   23,500.   |               |                            |             |                    |
| b Excess from 2010 30,607.   |               |                            |             |                    |
| c Excess from 2011 69,296.   |               |                            |             |                    |
| d Excess from 2012 21,911.   |               |                            |             |                    |
| e Excess from 2013 20,832.   |               | ,                          |             |                    |
|  |               |                            |             | Form 000 DE (2012) |

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| Part XIV   Private Operating F   | oundations (see ins          | structions and Part VII               | ·A, question 9)           | N/A                         |                    |  |  |  |  |
|--|------------------------------|---------------------------------------|---------------------------|-----------------------------|--------------------|--|--|--|--|
| 1 a If the foundation has received a ruling of   |                              |                                       |                           |                             | <del></del>        |  |  |  |  |
| foundation, and the ruling is effective for  |                              |                                       | •                         |                             |                    |  |  |  |  |
| b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) |                              |                                       |                           |                             |                    |  |  |  |  |
| 2 a Enter the lesser of the adjusted net   | Tax year                     | · · · · · · · · · · · · · · · · · · · | Prior 3 years             |                             | <u> </u>           |  |  |  |  |
| income from Part I or the minimum  | (a) 2013                     | (b) 2012                              | (c) 2011                  | (d) 2010                    | (e) Total          |  |  |  |  |
| investment return from Part X for  | - <del></del>                |                                       |                           |                             |                    |  |  |  |  |
| each year listed   |                              |                                       |                           |                             |                    |  |  |  |  |
| <b>b</b> 85% of line 2a  | <del></del>                  | <del>_</del>                          |                           |                             | ·                  |  |  |  |  |
| c Qualifying distributions from Part XII,  |                              |                                       |                           | <del></del>                 |                    |  |  |  |  |
| 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   |                              |                                       |                           | <del> </del>                |                    |  |  |  |  |
| alternative test relied upon:  |                              |                                       |                           |                             |                    |  |  |  |  |
| a "Assets" alternative test - enter: (1) Value of all assets   |                              |                                       |                           |                             |                    |  |  |  |  |
| ` '  | <del></del>                  |                                       |                           |                             |                    |  |  |  |  |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i)  |                              |                                       |                           |                             |                    |  |  |  |  |
| b "Endowment" alternative test - enter<br>2/3 of minimum investment return   |                              |                                       |                           |                             |                    |  |  |  |  |
| shown in Part X, line 6 for each year listed   |                              |                                       |                           |                             |                    |  |  |  |  |
| c "Support" alternative test - enter:  |                              | <del>"</del>                          |                           |                             |                    |  |  |  |  |
| (1) Total support other than gross   |                              |                                       |                           |                             |                    |  |  |  |  |
| investment income (interest,   |                              |                                       |                           |                             |                    |  |  |  |  |
| dividends, rents, payments on<br>securities loans (section   |                              |                                       |                           |                             |                    |  |  |  |  |
| 512(a)(5)), or royalties)  |                              |                                       |                           | 1                           |                    |  |  |  |  |
| (2) Support from general public  |                              |                                       |                           |                             |                    |  |  |  |  |
| and 5 or more exempt<br>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 Info   |                              |                                       | if the foundation         | n had \$5,000 or m          | ore in assets      |  |  |  |  |
| at any time during t   | he year-see instr            | uctions.)                             |                           |                             |                    |  |  |  |  |
| 1 Information Regarding Foundatio  | n Managers:                  |                                       |                           |                             |                    |  |  |  |  |
| a List any managers of the foundation who  |                              |                                       | ributions received by th  | e foundation before the clo | se of any tax      |  |  |  |  |
| year (but only if they have contributed m  | iore than \$5,000). (See s   | ection 507(d)(2).)                    |                           |                             |                    |  |  |  |  |
| NONE   |                              |                                       |                           |                             | <del> </del>       |  |  |  |  |
| b List any managers of the foundation who other entity) of which the foundation has  |                              |                                       | or an equally large port  | ion of the ownership of a p | artnership or      |  |  |  |  |
| NONE   | •                            |                                       |                           |                             |                    |  |  |  |  |
| 2 Information Regarding Contributi   | on, Grant, Gift, Loan.       | Scholarship, etc., Pr                 | ograms:                   |                             |                    |  |  |  |  |
| Check here ► X if the foundation o   |                              |                                       |                           | not accept unsolicited requ | ests for funds. If |  |  |  |  |
| the foundation makes gifts, grants, etc.   |                              |                                       |                           |                             |                    |  |  |  |  |
| a The name, address, and telephone numl  | per or e-mail address of the | ne person to whom appli               | cations should be addre   | essed:                      |                    |  |  |  |  |
| , , , ,  |                              |                                       |                           |                             |                    |  |  |  |  |
| b The form in which applications should b  | e submitted and informat     | ion and materials they sh             | iould include:            |                             |                    |  |  |  |  |
| c Any submission deadlines:  |                              | · · · · · · · · · · · · · · · · · · · |                           |                             |                    |  |  |  |  |
| - Any submission deadines.   |                              |                                       |                           |                             |                    |  |  |  |  |
| d Any restrictions or limitations on awards  | s, such as by geographica    | l areas, charitable fields,           | kınds of institutions, or | other factors:              |                    |  |  |  |  |
|  |                              |                                       |                           |                             |                    |  |  |  |  |

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Part XV | Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Recipient  | If recipient is an individual.   |                      | <del>                                     </del> | -      |
|---|--|----------------------|--|--------|
| Name and address (home or business)   | show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation status of | Purpose of grant or contribution                 | Amount |
| a Paid during the year  | or substantial contributor   | recipient            |  |        |
|   |  |                      |  |        |
| CHICAGO FOUNDATION FOR WOMEN  LE. WACKER DRIVE, SUITE 1620 CHICAGO, IL 60601                | NONE   | PC                   | GENERAL  | 1 00   |
| ATCASO, ID 00001  |  |                      |  | 1,000  |
| INTERNATIONAL MUSEUM OF WOMEN<br>235 MONTGOMERY STREET, FLOOR 28<br>SAN FRANCISCO, CA 94108 | NONE   | PC                   | GENERAL  | 500    |
|   |  |                      |  |        |
| THE REPRESENTATION PROJECT  | NONE   | PC                   | GENERAL  |        |
| 437 ROSS, CA 94957  |  |                      |  | 10,000 |
| THE HUNGER PROJECT  | NONE   | PC                   | GENERAL  |        |
| 5 UNION SQUARE WEST<br>NEW YORK, NY 10003   |  |                      |  | 25,000 |
|   |  |                      |  |        |
|   |  |                      |  |        |
| Total   | <u> </u>   | <u></u>              | <b>▶</b> 3a                                      | 36,500 |
| b Approved for future payment   |  |                      |  |        |
| NONE  |  |                      |  |        |
|   |  |                      |  |        |
|   |  |                      |  |        |
|   |  |                      |  |        |
|   |  |                      |  |        |
|   |  |                      |  |        |
| Total   |  |                      | <b>▶</b> 3b                                      |        |

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

| Enter gross amounts unless otherwise indicated.                | Unrelated        | business income |               | by section 512, 513, or 514 | (e)               |
|--|------------------|-----------------|---------------|-----------------------------|-------------------|
|  | (a)              | (b)             | (C)<br>Exclu- | (d)                         | Related or exempt |
| 1 Program service revenue:                                     | Business<br>code | Amount          | sion<br>code  | Amount                      | function income   |
| a  |                  |                 |               |                             |                   |
| b  |                  |                 |               |                             |                   |
| С  |                  | -               |               |                             |                   |
| d  |                  |                 |               |                             |                   |
| e  |                  |                 |               |                             |                   |
| 1  |                  |                 |               |                             |                   |
| g Fees and contracts from government agencies                  |                  |                 |               |                             |                   |
| 2 Membership dues and assessments                              |                  |                 |               |                             |                   |
| 3 Interest on savings and temporary cash investments           |                  |                 |               |                             |                   |
| 4 Dividends and interest from securities                       |                  |                 | 14            | 16,294.                     |                   |
| 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           |                  |                 |               |                             | - <del>-</del>    |
| 7 Other investment income                                      |                  |                 |               |                             |                   |
| 8 Gain or (loss) from sales of assets other than inventory     |                  |                 | 18            | 3,267.                      |                   |
| 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.            | 19,561.                     | 0.                |
| 13 Total. Add line 12, columns (b), (d), and (e)               |                  |                 |               | 13                          | 19,561.           |
| (See worksheet in line 13 instructions to verify calculations. | )                |                 |               |                             |                   |

| Line No.<br>▼      | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accommodation's exempt purposes (other than by providing funds for such purposes). | plishment of             |
|--------------------|--|--------------------------|
|                    |  |                          |
|                    |  |                          |
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|                    |  |                          |
| 323621<br>10-10-13 |  | Form <b>990-PF</b> (2013 |

Yes No

Form 990-PF (2013) Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** 

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of

| the Cod           | de (other than section 501(c)  | )(3) organizations) or in se     | ection 52        | 27, relating to political orga        | nizations?                                       |   |                          |            | İ       |
|-------------------|--|----------------------------------|------------------|---------------------------------------|--|---|--------------------------|------------|---------|
| a Transfe         | ers from the reporting founda  | ation to a noncharitable ex      | empt or          | ganization of:                        |  |   |                          |            |         |
| (1) Ca            | sh   |                                  |                  |                                       |  |   | 1a(1)                    |            | X       |
| (2) Ot            | her assets   |                                  |                  |                                       |  |   | 1a(2)                    |            | X       |
| <b>b</b> Other t  | ransactions:   |                                  |                  |                                       |  |   |                          |            | ,       |
| (1) Sa            | les of assets to a noncharital   | ble exempt organization          |                  |                                       |  |   | 16(1)                    |            | X       |
| ( <b>2)</b> Pu    | irchases of assets from a noi  | ncharitable exempt organiz       | zation           |                                       |  |   | 1b(2)                    |            | X       |
| (3) Re            | ental of facilities, equipment, o  | or other assets                  |                  |                                       |  |   | 1b(3)                    |            | X       |
| (4) Re            | embursement arrangements   |                                  |                  |                                       |  |   | 1b(4)                    |            | X       |
| ( <b>5)</b> Lo    | ans or loan guarantees   |                                  |                  |                                       |  |   | 1b(5)                    |            | X       |
| (6) Pe            | rformance of services or me  | embership or fundraising s       | olicitatio       | ons                                   |  |   | 1b(6)                    |            | X       |
| c Sharing         | g of facilities, equipment, mai  | uling lists, other assets, or    | paid em          | nployees                              |  |   | 1c                       |            | X       |
| <b>d</b> If the a | nswer to any of the above is   | "Yes," complete the follows      | ing sche         | edule. Column (b) should al           | ways show the fa                                 | air market value of the goods, o        | ther asse                | ets,       |         |
| or serv           | ices given by the reporting fo   | oundation. If the foundatio      | n receiv         | ed less than fair market val          | ue in any transac                                | tion or sharing arrangement, sh         | iow in                   |            |         |
| column            | (d) the value of the goods, (  | other assets, or services re     | eceived.         |                                       |  |   |                          |            |         |
| a)Line no         | (b) Amount involved  | (c) Name of nonc                 | haritable        | e exempt organization                 | (d) Descrip                                      | otion of transfers, transactions, and s | haring arra              | angeme     | nts     |
|                   |  | ľ                                | A\V              |                                       |  |   |                          |            |         |
|                   | -  |                                  | •                |                                       |  |   |                          |            |         |
|                   |  |                                  |                  |                                       |  |   |                          |            |         |
|                   |  |                                  |                  |                                       |  |   |                          | •          |         |
|                   |  |                                  |                  | ···                                   |  |   |                          |            |         |
|                   |  |                                  |                  |                                       |  |   |                          |            |         |
|                   |  |                                  |                  |                                       |  |   |                          |            |         |
|                   |  |                                  |                  | •                                     |  |   |                          |            |         |
| 1                 |  | <del></del>                      |                  | •                                     |  |   |                          |            |         |
|                   |  |                                  |                  |                                       |  |   |                          |            |         |
|                   |  |                                  |                  |                                       | <u> </u>   |   |                          |            |         |
|                   | 5.5.   |                                  |                  |                                       |  |   |                          |            |         |
|                   |  |                                  | -                |                                       |  |   |                          |            |         |
|                   |  | <u> </u>                         |                  | · · · · · · · · · · · · · · · · · · · | į  | <del></del>                             |                          |            |         |
|                   |  |                                  |                  |                                       |  |   |                          |            |         |
|                   |  |                                  |                  |                                       |  |   |                          |            |         |
| 2a Is the f       | oundation directly or indirect   | tly affiliated with, or related  | to, one          | or more tax-exempt organ              | zations describe                                 | d .                                     |                          |            |         |
|                   | on 501(c) of the Code (other   |                                  |                  |                                       | .24.10110 40001120                               | _                                       | Yes                      | X          | ] No    |
|                   | complete the following sche  |                                  | 000              |                                       |  | <u> </u>                                | 00                       |            | , 110   |
| <b>U</b> 11 100,  | (a) Name of org  |                                  |                  | (b) Type of organization              | 1  | (c) Description of relationsh           | ID                       |            |         |
|                   | N/A  |                                  |                  | 1 7 7 7                               | <u> </u>   |   | <u> </u>                 |            |         |
|                   |  |                                  |                  | -                                     | <del></del>                                      |   |                          |            |         |
|                   |  |                                  |                  |                                       |  |   |                          |            |         |
|                   | <del></del>  | <del></del>                      |                  |                                       | <del>                                     </del> |   |                          |            |         |
|                   |  | <del></del> .                    |                  |                                       | <del>                                     </del> |   |                          |            |         |
| Un                | der penalties of perjury, I declare t  | that I have examined this return | ı, ıncludir      | ng accompanying schedules and         | I<br>statements, and to                          | the best of my knowledge                |                          |            | _       |
| Sign and          | der penalties of perjury, I declare to<br>d belief, it is true, correct, and com | nplete Declaration of preparer ( | oth <b>e</b> tha | n taxpayer) is based on all inform    | nation of which over                             | parer bas any ko owledge 7 C return     | the IRS di<br>n with the | prepar     | er      |
| Here              | MER.   | Munka                            | 1                | 15/18/19                              | URER   |   | vn below (:<br>Yes       | see ins    | No No   |
| S                 | ignature of officer or trustee   | Jumagar /                        |                  | Date                                  | Title  | L                                       | 7 162                    |            | J 140   |
|                   | Print Prype preparer's na  | me Den                           | arer's s         | ignature                              | Date   | Check If PTIN                           |                          |            |         |
|                   | , , , , , , , , , , , , , , ,  | 77                               | )                | 10                                    |  | self- employed                          |                          |            |         |
| Paid              | MAREK ROZO   | WICZ /                           | rasi             | 1 / Somite                            | 5-12-15  | · · ·                                   | 6160                     | 127        |         |
| Prepare           |  |                                  | -ww              | - Candonna                            | 12 /6-7 3  | Firm's EIN ► 42-07                      |                          |            |         |
| Use Onl           |  | TUDKET THE                       |                  | •                                     |  | FHINISEIN - 42-07                       | T#34                     | <b>.</b> J |         |
| J00 0111          | - L  | S. WACKER DE                     | 7 T T T          | , STE 800                             | -  |   |                          |            |         |
|                   |  | ICAGO, IL 60                     |                  |                                       |  | Phone no. 312-63                        | M = 2 A                  | 400        |         |
|                   | сп   | TCAGO, III 60                    | 7000             | ·                                     |  |   |                          |            | (0040)  |
|                   |  |                                  |                  |                                       |  | 101                                     | rm <b>990</b>            |            | (ZU IJ) |

| FORM 990-PF DIVIDENT                                       | DS AND INTER                             | EST FROM SECUR   | ITIES ST                          | PATEMENT 1   |
|--|--|--|-----------------------------------|--|
| GROSS AMOUNT   | CAPITAL<br>GAINS<br>DIVIDEND             | REVENUE  | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME                                    |
| CREDIT SUISSE -<br>DIVIDENDS 16,704                        | 4. 41                                    | .0. 16,294.  | 16,294.                           | 16,294.  |
| TO PART I, LINE 4 16,70                                    | 4. 41                                    | 16,294.  | 16,294.                           | 16,294.  |
| FORM 990-PF  | LEGAL                                    | FEES   | នា                                | FATEMENT 2   |
| DESCRIPTION  | (A)<br>EXPENSES<br>PER BOOKS             | (B)<br>NET INVEST-<br>MENT INCOME                      | (C)<br>ADJUSTED<br>NET INCOME     | (D)<br>CHARITABLE<br>PURPOSES                                    |
| LEGAL FEES   | 310.                                     | 0.   | 0.                                | 310.   |
| TO FM 990-PF, PG 1, LN 16A                                 | 310.                                     | 0.   | 0.                                | 310.   |
| FORM 990-PF  | ACCOUNTI                                 | NG FEES  | Si                                | гатемент 3   |
| DESCRIPTION  | (A)<br>EXPENSES                          | (B)  | (C)                               |  |
| DESCRIPTION  | PER BOOKS                                | NET INVEST-<br>MENT INCOME                             | ADJUSTED<br>NET INCOME            | (D)<br>CHARITABLE<br>PURPOSES                                    |
| ACCOUNTING FEES  |  | MENT INCOME  |                                   | CHARITABLE   |
| <del></del>  | PER BOOKS                                | MENT INCOME 0.   | NET INCOME                        | CHARITABLE PURPOSES  |
| ACCOUNTING FEES  | PER BOOKS 2,650.                         | MENT INCOME  0.  0.                                    | NET INCOME  0.  0.                | CHARITABLE PURPOSES  2,650.                                      |
| ACCOUNTING FEES TO FORM 990-PF, PG 1, LN 16B               | PER BOOKS 2,650. 2,650.                  | MENT INCOME  0.  0.                                    | NET INCOME  0.  0.                | CHARITABLE PURPOSES  2,650.  2,650.  TATEMENT 4                  |
| ACCOUNTING FEES  TO FORM 990-PF, PG 1, LN 16B  FORM 990-PF | PER BOOKS 2,650. 2,650. TAX (A) EXPENSES | MENT INCOME  0.  0.  ES  (B)  NET INVEST-  MENT INCOME | O.  O.  ST.  (C) ADJUSTED         | CHARITABLE PURPOSES  2,650.  2,650.  TATEMENT 4  (D)  CHARITABLE |

| FORM 990-PF   | OTHER                       | EXPENSES                           |        |   | SI             | ATEMENT  | 5                               |
|---|-----------------------------|------------------------------------|--------|---|----------------|--|---------------------------------|
| DESCRIPTION   | (A)<br>EXPENSES<br>PER BOOK |                                    | VEST-  | (C)<br>ADJUSTE<br>NET INCO  |                | (D)<br>CHARITAI<br>PURPOSI                             |                                 |
| INVESTMENT FEES ANNUAL FILING FEE REGISTRATION FEE  |                             | 3.<br>8.<br>0.                     | 7,393. |   | 0.<br>0.<br>0. |  | 0.<br>28.<br>10.                |
| TO FORM 990-PF, PG 1, LN 23   | 7,43                        | 1.                                 | 7,393. |   | 0.             |  | 38.                             |
| FORM 990-PF   | CORPOR                      | ATE STOCK                          |        |   | ST             | ATEMENT  | 6                               |
| DESCRIPTION   |                             |                                    | вос    | OK VALUE  | FA             | IR MARKE'<br>VALUE                                     | г                               |
| SEE ATTACHED  |                             |                                    | -      | 191,020.  |                | 234,38   | 89.                             |
| TOTAL TO FORM 990-PF, PART II   | , LINE 10                   | В                                  |        | 191,020.  |                | 234,38   | 89.                             |
| FORM 990-PF   | OTHER I                     | NVESTMENT:                         | S      |   | ST             | 'ATEMENT   | 7                               |
| DESCRIPTION   |                             | VALUATION<br>METHOD                | вос    | OK VALUE  | FA             | IR MARKE'<br>VALUE                                     | T                               |
| DREYFUS PREMIER INT'L VALUE F<br>EATON VANCE TAX MANAGED BUY W<br>MFS GOVT INCOME TR SH BEN INT<br>TORTOISE ENERGY INFRASTRUCTUR<br>ALPS ETF TR US EQUITY<br>ISHARES TR S&P PFD STK INDEX<br>POWERSHARES EXCHANGE - TRADED<br>UBS AG LONDON | RITE<br>LE CORP<br>FD       | COST COST COST COST COST COST COST |        | 6,956.<br>4,636.<br>3,924.<br>17,558.<br>7,342.<br>17,409.<br>9,113.<br>29,486. |                | 4,55<br>5,73<br>3,38<br>29,98<br>6,83<br>17,49<br>8,89 | 38.<br>81.<br>89.<br>31.<br>90. |
| TOTAL TO FORM 990-PF, PART II   | T TND 12                    |                                    |        | 96,424.   |                | 109,9  | 70                              |



### Managed Account Statement

Statement Period: 10/01/2014 - 10/31/2014

### **Portfolio Holdings**

| Opening Date  | Quantity    | Account<br>Number | Activity<br>Ending | Opening<br>Balance                           | Closing<br>Balance | Accrued<br>Income       | Income<br>This Year | 30- Day<br>Yield                           | Current<br>Yield |
|---|-------------|-------------------|--------------------|--|--------------------|-------------------------|---------------------|--|------------------|
| Cash, Money Funds, and Bank Deposits 13.00% of Po<br>Cash Balance | Bank Depo   | sits 13.00% of    | Portfolio          | 301.12                                       | 299.90             |                         |                     |  |                  |
| Money Market  |             |                   |                    |  |                    |                         |                     |  |                  |
| DREYFUS TREASURY PRIME INV SH<br>10/01/14 50,31                   | 1 370       | 0000007732        | 10/31/14           | 51,22909                                     | 50.311.37          | QU Q                    | 000                 | %00 U                                      | %00.0            |
| Total Money Market  |             |                   |                    | \$51,229.09                                  | \$50,311.37        | \$0.00                  | \$0.00              |  |                  |
| Total Cash, Money Funds, and Bank Deposits                        | s, and Bank | Deposits          |                    | \$51,530.21                                  | \$50,611.27        | \$0.00                  | \$0.00              |  |                  |
| Date Acquired   | Quantity    | Unit Cost         | Cost Bæis          | Market Price                                 | Market Value       | Unrealized<br>Gain/Loss |                     | Estimated Estimated<br>Annual Income Yield | stimated         |
| Equities 62.00% of Portfolio                                      | olio        |                   |                    |  |                    |                         |                     |  |                  |
| Common Stocks   |             |                   |                    |  |                    |                         |                     |  |                  |
| AIRCASTLE LTD SHS ISIN#BMG0219K1045 Dividend Option Cash          | G0219K1045  |                   | Security I         | Security Identifier: AVR<br>CUSIP: G0129K104 |                    |                         |                     |  |                  |
| 05/20/13  | 45 000      | 15.9120           | 716.05             | 19 0800                                      | 858.60             | 142.55                  |                     | 36.00                                      | 4 19%            |
| 05/21/13  | 000 06      | 15 8500           | 1,426 47           | 19 0800                                      | 1,717 20           | 290 73                  |                     | 72 00                                      | 4 19%            |
| 05/22/13  | 80 000      | 15 8090           | 1,264 73           | 19 0800                                      | 1,526 40           | 261 67                  |                     | 64 00                                      | 4.19%            |
| 05/23/13  | 28 000      | 15.8240           | 917 80             | 19 0800                                      | 1,106.64           | 188 84                  |                     | 46 40                                      | 4 19%            |
| 05/24/13  | 101.000     | 15.8990           | 1,605.75           | 19 0800                                      | 1,927.08           | 321.33                  |                     | 80.80                                      | 4 19%            |
| 05/28/13  | 60.000      | 15.8700           | 952.22             | 19 0800                                      | 1,144 80           | 192.58                  |                     | 48 00                                      | 4 19%            |
| Total Covered   | 434.000     |                   | 6,883.02           |  | 8,280.72           | 1,397.70                |                     | 347.20                                     |                  |
| Total   | 434.000     |                   | \$6,883.02         |  | \$8,280.72         | \$1,397.70              |                     | \$347.20                                   |                  |
| EATON CORP PLC SHS  |             |                   | Security           | Security Identifier: ETN                     |                    |                         |                     |  |                  |
| Dividend Option Cash  |             |                   | 8                  |  |                    |                         |                     |  |                  |
| 02/26/13  | 49.000      | 58.8520           | 2,883 73           | 68.3900                                      | 3,351.11           | 467.38                  |                     | 96.04                                      | 2.86%            |
| 04/01/13  | 80.000      | 60.6580           | 4,852 63           | 68 3900                                      | 5,471.20           | 618.57                  |                     | 156.80                                     | 2.86%            |
| 08/20/14  | 9.000       | 70 4380           | 352 19             | 68.3900                                      | 34195              | -10 24                  |                     | 08 6                                       | 2.86%            |
| Total Covered   | 134.000     |                   | 8,088.55           |  | 9,164.26           | 1,075.71                |                     | 262.64                                     |                  |
| Total   | 134.000     |                   | \$8,088.55         |  | \$9,164.26         | \$1,075.71              |                     | \$262.64                                   |                  |

Account Number:

# Portfolio Holdings (continued)

| Date Acquired   | Quantity    | Unit Cost | Cost Basis    | Market Price                                 | Market Value | Unrealized<br>Gain/Loss | Estimated Estimated<br>Annual Income Yield | stimated .<br>Yield |
|---|-------------|-----------|---------------|--|--------------|-------------------------|--|---------------------|
| Equities (continued)                                      |             |           |               |  |              |                         |  |                     |
| Common Stacks (cantinued)                                 |             |           |               |  |              |                         |  |                     |
| BANCO LATINAMERICANO DE COMERCIO                          | COMERCIO    |           | Securit       | Security Identifier: BLX                     |              |                         |  |                     |
| EXTERIOR 5 A CL E ISIN#PAP169941328 Dividend Option, Cash | 41328       |           |               | CUSIP. P16994132                             |              |                         |  |                     |
| 08/20/12  | 370 000     | 21 3820   | 7,911.34      | 33 6400                                      | 12,44680     | 4.53546                 | 518.00                                     | 4 16%               |
| 08/20/14  | 65 000      | 32 1190   | 2,087 75      | 33 6400                                      | 2,186.60     | 28.85                   | 9100                                       | 4.16%               |
| Total Covered   | 435.000     |           | 60'666'6      |  | 14,633.40    | 4,634.31                | 00.609                                     |                     |
| Total   | 435.000     |           | \$9,999.09    |  | \$14,633.40  | \$4,634.31              | \$609.00                                   |                     |
| AT&T INC COM  |             |           | Sect          | Security Identifier: T                       |              |                         |  |                     |
| Dividend Option: Cash                                     |             |           |               | CUSIP 00206R102                              |              |                         |  |                     |
| 08/20/12  | 190 000     | 36 8900   | 7,009.08      | 34.8400                                      | 6,619.60     | -389.48                 | 349.60                                     | 5 28%               |
| Dividend Option Cash                                      | MOO OC      |           | Securi<br>)   | Security Identifier: DD<br>CUSIP: 263534109  |              |                         |  |                     |
| 08/20/12  | 135.000     | 50.3680   | 6,799.68      | 69.1500                                      | 9,335.25     | 2,535.57                | 253.80                                     | 2.71%               |
| GANNETT COMPANY INC Dividend Option Cash                  |             |           | Securii<br>)  | Security Identifier: GCI<br>CUSIP: 364730101 |              |                         |  |                     |
| 02/21/13  | 410.000     | 19 7220   | 8,086 14      | 31,5000                                      | 12,915,00    | 4.82886                 | 328.00                                     | 2.53%               |
| 08/20/14  | 45 000      | 34 1960   | 1,538.84      | 31,5000                                      | 1,417.50     | -12134                  | 3600                                       | 2.53%               |
| Total Covered   | 455.000     |           | 9,624.98      |  | 14,332.50    | 4,707.52                | 364.00                                     |                     |
| Total   | 455.000     |           | \$9,624.98    |  | \$14,332.50  | \$4,707.52              | \$364.00                                   |                     |
| GENERAL ELECTRIC CO COM                                   |             |           | Secur         | Security Identifier: GE                      |              |                         |  |                     |
| Dividend Option Cash                                      |             |           | _             | CUSIP. 369604103                             |              |                         |  |                     |
| 02/06/13  | 290.000     | 22.4600   | 6,513.31      | 25.8100                                      | 7,484.90     | 971.59                  | 255.20                                     | 3.40%               |
| 08/20/14  | 92.000      | 26 3770   | 1,450.73      | 25.8100                                      | 1,419.55     | -31 18                  | 48 40                                      | 3 40%               |
| Total Covered   | 345.000     |           | 7,964.04      |  | 8,904.45     | 940.41                  | 303.60                                     |                     |
| Total   | 345.000     |           | \$7,964.04    |  | \$8,904.45   | \$940.41                | \$303.60                                   |                     |
| GENUINE PARTS CO Dividend Ontion: Cash                    |             |           | Security      | Security Identifier: GPC<br>CHSIP: 372460105 |              |                         |  |                     |
| 08/20/12  | 115.000     | 64.0580   | 7,366.63      | 97.0800                                      | 11,164.20    | 3,797.57                | 264.50                                     | 2 36%               |
| HERCULES TECHNOLOGY GROWTH CAP INC COM                    | WTH CAP INC | COM       | Security      | Security Identifier: HTGC                    |              |                         |  |                     |
| Dividend Option. Cash                                     |             |           |               | CUSIP. 427096508                             |              |                         |  |                     |
| 08/20/12  | 520.000     | 11.2700   | 5,860.36      | 15.7600                                      | 8,195.20     | 2,334.84                | 644.80                                     | 7.86%               |
| 08/20/14  | 20 000      | 15 7600   | 315.20        | 15.7600                                      | 315.20       | 0.00                    | 24.80                                      | 7.86%               |
| Total Covered   | 540.000     |           | 6,175.56      |  | 8,510.40     | 2,334.84                | 09.699                                     |                     |
| Total   | 540.000     |           | \$6,175.56    |  | \$8,510.40   | \$2,334.84              | \$669.60                                   |                     |
| HONEYWELL INTL INC COM Dividend Option. Cash              |             |           | Security<br>( | Security Identifier: HON<br>CUSIP: 438516106 |              |                         |  |                     |
| 08/20/12  | 115 000     | 59 4600   | 6,837.90      | 96.1200                                      | 11,053.80    | 4,215.90                | 238.05                                     | 2.15%               |
|   |             |           |               |  |              |                         | Page                                       | Page 4 of 17        |



### Managed Account

Statement

Statement Period: 10/01/2014 - 10/31/2014

# Portfolio Holdings (continued)

| Date Acquired   | Quantity           | Unit Cost | Cost Basis          | Market Price                                  | Market Value   | Unrealized<br>Gain/Loss | Estimated Estimated Annual Income Yeld | stimated<br>Yreld |
|---|--------------------|-----------|---------------------|---|--|-------------------------|--|-------------------|
| Equities (continued)  |                    |           |                     |   |  |                         |  |                   |
| Common Stocks (cantinued) HONEYWELL INT. INC. COM (continued) | )<br>A (continued) |           |                     |   |  |                         |  |                   |
| 09/20/12  | 40 000             | 60 6100   | 2.424.40            | 96.1200                                       | 3.844 80   | 1.420.40                | 82 80                                  | 2 15%             |
| Total Covered   | 155.000            |           | 9,262.30            |   | 14,898.60  | 5,636,30                | 320.85                                 | 2                 |
| Total   | 155.000            |           | \$9,262.30          |   | \$14,898.60  | \$5,636.30              | \$320.85                               |                   |
| KRAFT FOODS GROUP INC COM                                     | COM                |           | Security            | Security Identifier: KRFT                     |  |                         |  |                   |
| Dividend Option Cash  |                    |           |                     | CUSIF. 300/6Q106                              | ,  |                         |  |                   |
| 71/02/80  | 53 000             | 42 8010   | 2,268.43            | 56.3500                                       | 2,986.55   | 718.12                  | 116.60                                 | 3.30%             |
| 08/20/14  | 2 000              | 57.2600   | 286.30              | 56.3500                                       | 281 75   | -4.55                   | 11.00                                  | 3.90%             |
| Total Covered   | 58.000             |           | 2,554.73            |   | 3,268.30   | 713.57                  | 127.60                                 |                   |
| Total   | 58.000             |           | \$2,554.73          |   | \$3,268.30   | \$713.57                | \$127.60                               |                   |
| MICROCHIP TECHNOLOGY INC COM Dividend Option: Cash            | INC COM            |           | Security Io         | Security Identifier: MCHP<br>CUSIP: 595017104 |  |                         |  |                   |
| 08/20/12  | 160 000            | 33 2220   | 5 315 46            | 43 1100                                       | 6 897 60   | 1 582 14                | 21 077                                 | 2 200/            |
| 09/20/12  | 110.000            | 32 4800   | 2,572,63            | 42.1100                                       | 00:700,0   | FC 031 1                | 01 077                                 | 2000              |
| 05/20/12  | 35,000             | 32 4000   | 3,372.03            | 43.1100                                       | 1,742 10   | 17:501'1                | 130 86                                 | 3.30%             |
| 1 707/00  | 000 55             | 47.3300   | C7:400'I            | 43.1100                                       | 1,508.85   | -135.40                 | 48.81                                  | 3 30%             |
| Total Covered   | 305.000            |           | 10,552.54           |   | 13,148.55  | 2,596.01                | 434.93                                 |                   |
| Total   | 305.000            |           | \$10,552.54         |   | \$13,148.55  | \$2,596.01              | \$434.93                               |                   |
| NEWCASTLE INVT CORP NEW COM PAR \$0.01   Dividend Option Cash | EW COM PAR \$0.    | .01       | Security<br>Cl      | Security Identifier: NCT<br>CUSIP: 65105M603  |  |                         |  |                   |
| 05/14/13  | 71.000             | 45.2870   | 3,215.36            | 24.1500                                       | 1,714.65   | -1.500.71               | 170.40                                 | 9 93%             |
| 08/20/14  | 0 167              | 45 7110   | 7.62                | 24 1500                                       | 4.03   | -3.59                   | 0 40                                   | 9.93%             |
|   |                    |           | Your lot has been a | flusted due to a wash sa                      | lot has been adjusted due to a wash sale for more than one year. |                         |  |                   |
| 08/20/14  | 4.833              | 27.6000   | 133.40              | 24.1500                                       | 116.72   | -16.68                  | 11 60                                  | 9 93%             |
| Total Covered   | 76.000             |           | 3,356.38            |   | 1,835.40   | -1,520.98               | 182.40                                 |                   |
| Total   | 76.000             |           | \$3,356.38          |   | \$1,835.40   | -\$1,520.98             | \$182.40                               |                   |
| OLIN CORP NEW COM PAR \$1                                     | 181                |           | Security            | Security Identifier: OLN                      |  |                         |  |                   |
| 01/07/13  | 000 000            | 71 2460   | 10 450 52           | 007070  | 03 550 55  | 00 117                  | 0000                                   | ,000              |
| 00/20/12  | 10,000             | 72 4200   | 26.004,01           | 007676  | 00.//0,11  | 1,417.06                | 392.00                                 | 3 3070            |
| Total Covered   | 200.000            | 7.4300    | 10.734.82           | 0047.47                                       | 12,120.00  | 1,385.18                | 400.00                                 | 3 30%             |
| Total   | 500.000            |           | \$10,734.82         |   | \$12,120.00  | \$1,385,18              | \$400.00                               |                   |
| _   |                    |           |                     |   | •  | 1                       | Page                                   | Page 5 of 17      |

30001510CSF30024

# Portfolio Holdings (continued)

| Security Identifier: PFE   CLSP 717081103   11,990.00   2,246.80   | Date Acquired  | Quantity     | Unit Cost | Cost Basis    | Market Price                          | Markel Value | Unrealized<br>Gain/Loss | Estimated Estimated Annual Income Yield | timated .<br>Yield |  |
|--|--|--------------|-----------|---------------|---------------------------------------|--------------|-------------------------|---|--------------------|--|
| CLUSP   Tribitity   Tribity   Trib   | Equities (continued)   |              |           |               |                                       |              |                         |   |                    |  |
| ## 400 000   23 9390   5375 20   COSP   Tribing of Figure 11,990.00   2,404.89   416.00   416 | Common Stocks (continued)  |              |           |               |                                       |              |                         |   |                    |  |
| 1,0000   2,9380   9,575 20   1,98000   2,444 60   4,650   4,   | PFIZER INC COM<br>Dividend Option: Cash  |              |           | Securit       | y Identifier: PFE<br>JUSIP: 717081103 |              |                         |   |                    |  |
| 28.9070         578 14         29.950         20.85         20.85         20.85         20.85         20.85         20.85         20.85         20.85         20.85         20.85         20.85         44.85  |  | 400 000      | 23 9380   |               | 29.9500                               | 11.980.00    | 2,404,80                | 416.00                                  | 3.47%              |  |
| 10,153.34   12,519.00   2,425.66   436.60     20,153.34   12,519.00   2,425.66   436.60     20,133.34   24.20.00   3971.20   18.88   96.00     24,740   3,152.32   24.8200   3,723.00   18.88   96.00     24,740   3,172   3,4820   3,723.00   18.88   96.00     24,746   3,712   3,4820   3,723.00   18.89   96.00     24,746   3,712   3,4820   3,723.00   29.75   186.00     24,656   246.64   3,723.00   246.70      |  | 20.000       | 28.9070   | 578 14        | 29.9500                               | 599.00       | 20.86                   | 20.80                                   | 3.47%              |  |
| 24,745,56         \$2,725,66         \$43,680           24,740         Security Identifier: SVNC         1,888         96.00           24,740         3,922,32         24,8200         3,971,20         18.88         96.00           24,740         3,772,13         24,8200         3,971,20         18.88         96.00           24,740         3,772,13         24,8200         3,971,20         229.75         186.00           21,664,45         7,664,45         7,664,42         7,664,20         7,664,20         18.60           24,760         \$1,664,45         \$1,664,42         7,664,43         \$1,664,40         \$1,664,40         \$1,664,40         \$1,664,40         \$1,664,40         \$1,664,40         \$1,664,40         \$1,664,40         \$1,664,40         \$1,664,40         \$1,664,40         \$1,660,40  | Total Covered  | 420.000      |           | 10,153.34     |                                       | 12,579.00    | 2,425.66                | 436.80                                  |                    |  |
| Security Identifier. SVMC         3.977 20         1.888         96.00           24.7480         3.772.13         2.48200         3.977 20         18.88         96.00           24.7480         3.772.13         2.48200         3.977 20         29.75         3.186.00           5.7564.45         5.7564.45         5.7564.45         5.7564.45         5.7564.45         5.7564.45         5.7564.45         5.7564.45         5.7564.45         5.7564.20         29.77         5.7564.20         5.757.29         4.560.00         5.756.46         5.756.46         5.757.29         4.560.00         5.756.46         5.756.46         5.757.29         4.560.00         5.757.29         4.557.29         5.757.29         4.557.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29         5.757.29 <th co<="" td=""><td></td><td>420.000</td><td></td><td>\$10,153.34</td><td></td><td>\$12,579.00</td><td>\$2,425.66</td><td>\$436.80</td><td></td></th>  | <td></td> <td>420.000</td> <td></td> <td>\$10,153.34</td> <td></td> <td>\$12,579.00</td> <td>\$2,425.66</td> <td>\$436.80</td> <td></td> |              | 420.000   |               | \$10,153.34                           |              | \$12,579.00             | \$2,425.66                              | \$436.80           |  |
| 24 7020         3,972.20         3,971.20         18.88         96.00           24 7020         25,474.5         7,684.20         28.75         186.00           24 7480         3,171.3         24 8200         3,971.20         10.87         96.00           4 764.45         5 1,664.45         5 1564.20         52.9.75         \$186.00           4 5124,188.19         \$156,488.83         \$32,299.64         \$5,512.52           2 4560         24500         24500         246.70         1.41         1.25           2 4560         24500         246.70         246.70         1.41         1.25           2 4500         24500         246.70         246.70         1.23         1.25           2 4500         24500         246.70         246.70         1.23         1.25           2 4500         24500         246.70         246.70         1.23         1.25           2 4500         246.70         246.70         246.70         246.70         1.23         1.25           2 4500         246.70         246.70         246.70         246.70         246.70         246.70         246.70         246.70         246.70         246.70         246.70         246.70         246.  | SYMANTEC CORP<br>Dividend Option Cash  |              |           | Security (    | Identifier: SYMC<br>SUSIP: 871503108  |              |                         |   |                    |  |
| 24,1480         3,172,13         24,8200         3,733,00         10,87         90,00           51,24,189,19         \$1,564,45         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,564,48         \$1,540,29,54  | -  | 160 000      | 24 7020   | 3,952.32      | 24 8200                               | 3,971 20     | 18.88                   | 00 96                                   | 2.41%              |  |
| \$1,564,45         \$1,564,45         \$1,564,45         \$1,564,45         \$1,564,45         \$1,564,45         \$1,56,46         \$1,50,00  | 09/11/14   | 150 000      | 24.7480   | 3,712 13      | 24.8200                               | 3,723.00     | 10.87                   | 90.00                                   | 2.41%              |  |
| \$1,664,45         \$1,664,45         \$1,664,45         \$1,66,45         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66,00         \$1,66         \$1,62,00  | Total Covered  | 310.000      |           | 7,664.45      |                                       | 7,694.20     | 29.75                   | 186.00                                  |                    |  |
| 24,5650         246,70         246,70         246,70         1.05         1.250           24,5650         246,70         246,70         246,70         1.05         1.250           24,5650         24,570         246,70         246,70         1.05         1.250           24,5890         24,570         246,70         246,70         1.05         1.250           24,580         24,570         246,70         246,70         1.23         1.23         1.250           24,580         24,570         246,70         246,70         1.23         1.250         1.250           24,580         24,570         246,70         246,70         1.23         1.250         1.250           24,580         24,570         246,70         246,70         1.23         1.250         1.250           24,500         246,70         246,70         246,70         2.26         1.23         1.250           24,930         24,670         246,70         246,70         2.26         1.23         1.250           24,930         24,670         246,70         246,70         246,70         2.23         1.250           24,930         24,670         246,70         246,70         246,  |  | 310.000      |           | \$7,664.45    |                                       | \$7,694.20   | \$29.75                 | \$186.00                                |                    |  |
| 24,5650         245,65         24,670         246,70         1.05         1250           24,5650         245,65         24,670         246,70         1.05         12,50           24,5650         245,60         246,70         1233         1.08         6.25           24,580         245,60         246,70         141         12,50           24,580         245,70         246,70         141         12,50           24,590         245,70         246,70         141         12,50           24,590         245,70         246,70         123         12,50           24,590         246,70         246,70         123         12,50           24,3300         246,70         246,70         2,60         12,50           24,9300         246,70         246,70         2,60         12,50           24,9300         246,70         246,70         2,60         12,50           24,9300         246,70         246,70         2,60         12,50           24,9300         24,670         246,70         2,60         12,50           24,9300         24,670         246,70         1,20         12,50           24,530         24,670 <td< td=""><td>Total Common Stocks</td><td></td><td></td><td>\$124,189.19</td><td></td><td>\$156,488.83</td><td>\$32,299.64</td><td>\$5,512.52</td><td></td></td<>  | Total Common Stocks  |              |           | \$124,189.19  |                                       | \$156,488.83 | \$32,299.64             | \$5,512.52                              |                    |  |
| 24,5650         24,570         246,70         1.05         1.250           24,5650         24,570         246,70         1.05         1.250           24,5650         24,570         246,70         1.05         1.250           24,529         24,670         246,70         1.41         12.50           24,539         24,670         246,70         1.41         12.50           24,539         24,670         246,70         1.41         12.50           24,530         24,670         246,70         1.23         12.50           24,530         24,670         246,70         1.23         12.50           24,530         24,670         246,70         1.23         12.50           24,830         24,670         246,70         1.23         12.50           24,830         24,670         246,70         1.23         12.50           24,830         24,670         246,70         1.23         12.50           24,830         24,670         246,70         1.30         12.50           24,830         24,670         246,70         3.30         12.50           24,830         24,670         246,70         3.30         12.50   | Real Estate Investment Trusts  |              |           |               |                                       |              |                         |   |                    |  |
| 24,550         245,65         246,70         105         1250           24,550         24,570         246,70         105         1250           24,550         24,570         123.35         0.88         6.25           24,530         24,570         246,70         1.41         12.50           24,550         24,570         246,70         1.41         12.50           24,520         24,570         246,70         1.41         12.50           24,570         24,570         246,70         1.23         12.50           24,570         246,70         246,70         1.23         12.50           24,570         246,70         246,70         1.23         12.50           24,930         24,670         246,70         2.30         12.50           24,930         24,670         246,70         2.33         12.50           24,930         24,670         246,70         2.33         12.50           24,930         24,670         246,70         2.33         12.50           24,930         24,670         246,70         2.33         12.50           24,930         24,670         246,70         2.32         12.50   | AN HOMES 4 RENT PAI  | RT PFD SHS 0 | F.        | Security Iden | tifier: AMH PRA                       |              |                         |   |                    |  |
| 10,000         24,5650         245,66         24,670         246,70         . 1,65         12,50   | BEN INT SER A<br>Dividend Option Cash  |              |           |               | CUSIP: 02665T405                      |              |                         |   |                    |  |
| 24 4940         122.47         24.6700         123.35         0.88         6.25           24 5290         245.79         246.70         141         12.50           24 5390         245.70         246.70         141         12.50           24 5470         245.70         246.70         111         12.50           24 5470         245.70         246.70         246.70         12.70           24 5470         245.70         246.70         246.70         12.50           24 9300         246.70         246.70         2.80         12.50           24 9300         246.70         246.70         2.86         12.50           24 930         246.70         246.70         3.30         12.50           24 930         246.70         246.70         3.30         12.50           24 930         246.70         246.70         3.30         12.50           24 930         246.70         246.70         3.29         12.50           24 930         246.70         246.70         246.70         12.60         12.60           24 500         246.70         246.70         1.30         12.50           24 500         246.70         246.70   | -  | 10.000       | 24.5650   | 245.65        | 24.6700                               | 246.70       | 1.05                    | 12.50                                   | 2 06%              |  |
| 24 5290         24 6700         246.70         1.41         12.50           24 5290         24 570         24 670         141         12.50           24 5390         24 570         24 670         -3.01         12.50           24 9300         24 6700         24 670         -3.01         12.50           24 9300         24 6700         24 670         -2.67         -3.01         12.50           24 9300         24 6700         24 670         -2.67         -2.80         12.50           24 930         24 6700         24 670         -2.67         -2.80         12.50           24 930         24 6700         24 670         -2.80         12.50         12.50           24 9890         24 6700         24 670         -3.19         12.50         12.50           24 9890         24 6700         24 670         -3.29         12.50         12.50           24 9890         24 6700         24 670         -3.29         12.50         12.50           24 890         24 6700         24 670         24 670         12.60         12.60         12.50           24 570         24 570         24 670         24 670         1.20         12.50         12.50  |  | 2 000        | 24 4940   | 122.47        | 24.6700                               | 123.35       | 0.88                    | 6.25                                    | 2.06%              |  |
| 24,5590         245 59         24,6700         246,70         111         12,50           24,570         24,670         246,70         1,23         12,50           24,570         24,670         246,70         -3.01         12,50           24,971         24,670         246,70         -3.30         12,50           24,9030         24,670         246,70         -2.60         12,50           24,930         24,670         246,70         -2.33         12,50           24,930         24,670         246,70         -2.33         12,50           24,980         24,670         246,70         -3.39         12,50           24,980         24,670         246,70         -3.39         12,50           24,980         24,670         246,70         -3.29         12,50           24,980         24,670         246,70         -3.29         12,50           24,980         24,670         246,70         -1.99         12,50           24,980         24,670         246,70         -1.99         12,50           24,890         24,670         246,70         -1.99         12,50           24,500         24,500         24,670         24,670 <td></td> <td>10 000</td> <td>24 5290</td> <td>245.29</td> <td>24 6700</td> <td>246.70</td> <td>1,41</td> <td>12.50</td> <td>2.06%</td>   |  | 10 000       | 24 5290   | 245.29        | 24 6700                               | 246.70       | 1,41                    | 12.50                                   | 2.06%              |  |
| 24 5470         24 5700         246 70         1.23         12.50           24 9710         24 5700         246 70         3.01         12.50           24 9710         24 6700         246 70         3.01         12.50           24 9300         24 6700         246 70         -2.66         12.50           24,9330         24 6700         246 70         -2.66         12.50           24,9330         24 6700         246 70         -2.33         12.50           24,9330         24 6700         246 70         -3.39         12.50           24,9930         24 6700         246 70         -3.29         12.50           24,9930         24 6700         246 70         -3.29         12.50           24,9930         24 6700         246 70         -3.29         12.50           24,9930         24 6700         246 70         -3.29         12.50           24,9930         24 6700         246 70         -3.29         12.50           24,590         24 670         246 70         -1.99         12.50           24,500         24,500         246 70         -1.39         12.50           24,500         24,500         24,670         24,670   |  | 10.000       | 24.5590   | 245 59        | 24.6700                               | 246.70       | 111                     | 12.50                                   | 2.06%              |  |
| 24 9710         246 700         246 70         -3.01         12 50           25 0000         246 700         246 70         -3.01         12 50           24 9300         24 6700         246 70         -260         12 50           24 9300         24 6700         246 70         -260         12 50           24 9890         24 6700         246 70         -3.33         12 50           24 9890         24 6700         246 70         -3.29         12.50           24 9890         24 6700         246 70         -3.29         12.50           24 9890         24 6700         246 70         -3.29         12.50           24 9890         24 6700         246 70         -3.29         12.50           24 8690         24 6700         246 70         -3.29         12.50           24 8690         24 6700         246 70         -1.99         12.50           24 8690         24 6700         246 70         -1.99         12.50           24 8690         24 6700         246 70         -1.99         12.50           24 8690         24 6700         246 70         1.23         12.50           24 500         245.00         246.70         1.20 <td></td> <td>10 000</td> <td>24 5470</td> <td>245.47</td> <td>24.6700</td> <td>246 70</td> <td>1.23</td> <td>12.50</td> <td>2 06%</td>   |  | 10 000       | 24 5470   | 245.47        | 24.6700                               | 246 70       | 1.23                    | 12.50                                   | 2 06%              |  |
| 25 0000         250,00         24,6700         246,70         -3.30         12 50           24,930         24,670         246,70         -2.60         -1.50           24,930         24,670         246,70         -2.60         -1.50           24,930         24,670         246,70         -2.46         -2.46           24,980         24,670         246,70         -3.30         12.50           24,990         24,990         24,670         246,70         -3.29         12.50           24,990         24,890         24,670         246,70         -3.29         12.50           24,990         24,890         24,670         246,70         -3.29         12.50           24,990         24,670         246,70         -1.99         12.50           24,500         24,670         246,70         -1.99         12.50           24,500         24,670         246,70         -1.00         1.26           24,500         24,670         246,70         1.23         12.50           24,500         24,670         246,70         1.70         1.20           24,500         24,670         246,70         1.70         1.20           24,500   |  | 10 000       | 24 9710   | 249.71        | 24 6700                               | 246 70       | -3.01                   | 12 50                                   | 2.06%              |  |
| 24,930         246,700         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         246,70         3.30         12,50         1   |  | 10.000       | 25 0000   | 250.00        | 24.6700                               | 246.70       | -3.30                   | 12 50                                   | 2.06%              |  |
| 24,930         246,03         246,700         246,70  |  | 10.000       | 24.9300   | 249.30        | 24.6700                               | 246.70       | -2.60                   | 12.50                                   | 2.06%              |  |
| 24,989         24,6700         246.70         -319         12 50           25,000         24,670         246.70         -3.30         12.50           24,990         24,670         246.70         -3.29         12.50           24,990         24,990         24,670         246.70         -3.29         12.50           24,990         24,670         246.70         -3.29         12.50         12.50           24,990         24,670         246.70         -1.99         12.50         12.50           24,890         24,670         246.70         -1.99         12.50         12.50           24,530         24,670         246.70         1.70         12.50         12.50           24,500         24,670         246.70         1.70         12.50         12.50           24,500         24,670         246.70         1.70         12.50         12.50           24,500         24,670         246.70         1.70         12.50         12.50           24,500         24,500         24,670         246.70         1.70         12.50         12.50           24,514         24,510         24,670         24,670         1.56         12.50         12.50  |  | 10.000       | 24.9030   | 249.03        | 24.6700                               | 246.70       | -2.33                   | 12.50                                   | 2 06%              |  |
| 25,0000         246700         246700         24670         .3.30         12.50           24,990         24,990         24,670         24670         .3.29         12.50           24,990         24,980         24,670         24670         .3.29         12.50           24,990         24,670         246.70         .3.29         12.50           24,990         24,670         246.70         .1.99         12.50           24,530         24,670         246.70         1.40         12.50           24,500         24,670         246.70         1.23         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,514         24,510         24,670         1.56         12.50           24,514         24,514  |  | 10 000       | 24.9890   | 249 89        | 24.6700                               | 246.70       | -3 19                   | 12 50                                   | %90 \$             |  |
| 24,990         24670         24670         -329         12.50           24,990         24,670         24670         -3.19         12.50           24,990         24,670         246.70         -3.29         12.50           24,990         24,670         246.70         -1.99         12.50           24,530         24,670         246.70         -1.99         12.50           24,530         24,670         246.70         1.40         12.50           24,500         24,670         246.70         1.23         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.35         12.50           24,500         24,500         24,670         1.56         12.50           24,514         24,510         24,670         1.56         12.50   |  | 10.000       | 25.0000   | 250.00        | 24.6700                               | 246 70       | -3.30                   | 12.50                                   | 2 06%              |  |
| 24 9890         246700         246 70         -3.19         12.50           24,999         24,6700         246.70         -3.29         12.50           24,999         24,6700         246.70         -1.99         12.50           24,530         24,570         246.70         -1.99         12.50           24,530         24,670         246.70         1.40         12.50           24,500         24,670         246.70         1.23         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,500         24,670         246.70         1.70         12.50           24,514         24,514         24,670         246.70         1.56         12.50  |  | 10.000       | 24.9990   | 249 99        | 24 6700                               | 246 70       | -3 29                   | 12.50                                   | 2 06%              |  |
| 24,9990         24,6700         246,70         -3.29         12.50           24,8690         24,6700         246,70         -1.99         12.50           24,5300         24,6700         246,70         -1.99         12.50           24,530         24,6700         246,70         1.23         12.50           24,500         24,670         246,70         1.70         12.50           24,500         24,670         246,70         1.70         12.50           24,500         24,670         246,70         1.70         12.50           24,500         24,670         246,70         1.70         12.50           24,500         24,670         246,70         1.70         12.50           24,500         24,670         246,70         1.70         12.50           24,500         24,670         246,70         1.70         12.50           24,514         24,670         246,70         1.70         12.50           24,514         24,670         246,70         1.70         12.50  |  | 10.000       | 24 9890   | 249.89        | 24 6700                               | 246 70       | -3.19                   | 12.50                                   | 2 06%              |  |
| 24 8690         24,6700         246,70         -1.99         12.50           24,530         24,6700         246,70         1,40         12.50           24 5470         24,6700         246,70         1,23         12.50           24 5000         245,00         24,6700         246,70         1,70         12.50           24,5000         245,00         24,670         246,70         1,70         12.50           24,550         24,670         246,70         1,70         12.50           24,500         24,670         246,70         1,70         12.50           24,500         24,670         246,70         1,70         12.50           24,500         24,670         246,70         1,70         12.50           24,514         24,670         246,70         1,70         12.50           24,514         24,670         246,70         1,70         12.50   |  | 10.000       | 24.9990   | 249.99        | 24.6700                               | 246.70       | -3.29                   | 12.50                                   | 2.06%              |  |
| 24,530         24,670         246,70         1.40         12.50           24,530         24,670         246,70         1.23         12.50           24,570         24,670         246,70         1.70         12.50           24,500         24,670         24,670         246,70         1.70         12.50           24,500         24,670         24,670         246,70         1.35         12.50           24,500         24,670         246,70         1.70         12.50           24,514         24,670         246,70         1.70         12.50           24,514         245,14         24,670         246,70         1.56         12.50   |  | 10 000       | 24 8690   | 248 69        | 24.6700                               | 246.70       | -1.99                   | 12.50                                   | 2 06%              |  |
| 24 5470     246 70     1.23     12.50       24 5000     24.6700     246 70     1.70     12.50       24 5000     24.6700     246.70     1.70     12.50       24.5000     245.00     24.6700     246.70     1.35     12.50       24.5000     245.00     24.6700     246.70     1.70     12.50       24.5140     245.14     24.6700     246.70     1.56     12.50   |  | 10 000       | 24.5300   | 245.30        | 24.6700                               | 246.70       | 1.40                    | 12.50                                   | 2 06%              |  |
| 24 5000     245.00     24.6700     246.70     1.70     12 50       24,500     24,500     24,6700     246.70     1.70     12.50       24,500     24,500     24,6700     246.70     1.70     12.50       24,5140     245.14     24,6700     246.70     1.70     12.50       12 50     24,5140     24,6700     24,670     12.50   |  | 10 000       | 24 5470   | 245.47        | 24.6700                               | 246 70       | 1.23                    | 12.50                                   | 2.06%              |  |
| 24,500     245.00     24,670     246.70     1.70     12.50       24,535     246.70     246.70     1.35     12.50       24,500     245.00     246.70     1.70     12.50       24,514     24,570     246.70     1.56     12.50       Page 6  |  | 10 000       | 24 5000   | 245.00        | 24.6700                               | 246 70       | 1.70                    | 12 50                                   | 2.06%              |  |
| 24.5350     245.35     24.6700     246.70     1.55       24.5000     245.00     24.6700     246.70     1.70     1.250       24.5140     24.570     246.70     1.56     12.50       Page 6  |  | 10.000       | 24.5000   | 242.00        | 24.6700                               | 246.70       | 1.70                    | 12.50                                   | 2 06%              |  |
| 24,5000     245.00     24,6700     246.70     1.70     12.50       24,5140     24,514     24,570     24,570     1.56     12,50       Page (  |  | 10.000       | 24.5350   | 245.35        | 24.6700                               | 246.70       | 1.35                    | 12.50                                   | 2 06%              |  |
| 24,5140 245.14 24,6700 246.70 1.56 1.56 12.50 Page (   |  | 10 000       | 24.5000   | 242.00        | 24.6700                               | 246.70       | 1.70                    | 12 50                                   | 2.06%              |  |
| Page 6 of 17   |  | 10.000       | 24.5140   | 245.14        | 24 6700                               | 246 70       | 1.56                    | 12 50                                   | 2 06%              |  |
|  |  |              |           |               |                                       |              |                         | Page                                    | 6 of 17            |  |

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Account Number: UPSTART FOUNDATION

PAR-02 ROLL

B0001510CSF30024



### Managed Account

Statement

Statement Period: 10/01/2014 - 10/31/2014

# Portfolio Holdings (continued)

| Đ  | Quantity | Unit Cost   | Cost Basis          | Market Price                                 | Market Value  | Unrealized<br>Gain/Loss | Estimated Estimated<br>Annual Income Yield | Estimated<br>Yield |
|--|----------|-------------|---------------------|--|---|-------------------------|--|--------------------|
|  |          |             |                     |  |   |                         |  |                    |
| Real Estate Investment Trusts (continued)<br>AMERICAN HOMES 4 RENT PART PFD SHS OF | SOF      | (continued) |                     |  |   |                         |  |                    |
| 10 000   |          | 24 5400     | 245.40              | 24.6700                                      | 246.70  | 1.30                    | 12.50                                      | 2 06%              |
| 10 000   |          | 24 7700     | 247.70              | 24.6700                                      | 246.70  | -1.00                   | 12.50                                      | 2.06%              |
| 10 000   |          | 24 8000     | 248 00              | 24.6700                                      | 246.70  | -1.30                   | 12 50                                      | 2.06%              |
| 10.000   |          | 24.9720     | 249 72              | 24 6700                                      | 246 70  | -3.02                   | 12.50                                      | 2 06%              |
| 500  |          | 25.0000     | 125 00              | 24 6700                                      | 123.35  | -1.65                   | 6.25                                       | 2 06%              |
| 10 000   |          | 25 0000     | 250.00              | 24.6700                                      | 246.70  | -3.30                   | 12.50                                      | 2.06%              |
| 8 000  |          | 24 9050     | 199 24              | 24 6700                                      | 197 36  | -1.88                   | 10.00                                      | 2.06%              |
| 5 00   |          | 24.9500     | 124.75              | 24 6700                                      | 123 35  | -1.40                   | 6.25                                       | 2 06%              |
| 10 000   |          | 24.9490     | 249 49              | 24.6700                                      | 246.70  | -2.79                   | 12 50                                      | 2 06%              |
| 3.000  |          | 24.9900     | 74.97               | 24,6700                                      | 74.01   | 96:0-                   | 3.75                                       | 2.06%              |
| 5 000  |          | 24.9860     | 124 93              | 24.6700                                      | 123.35  | -1.58                   | 6.25                                       | 2 06%              |
| 301.000  | _        |             | 7,456.42            |  | 7,425.67  | -30.75                  | 376.25                                     |                    |
| 301.000  |          | :           | \$7,456.42          |  | \$7,425.67  | -\$30.75                | \$376.25                                   |                    |
|  |          |             | Security<br>CL      | Security Identifier: DLR<br>CUSIP: 253868103 |   |                         |  |                    |
| 5.000  |          | 63,6000     | 318.00              | 68.9900                                      | 344.95  | 26.95                   | 16.60                                      | 481%               |
|  |          |             | 182 day(s) added to | your holding period a                        | day(s) added to your holding period as a result of a wash sale. |                         |  |                    |
| 4.000  |          | 60.5530     | 242 21              | 68.9900                                      | 275 96  | 33.75                   | 13.28                                      | 4.81%              |
| 9 000  |          | 59.9780     | 359 87              | 68.9900                                      | 413.94  | 54.07                   | 19.92                                      | 4.81%              |
| 80 000   |          | 75.4700     | 6,037.63            | 68.9900                                      | 5,519 20  | -518 43                 | 265 60                                     | 4 81%              |
| 95.000   | 0        |             | 6,957.71            |  | 6,554.05  | -403.66                 | 315.40                                     |                    |
| 95.000   |          |             | \$6,957.71          |  | \$6,554.05  | -\$403.66               | \$315.40                                   |                    |
|  |          |             | Security<br>CL      | Security Identifier: EPR<br>CUSIP 26884U109  |   |                         |  |                    |
| 5 000  |          | 51.4160     | 257.08              | 56.1000                                      | 280.50  | 23.42                   | 17.10                                      | 6.09%              |
| 40.000   |          | 51 2530     | 2,050.13            | 56.1000                                      | 2,244 00  | 193.87                  | 136.80                                     | 6.09%              |
| 12000  |          | 51.1570     | 613.88              | 56.1000                                      | 673.20  | 59.32                   | 41 04                                      | %609               |
| Š  |          | 51 3150     | 1,539.45            | 56.1000                                      | 1,683.00  | 143.55                  | 102 60                                     | %609               |
| 50.000   |          | 50 6710     | 2,533 57            | 56 1000                                      | 2,805 00  | 27143                   | 171.00                                     | %60'9              |
| 30 000   |          | 49 7600     | 1,492 81            | 56 1000                                      | 1,683 00  | 190.19                  | 102.60                                     | %609               |
| 5 000  |          | 56.9000     | 284.50              | 56.1000                                      | 280.50  | -4.00                   | 17 10                                      | %60 9              |
|  |          |             |                     |  |   |                         | Pag  | Page 7 of 17       |
| ŧ  |          |             |                     |  |   |                         |  |                    |

Account Number: UPSTART FOUNDATION

PAR 02-ROLL

# Portfolio Holdings (continued)

| Equities (continued) Real Estate Investment Trusts (continued) EPR PPTYS COM SH BEN INT (continued) Total Covered 172.000 Total 172.000 HOSPITALITY PPTYS TR COM SH BEN INT Dividend Option: Cash 310.000 23 5240 | st Cost Basis | asis Market Price                            |                       | Market Value | Gain/Loss   | Annual Income | Yield  |
|---|---------------|--|-----------------------|--------------|-------------|---------------|--------|
| nonnued)  vestment Trusts (continued)  OM SH BEN INT (continued)  d 172.000  1 PPTYS TR COM SH BEN INT  on' Cash  |               |  |                       |              |             |               |        |
| oM SH BEN INT (continued) OM SH BEN INT (continued) d 172.000 172.000 I PPTYS TR COM SH BEN INT on' Cash  |               |  |                       |              |             |               |        |
| on SH BEN IN ( (2011)11269) d 172.000 172.000 f PPTYS TR COM SH BEN INT 310.000   |               |  |                       |              |             |               |        |
| 7 PPTYS TR COM SH BEN INT on Cash   | 8.771.42      | 1.42   |                       | 9,649.20     | 877.78      | 588.24        |        |
| TR COM SH BEN INT   | \$8,771.42    | 1.42   |                       | \$9,649.20   | \$877.78    | \$588.24      |        |
| 310.000   | ••            | Security Identifier: HPT CUSIP: 44106M102    | HPT<br>1102           |              |             |               |        |
| 00000   | 0 7.295 42    |  | 29 6100               | 9.179 10     | 1.883.68    | 09.709        | 6.61%  |
| 15.000  |               |  | 29.6100               | 444 15       | 2.41        | 29 40         | 6.61%  |
| vered 325.000   | •             |  |                       | 9,623.25     | 1,886.09    | 637.00        |        |
| Total 325.000   | \$7,737.16    | 7.16   | :                     | \$9,623.25   | \$1,886.09  | \$637.00      |        |
| INVESCO MORTGAGE CAPITAL INC COM Dividend Option: Cash  |               | Security Identifier: IVR<br>CUSIP: 46131B100 | : IVR<br>3100         |              |             |               |        |
| 05/14/13 260.000 19 9630  | 5,190.35      |  | 16 5400               | 4,300.40     | -889 95     | 520.00        | 12.09% |
| 08/20/14 25.000 17.3040   |               | 432.61 16.                                   | 16.5400               | 413.50       | -1911       | 20.00         | 12.09% |
| P   | 5,627         | 2.96   |                       | 4,713.90     | 90.606-     | 570.00        |        |
| Total 285.000   | \$5,622.96    | 2.96   | 7                     | \$4,713.90   | -\$909.06   | \$570.00      |        |
| LTC PROPERTIES INC Dividend Option: Cash  |               | Security Identifier: LTC<br>CUSIP: 502175102 | : LTC<br>5102         |              |             |               |        |
| 08/20/12 33.3920  | 5,676.57      |  | 41.9400               | 7,12980      | 1,453.23    | 346.80        | 4 86%  |
| NATIONAL HEALTH INVESTORS INC Dividend Option Cash  |               | Security Identifier: NHI<br>CUSIP: 63633D104 | NHI<br>3104           |              |             |               |        |
| 08/20/12 150 000 51 6920  | 1,753 78      |  | 65 9100               | 9,886 50     | 2,132.72    | 462 00        | 4 67%  |
| NEW RESIDENTIAL INVT CORP COM NEW Dividend Option. Cash   | ••            | Security Identifier: NRZ<br>CUSIP: 64828T201 | <b>NRZ</b><br>7201    |              |             |               |        |
| 215 000   | 2             |  | 12 3800               | 2,661.70     | -301.00     | 301 00        | 11 30% |
|   |               | 626 70 12                                    | 12 3800               | 619.00       | -7 70       | 20 00         | 11 30% |
|   | 3,589.40      | 3.40   |                       | 3,280.70     | -308.70     | 371.00        |        |
| Total 265.000   | \$3,586       | 9.40   |                       | \$3,280.70   | -\$308.70   | \$371.00      |        |
| OMEGA HEALTHCARE INVS INC COM Owdend Option Cash  |               | Security Identifier: OHI<br>CUSIP 681936100  | <b>OHI</b><br>5100    |              |             |               |        |
| 08/20/12 400 000 23.3660  | 9,346.52      |  | 38 1600               | 15,264 00    | 5,917.48    | 832 00        | 5.45%  |
| REALTY INCOME CORP COM Dividend Option: Cash  |               | Security Identifier: 0<br>CUSIP, 756109104   | e <b>r: O</b><br>9104 |              |             |               |        |
| 08/20/12 95.000 41.2490   |               |  | 46.0300               | 4,372.85     | 454.19      | 208.73        | 4.77%  |
| Total Real Estate Investment Trusts   | \$66,830.60   | 09.0   | **                    | \$77,899.92  | \$11,069.32 | \$4,707.42    |        |
| Total Equities  | \$191,019.79  | 9.79   | \$2                   | \$234,388.75 | \$43,368.96 | \$10,219.94   |        |

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B0001510CSF30024

Account Number. UPSTART FOUNDATION