See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning DEC 1, 2013 , and ending NOV 30, 2014

Name of foundation: FLORA L. THORNTON FOUNDATION

A Employer identification number: 95-3855595

Number and street (or P O box number if mail is not delivered to street address): ONE WILSHIRE BOULEVARD, SUITE 2000 | Room/suite

B Telephone number: 213-629-7657

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90017-3321

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 45,195,211.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	491.	491.		STATEMENT 1
	4 Dividends and interest from securities	443,523.	443,523.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	360,571.			
	b Gross sales price for all assets on line 6a 9,892,381.				
	7 Capital gain net income (from Part IV, line 2)		360,571.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	804,585.	804,585.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	86,507.	34,603.		51,904.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,929.	1,972.		2,957.
	16a Legal fees STMT 3	1,183.	0.		1,183.
	b Accounting fees STMT 4	34,200.	13,500.		13,500.
	c Other professional fees STMT 5	312,173.	312,173.		0.
	17 Interest				
	18 Taxes STMT 6	35,389.	6,082.		4,307.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,231.	0.		6,231.
	22 Printing and publications				
	23 Other expenses STMT 7	39,419.	19,584.		2,000.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	520,031.	387,914.		82,082.
	25 Contributions, gifts, grants paid	844,000.			844,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,364,031.	387,914.		926,082.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<559,446.>			
	b **Net investment income** (if negative, enter -0-)		416,671.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED NOV 24 2015 OGDEN, UT

SCANNED NOV 30 2015

323501 10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

07401110 756253 20021 2013.06010 FLORA L. THORNTON FOUNDATIO 20021__1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,056.	158.	158.
	2 Savings and temporary cash investments	558,317.	941,300.	941,300.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	865,952.	1,602,812.	1,681,543.
	b Investments - corporate stock STMT 9	8,923,595.	9,065,175.	11,292,451.
	c Investments - corporate bonds STMT 10	1,728,423.	1,980,528.	2,161,635.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	25,184,258.	23,112,182.	29,118,124.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	37,261,601.	36,702,155.	45,195,211.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,236,839.	4,236,839.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	33,024,762.	32,465,316.	
	30 **Total net assets or fund balances**	37,261,601.	36,702,155.	
	31 **Total liabilities and net assets/fund balances**	37,261,601.	36,702,155.	

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	37,261,601.
2	Enter amount from Part I, line 27a	2	<559,446.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	36,702,155.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,702,155.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE B GAINS ON SALES	P		
b SEE ATTACHED SCHEDULE B GAINS ON SALES	P		
c SEE ATTACHED SCHEDULE E LOSSES ON SALES	P		
d SEE ATTACHED SCHEDULE E LOSSES ON SALES	P		
e CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,931,459.		3,735,614.	1,195,845.
b	104,394.		61,157.	43,237.
c	4,688,944.		5,625,256.	<936,312.>
d	95,878.		109,783.	<13,905.>
e	71,706.			71,706.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,195,845.
b				43,237.
c				<936,312.>
d				<13,905.>
e				71,706.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 360,571.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,877,244.	41,986,996.	.044710
2011	1,879,001.	29,469,400.	.063761
2010	1,599,098.	27,047,568.	.059122
2009	6,171,879.	6,030,124.	1.023508
2008	2,702,610.	4,548,585.	.594165

2 **Total** of line 1, column (d)	2	1.785266
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.357053
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	44,137,071.
5 Multiply line 4 by line 3	5	15,759,274.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,167.
7 Add lines 5 and 6	7	15,763,441.
8 Enter qualifying distributions from Part XII, line 4	8	926,082.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,333.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	8,333.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	8,333.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 22,000.		
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	22,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	13,667.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 13,667. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ EDWARD A. LANDRY, CO-TRUSTEE Telephone no. ▶ 213-629-7600

Located at ▶ ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA ZIP+4 ▶ 90017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
If "Yes," list the years ▶ _____, _____, _____, _____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		86,507.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	44,060,120.
b	Average of monthly cash balances		1b	749,089.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	44,809,209.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	44,809,209.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	672,138.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	44,137,071.
6	**Minimum investment return.** Enter 5% of line 5		6	2,206,854.

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

1	Minimum investment return from Part X, line 6		1	2,206,854.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 8,333.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	8,333.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,198,521.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,198,521.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,198,521.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	926,082.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	926,082.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	926,082.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,198,521.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 2,477,965.				
b From 2009 6,144,705.				
c From 2010 468,640.				
d From 2011 470,983.				
e From 2012				
f **Total** of lines 3a through e	9,562,293.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 926,082.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				926,082.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	1,272,439.			1,272,439.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,289,854.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,205,526.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	7,084,328.			
10 Analysis of line 9:				
a Excess from 2009 6,144,705.				
b Excess from 2010 468,640.				
c Excess from 2011 470,983.				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

EDWARD A. LANDRY, 213-629-7600
ONE WILSHIRE BOULEVARD, SUITE 2000, LOS ANGELES, CA 90017

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

NO SPECIFIC FORM

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
AMERICAN YOUTH SYMPHONY 3424 WILSHIRE BLVD, #830 LOS ANGELES, CA 90010	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
ARTS HIGH FOUNDATION 5151 STATE UNIVERSITY DR LOS ANGELES, CA 90032	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	57,500.
BEAGLE FREEDOM PROJECT 4804 LAUREL CANYON BLVD, #534 VALLEY VILLAGE, CA 91607	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET, NW, STE 300 WASHINGTON, DC 20005	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
CHILDREN'S BUREAU 1910 MAGNOLIA AVE LOS ANGELES, CA 90007	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	844,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	491.	
4 Dividends and interest from securities			14	443,523.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	360,571.	
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.		804,585.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	804,585.

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

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee | Date 11-12-15 | ▶ Title TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARDS MATTHEWS		11/9/15		P00968951

Firm's name ▶ COLDWELL, SCLAFANI & COMPANY LLP — Firm's EIN ▶ 95-4184303

Firm's address ▶ 3239 NORTH VERDUGO ROAD GLENDALE, CA 91208-1633 — Phone no. (818) 249-2085

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOHENY EYE INSTITUTE 1450 SAN PABLO ST LOS ANGELES, CA 90033	NONE	501(C)(3)	MEDICAL RESEARCH	10,000.
DR SUSAN LOVE RESEARCH FOUNDATION 2811 WILSHIRE BLVD, #500 SANTA MONICA, CA 90403	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	2,500.
FLINTRIDGE PREPARATORY SCHOOL 4543 CROWN AVE LA CANADA FLINTRIDGE, CA 91011	NONE	501(C)(3)	EDUCATION	1,000.
GIRL SCOUTS OF GREATER LOS ANGELES P.O. BOX 5046 NEW YORK, NY 10087	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	3,000.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	60,000.
HAMPSHIRE COLLEGE 893 WEST STREET AMHERST, MA 01002	NONE	501(C)(3)	EDUCATION	5,000.
HOBART SHAKESPEAREANS 900 S HOBART STREET LOS ANGELES, CA 90006	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
HEART OF LOS ANGELES 2701 WILSHIRE BLVD, STE 100 LOS ANGELES, CA 90057	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	20,000.
IYENGAR YOGA INSTITUTE OF LOS ANGELES 1835 S LA CIENEGA BLVD LOS ANGELES, CA 90035	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	3,000.
IYENGAR YOGA NATIONAL ASSOCIATION OF THE UNITED STATES P.O. BOX 538 SEATTLE, WA 98111	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	2,500.
Total from continuation sheets				721,500.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KCRW FOUNDATION 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
KUSC RADIO 1149 S HILL ST, STE H100 LOS ANGELES, CA 90015	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	20,000.
KADAMPA MEDITATION CENTER OF CALIFORNIA 1492 BLAKE AVE LOS ANGELES, CA 90031	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	500.
INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD, STE 980 LOS ANGELES, CA 90010	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
INNER CITY ARTS 720 KOHLER ST LOS ANGELES, CA 90021	NONE	501(C)(3)	COMMUNITY IMPROVEMENT COMMUNITY IMPROVEMENT	4,000.
LIBRARY FOUNDATION OF LOS ANGELES 630 W 5TH STREET LOS ANGELES, CA 90071	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
LOS ANGELES FILM FORUM 143 N COMMONWEALTH AVE LOS ANGELES, CA 90004	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	20,000.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	20,000.
LOS ANGELES MASTER CHORALE 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	15,000.
LOS ANGELES OPERA 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOS ANGELES PHILHARMONIC 111 S GRAND AVE LOS ANGELES, CA 90012	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
LOS ANGELES POLICE FOUNDATION 515 S FLOWER ST, #1680 LOS ANGELES, CA 90071	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
LOS ANGELES REGIONAL FOOD BANK 1734 E 41ST STREET LOS ANGELES, CA 90058	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
NATURAL HISTORY MUSEUM OF LOS ANGELES 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	65,000.
NEIGHBORHOOD MUSIC SCHOOL 358 S BOYLE AVE LOS ANGELES, CA 90033	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	3,000.
OPERA LEAGUE OF LOS ANGELES 135 N GRAND AVE, #327 LOS ANGELES, CA 90012	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	30,000.
PARISH OF ST MATTHEW 1031 BIENVENEDA AVE PACIFIC PALISADES, CA 90272	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	6,000.
PCI MEDIA IMPACT 777 UNITED NATIONS PLAZA, 5TH FLOOR NEW YORK, NY 10017	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	15,000.
PEACE CORPS PARTNERSHIP PROGRAM 1111 20TH ST, NW WASHINGTON, DC 20526	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
READING IS FUNDAMENTAL 1730 RHODE ISLAND AVE, NW, 11TH FLOOR WASHINGTON, DC 20036	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	20,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAINT MATTHEW'S PARISH SCHOOL 1031 BIENVENEDA AVE PACIFIC PALISADES, CA 90272	NONE	501(C)(3)	EDUCATION	15,000.
SAN FRANCISCO FILM SOCIETY 39 MESA ST, #110 SAN FRANCISCO, CA 94129	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	30,000.
SKIRBALL CULTURAL CENTER 2701 N SEPULVDA BLVD LOS ANGELES, CA 90049	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750518 DALLAS, TX 75275	NONE	501(C)(3)	EDUCATION	5,000.
SMAPA 14 S PARK ST, 2ND FLOOR MONTCLAIR, NJ 07042	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	3,500.
THE STANFORD FUND P.O. BOX 20466 STANFORD, CA 94039	NONE	501(C)(3)	EDUCATION	5,000.
STUDENTS RUN LA 5252 CREBS AVE TARZANA, CA 91356	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	11,000.
THE UCLA FOUNDATION 10920 WILSHIRE BLVD, #900 LOS ANGELES, CA 90024	''	501(C)(3)	EDUCATION	20,000.
TRUST FOR CONSERVATION INNOVATION 150 POST ST, #342 SAN FRANCISCO, CA 94108	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	6,000.
USC THORNTON SCHOOL OF MUSIC 840 W 34TH STREET LOS ANGELES, CA 90089	NONE	501(C)(3)	EDUCATION	65,500.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YOSEMITE CONSERVANCY 101 MONTGOMERY ST, #1700 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BEAGLE FREEDOM PROJECT

COMMUNITY IMPROVEMENT

COMMUNITY IMPROVEMENT

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	491.	491.	
TOTAL TO PART I, LINE 3	491.	491.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ABBOTT LABS	440.	0.	440.	440.	
ABBVIE INC.	1,154.	0.	1,154.	1,154.	
AETNA INC 1.5% DUE 11/15/17	487.	0.	487.	487.	
AMERICAN AIRLS GROUP	44.	0.	44.	44.	
AMERICAN EXPRESS 2.8% DUE 9/19/16	544.	0.	544.	544.	
AMERICAN INT'L GROUP	1,293.	0.	1,293.	1,293.	
AMERICAN INT'L GROUP	494.	0.	494.	494.	
AMERICAN INTL GROUP 3.375% DUE 8/15/20	1,183.	0.	1,183.	1,183.	
AMERICAN TOWER	544.	0.	544.	544.	
ANAHEUSSER-BUSCH 0.8% DUE 1/15/16	268.	0.	268.	268.	
ANAHEUSSER-BUSCH INBEV SA SPONS	180.	0.	180.	180.	
AON CORP	1,212.	0.	1,212.	1,212.	
APACHE CORP	1,406.	0.	1,406.	1,406.	
APPLE INC.	1,305.	0.	1,305.	1,305.	
APPLE INC. 1.0% DUE 5/3/18	294.	0.	294.	294.	
ARM HOLDINGS PLC	779.	0.	779.	779.	
ARTISAN INTERNATIONAL	7,553.	0.	7,553.	7,553.	
ASML HOLDING NV	844.	0.	844.	844.	
AVERY DENNISON CORP	1,067.	0.	1,067.	1,067.	
AVON PRODUCTS INC	857.	0.	857.	857.	
BANK OF AMERICA 2.0% DUE 1/11/18	420.	0.	420.	420.	

BANK OF AMERICA CORP	300.	0.	300.	300.
BARRICK GOLD CORP	240.	0.	240.	240.
BAXTER INTL 3.2$ DUE 1/15/23	93.	0.	93.	93.
BB&T BRH BKG 1.45% DUE 10/3/16	337.	0.	337.	337.
BERSHIIRE HATHAWAY 1.55% DUE 2/9/18	692.	0.	692.	692.
BLACKROCK INC	1,412.	0.	1,412.	1,412.
BRANDYWINE REALTY TR	549.	0.	549.	549.
BRISTOL MYERS 0.875% DUE 8/1/17	359.	0.	359.	359.
BRISTOL MYERS SQUIBB	1,627.	0.	1,627.	1,627.
BROOKFIELD ASSET MGMT	47.	0.	47.	47.
CA INC	3,715.	0.	3,715.	3,715.
CANADIAN NATIONAL RAILWAY	38.	0.	38.	38.
CANADIAN NATURAL RESOURCES	1,819.	0.	1,819.	1,819.
CANADIAN NATURAL RESOURCES	76.	0.	76.	76.
CANADIAN PACIFIC RAILWAY	368.	0.	368.	368.
CANADIAN PACIFIC RAILWAY	29.	0.	29.	29.
CENTURY LINK INC	3,233.	0.	3,233.	3,233.
CHARLES SCWAB CORP	947.	0.	947.	947.
CISCO SYSTEMS INC 5.5% DUE 2/22/16	1,042.	0.	1,042.	1,042.
CIT GROUP INC NEW	416.	0.	416.	416.
CITIGROUP INC 3.9% DUE 6/15/16	136.	0.	136.	136.
CITIGROUP INC NEW	135.	0.	135.	135.
COCA COLA CO	1,014.	0.	1,014.	1,014.
COMCAST CORP 3.6% DUE 3/1/24	807.	0.	807.	807.
COMCAST CORP 5.3% DUE 1/15/14	663.	0.	663.	663.
CONOCO PHILLIPS SR UNS GLOBAL 4.6% DUE 1/15/15	1,212.	0.	1,212.	1,212.
CORE LABORATORIES	8.	0.	8.	8.
COSTCO WHOLESALE 1.7% DUE 12/15/19	503.	0.	503.	503.
CROWN CASTLE INTL CORP	620.	0.	620.	620.
DELPHI AUTOMOTIVE PLC	308.	0.	308.	308.
DENBURY RESOURCES INC	640.	0.	640.	640.

DIRECT TV HLDG 3.5% DUE 3/1/16	1,123.	0.	1,123.	1,123.
ENSCO PLC	99.	0.	99.	99.
ENSIGN ENERGY SVCS INC	12.	0.	12.	12.
ENTERPRISE PRODUCT 1.25% DUE 8/13/15	106.	0.	106.	106.
FEDEX CORP	280.	0.	280.	280.
FHLMC 1.0 % DUE 06/29/17	815.	0.	815.	815.
FHLMC 3.0% DUE 05/01/27	963.	0.	963.	963.
FHLMC 5.0% DUE 7/15/14	888.	0.	888.	888.
FINANCIAL SELECT SECTOR SPDR	1,242.	0.	1,242.	1,242.
FINNING INTL LTD	11.	0.	11.	11.
FNMA 0.5% DUE 3/30/16	502.	0.	502.	502.
FNMA 0.625% DUE 10/30/14	191.	0.	191.	191.
FNMA POOL 190379 5.5% DUE 2/1/23	410.	0.	410.	410.
FNMA POOL 745418 5.5% DUE 4/1/36	1,367.	0.	1,367.	1,367.
FNMA POOL 889579 6.0% DUE 5/1/38	591.	0.	591.	591.
FNMA POOL AA7681 4.5% DUE 6/1/39	1,198.	0.	1,198.	1,198.
FNMA POOL AE3049 4.5% DUE 9/1/40	3,071.	0.	3,071.	3,071.
FNMA POOL AL1953 4.5% DUE 1/1/27	498.	0.	498.	498.
FORD MOTOR CO	789.	0.	789.	789.
GENERAL ELECTRIC CO 1.0%	686.	0.	686.	686.
GENERAL ELECTRIC CO 2.9% DUE 1/9/17	739.	0.	739.	739.
GENERAL MOTORS	3,113.	0.	3,113.	3,113.
GOLDMAN SACHS 5.25% DUE 7/27/21	2,363.	0.	2,363.	2,363.
GOLDMAN SACHS 6.15 DUE 4/1/18	759.	0.	759.	759.
GSMS2007-GG10	2,018.	0.	2,018.	2,018.
HARMAN INT'L INC	179.	0.	179.	179.
HARTFORD FINCS SVCS	2,437.	0.	2,437.	2,437.
HCP INC 2.625 % DUE 02/01/20	1,555.	0.	1,555.	1,555.
HOME DEPOT INC	1,112.	0.	1,112.	1,112.
IBM CORP 2.0% DUE 1/5/16	527.	0.	527.	527.
INGERSOLL- RAND COMPANY	770.	0.	770.	770.

INTERPUBLIC GROUP	414.	0.	414.	414.
INTERPUBLIC GROUP OF COS INC	1,705.	0.	1,705.	1,705.
INTRNATIONAL GAME TECH	387.	0.	387.	387.
ISHARES MSCI EMERGING MKTS	212.	0.	212.	212.
IVA INTERNATIONAL I	172,542.	71,259.	101,283.	101,283.
JP MORGAN CHASE & CO	984.	0.	984.	984.
JP MORGAN CHASE & CO	2,212.	0.	2,212.	2,212.
JP MORGAN CHASE 4.25 % DUE 10/15/20	211.	0.	211.	211.
JP MORGAN CHASE 5.15% DUE 10/1/15	1,685.	0.	1,685.	1,685.
KINDER MORGAN 3.95% DUE 9/1/220	857.	0.	857.	857.
LAS VEGAS SANDS	2,991.	0.	2,991.	2,991.
LOEWS CORP	398.	0.	398.	398.
LSI CORP	447.	0.	447.	447.
LYONDELL BASELL INDUSTRIES	1,560.	0.	1,560.	1,560.
MACYS INC	917.	0.	917.	917.
MANULIFE FINCIAL CORP	58.	0.	58.	58.
MERCK & CO INC 2.25% DUE 1/15/16	547.	0.	547.	547.
METLIFE INC SR UNS GLOBAL	1,133.	0.	1,133.	1,133.
MICROSOFT CORP	3,568.	0.	3,568.	3,568.
MKS INSTRUMENTS	650.	0.	650.	650.
MONSANTO COMPANY	2,152.	0.	2,152.	2,152.
MORGAN STANLEY PWM 150-423	75.	0.	75.	75.
NABORS INDUSTRIES LTD	19.	0.	19.	19.
NATIONAL OILWELL VARCO INC	2,084.	0.	2,084.	2,084.
NESTLE SPONSORED ADR	1,035.	0.	1,035.	1,035.
NIKE INC	1,762.	0.	1,762.	1,762.
NRG ENERGY INC	1,131.	0.	1,131.	1,131.
OCCIDENTAL PETROLEUM	1,380.	0.	1,380.	1,380.
OMNIOCOM GROUP INC. 3.625% DUE 5/1/22	1,891.	0.	1,891.	1,891.
ORACLE CORP	394.	0.	394.	394.
ORACLE CORP	1,224.	0.	1,224.	1,224.
ORKLA ADR	3,012.	0.	3,012.	3,012.
PACCAR INC	1,780.	0.	1,780.	1,780.

PENNYMAC MORTGAGE INVESTMENT	6,656.	0.	6,656.	6,656.
PFIZER INC	3,360.	0.	3,360.	3,360.
PHILLIPS 66	944.	0.	944.	944.
POTASH CORP	154.	0.	154.	154.
PRIVATEBANCORP INC	48.	0.	48.	48.
PRUDENTIAL FIN SERV 5.1% DUE 9/20/14	575.	0.	575.	575.
QUALCOMM INC	932.	0.	932.	932.
RABOBANK NEDER 3.375% DUE 1/119/17	852.	0.	852.	852.
REDWOOD TRUST	2,251.	0.	2,251.	2,251.
REINSURANCE GROUP	1,516.	0.	1,516.	1,516.
ROYAL BNK CANADA 1.150 % DUE 3/13/15	518.	0.	518.	518.
SANOFI - AVENTIS	2,477.	0.	2,477.	2,477.
SCHLUMBERGER LTD	711.	0.	711.	711.
SCHLUMBERGER LTD	151.	0.	151.	151.
SCHLUMBERGER LTD	2,368.	0.	2,368.	2,368.
SEADRILL	789.	0.	789.	789.
STARBUCKS CORP	754.	0.	754.	754.
SUNCOR ENERGY INC	215.	0.	215.	215.
TALISMAN ENERGY	45.	0.	45.	45.
TALISMAN ENERGY	3,291.	0.	3,291.	3,291.
TARGET CORP	1,352.	0.	1,352.	1,352.
TECK RESOURCES	55.	0.	55.	55.
TEMPLETON GLOBAL BD FD	70,907.	447.	70,460.	70,460.
TEMPLETON GLOBAL TOTAL RET	28,758.	0.	28,758.	28,758.
TENARIS SA	221.	0.	221.	221.
TERADYNE INC	698.	0.	698.	698.
TESORO PETROLEUM	751.	0.	751.	751.
TEVA PHARMACEUTICALS	3,517.	0.	3,517.	3,517.
THORNBURG DEVELOPING WORLD I	6,916.	0.	6,916.	6,916.
TOTAL CAPITAL SA 2.125% DUE 1/10/19	340.	0.	340.	340.
TOYOTA MOTOR CREDIT 1.375% DUE 1/10/18	594.	0.	594.	594.
TWENTY-FIRST CENTURY FOX	238.	0.	238.	238.
TWENTY-FIRST CENTURY FOX	302.	0.	302.	302.
UNILEVER N V COM	202.	0.	202.	202.
UNITED TECH CORP 6.125% DUE 2/1/19	1,066.	0.	1,066.	1,066.
UNITED TECHNOLOGIES	1,109.	0.	1,109.	1,109.

UNUMPROVIDENT CORP	2,217.	0.	2,217.	2,217.	
US TREASURY NOTE 0.25% DUE 10/31/15	819.	0.	819.	819.	
US TREASURY NOTE 1.0% DUE 3/31/17	212.	0.	212.	212.	
US TREASURY NOTE 1.0% DUE 5/31/17	550.	0.	550.	550.	
US TREASURY NOTE 1.0% DUE 5/31/18	450.	0.	450.	450.	
US TREASURY NOTE 1.25% DUE 9/30/15	469.	0.	469.	469.	
US TREASURY NOTE 1.25% DUE 9/30/15	1,125.	0.	1,125.	1,125.	
US TREASURY NOTE 1.75% DUE 5/15/23	4,113.	0.	4,113.	4,113.	
US TREASURY NOTE 2.375% DUE 10/31/14	653.	0.	653.	653.	
US TREASURY NOTE 2.375% DUE 11/15/19	214.	0.	214.	214.	
US TREASURY NOTE 3.125% DUE 5/15/19	2,375.	0.	2,375.	2,375.	
US TSY NOTE 1.25% DUE 10/31/18	656.	0.	656.	656.	
VANGUARD EMERGING MARKETS VIPERS	54,936.	0.	54,936.	54,936.	
VERIZON COMM INC 4.6% DUE 4/1/21	2,001.	0.	2,001.	2,001.	
VIACOM CL B	1,207.	0.	1,207.	1,207.	
VISA INC CLASS A	45.	0.	45.	45.	
VISA INC CLASS A	2,248.	0.	2,248.	2,248.	
WAL MART 0.6% DUE 4/11/16	106.	0.	106.	106.	
WATSON PHARM INC 1.8755% DUE 1/1/17	232.	0.	232.	232.	
WELLS FARGO CO 1.25% DUE 2/13/15	606.	0.	606.	606.	
WELLS FARGO CO 2.625% DUE 12/15/16	783.	0.	783.	783.	
WELLS FARGO CO 5.625% DUE 12/11/17	1,133.	0.	1,133.	1,133.	
WELLS FARGO COMPANY	1,508.	0.	1,508.	1,508.	
WHOLE FOODS MARKETS INC	540.	0.	540.	540.	
WILLIAMS COS	1,629.	0.	1,629.	1,629.	
WILLIS GROUP HOLDINGS PLC	344.	0.	344.	344.	
YUM BRANDS INC	744.	0.	744.	744.	
ZIONS BANCORP	97.	0.	97.	97.	
TO PART I, LINE 4	515,229.	71,706.	443,523.	443,523.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,183.	0.		1,183.
TO FM 990-PF, PG 1, LN 16A	1,183.	0.		1,183.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	34,200.	13,500.		13,500.
TO FORM 990-PF, PG 1, LN 16B	34,200.	13,500.		13,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	312,173.	312,173.		0.
TO FORM 990-PF, PG 1, LN 16C	312,173.	312,173.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	7,178.	2,871.		4,307.
FOREIGN TAXES WITHHELD	3,211.	3,211.		0.
FEDERAL EXCISE TAX	25,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	35,389.	6,082.		4,307.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	10,933.	0.		0.
DUES	2,000.	0.		2,000.
LOSSES FROM PASS-THROUGH ENTITIES	19,584.	19,584.		0.
INSURANCE	6,902.	0.		0.
TO FORM 990-PF, PG 1, LN 23	39,419.	19,584.		2,000.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	X		1,602,812.	1,681,543.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,602,812.	1,681,543.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,602,812.	1,681,543.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	9,065,175.	11,292,451.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,065,175.	11,292,451.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	1,980,528.	2,161,635.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,980,528.	2,161,635.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	11,490,017.	13,198,118.
OTHER INVESTMENTS	COST	11,622,165.	15,920,006.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,112,182.	29,118,124.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LANEY THORNTON ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
EDWARD A. LANDRY ONE WILSHIRE BLVD., SUTIE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
ELIZABETH THORNTON TROY ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
ERIC SMALL ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 10.00	0.	0.	0.
JENNIFER THORNTON WIELAND ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
CHARLES THORNTON III ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
KAY THORNBORG ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	EXECUTIVE DIRECTOR 40.00	86,507.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		86,507.	0.	0.

Flora L. Thornton Foundation
Schedule B
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Capital Gain Distribution				
12/16/2013	Templeton Global BD FD (MS PWM 891007-212)	$ 446.87	$ 0.00	$ 446.87
12/17/2013	IVA International I	71,259.30	0.00	71,259.30
	Total Capital Gain Distribution	**$ 71,706.17**	**$ 0.00**	**$ 71,706.17**
Sale				
12/2/2013	0.6666 Shares Allegion Pub LTD Co	$ 27.23	$ 16.36	$ 10.87
12/2/2013	113 Shares Hartford Financial Services (MS PWM 272-423)	4,039.67	3,376.67	663.00
12/2/2013	86 Shares Ingersoll-Rand Company 272 (MS PWM 272-423)	4,775.49	3,951.14	824.35
12/2/2013	440 Shares LSI Corp	3,551.21	3,183.18	368.03
12/2/2013	156 Shares Oracle Corporation	5,469.26	5,158.83	310.43
12/2/2013	144 Shares Pfizer Inc (MS PWM 272-423)	4,580.56	2,767.68	1,812.88
12/2/2013	116 Shares PrivateBanCorp Inc (MS PWM 272-423)	3,143.54	1,033.30	2,110.24
12/2/2013	28 Shares Teradyne, Inc.	473.75	452.10	21.65
12/2/2013	190 Shares Unumprovident Corp (MS PWM 272-423)	6,362.98	5,057.71	1,305.27

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
12/2/2013	65 Shares Willis Group Holdings PLC (MS 272-423)	$ 2,928.84	$ 2,240.87	$ 687.97
12/3/2013	193 Shares Allegion Pub LTD Co	8,306.78	4,737.26	3,569.52
12/3/2013	210 Shares AXA ADR REPR(MS 275-423)	5,329.70	2,710.40	2,619.30
12/3/2013	125 Shares BASF SE ADR(MS 275-423)	13,086.02	8,114.05	4,971.97
12/3/2013	130 Shares British Amern Tob Plc ADR(MS 275-423)	13,624.67	10,332.08	3,292.59
12/3/2013	125 Shares Brookfield Asset Mgnt CL A LTS(BAM)	4,789.55	3,786.41	1,003.14
12/3/2013	330 Shares Canadian National Railway Co(MS 275-423)	18,728.52	11,673.93	7,054.59
12/3/2013	165 Shares CDN PAC RLWAY(MS 275-423)	25,327.23	8,670.09	16,657.14
12/3/2013	55 Shares Core Laboratories(MS 275-423)	10,346.25	5,713.16	4,633.09
12/3/2013	110 Shares Diageo Spons ADR New(MS 275-423)	13,818.50	8,441.86	5,376.64
12/3/2013	250 Shares Eaton Corp PLC (MS PWM 275-423)	17,773.14	12,913.75	4,859.39

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
12/3/2013	210 Shares Ensco PLC CL A	$ 12,417.08	$ 12,329.54	$ 87.54
12/3/2013	300 Shares Ingersoll-Rand Company LTD (MS PWM 275-423)	16,789.65	7,982.90	8,806.75
12/3/2013	315 Shares Manulife Financial Corp(ms 275-423)	5,948.95	3,991.51	1,957.44
12/3/2013	325 Shares Nestle SA(MS 275-423)	23,302.09	18,066.40	5,235.69
12/3/2013	140 Shares Novartis AG USD (MS PWM 275-423)	10,997.26	7,930.17	3,067.09
12/3/2013	55 Shares Partnerre Limited(MS 275-423)	5,537.85	3,092.10	2,445.75
12/3/2013	640 Shares Potash Corp (MS PWM 275-423	20,351.64	19,440.77	910.87
12/3/2013	305 Shares Schlumberger LTD (MS PWM 275-423	26,722.38	14,427.33	12,295.05
12/3/2013	690 Shares Suncor Energy Inc (MS PWM 275-423)	24,375.20	17,490.77	6,884.43
12/3/2013	495 Shares Tenaris SA ADR(MS PWM 275-423)	21,712.30	14,775.95	6,936.35
12/3/2013	435 Shares UBS (MS PWM 275-423)	8,003.86	5,141.08	2,862.78

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
12/3/2013	350 Shares Unilever N V Com(MS 275-423)	$ 13,628.76	$ 10,352.65	$ 3,276.11
12/3/2013	130 Shares Visa Inc Class A (MS PWM 279-423)	26,258.24	9,499.66	16,758.58
12/4/2013	92 Shares Allegion Pub LTD Co	3,862.02	2,258.18	1,603.84
12/5/2013	0.6666 Shares Allegion Pub (MS 275)	27.27	13.64	13.63
12/16/2013	3,754 Shares LSI Corp	41,087.94	27,158.00	13,929.94
12/17/2013	624 Shares PMC Sierra Inc (MS PWM 272-423)	4,101.53	3,802.66	298.87
12/18/2013	410 Shares Nike Inc (MS PWM 279-423)	31,784.69	17,678.42	14,106.27
12/18/2013	277 Shares PMC Sierra Inc (MS PWM 272-423)	1,788.36	1,649.14	139.22
12/18/2013	415 Shares Salesforce Com (MS PWM 279-423)	21,669.05	13,911.39	7,757.66
12/18/2013	150 Shares Starbucks Corp (MS PWM 279-423)	11,496.59	4,796.70	6,699.89
12/19/2013	2,110 Shares LSI Corp	23,042.90	15,055.12	7,987.78
12/20/2013	1,153 Shares LSI Corp	12,636.31	7,835.33	4,800.98

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
12/23/2013	1,138 Shares LSI Corp	$ 12,483.64	$ 7,780.50	$ 4,703.14
12/30/2013	60 Shares PMC Sierra Inc (MS PWM 272-423)	386.13	330.81	55.32
12/31/2013	228 Shares PMC Sierra Inc (MS PWM 272-423)	1,470.18	1,259.21	210.97
1/13/2014	414 Shares PMC Sierra Inc (MS PWM 272-423)	2,647.48	2,270.32	377.16
1/14/2014	2,621 Shares LSI Corp	28,830.49	17,449.26	11,381.23
1/14/2014	1,234 Shares PMC Sierra Inc (MS PWM 272-423)	7,986.31	6,610.16	1,376.15
1/15/2014	403 Shares PMC Sierra Inc (MS PWM 272-423)	2,649.88	2,044.33	605.55
1/17/2014	10 Shares Biogen IDEC, Inc.(279-423)	2,975.34	1,777.19	1,198.15
1/17/2014	25 Shares Cerner Corp (MS PWM 279-423)	1,387.48	953.32	434.16
1/17/2014	50 Shares Facebook Inc (MS PWM 279-423)	2,825.32	1,717.40	1,107.92
1/17/2014	5 Shares Visa Inc Class A (MS PWM 279-423)	1,153.30	365.37	787.93

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
1/21/2014	304 Shares PrivateBanCorp Inc (MS PWM 272-423)	$ 9,182.07	$ 2,707.97	$ 6,474.10
1/22/2014	2,033 Shares PMC Sierra Inc (MS PWM 272-423)	13,540.56	11,381.71	2,158.85
1/24/2014	1,516 Shares LSI Corp	16,675.70	9,766.06	6,909.64
1/27/2014	301 Shares LSI Corp	3,313.95	1,925.92	1,388.03
1/29/2014	151 Shares Allegion Pub (MS 275)	7,258.50	3,089.34	4,169.16
1/29/2014	120 Shares AXA ADR REPR(MS 275-423)	3,145.14	1,533.60	1,611.54
1/29/2014	60 Shares BASF SE ADR(MS 275-423)	6,426.48	3,797.40	2,629.08
1/29/2014	235 Shares BHP Billiton LTD ADR (MS PWM 275-423)	14,971.93	14,765.80	206.13
1/29/2014	80 Shares Brookfield Asset Mgnt CL A LTS(BAM)	2,936.74	2,261.60	675.14
1/29/2014	190 Shares Canadian National Railway Co(MS 275-423)	9,858.92	7,910.22	1,948.70
1/29/2014	91 Shares CDN PAC RLWAY(MS 275-423)	13,233.89	5,744.43	7,489.46

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
1/29/2014	15 Shares Core Laboratories(MS 275-423)	$ 2,766.10	$ 1,565.40	$ 1,200.70
1/29/2014	75 Shares Diageo Spons ADR New(MS 275-423)	9,474.58	5,699.25	3,775.33
1/29/2014	188 Shares Eaton Corp PLC (MS PWM 275-423)	13,847.83	12,074.56	1,773.27
1/29/2014	25 Shares Finning Intl Ltd(MS 275-423)	594.97	560.84	34.13
1/29/2014	155 Shares Ingersoll-Rand Company LTD (MS PWM 275-423)	9,105.19	4,088.62	5,016.57
1/29/2014	160 Shares Manulife Financial Corp(ms 275-423)	2,930.60	1,975.27	955.33
1/29/2014	170 Shares Nestle SA(MS 275-423)	12,487.98	9,344.90	3,143.08
1/29/2014	80 Shares Novartis AG USD (MS PWM 275-423)	6,320.69	4,408.80	1,911.89
1/29/2014	30 Shares Partnerre Limited(MS 275-423)	2,928.24	1,667.40	1,260.84
1/29/2014	300 Shares Rio Tinto PLC SPONS ADR(MS PWM 275-423)	15,980.72	13,575.39	2,405.33
1/29/2014	177 Shares Schlumberger LTD (MS PWM 275-423	15,414.66	12,332.50	3,082.16

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
1/29/2014	450 Shares Suncor Energy Inc (MS PWM 275-423)	$ 14,581.23	$ 13,235.54	$ 1,345.69
1/29/2014	355 Shares Tenaris SA ADR(MS PWM 275-423)	15,386.32	10,513.26	4,873.06
1/29/2014	330 Shares UBS (MS PWM 275-423)	6,590.97	3,756.79	2,834.18
1/29/2014	200 Shares Unilever N V Com(MS 275-423)	7,633.86	6,097.11	1,536.75
1/31/2014	110 Shares Harman Intl Inc (MS 272-423)	11,405.24	4,110.48	7,294.76
1/31/2014	952 Shares PMC Sierra Inc (MS PWM 272-423)	6,188.65	5,670.19	518.46
2/3/2014	805 Shares Canadian Natural Resource (MS PWM 272-423)	26,236.26	25,048.95	1,187.31
2/5/2014	210 Shares Alexion Pharmaceuticals Inc (MS PWM 279-423)	32,606.45	9,710.21	22,896.24
2/12/2014	164 Shares Harman Intl Inc (MS 272-423)	17,227.92	6,446.07	10,781.85
2/12/2014	71 Shares Willis Group Holdings PLC (MS 272-423)	2,958.11	2,447.72	510.39
2/13/2014	62 Shares Aegon NV ADR	561.71	409.49	152.22

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
2/13/2014	226 Shares Willis Group Holdings PLC (MS 272-423)	$ 9,365.38	$ 7,806.40	$ 1,558.98
2/13/2014	153 Shares Willis Group Holdings PLC (MS 272-423)	6,346.66	5,282.00	1,064.66
2/14/2014	349 Shares Willis Group Holdings PLC (MS 272-423)	14,515.03	12,173.39	2,341.64
2/18/2014	271 Shares Willis Group Holdings PLC (MS 272-423)	11,249.99	9,910.23	1,339.76
2/19/2014	Pinehurst Institutional LTD	2,317,833.21	1,999,999.99	317,833.22
2/19/2014	160 Shares Willis Group Holdings PLC (MS 272-423)	6,666.42	6,271.79	394.63
2/20/2014	385 Shares ASML Holding NV (MS PWM 279-423)	34,222.32	17,367.30	16,855.02
2/20/2014	12 Shares Paccar Inc (MS PWM 272-423)	745.12	438.92	306.20
2/21/2014	80 Shares Paccar Inc (MS PWM 272-423)	4,976.55	2,926.14	2,050.41
3/6/2014	90 Shares Alexion Pharmaceuticals Inc (MS PWM 279-423)	15,459.54	4,161.52	11,298.02
3/6/2014	250 Shares Facebook Inc (MS PWM 279-423)	17,800.69	8,586.98	9,213.71

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
3/18/2014	30,000 Face Rabobank Neder 3.375% DUE: 01/19/17	$ 31,883.10	$ 30,546.90	$ 1,336.20
3/18/2014	35,000 Face WalMart 0600 16AP11	35,067.55	35,066.50	1.05
3/19/2014	254 Shares Teva Pharmaceuticals (MS PWM 272-423)	12,830.90	12,621.66	209.24
3/20/2014	15 Shares Priceline Com Inc (MS PWM 279-423)	19,444.17	6,799.18	12,644.99
3/20/2014	785 Shares Salesforce Com (MS PWM 279-423)	46,246.62	26,314.32	19,932.30
3/20/2014	165 Shares Ulta Salon Cos&Fragr Inc	17,204.64	14,204.06	3,000.58
4/1/2014	46 Shares Delphi Automotive PLC (MS PWM 272-423)	3,182.72	987.69	2,195.03
4/1/2014	180 Shares PrivateBanCorp Inc (MS PWM 272-423)	5,545.35	1,603.40	3,941.95
4/2/2014	156 Shares PrivateBanCorp Inc (MS PWM 272-423)	4,850.24	1,389.62	3,460.62
4/8/2014	137 Shares Sanofi-Aventis (MS PWM 272-423)	7,196.20	4,769.71	2,426.49
4/9/2014	677 Shares Sanofi-Aventis (MS PWM 272-423)	35,612.52	23,570.03	12,042.49

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
4/14/2014	400 Shares Ulta Salon Cos&Fragr Inc	$ 36,700.94	$ 34,434.08	$ 2,266.86
4/15/2014	314 Shares Centurylink Inc	10,661.82	9,972.89	688.93
4/17/2014	377 Shares Canadian Natural Resource (MS PWM 272-423)	15,176.70	10,628.95	4,547.75
4/22/2014	240 Shares ASML Holding NV (MS PWM 279-423)	19,669.74	10,826.37	8,843.37
4/25/2014	470 Shares Reinsurance Group Amer Inc (MS PWM 272-423)	35,675.41	28,884.18	6,791.23
5/1/2014	218 Shares Hartford Financial Services (MS PWM 272-423)	7,804.35	6,514.28	1,290.07
5/2/2014	38 Shares Hartford Financial Services (MS PWM 272-423)	1,374.25	1,135.52	238.73
5/5/2014	1,088 Shares Pfizer Inc (MS PWM 272-423)	34,061.91	20,911.36	13,150.55
5/6/2014	3,409 Shares LSI Corp	38,010.35	25,464.20	12,546.15
5/8/2014	471 Shares Metro AG Unspon ADR	3,589.13	3,457.94	131.19
5/15/2014	25,000 Face Prudential Fin Ser 5.1% DUE: 09/20/14	25,413.50	25,198.15	215.35

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
5/22/2014	29 Shares Centurylink Inc	$ 1,076.83	$ 921.06	$ 155.77
5/23/2014	122 Shares Centurylink Inc	4,541.94	3,874.82	667.12
6/1/2014	0.75 Shares NOW Inc	25.20	24.24	0.96
6/9/2014	363 Shares NOW Inc	12,432.36	11,543.45	888.91
6/11/2014	217 Shares Harman Intl Inc (MS 272-423)	23,304.15	9,675.67	13,628.48
6/19/2014	75 Shares Google Class C	40,698.45	22,907.07	17,791.38
6/19/2014	30 Shares Intuitive Surgical Inc (MS PWM 279-423)	12,178.02	9,801.87	2,376.15
6/19/2014	40 Shares Priceline Com Inc (MS PWM 279-423)	47,981.79	18,131.14	29,850.65
6/19/2014	225 Shares Schlumberger LTD (MS 279-423)	24,148.42	8,956.18	15,192.24
6/24/2014	310 Shares Canadian Natural Resource (MS PWM 272-423)	14,123.96	9,193.43	4,930.53
7/17/2014	287 Shares Microsoft Corp (MS 272-423)	12,072.21	8,482.46	3,589.75
7/21/2014	3,521 Shares International Game Tech	59,585.62	50,531.98	9,053.64

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
7/22/2014	10 Shares Alexion Pharmaceuticals Inc (MS PWM 279-423)	$ 1,562.48	$ 462.39	$ 1,100.09
7/22/2014	5 Shares Amazon.Com Inc (MS PWM 279-423)	1,763.36	389.75	1,373.61
7/22/2014	60 Shares ARM Holdings PLC ADS (279-423)	2,540.94	2,478.33	62.61
7/22/2014	5 Shares Biogen IDEC, Inc.(279-423)	1,514.75	888.59	626.16
7/22/2014	25 Shares Cerner Corp (MS PWM 279-423)	1,335.30	953.32	381.98
7/22/2014	35 Shares Facebook Inc (MS PWM 279-423)	2,349.32	1,202.18	1,147.14
7/22/2014	35 Shares FMC Technologies (MS PWM 279-423)	2,129.70	1,596.16	533.54
7/22/2014	5 Shares Google Class A (MS PWM 279-423)	2,911.44	1,532.03	1,379.41
7/22/2014	30 Shares Las Vegas Sands (MS PWM 279-423)	2,208.96	1,338.02	870.94
7/22/2014	25 Shares National-Oilwell Varco Inc (MS PWM 279-423)	2,124.45	1,790.83	333.62

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
7/22/2014	30 Shares Nike Inc (MS PWM 279-423)	$ 2,301.56	$ 1,293.54	$ 1,008.02
7/22/2014	40 Shares Salesforce Com (MS PWM 279-423)	2,123.88	1,340.86	783.02
7/22/2014	40 Shares Southwestern Energy Company (MS PWM 279-423	1,662.21	1,520.30	141.91
7/22/2014	25 Shares Starbucks Corp (MS PWM 279-423)	1,951.51	799.45	1,152.06
7/22/2014	15 Shares Visa Inc Class A (MS PWM 279-423)	3,293.77	1,096.11	2,197.66
7/24/2014	137 Shares Canadian Natural Resource (MS PWM 272-423)	6,176.70	4,231.38	1,945.32
7/29/2014	200 Shares Intuitive Surgical Inc (MS PWM 279-423)	92,939.94	36,406.60	56,533.34
7/29/2014	415 Shares MKS Instruments (MS PWM 272-423)	13,263.18	10,030.48	3,232.70
7/30/2014	402 Shares Amer Intl Gp Inc (MS PWM 272-423)	21,838.36	12,525.80	9,312.56
7/30/2014	926 Shares MKS Instruments (MS PWM 272-423)	29,137.24	21,200.85	7,936.39

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
7/31/2014	609 Shares Hartford Financial Services (MS PWM 272-423)	$ 21,520.67	$ 16,678.79	$ 4,841.88
8/7/2014	83 Shares Canadian Natural Resource (MS PWM 272-423)	3,534.05	2,563.54	970.51
8/12/2014	472 Shares Delphi Automotive PLC (MS PWM 272-423)	31,931.32	9,713.01	22,218.31
8/13/2014	121 Shares Delphi Automotive PLC (MS PWM 272-423)	8,175.77	2,389.00	5,786.77
8/18/2014	45,000 Face JP Morgan Chase & Co 5.15% DUE: 10/01/15	47,166.30	45,978.70	1,187.60
8/19/2014	396 Shares Centurylink Inc	16,037.36	12,577.28	3,460.08
8/20/2014	312 Shares Centurylink Inc	12,606.42	9,909.37	2,697.05
8/21/2014	172 Shares Centurylink Inc	6,945.87	5,462.86	1,483.01
8/21/2014	208 Shares Tesoro Petroleum CP (MS 272)	13,300.41	10,310.79	2,989.62
8/22/2014	304 Shares Tesoro Petroleum CP (MS 272)	19,412.01	15,069.61	4,342.40
8/26/2014	536 Shares Tesoro Petroleum CP (MS 272)	34,397.89	26,335.43	8,062.46

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
8/27/2014	434 Shares Hartford Financial Services (MS PWM 272-423)	$ 15,770.30	$ 9,869.49	$ 5,900.81
8/27/2014	542 Shares Norwegian Cruise Line Hlds Inc	18,329.76	16,326.40	2,003.36
8/27/2014	150 Shares Tesoro Petroleum CP (MS 272)	9,620.33	7,331.25	2,289.08
8/28/2014	53 Shares Norwegian Cruise Line Hlds Inc	1,790.85	1,620.02	170.83
8/29/2014	372 Shares Canadian Natural Resource (MS PWM 272-423)	16,055.79	10,753.38	5,302.41
8/29/2014	166 Shares Norwegian Cruise Line Hlds Inc	5,612.06	5,076.89	535.17
9/2/2014	290 Shares Amer Intl Gp Inc (MS PWM 272-423)	16,262.29	9,136.26	7,126.03
9/2/2014	179 Shares Norwegian Cruise Line Hlds Inc	6,035.65	5,474.48	561.17
9/3/2014	181 Shares Amer Intl Gp Inc (MS PWM 272-423)	10,084.46	5,726.95	4,357.51
9/18/2014	950 Shares Starbucks Corp (MS PWM 279-423)	71,145.35	34,345.58	36,799.77

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
9/22/2014	180 Shares Baidu Com Inc. Spons ADR (279-423)	$ 38,884.86	$ 21,734.40	$ 17,150.46
9/22/2014	50 Shares Chipotle Mexican Grill Inc (MS PWM 279-423)	32,452.04	19,268.33	13,183.71
9/24/2014	632 Shares Amer Intl Gp Inc (MS PWM 272-423)	35,175.90	19,676.46	15,499.44
9/26/2014	363 Shares Microsoft Corp (MS 272-423)	16,946.78	10,728.68	6,218.10
10/10/2014	152 Shares Verifone Systems Inc(MS272)	5,096.96	3,523.72	1,573.24
10/14/2014	436 Shares Verifone Systems Inc(MS272)	14,268.74	10,107.53	4,161.21
10/21/2014	15 Shares Baidu Com Inc. Spons ADR (279-423)	3,124.29	1,429.20	1,695.09
10/21/2014	125 Shares Charles Schwab Corp (MS PWM 279-423)	3,136.62	2,822.95	313.67
10/21/2014	5 Shares Chipotle Mexican Grill Inc (MS PWM 279-423)	3,198.37	1,318.37	1,880.00
10/21/2014	35 Shares Facebook Inc (MS PWM 279-423)	2,506.68	1,202.18	1,304.50
10/21/2014	35 Shares Monsanto Company Com Stk	3,835.77	3,321.06	514.71

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Gain
Sale				
10/21/2014	40 Shares Splunk Inc	$ 2,145.17	$ 1,629.15	$ 516.02
10/21/2014	15 Shares Visa Inc Class A (MS PWM 279-423)	3,002.65	1,096.11	1,906.54
11/12/2014	210 Shares Norwegian Cruise Line Hlds Inc	8,220.49	6,422.58	1,797.91
11/13/2014	95 Shares Norwegian Cruise Line Hlds Inc	3,722.81	2,905.45	817.36
11/14/2014	809 Shares Centurylink Inc	31,879.31	26,605.99	5,273.32
11/14/2014	370 Shares Norwegian Cruise Line Hlds Inc	14,603.31	11,315.97	3,287.34
11/14/2014	15 Shares Norwegian Cruise Line Hlds Inc	591.93	458.75	133.18
11/24/2014	326 Shares McDonalds Corp	31,513.33	29,775.83	1,737.50
11/25/2014	25,000 Face Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	25,144.81	25,085.17	59.64
	Total Sale	**$ 4,931,459.27**	**$ 3,735,613.85**	**$ 1,195,845.42**
	Total Schedule B	**$ 5,003,165.44**	**$ 3,735,613.85**	**$ 1,267,551.59**

Flora L. Thornton Foundation
Schedule E
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
2/28/2014	Aetna Inc 1.5% DUE: 11/15/17	$ 9.41	$ 9.41	$ 0.00
2/28/2014	Amer Express CR 2800 16SP19	100.17	100.17	0.00
2/28/2014	American Intl GR 3375 20AU15	6.72	6.72	0.00
2/28/2014	Anheusser-Busch 0800 16JA15	3.64	3.64	0.00
2/28/2014	Apple Inc 1000 18MY03	1.66	1.66	0.00
2/28/2014	B of A 2000 18JA11	9.36	9.36	0.00
2/28/2014	Berkshire Hath 1550 18FB09	2.10	2.10	0.00
2/28/2014	Cisco Systems Inc 5.50% DUE: 02/22/16	224.98	224.98	0.00
2/28/2014	Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	150.93	150.93	0.00
2/28/2014	Costco Wholesale 1.7% DUE: 12/15/19	3.69	3.69	0.00
2/28/2014	DirecTV Hldg/Fin Inc 3.5% DUE: 03/01/16	53.93	53.93	0.00
2/28/2014	FHLMC 15G J19197 3.0% DUE: 05/01/27	67.44	67.44	0.00
2/28/2014	FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	261.83	261.83	0.00
2/28/2014	FNMA 0.5% ,3/30/16	14.65	14.65	0.00
2/28/2014	FNMA 0.625% DUE: 10/30/14	29.72	29.72	0.00
2/28/2014	FNMA POOL 190379 5.5% DUE: 02/01/23	117.24	117.24	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
2/28/2014	FNMA POOL 745418 5.5% DUE: 04/01/36	$ 350.50	$ 350.50	$ 0.00
2/28/2014	FNMA POOL 889579 6.0% DUE: 05/01/38	303.01	303.01	0.00
2/28/2014	FNMA POOL AE3049 4.5% DUE: 09/01/40	79.35	79.35	0.00
2/28/2014	FNMA POOL AL1953 4.5% DUE: 01/01/27	143.81	143.81	0.00
2/28/2014	General Electric Capital Corp 2.9% DUE: 01/09/17	55.94	55.94	0.00
2/28/2014	Goldman Sachs 6150 18AP01	210.50	210.50	0.00
2/28/2014	GSMS2007-GG10 A4	15.37	15.37	0.00
2/28/2014	IBM Corp 2.0% DUE:01/05/16	31.22	31.22	0.00
2/28/2014	JP Morgan Chase & Co 5.15% DUE: 10/01/15	176.92	176.92	0.00
2/28/2014	Kinder Morgan 3950 22SP01	43.23	43.23	0.00
2/28/2014	Merck & Co Inc 2.250% DUE: 01/15/16	54.75	54.75	0.00
2/28/2014	Metlife Inc Sr Uns Global	125.34	125.34	0.00
2/28/2014	Omnicom Group Inc. 3.625% DUE: 05/01/22	1.27	1.27	0.00
2/28/2014	Prudential Fin Ser 5.1% DUE: 09/20/14	140.72	140.72	0.00
2/28/2014	Rabobank Neder 3.375% DUE: 01/19/17	28.08	28.08	0.00
2/28/2014	Total Capital SA 2.125% DUE: 01/10/19	5.35	5.35	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
2/28/2014	Toyota Motor Credit 1375 18JA10	$ 10.66	$ 10.66	$ 0.00
2/28/2014	United Tech Corp 6.125% DUE: 02/01/19	173.42	173.42	0.00
2/28/2014	US Treasury Note 1.0% DUE: 03/31/17	111.33	111.33	0.00
2/28/2014	US Treasury Note 1.25% DUE: 09/30/15	215.94	215.94	0.00
2/28/2014	US Treasury Note 2.375% DUE: 11/15/19	130.76	130.76	0.00
2/28/2014	US Treasury Note 3.125% DUE: 05/15/19	19.44	19.44	0.00
2/28/2014	Verizon Communications 4.6% DUE: 04/01/21	75.82	75.82	0.00
2/28/2014	WalMart 0600 16AP11	5.54	5.54	0.00
2/28/2014	Watson Pharmaceuticals Inc 1.8755 DUE: 10/01/2017	13.61	13.61	0.00
2/28/2014	Wells Fargo & Co 2.625% DUE: 12/15/16	2.22	2.22	0.00
2/28/2014	Wells Fargo Co 5.625% DUE:12/11/17	136.71	136.71	0.00
5/31/2014	Aetna Inc 1.5% DUE: 11/15/17	9.40	9.40	0.00
5/31/2014	Amer Express CR 2800 16SP19	210.36	210.36	0.00
5/31/2014	American Intl GR 3375 20AU15	6.79	6.79	0.00
5/31/2014	Anheusser-Busch 0800 16JA15	33.09	33.09	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
5/31/2014	Apple Inc 1000 18MY03	$ 1.66	$ 1.66	$ 0.00
5/31/2014	B of A 2000 18JA11	13.04	13.04	0.00
5/31/2014	BB&T BRH BKG 1450 DUE: 10/03/16	50.09	50.09	0.00
5/31/2014	Berkshire Hath 1550 18FB09	2.12	2.12	0.00
5/31/2014	Cisco Systems Inc 5.50% DUE: 02/22/16	673.60	673.60	0.00
5/31/2014	Citigroup INC 3953 DUE: 06/15/16	143.59	143.59	0.00
5/31/2014	Comcast Corp 3.6% DUE: 03/01/24	3.48	3.48	0.00
5/31/2014	Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	151.70	151.70	0.00
5/31/2014	Costco Wholesale 1.7% DUE: 12/15/19	3.67	3.67	0.00
5/31/2014	DirecTV Hldg/Fin Inc 3.5% DUE: 03/01/16	348.79	348.79	0.00
5/31/2014	Enterprise Product 1250 DUE: 08/13/15	31.90	31.90	0.00
5/31/2014	FHLMC 1.0% DUE: 06/29/17	7.56	7.56	0.00
5/31/2014	FHLMC 15G J19197 3.0% DUE: 05/01/27	66.09	66.09	0.00
5/31/2014	FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	262.77	262.77	0.00
5/31/2014	FNMA 0.5% ,3/30/16	23.96	23.96	0.00
5/31/2014	FNMA 0.625% DUE: 10/30/14	29.73	29.73	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
5/31/2014	FNMA POOL 190379 5.5% DUE: 02/01/23	$ 96.24	$ 96.24	$ 0.00
5/31/2014	FNMA POOL 745418 5.5% DUE: 04/01/36	273.95	273.95	0.00
5/31/2014	FNMA POOL 889579 6.0% DUE: 05/01/38	221.55	221.55	0.00
5/31/2014	FNMA POOL AA7681 4.5% DUE: 06/01/39	289.84	289.84	0.00
5/31/2014	FNMA POOL AE3049 4.5% DUE: 09/01/40	71.94	71.94	0.00
5/31/2014	FNMA POOL AL1953 4.5% DUE: 01/01/27	140.26	140.26	0.00
5/31/2014	GECC 1000 16JA08	60.60	60.60	0.00
5/31/2014	General Electric Capital Corp 2.9% DUE: 01/09/17	56.17	56.17	0.00
5/31/2014	Goldman Sachs 6150 18AP01	212.17	212.17	0.00
5/31/2014	GSMS2007-GG10 A4	686.46	686.46	0.00
5/31/2014	IBM Corp 2.0% DUE:01/05/16	31.30	31.30	0.00
5/31/2014	JP Morgan Chase & Co 5.15% DUE: 10/01/15	178.95	178.95	0.00
5/31/2014	Kinder Morgan 3950 22SP01	43.88	43.88	0.00
5/31/2014	Merck & Co Inc 2.250% DUE: 01/15/16	54.94	54.94	0.00
5/31/2014	Metlife Inc Sr Uns Global	463.46	463.46	0.00
5/31/2014	Omnicom Group Inc. 3.625% DUE: 05/01/22	2.99	2.99	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
5/31/2014	Prudential Fin Ser 5.1% DUE: 09/20/14	$ 116.88	$ 116.88	$ 0.00
5/31/2014	Rabobank Neder 3.375% DUE: 01/19/17	(207.65)	(207.65)	0.00
5/31/2014	Total Capital SA 2.125% DUE: 01/10/19	10.71	10.71	0.00
5/31/2014	Toyota Motor Credit 1375 18JA10	10.68	10.68	0.00
5/31/2014	United Tech Corp 6.125% DUE: 02/01/19	175.09	175.09	0.00
5/31/2014	US Treasury Note 1.0% DUE: 03/31/17	113.60	113.60	0.00
5/31/2014	US Treasury Note 1.25% DUE: 09/30/15	220.11	220.11	0.00
5/31/2014	US Treasury Note 2.375% DUE: 11/15/19	133.23	133.23	0.00
5/31/2014	US Treasury Note 3.125% DUE: 05/15/19	19.86	19.86	0.00
5/31/2014	Verizon Communications 4.6% DUE: 04/01/21	166.65	166.65	0.00
5/31/2014	WalMart 0600 16AP11	(19.60)	(19.60)	0.00
5/31/2014	Wells Fargo & Co 1.25% DUE:02/13/15	51.22	51.22	0.00
5/31/2014	Wells Fargo & Co 2.625% DUE: 12/15/16	2.22	2.22	0.00
5/31/2014	Wells Fargo Co 5.625% DUE:12/11/17	136.93	136.93	0.00
7/5/2014	IBM Corp 2.0% DUE:01/05/16	10.43	10.43	0.00
7/8/2014	GECC 1000 16JA08	21.65	21.65	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
7/9/2014	General Electric Capital Corp 2.9% DUE: 01/09/17	$ 18.73	$ 18.73	$ 0.00
7/10/2014	Total Capital SA 2.125% DUE: 01/10/19	3.57	3.57	0.00
7/10/2014	Toyota Motor Credit 1375 18JA10	3.56	3.56	0.00
7/11/2014	B of A 2000 18JA11	10.46	10.46	0.00
7/11/2014	GSMS2007-GG10 A4	14.92	14.92	0.00
7/15/2014	Anheusser-Busch 0800 16JA15	12.39	12.39	0.00
7/15/2014	Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	50.56	50.56	0.00
7/15/2014	FHLMC 15G J19197 3.0% DUE: 05/01/27	555.18	555.18	0.00
7/15/2014	FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	87.59	87.59	0.00
7/15/2014	Merck & Co Inc 2.250% DUE: 01/15/16	18.31	18.31	0.00
7/25/2014	FNMA POOL 190379 5.5% DUE: 02/01/23	476.31	476.31	0.00
7/25/2014	FNMA POOL 745418 5.5% DUE: 04/01/36	1,220.12	1,220.12	0.00
7/25/2014	FNMA POOL 889579 6.0% DUE: 05/01/38	834.92	834.92	0.00
7/25/2014	FNMA POOL AA7681 4.5% DUE: 06/01/39	3,090.35	3,090.35	0.00
7/25/2014	FNMA POOL AE3049 4.5% DUE: 09/01/40	1,015.50	1,015.50	0.00
7/25/2014	FNMA POOL AL1953 4.5% DUE: 01/01/27	628.19	628.19	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
8/1/2014	United Tech Corp 6.125% DUE: 02/01/19	$ 116.73	$ 116.73	$ 0.00
8/9/2014	Berkshire Hath 1550 18FB09	1.41	1.41	0.00
8/12/2014	GSMS2007-GG10 A4	2.43	2.43	0.00
8/13/2014	Enterprise Product 1250 DUE: 08/13/15	51.74	51.74	0.00
8/13/2014	Wells Fargo & Co 1.25% DUE:02/13/15	37.94	37.94	0.00
8/15/2014	American Intl GR 3375 20AU15	4.52	4.52	0.00
8/15/2014	FHLMC 15G J19197 3.0% DUE: 05/01/27	21.01	21.01	0.00
8/22/2014	Cisco Systems Inc 5.50% DUE: 02/22/16	557.41	557.41	0.00
8/25/2014	FNMA POOL 190379 5.5% DUE: 02/01/23	30.55	30.55	0.00
8/25/2014	FNMA POOL 745418 5.5% DUE: 04/01/36	95.26	95.26	0.00
8/25/2014	FNMA POOL 889579 6.0% DUE: 05/01/38	71.93	71.93	0.00
8/25/2014	FNMA POOL AA7681 4.5% DUE: 06/01/39	190.00	190.00	0.00
8/25/2014	FNMA POOL AE3049 4.5% DUE: 09/01/40	33.78	33.78	0.00
8/25/2014	FNMA POOL AL1953 4.5% DUE: 01/01/27	51.71	51.71	0.00
9/1/2014	Comcast Corp 3.6% DUE: 03/01/24	4.30	4.30	0.00
9/1/2014	DirecTV Hldg/Fin Inc 3.5% DUE: 03/01/16	369.82	369.82	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
9/1/2014	Kinder Morgan 3950 22SP01	$ 43.89	$ 43.89	$ 0.00
9/12/2014	GSMS2007-GG10 A4	2.16	2.16	0.00
9/15/2014	FHLMC 15G J19197 3.0% DUE: 05/01/27	25.06	25.06	0.00
9/19/2014	Amer Express CR 2800 16SP19	218.34	218.34	0.00
9/25/2014	FNMA POOL 190379 5.5% DUE: 02/01/23	24.26	24.26	0.00
9/25/2014	FNMA POOL 745418 5.5% DUE: 04/01/36	88.58	88.58	0.00
9/25/2014	FNMA POOL 889579 6.0% DUE: 05/01/38	67.60	67.60	0.00
9/25/2014	FNMA POOL AA7681 4.5% DUE: 06/01/39	206.62	206.62	0.00
9/25/2014	FNMA POOL AE3049 4.5% DUE: 09/01/40	37.89	37.89	0.00
9/25/2014	FNMA POOL AL1953 4.5% DUE: 01/01/27	40.60	40.60	0.00
9/30/2014	FNMA 0.5% ,3/30/16	49.87	49.87	0.00
9/30/2014	US Treasury Note 1.0% DUE: 03/31/17	113.52	113.52	0.00
9/30/2014	US Treasury Note 1.25% DUE: 09/30/15	219.82	219.82	0.00
10/1/2014	Goldman Sachs 6150 18AP01	355.91	355.91	0.00
10/1/2014	Verizon Communications 4.6% DUE: 04/01/21	331.10	331.10	0.00
10/3/2014	BB&T BRH BKG 1450 DUE: 10/03/16	141.91	141.91	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
10/10/2014	GSMS2007-GG10 A4	$ 30.70	$ 30.70	$ 0.00
10/15/2014	FHLMC 15G J19197 3.0% DUE: 05/01/27	42.20	42.20	0.00
10/15/2014	JP Morgan Chase & Co 4.25% DUE: 10/15/20	125.42	125.42	0.00
10/25/2014	FNMA POOL 190379 5.5% DUE: 02/01/23	49.92	49.92	0.00
10/25/2014	FNMA POOL 745418 5.5% DUE: 04/01/36	161.71	161.71	0.00
10/25/2014	FNMA POOL 889579 6.0% DUE: 05/01/38	123.36	123.36	0.00
10/25/2014	FNMA POOL AA7681 4.5% DUE: 06/01/39	323.37	323.37	0.00
10/25/2014	FNMA POOL AE3049 4.5% DUE: 09/01/40	72.92	72.92	0.00
10/25/2014	FNMA POOL AL1953 4.5% DUE: 01/01/27	85.63	85.63	0.00
10/30/2014	FNMA 0.625% DUE: 10/30/14	0.00	0.00	0.00
10/31/2014	US Treasury Note 2.375% DUE: 11/15/19	175.58	175.58	0.00
11/1/2014	Omnicom Group Inc. 3.625% DUE: 05/01/22	23.27	23.27	0.00
11/3/2014	Apple Inc 1000 18MY03	3.34	3.34	0.00
11/13/2014	GSMS2007-GG10 A4	2.18	2.18	0.00
11/15/2014	Aetna 1500 17NV15	18.95	18.95	0.00
11/15/2014	FHLMC 15G J19197 3.0% DUE: 05/01/27	30.46	30.46	0.00
11/15/2014	US Treasury Note 3.125% DUE: 05/15/19	60.35	60.35	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Amortization of Premium				
11/25/2014	FNMA POOL 190379 5.5% DUE: 02/01/23	$ 19.92	$ 19.92	$ 0.00
11/25/2014	FNMA POOL 745418 5.5% DUE: 04/01/36	72.91	72.91	0.00
11/25/2014	FNMA POOL 889579 6.0% DUE: 05/01/38	52.16	52.16	0.00
11/25/2014	FNMA POOL AA7681 4.5% DUE: 06/01/39	152.14	152.14	0.00
11/25/2014	FNMA POOL AE3049 4.5% DUE: 09/01/40	32.24	32.24	0.00
11/25/2014	FNMA POOL AL1953 4.5% DUE: 01/01/27	35.58	35.58	0.00
	Total Amortization of Premium	**$ 22,981.02**	**$ 22,981.02**	**$ 0.00**
Redemption				
1/15/2014	25,000 Face Comcast Corp 5.3% DUE: 01/15/14	$ 25,000.00	$ 25,096.50	$ 96.50
	Total Redemption	**$ 25,000.00**	**$ 25,096.50**	**$ 96.50**
Sale				
12/2/2013	201 Shares Apache Corp(PWM272)	$ 18,317.05	$ 24,032.64	$ 5,715.59
12/2/2013	345 Shares Barrick Gold Corp (MS PWM 272-423)	5,361.20	17,086.61	11,725.41
12/2/2013	873 Shares Canadian Natural Resource (MS PWM 272-423)	28,572.79	31,885.94	3,313.15
12/2/2013	1,139 Shares Denbury Resources Inc (MS PWM 272-423)	19,077.91	26,030.71	6,952.80

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Sale				
12/2/2013	48 Shares Pennymac Financial Svcs Inc	$ 856.78	$ 897.36	$ 40.58
12/2/2013	404 Shares Pennymac Financial Svcs Inc	7,021.39	7,552.78	531.39
12/2/2013	1,053 Shares Talisman Energy (MS PWM 272-423)	12,825.31	24,294.61	11,469.30
12/3/2013	335 Shares BHP Billiton LTD ADR (MS PWM 275-423)	22,293.86	24,044.12	1,750.26
12/3/2013	585 Shares Canadian Natural Resources (MS PWM 275-423)	19,087.22	25,151.61	6,064.39
12/3/2013	135 Shares Ensign Energy Svcs Inc(MS 275-423)	2,034.41	2,366.94	332.53
12/3/2013	50 Shares Finning Intl Ltd(MS 275-423)	1,164.81	1,354.86	190.05
12/3/2013	775 Shares Nabors Industries LTD(ms 275-423)	12,951.88	13,416.40	464.52
12/3/2013	755 Shares Noble Corporations(MS 275-423)	28,984.92	29,277.79	292.87
12/3/2013	535 Shares Rio Tinto PLC SPONS ADR(MS PWM 275-423)	27,989.69	28,608.96	619.27
12/3/2013	405 Shares Talisman Energy (MS PWM 275-423)	4,868.01	7,541.40	2,673.39

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Sale				
12/3/2013	160 Shares Teck Resources LTD (MS PWM 275-423)	$ 3,809.53	$ 5,632.74	$ 1,823.21
12/3/2013	1,135 Shares Vale S.A ADR (MS PWM 275-423)	16,831.75	40,233.71	23,401.96
12/3/2013	1,575 Shares Weatherford Intl Ltd. Berm. (MS PWM 275-423)	24,402.46	25,692.99	1,290.53
12/3/2013	30 Shares Yara INTL- ADR(MS 275-423)	1,293.27	1,593.85	300.58
12/11/2013	332 Shares Pennymac Financial Svcs Inc	5,934.95	6,206.73	271.78
12/13/2013	272 Shares Pennymac Financial Svcs Inc	4,815.70	5,085.04	269.34
12/16/2013	402 Shares Pennymac Financial Svcs Inc	7,155.15	7,722.98	567.83
12/17/2013	72 Shares Pennymac Financial Svcs Inc	1,281.27	1,510.28	229.01
12/18/2013	412 Shares Pennymac Financial Svcs Inc	7,352.01	8,642.15	1,290.14
1/13/2014	45,000 Face Watson Pharmaceuticals Inc 1.8755 DUE: 10/01/2017	44,794.80	45,416.04	621.24
1/28/2014	52,775 Shares Vanguard Emerging Markets Vipers (MS PWM 891003-212)	2,007,716.05	2,433,275.82	425,559.77

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Sale				
1/29/2014	90 Shares British Amern Tob Plc ADR(MS 275-423)	$ 8,755.94	$ 8,851.98	$ 96.04
1/29/2014	405 Shares Canadian Natural Resources (MS PWM 275-423)	12,986.05	13,762.36	776.31
1/29/2014	132 Shares Ensco PLC CL A	6,661.92	7,982.08	1,320.16
1/29/2014	105 Shares Ensign Energy Svcs Inc(MS 275-423)	1,516.24	1,668.72	152.48
1/29/2014	470 Shares Nabors Industries LTD(ms 275-423)	7,989.86	10,566.84	2,576.98
1/29/2014	405 Shares Noble Corporations(MS 275-423)	12,959.77	13,941.76	981.99
1/29/2014	441 Shares Potash Corp (MS PWM 275-423	14,155.67	17,972.47	3,816.80
1/29/2014	255 Shares Talisman Energy (MS PWM 275-423)	2,792.76	3,536.85	744.09
1/29/2014	129 Shares Teck Resources LTD (MS PWM 275-423)	3,190.69	4,582.28	1,391.59
1/29/2014	835 Shares Vale S.A ADR (MS PWM 275-423)	11,138.70	22,289.99	11,151.29
1/29/2014	1,095 Shares Weatherford Intl Ltd. Berm. (MS PWM 275-423)	14,957.43	17,418.38	2,460.95

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Sale				
1/29/2014	15 Shares Yara INTL- ADR(MS 275-423)	$ 623.98	$ 721.95	$ 97.97
1/31/2014	791 Shares Canadian Natural Resource (MS PWM 272-423)	25,995.04	27,549.55	1,554.51
2/28/2014	1,149 Shares Anglogold Ashanti Limited (MS PWM 272-423)	20,223.07	53,167.56	32,944.49
2/28/2014	0 Shares Redwood Trust Inc (MS PWM 272-423)	0.00	197.74	197.74
3/3/2014	633 Shares Anglogold Ashanti Limited (MS PWM 272-423)	11,542.48	29,290.75	17,748.27
4/8/2014	188 Shares Anglogold Ashanti Limited (MS PWM 272-423)	3,482.34	8,648.23	5,165.89
4/9/2014	322 Shares Anglogold Ashanti Limited (MS PWM 272-423)	5,887.69	11,258.36	5,370.67
4/12/2014	93 Shares Anglogold Ashanti Limited (MS PWM 272-423)	1,702.20	3,137.49	1,435.29
4/21/2014	2,055 Shares Barrick Gold Corp (MS PWM 272-423)	35,520.09	62,334.57	26,814.48
4/22/2014	171 Shares Barrick Gold Corp (MS PWM 272-423)	2,990.31	3,355.02	364.71
5/8/2014	435 Shares Ulta Salon Cos&Fragr Inc	38,272.41	41,746.39	3,473.98

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Sale				
5/9/2014	961 Shares Metro AG Unspon ADR	$ 7,315.54	$ 7,417.46	$ 101.92
5/12/2014	486 Shares Metro AG Unspon ADR	3,704.30	3,913.78	209.48
6/23/2014	37 Shares Apache Corp(PWM272)	3,757.29	4,423.92	666.63
6/26/2014	ACL ALT Fund Sac LTD(MS PWM 890998-212)	1,000,328.56	1,200,000.00	199,671.44
7/1/2014	589 Shares General Motors (MS PWM 272-423)	21,384.40	21,477.06	92.66
7/15/2014	30,000 Face FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	30,000.00	30,040.88	40.88
10/21/2014	45,495.905 Shares Blackrock Global L/S (MS PWM 891007-212)	491,810.73	500,000.00	8,189.27
10/21/2014	20 Shares Linkedin Corp-A	3,849.52	4,460.00	610.48
10/29/2014	1,943 Shares Key Energy Svc Inc	6,997.36	16,659.39	9,662.03
10/30/2014	40,000 Face FNMA 0.625% DUE: 10/30/14	40,000.00	40,049.30	49.30
10/30/2014	1,608 Shares Key Energy Svc Inc	5,456.14	14,212.57	8,756.43
10/31/2014	2,701 Shares Key Energy Svc Inc	8,887.17	23,707.40	14,820.23
10/31/2014	55,000 Face US Treasury Note 2.375% DUE: 11/15/19	55,000.00	55,043.18	43.18

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2013 to 11/30/2014

Description		Proceeds	Carrying Value	Loss
Sale				
11/4/2014	1,309 Shares Key Energy Svc Inc	$ 4,152.18	$ 11,727.72	$ 7,575.54
11/26/2014	2,900 Shares SPDR Gold Trust(891000-212)	335,757.47	365,348.61	29,591.14
11/28/2014	4,372 Shares Avon Products Inc	42,423.89	70,161.28	27,737.39
	Total Sale	**$ 4,640,963.36**	**$ 5,577,178.93**	**$ 936,215.57**
	Total Schedule E	**$ 4,688,944.38**	**$ 5,625,256.45**	**$ 936,312.07**

Flora L. Thornton Foundation (Thornton's Granddaughters)
Schedule B
Gains on Sales or Other Disposition

Description		Proceeds	Carrying Value	Gain
Sale				
1/13/2014	175 Shares EBay Inc. Com Stk	$ 9,197.08	$ 4,601.70	$ 4,595.38
1/30/2014	22 Shares Apple Inc.	10,997.49	2,802.96	8,194.53
2/4/2014	103 Shares Gilead Sciences Inc.	8,442.57	1,650.08	6,792.49
2/18/2014	90 Shares Facebook Inc	6,045.86	2,530.44	3,515.42
4/7/2014	50 Shares Valeant Pharmaceuticals	5,953.16	5,307.95	645.21
5/19/2014	140 Shares Coca Cola Co.	5,696.83	3,664.31	2,032.52
5/19/2014	100 Shares Home Depot Inc	7,666.05	5,778.18	1,887.87
6/16/2014	96 Shares EBay Inc. Com Stk	4,678.86	2,414.49	2,264.37
8/8/2014	7 Shares Valeant Pharmaceuticals	788.84	743.11	45.73
9/3/2014	21 Shares Gilead Sciences Inc.	2,258.51	336.42	1,922.09
9/8/2014	47 Shares Baidu Com Inc. Spons ADR Rep A	10,638.13	461.93	10,176.20
10/24/2014	952 Shares Twenty-First Century Fox CL A	32,030.85	30,865.39	1,165.46
	Total Sale	**$ 104,394.23**	**$ 61,156.96**	**$ 43,237.27**
	Total Schedule B	**$ 104,394.23**	**$ 61,156.96**	**$ 43,237.27**

Flora L. Thornton Foundation (Thornton's Granddaughters)
Schedule E
Losses on Sales or Other Disposition

Description		Proceeds	Carrying Value	Loss
Sale				
12/30/2013	100 Shares Seadrill	$ 4,095.20	$ 4,174.16	$ 78.96
2/25/2014	730 Shares Seadrill	25,927.75	27,242.68	1,314.93
4/14/2014	184 Shares Linkedin Corp CL A	30,401.68	32,915.55	2,513.87
6/12/2014	142 Shares Twitter Inc	4,849.86	7,680.06	2,830.20
6/18/2014	57 Shares Twitter Inc	2,098.27	2,474.78	376.51
6/30/2014	58 Shares Twitter Inc	2,291.39	2,518.19	226.80
7/31/2014	114 Shares Twitter Inc	4,334.42	4,949.55	615.13
11/3/2014	386 Shares Continental Resources Inc	21,879.53	27,827.85	5,948.32
	Total Sale	**$ 95,878.10**	**$ 109,782.82**	**$ 13,904.72**
	Total Schedule E	**$ 95,878.10**	**$ 109,782.82**	**$ 13,904.72**