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EXTENDED TO NOVEMBER 16, 2015
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

A Employer identification number

DANVERA FOUNDATION

75-2979435

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

Room/suite

1340 TREAT BLVD.

525

B Telephone number

925-954-0100

City or town, state or province, country, and ZIP or foreign postal code

WALNUT CREEK, CA 94597

C If exemption application is pending, check here

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

D 1. Foreign organizations, check here

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash

☐ Accrual

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

(from Part II, col. (c), line 16)

Other (specify)

\$ 7,041,058. (Part I, column (d) must be on cash basis.)

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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	132,323.	132,323.		STATEMENT 1
4	Dividends and interest from securities	120,692.	120,692.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	186,787.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		186,787.		
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	439,802.	439,802.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3 3,032.	758.		2,274.
c	Other professional fees	STMT 4 74,911.	74,911.		0.
17	Interest				
18	Taxes	STMT 5 3,000.			0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6 36,725.	36,640.		85.
24	Total operating and administrative expenses. Add lines 13 through 23	120,816.	112,309.		2,359.
25	Contributions, gifts, grants paid	368,695.			368,695.
26	Total expenses and disbursements. Add lines 24 and 25	489,511.	112,309.		371,054.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-49,709.			
b	Net investment income (if negative, enter -0-)		327,493.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-Interest-bearing				
	2	Savings and temporary cash investments		323,027.	438,785.	438,785.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	\$TMT 8	3,423,782.	3,266,672.	4,042,264.
	c	Investments - corporate bonds	\$TMT 9	2,339,886.	2,303,246.	2,560,009.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,086,695.	6,008,703.	7,041,058.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		2,999,973.	2,999,973.		
29	Retained earnings, accumulated income, endowment, or other funds		3,086,722.	3,008,730.		
30	Total net assets or fund balances		6,086,695.	6,008,703.		
31	Total liabilities and net assets/fund balances		6,086,695.	6,008,703.		

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	6,086,695.
2	Enter amount from Part I, line 27a	2	-49,709.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,036,986.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	28,283.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,008,703.

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 SALE OF SECURITIES			P	07/01/13	12/28/14
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			186,787.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			186,787.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	186,787.
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))
2013	278,795.	6,716,084.	.041512
2012	265,391.	6,457,078.	.041101
2011	358,704.	6,484,533.	.055317
2010	201,660.	6,202,754.	.032511
2009	321,728.	5,630,020.	.057145

2 Total of line 1, column (d)	2	.227586
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	.045517
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,907,441.
5 Multiply line 4 by line 3	5	314,406.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,275.
7 Add lines 5 and 6	7	317,681.
8 Enter qualifying distributions from Part XII, line 4 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.	8	371,054.

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**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2014 estimated tax payments and 2013 overpayment credited to 2014**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be: Credited to 2015 estimated tax

475. Refunded

Part VII-A Statements Regarding Activities**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?**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.

c Did the foundation file Form 1120-POL for this year?**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.

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**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**b** If "Yes," has it filed a tax return on Form 990-T for this year?**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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**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**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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

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? Website address ► N/A	13	X	
14	The books are in care of ► PMB HELIN DONOVAN Telephone no. ► 925-954-0100 Located at ► 1340 TREAT BLVD., STE 525, WALNUT CREEK, CA ZIP+4 ► 94597			
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	
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				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)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	☐ Yes ☒ No	
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	
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 2014 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 2014.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		X

Form 990-PF (2014)

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 4945(d)(4)(A)? (see instructions) ☐ 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**

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** ☐ Yes ☒ No **X**

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICK J MORRIN 1340 TREAT BLVD., STE 525 WALNUT CREEK, CA 94597	PRESIDENT 2.00	0.	0.	0.
JANICE JAGELSKI 1340 TREAT BLVD., STE 525 WALNUT CREEK, CA 94597	SECRETARY/TREASURER 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2014)

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.

Form 990-PF (2014)

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	6,816,345.
b	Average of monthly cash balances	1b	196,285.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,012,630.
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	7,012,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,189.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,907,441.
6	Minimum investment return. Enter 5% of line 5	6	345,372.

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	345,372.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,275.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,275.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	342,097.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	342,097.
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	342,097.

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	371,054.
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	371,054.
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	3,275.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	367,779.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				342,097.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	6,156.			
b From 2010	10,767.			
c From 2011	36,426.			
d From 2012				
e From 2013				
f Total of lines 3a through e	53,349.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	371,054.			
a Applied to 2013, 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 2014 distributable amount				342,097.
e Remaining amount distributed out of corpus	28,957.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	82,306.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	6,156.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	76,150.			
10 Analysis of line 9:				
a Excess from 2010	10,767.			
b Excess from 2011	36,426.			
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	28,957.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
BOYS AND GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	PC	FOUNDATION SPONSOR, LA EVENT	10,000.
BOYS AND GIRLS CLUB OF OAKLAND PO BOX 23203 OAKLAND, CA 94623	NONE	PC	GENERAL SUPPORT	53,500.
FRIENDS OF OAKLAND PARKS 666 BELLEVUE OAKLAND, CA 94610		PC	GENERAL SUPPORT	195.
HILLCREST PTA 30 MARGUERITE DRIVE OAKLAND, CA 94618	NONE	PC	WALKATHON	1,000.
LEGAL SERVICES FOR CHILDREN 1254 MARKET ST., 3RD FL SAN FRANCISCO, CA 94102		PC	GENERAL SUPPORT	1,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	368,695.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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 | | X |
| | (2) Other assets | | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | | |

[illegible]

- 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 _____

► PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date

Check ☐ self-employed

PTIN

WARD PYNN

WARD PYNN

10/26/15

P00184378

Firm's name ► **PMB HELIN DONOVAN LLP**

Firm's EIN ► 74-3001153

Firm's address ► 1340 TREAT BLVD STE 525
WALNUT CREEK, CA 94597

Phone no. **925-954-0100**

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
LIBERIAN ASSN OF NORTHERN CA 1223 FOOTHILL BLVD OAKLAND, CA 94606		PC	EBOLA RELIEF	1,000.
LLS-E FUNDRAISING 1311 MAMARONECK AVE., STE 310 WHITE PLAINS, NY 10605		PC	CLEAR LAKE CENTURY RIDE SPONSORSHIP	1,000.
MONTANA HOPE PROJECT PO BOX 5927 HELENA, MT 59604	NONE	PC	2014 CAMPAIGN - MONTANA HOPE RIDE	15,000.
PLAYWORKS 380 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	GENERAL SUPPORT	10,000.
ST. AUGUSTINE HIGH SCHOOL 3266 NUTMEG ST SAN DIEGO, CA 92104		PC	GENERAL SUPPORT	100,000.
ST. PATRICK'S SCHOOL 120 KINGS STREET LARKSPUR, CA 94939	NONE	PC	GENERAL SUPPORT; AND IPADS	25,000.
UC REGENTS 1111 BROADWAY, SUITE 1400 OAKLAND, CA 94607	NONE	PC	BREN SCHOOL, ENVIRONMENTAL STUDIES, DEAN'S FUND	60,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD LOS ANGELES, CA 90024	NONE	PC	ANDERSON FUND; FOUNDATION SPONSOR OF EVENT	30,000.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110-2492	NONE	PC	MARINE/ENVIRONMENTAL STUDIES; SCHOOL OF NURSING	60,000.
WORLD VISION 34834 WEYERHAUSER ST. S FEDERAL WAY, WA 98001		PC	GENERAL SUPPORT	1,000.
Total from continuation sheets				303,000.

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
MERRILL LYNCH - 02026	1.	1.	
MERRILL LYNCH - 02026	74,860.	74,860.	
MERRILL LYNCH - 04F64	57,404.	57,404.	
MERRILL LYNCH - 04F72	58.	58.	
TOTAL TO PART I, LINE 3	132,323.	132,323.	

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
MMF DIVIDENDS 04F72	120,692.	0.	120,692.	120,692.	
TO PART I, LINE 4	120,692.	0.	120,692.	120,692.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,032.	758.		2,274.
TO FORM 990-PF, PG 1, LN 16B	3,032.	758.		2,274.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	74,911.	74,911.		0.
TO FORM 990-PF, PG 1, LN 16C	74,911.	74,911.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,000.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTY GENERAL REGISTRATION	75.	0.		75.
BOND AMORTIZATION EXPENSE	36,640.	36,640.		0.
FRANCHISE TAX BOARD FILING FEES	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	36,725.	36,640.		85.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
ADJUSTMENTS TO COST BASIS FOR AMORTIZATION	28,283.
TOTAL TO FORM 990-PF, PART III, LINE 5	28,283.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS & STOCKS, SEE ATTACHED STATEMENT 1	3,266,672.	4,042,264.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,266,672.	4,042,264.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS, SEE ATTACHED STATEMENT 2	2,303,246.	2,560,009.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,303,246.	2,560,009.

AG WEALTH GUARDIAN

Account Number:

YOUR EMA ASSETS

November 29, 2014 - December 31, 2014

CORPORATE BONDS	Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
Δ JP MORGAN CHASE & CO	04/03/12 117,000	04/03/12 117,000	117,000	125,489.05	110.3440	129,102.48	3,613.43	79.62	7,167	5.55
SUBORDINATED	06.125% JUN 27 2017									
MOODY'S: BAA1 S&P: A- CUSIP 46625HGM4										
ORIGINAL UNIT/TOTAL COST:	109 0178/127,550.89									
Δ GENERAL ELECTRIC CO	08/26/10 196,000	08/26/10 196,000	196,000	207,004.55	110.9310	217,424.76	10,420.21	714.58	10,290	4.73
GLB 05.250% DEC 06 2017										
MOODY'S: AA3 S&P: AA+ CUSIP 369604BC6										
ORIGINAL UNIT/TOTAL COST:	106 7621/209,253.81									
Δ JP MORGAN CHASE & CO	04/03/12 28,000	04/03/12 28,000	28,000	30,490.82	111.8840	31,327.52	836.70	774.67	1,680	5.36
06.000% JAN 15 2018										
MOODY'S: A3 S&P: A CUSIP 46625HGY0										
ORIGINAL UNIT/TOTAL COST:	110.6562/30,983.76									
Δ AT&T INC	01/31/08 220,000	01/31/08 220,000	220,000	221,605.85	110.3890	242,855.80	21,249.95	5,041.67	12,100	4.98
GLB 05.500% FEB 01 2018										
MOODY'S: A3 S&P: A- CUSIP 00206RAJ1										
ORIGINAL UNIT/TOTAL COST:	100.8665/221,906.42									
Δ HALLIBURTON COMPANY	08/28/09 366,000	08/28/09 366,000	366,000	393,103.90	115.8230	423,912.18	30,808.28	6,627.65	22,509	5.30
06.150% SEP 15 2019										
MOODY'S: A2 S&P: A CUSIP 406216AX9										
ORIGINAL UNIT/TOTAL COST:	108 2952/396,360.62									
Δ CONOCOPHILLIPS	08/28/09 408,000	08/28/09 408,000	408,000	438,087.50	116.1940	474,071.52	35,984.02	11,288.00	24,480	5.16
COMPANY GUARNT GLB 06.000% JAN 15 2020										
MOODY'S: A1 S&P: A CUSIP 20825CAU8										
ORIGINAL UNIT/TOTAL COST:	108 1952/441,436.46									
Δ GOLDMAN SACHS GROUP INC	12/11/12 450,000	12/11/12 450,000	450,000	502,886.53	112.8660	507,897.00	5,010.47	10,106.25	23,625	4.65
GLB 05.250% JUL 27 2021										
MOODY'S: BAA1 S&P: A- CUSIP 38141GGQ1										
ORIGINAL UNIT/TOTAL COST:	112 7614/507,426.59									

ATTACHMENT 1

1/2

AG WEALTH GUARDIAN

Account Number

24-Hour Assistance: (800) MERRILL

YOUR EMA ASSETS

November 29, 2014 - December 31, 2014

CORPORATE BONDS (continued)		Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Estimated Current Yield%
Description										
Δ PROCTER & GAMBLE COMPANY 08 000% SEP 01 2024 MOODY'S: A43 S&P AA- CUSIP 742718BG3 ORIGINAL UNIT/TOTAL COST: 121.2077/460,589.30		12/10/07	380,000	456,769.65	140.3730	533,417.40	76,647.75	10,133.33	30,400	5.69
TOTAL			2,165,000	2,375,437.85		2,560,008.66	184,570.81	44,765.77	132,251	5.17

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

LONG PORTFOLIO

	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	2,383,021.87	2,567,592.68	184,570.81	44,765.77	132,254	5.15

Notes

Δ Debt Instruments purchased at a premium show amortization
Θ Debt Instruments purchased at a discount show accretion
For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS				Income Year To Date
Date	Transaction Type	Quantity	Description	
12/08	□ Bond Interest		GENERAL ELECTRIC CO GLB 05.250% DEC 06 2017 PAY DATE 12/06/2014 CUSIP NUM 369604BC6 JP MORGAN CHASE & CO SUBORDINATED 06.125% JUN 27 2017	5,145.00
12/29	□ Bond Interest			3,583.13

2/2

AG STRATEGIC CORE

Account Number

YOUR EMA ASSETS

November 29, 2014 - December 31, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
EMERGING GLOBAL SHARES DOW JONES SYMBOL: ECON Equity 100% Initial Purchase: 09/23/13	1,620	45,255.03	25.3400	41,050.80	(4,204.23)	45,255	(4,204)	491 1.19
ISHARES MSCI CDA ETF SYMBOL: EWC Equity 100% Initial Purchase: 01/26/12	1,729	49,283.87	28.8600	49,898.94	615.07	49,283	615	1,071 2.14
ISHARES MSCI SWITZERLAND CAPED SYMBOL: EWL Equity 100% Initial Purchase: 01/26/12	2,186	58,936.34	31.6900	69,274.34	10,338.00	58,936	10,338	1,723 2.48
ISHARES MSCI SWEDEN SYMBOL: EWD Equity 100% Initial Purchase: 01/26/12	733	21,787.44	31.6700	23,214.11	1,426.67	21,787	1,426	909 3.91
ISHARES RUSSELL 1000 GROWTH SYMBOL: IWF Equity 100% Initial Purchase: 03/13/07	11,247	662,781.36	95.6100	1,075,325.67	412,544.31	662,781	412,544	14,251 1.32
ISHARES RUSSELL 1000 VALUE SYMBOL: IWD Equity 100% Initial Purchase: 03/13/07	9,023	707,349.42	104.4000	942,001.20	234,651.78	707,349	234,651	18,841 2.00
ISHARES MSCI PACIFIC EX-JAPAN	1,244	60,096.47	43.9500	54,673.80	(5,422.67)	60,096	(5,422)	2,367 4.32

ATTACHMENT

2

1/4

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AG STRATEGIC CORE

Account Number

24-Hour Assistance: (800) MERRILL

Access Code: 93-230-04372

November 29, 2014 - December 31, 2014

YOUR EMA ASSETS

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued)

Description	SYMBOL	Initial Purchase: 09/23/13	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
ISHARES IBOX \$ INVT GRADE CORP BD		365		42,415.63	119.4100	43,584.65	1,169.02	42,415	1,169	1,478	3.39
SYMBOL: LQD Fixed Income 100%			Initial Purchase: 01/26/12								
ISHARES TIPS BOND ETF		233		26,822.14	112.0100	26,098.33	(723.81)	26,822	(723)	435	1.66
SYMBOL: TIP Fixed Income 100%			Initial Purchase: 01/26/12								
ISHARES 3-7 YEAR TREASURY BOND ETF		605		73,788.59	122.3100	73,997.55	208.96	73,788	208	912	1.23
SYMBOL: IEI Fixed Income 100%			Initial Purchase: 01/26/12								
ISHARES MBS ETF		873		94,366.21	109.3200	95,436.36	1,070.15	94,366	1,070	1,642	1.71
SYMBOL: MBB Fixed Income 100%			Initial Purchase: 01/26/12								
ISHARES RS 2000 GROWTH		1,678		136,812.24	142.3800	238,913.64	102,101.40	136,812	102,101	1,734	7.2
SYMBOL: IWO Equity 100%			Initial Purchase: 05/19/06								
ISHARES RS 2000 VALUE		2,015		145,923.71	101.6800	204,885.20	58,961.49	145,923	58,961	3,855	1.88
SYMBOL: IWN Equity 100%			Initial Purchase: 08/16/07								

AG STRATEGIC CORE

Account Number:

YOUR EMA ASSETS

November 29, 2014 - December 31, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
ISHARES MSCI EMU ETF SYMBOL: EZU Initial Purchase: 09/23/13 Equity 100%	6,587	256,114.00	36.3300	239,305.71	(16,808.29)	256,114	(16,808)	7,101 2.96
ISHARES INC CORE MSCI EMERGING MKTS ETF SYMBOL: IEMG Initial Purchase: 09/23/13 Equity 100%	2,557	128,319.98	47.0300	120,255.71	(8,064.27)	128,319	(8,064)	2,770 2.30
ISHARES MSCI U K ETF SHS SYMBOL: EWU Initial Purchase: 01/26/12 Equity 100%	7,164	128,037.10	18.0300	129,166.92	1,129.82	128,037	1,129	9,808 7.59
MARKET VECTORS EMRG MKTS LOCAL CURRENCY DEBT ETF SYMBOL: EMLC Initial Purchase: 04/20/12 Fixed Income 100%	1,157	28,914.96	21.1700	24,493.69	(4,421.27)	28,914	(4,421)	1,465 5.98
PERMANENT PORTFOLIO FUND SYMBOL: PRPF Initial Purchase: 04/16/13 Alternative Investments 100%	3,266	153,295.18	39.5700	129,235.62	(24,059.56)	153,295	(24,059)	882 68
8260 Fractional Share		38.44	39.5700	32.68	(5.76)			1 68
PIMCO ALL ASSET ALL AUTHORITY FUND CL P SYMBOL: PAJPX Initial Purchase: 04/16/13 Alternative Investments 100%	14,626	158,520.45	9.1400	133,681.64	(24,838.81)	158,520	(24,838)	7,884 5.89
4780 Fractional Share		4.99	9.1400	4.37	(0.62)			1 5.89
POWERSHARES GLOBAL EXCHANGE TRADED FD TR	1,222	35,773.44	28.1600	34,411.52	(1,361.92)	35,773	(1,361)	1,576 4.57

3/4

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AG STRATEGIC CORE

Account Number

24-Hour Assistance: (800) MERRILL
Access Code: 93-230-04372

YOUR EMA ASSETS

November 29, 2014 - December 31, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued)		Description		Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
SYMBOL: PCY		Initial Purchase: 07/24/12									
Fixed Income 100%											
POWERSHARES PREFERRED				279	3,960.45	14,7000	4,101.30	140.85	3,960	140	245 5.97
PORTFOLIO											
SYMBOL: PGX		Initial Purchase: 01/26/12									
Fixed Income 100%											
SPDR BARCLAYS				894	35,555.65	38.6100	34,517.34	(1,038.31)	35,555	(1,038)	2,069 5.99
HIGH YIELD BOND ETF											
SYMBOL: JNK		Initial Purchase: 01/26/12									
Fixed Income 100%											
VANGUARD INTERMEDIATE				817	69,630.85	84.6800	69,183.56	(447.29)	69,630	(447)	1,964 2.83
TERM BOND ETF											
SYMBOL: BIV		Initial Purchase: 01/26/12									
Fixed Income 100%											
VANGUARD SHORT TERM BOND				326	26,131.46	79.9500	26,063.70	(67.76)	26,131	(67)	345 1.32
SYMBOL: BSV		Initial Purchase: 07/11/13									
Fixed Income 100%											
WISDOMTREE TRUST JAPAN				3,239	116,756.86	49.2300	159,455.97	42,699.11	116,756	42,699	3,045 1.90
HEDGED EQUITY FD											
SYMBOL: DXJ		Initial Purchase: 05/23/12									
Equity 100%											

Subtotal (Fixed Income)

431,888.00

Subtotal (Equities)

3,347,422.01

Subtotal (Alternative Investments)

262,954.31

Total

3,266,722.26

404,234.32

775,922.06

+