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Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2014 or tax year beginning , and ending

Name of foundation
SK FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2001 KIRBY DRIVE, 510

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77019

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 6,219,664. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number
76-0500154

B Telephone number
7135221693

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11.	11.		STATEMENT 1
	4 Dividends and interest from securities	154,092.	154,007.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	341,832.			
	b Gross sales price for all assets on line 6a	1,395,042.			
	7 Capital gain net income (from Part IV, line 2)		341,832.		
	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	11.	11.		STATEMENT 3	
12 Total. Add lines 1 through 11	495,946.	495,861.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	2,600.	1,300.	1,300.
	c Other professional fees				
	17 Interest		62.	62.	0.
	18 Taxes	STMT 5	3,201.	1,422.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	15,425.	15,425.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		21,288.	18,209.	1,300.
	25 Contributions, gifts, grants paid		304,000.		304,000.
26 Total expenses and disbursements. Add lines 24 and 25		325,288.	18,209.	305,300.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		170,658.			
b Net investment income (if negative, enter -0-)			477,652.		
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	23,292.	7,266.	7,266.
	2 Savings and temporary cash investments	27,776.	5,129.	5,129.
	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	STMT 8 5,298,357.	5,510,017.	6,207,098.
	c Investments - corporate bonds			
	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) DIVIDENDS RECEIVABLE	0.	171.	171.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,349,425.	5,522,583.	6,219,664.	
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	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	5,349,425.	5,522,583.		
30 Total net assets or fund balances	5,349,425.	5,522,583.		
31 Total liabilities and net assets/fund balances	5,349,425.	5,522,583.		

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	5,349,425.
2 Enter amount from Part I, line 27a	2	170,658.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	2,500.
4 Add lines 1, 2, and 3	4	5,522,583.
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	5,522,583.

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 BERNSTEIN-SEE ATTACHED SCHEDULE	P		
b BERNSTEIN-SEE ATTACHED SCHEDULE	P		
c BERNSTEIN-CASH IN LIEU	P		
d CAPITAL GAINS DIVIDENDS			
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 497,097.		483,867.	13,230.
b 814,529.		569,343.	245,186.
c 11.			11.
d 83,405.			83,405.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			13,230.
b			245,186.
c			11.
d			83,405.
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	341,832.
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	262,003.	5,849,037.	.044794
2012	96,775.	5,375,578.	.018003
2011	34,000.	5,327,005.	.006383
2010	126,050.	4,892,599.	.025763
2009	108,275.	2,549,426.	.042470

2 Total of line 1, column (d)	2	.137413
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	.027483
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,205,201.
5 Multiply line 4 by line 3	5	170,538.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,777.
7 Add lines 5 and 6	7	175,315.
8 Enter qualifying distributions from Part XII, line 4	8	305,300.

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits and payments, tax due, overpayment, and amount of line 10 to be credited to 2015 estimated tax.

Part VII-A Statements Regarding Activities

Table with 11 rows for statements regarding activities. Includes questions about political campaigns, political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, unreported activities, changes in governing instruments, unrelated business gross income, liquidation, section 508(e) requirements, and states reported.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of W.A. STOCKARD, JR. Telephone no. 713-522-1693 Located at 2001 KIRBY DRIVE, SUITE 510, HOUSTON, TX ZIP+4 77019
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? 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? Yes No

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? Yes No

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
SUE STOCKARD SCHAEFER 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	VICE-PRESIDENT 0.00	0.	0.	0.
JAN STOCKARD CATO 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	SEC/ TREASURY 0.00	0.	0.	0.
W.A. STOCKARD, JR. 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	PRESIDENT 0.00	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

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	0.
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	6,260,113.
b	Average of monthly cash balances	1b	39,583.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,299,696.
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	6,299,696.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,495.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,205,201.
6	Minimum investment return. Enter 5% of line 5	6	310,260.

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	310,260.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,777.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,777.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	305,483.
4	Recoveries of amounts treated as qualifying distributions	4	2,500.
5	Add lines 3 and 4	5	307,983.
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	307,983.

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	305,300.
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	305,300.
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	4,777.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	300,523.

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				307,983.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			283,692.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 305,300.				
a Applied to 2013, but not more than line 2a			283,692.	
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				21,608.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				286,375.
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				
SEE ATTACHED STATEMENT				304,000.
Total			▶ 3a	304,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
BERNSTEIN	11.	11.	
TOTAL TO PART I, LINE 3	11.	11.	

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
BERNSTEIN	237,497.	83,405.	154,092.	154,007.	
TO PART I, LINE 4	237,497.	83,405.	154,092.	154,007.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WYETH SECURITIES PROCEEDS	11.	11.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11.	11.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,600.	1,300.		1,300.
TO FORM 990-PF, PG 1, LN 16B	2,600.	1,300.		1,300.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,422.	1,422.		0.
ESTIMATED FEDERAL TAX PAYMENTS	1,779.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,201.	1,422.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	15,268.	15,268.		0.
BANK FEES	152.	152.		0.
MISCELLANEOUS	5.	5.		0.
TO FORM 990-PF, PG 1, LN 23	15,425.	15,425.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
RECOVERY OF PRIOR YEAR DISTRIBUTIONS		2,500.
TOTAL TO FORM 990-PF, PART III, LINE 3		2,500.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SHEET	5,510,017.	6,207,098.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,510,017.	6,207,098.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	0.	171.	171.
TO FORM 990-PF, PART II, LINE 15	0.	171.	171.

Qty.	Holding	Total Cost	Market Value
125,645 429	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	\$ 1,709,308	\$ 1,699,983
39,442 481	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	\$ 481,436	\$ 590,848
4,135 323	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	\$ 111,143	\$ 110,082
435 000	APPLE INC	\$ 27,202	\$ 48,015
2,312 663	AB DISCOVERY VALUE FUND CL ADV	\$ 39,336	\$ 47,756
5,048 620	AB DISCOVERY GROWTH FND CL ADV	\$ 36,140	\$ 47,457
760 000	WELLS FARGO & COMPANY	\$ 26,109	\$ 41,663
795 000	MICROSOFT CORP	\$ 30,007	\$ 36,928
888 000	HEWLETT-PACKARD CO	\$ 22,535	\$ 35,635
114 000	VISA INC - CLASS A SHRS	\$ 16,581	\$ 29,891
235 000	ANTHEM INC	\$ 26,807	\$ 29,532
278 000	HOME DEPOT INC	\$ 17,122	\$ 29,182
307 000	GILEAD SCIENCES INC	\$ 19,729	\$ 28,938
300 000	CVS HEALTH CORP	\$ 19,870	\$ 28,893
913 000	PFIZER INC	\$ 17,907	\$ 28,440
270 000	JOHNSON & JOHNSON	\$ 16,715	\$ 28,234
298 000	WALT DISNEY CO/THE	\$ 21,949	\$ 28,069
341 000	STARBUCKS CORP	\$ 23,192	\$ 27,979
1,492 000	BANK OF AMERICA CORP	\$ 16,898	\$ 26,692
475 000	AMERICAN INTERNATIONAL GROUP	\$ 21,381	\$ 26,605
348 000	HESS CORP	\$ 28,291	\$ 25,689
318 000	OCCIDENTAL PETROLEUM CORP	\$ 28,741	\$ 25,634
1,614 000	FORD MOTOR CO	\$ 20,139	\$ 25,017
95 000	SHERWIN-WILLIAMS CO/THE	\$ 15,724	\$ 24,989
278 000	AETNA INC	\$ 22,775	\$ 24,695
261 000	AMERICAN EXPRESS CO	\$ 21,059	\$ 24,283
250 000	NIKE INC -CL B	\$ 19,874	\$ 24,038
508 000	ELECTRONIC ARTS INC	\$ 12,336	\$ 23,884
347 000	BALL CORP	\$ 19,470	\$ 23,655
200 000	PARTNERRE LTD	\$ 18,001	\$ 22,826
393 000	COMCAST CORP-CLASS A	\$ 14,194	\$ 22,798
207 000	RAYTHEON COMPANY	\$ 18,198	\$ 22,391
64 000	BIOGEN IDEC INC	\$ 9,208	\$ 21,725
112 000	LOCKHEED MARTIN CORP	\$ 18,586	\$ 21,568

Qty.	Holding	Total Cost	Market Value
225 000	AON PLC	\$ 17,021	\$ 21,337
150 000	COSTCO WHOLESALE CORP	\$ 18,344	\$ 21,263
429 000	VALERO ENERGY CORP	\$ 21,376	\$ 21,236
40 000	GOOGLE INC-CL C	\$ 13,753	\$ 21,056
336 000	FIDELITY NATIONAL INFORMATION	\$ 15,374	\$ 20,899
252 000	CAPITAL ONE FINANCIAL CORP	\$ 14,559	\$ 20,803
240 000	DANAHER CORP	\$ 13,728	\$ 20,570
250 000	ANSYS INC	\$ 18,511	\$ 20,500
189 000	MONSTER BEVERAGE CORP	\$ 13,957	\$ 20,478
274 000	DR PEPPER SNAPPLE GROUP INC	\$ 16,680	\$ 19,640
92 000	ALLERGAN INC	\$ 9,725	\$ 19,558
228 000	TIME WARNER INC	\$ 14,473	\$ 19,476
17 000	PRICELINE GROUP INC/THE	\$ 14,311	\$ 19,384
75 000	ACTAVIS PLC	\$ 15,736	\$ 19,306
195 000	AMERICAN TOWER CORP	\$ 14,847	\$ 19,276
183 000	MEAD JOHNSON NUTRITION CO	\$ 15,031	\$ 18,399
286 000	KROGER CO	\$ 6,858	\$ 18,364
369 000	DELTA AIR LINES INC	\$ 14,557	\$ 18,151
139 000	L-3 COMMUNICATIONS HOLDINGS	\$ 16,903	\$ 17,543
275 000	JPMORGAN CHASE & CO	\$ 13,842	\$ 17,210
200 000	SCHLUMBERGER LTD	\$ 17,371	\$ 17,082
190 000	DTE ENERGY COMPANY	\$ 13,547	\$ 16,410
135 000	UNION PACIFIC CORP	\$ 10,118	\$ 16,083
134 000	MONSANTO CO	\$ 14,129	\$ 16,009
223 000	DOLLAR GENERAL CORP	\$ 14,165	\$ 15,766
350 000	US BANCORP	\$ 14,159	\$ 15,733
1,114 000	XEROX CORP	\$ 11,953	\$ 15,440
275 000	EBAY INC	\$ 14,791	\$ 15,433
29 000	INTUITIVE SURGICAL INC	\$ 12,754	\$ 15,339
200 000	ESTÉE LAUDER COMPANIES-CL A	\$ 15,227	\$ 15,240
310 000	VERIZON COMMUNICATIONS INC	\$ 14,826	\$ 14,502
265 000	AMPHENOL CORP-CL A	\$ 10,727	\$ 14,260
175 000	PHILIP MORRIS INTERNATIONAL	\$ 15,287	\$ 14,254
475 000	EMC CORP/MASS	\$ 13,927	\$ 14,127
295 000	AMDOCS LTD	\$ 11,379	\$ 13,763
225 000	AMERICAN ELECTRIC POWER	\$ 12,329	\$ 13,662
175 000	FACEBOOK INC-A	\$ 10,708	\$ 13,654

Qty.	Holding	Total Cost	Market Value
90 000	POLARIS INDUSTRIES INC	\$ 11,846	\$ 13,612
70 000	GOLDMAN SACHS GROUP INC	\$ 11,446	\$ 13,568
25 000	GOOGLE INC-CL A	\$ 7,113	\$ 13,267
225 000	QUINTILES TRANSNATIONAL HOLDIN	\$ 11,406	\$ 13,246
268 000	ALTRIA GROUP INC	\$ 10,835	\$ 13,204
285 000	DOW CHEMICAL CO/THE	\$ 13,754	\$ 12,999
125 000	CHUBB CORP	\$ 10,900	\$ 12,934
180 000	FISERV INC	\$ 11,853	\$ 12,775
20 000	AUTOZONE INC	\$ 10,490	\$ 12,382
300 000	ITT CORP	\$ 14,543	\$ 12,138
1,293 000	OFFICE DEPOT INC	\$ 6,173	\$ 11,087
139 000	LYONDELLBASELL INDU- CL A	\$ 6,670	\$ 11,035
319 000	GAMESTOP CORP-CLASS A	\$ 11,198	\$ 10,782
50 000	AFFILIATED MANAGERS GROUP INC	\$ 7,511	\$ 10,612
850 000	BROCADE COMMUNICATIONS SYS	\$ 8,429	\$ 10,064
45 000	INTERCONTINENTAL EXCHANGE IN	\$ 5,804	\$ 9,868
75 000	BOEING CO/THE	\$ 7,299	\$ 9,749
950 000	SLM CORP	\$ 8,464	\$ 9,681
125 000	NXP SEMICONDUCTORS NV	\$ 7,817	\$ 9,550
100 000	PEPSICO INC	\$ 8,312	\$ 9,456
125 000	VF CORP	\$ 9,404	\$ 9,363
150 000	MERCK & CO INC	\$ 6,741	\$ 8,519
107 000	ASSURANT INC	\$ 6,952	\$ 7,322
153 000	ORACLE CORP	\$ 6,275	\$ 6,880
40 000	EVEREST RE GROUP LTD	\$ 5,092	\$ 6,812
100 000	SERVICENOW INC	\$ 4,668	\$ 6,785
132 000	MURPHY OIL CORP	\$ 8,875	\$ 6,669
50 000	NETSUITE INC	\$ 3,670	\$ 5,459
200 000	BOOZ ALLEN HAMILTON HOLDING	\$ 4,944	\$ 5,306
22 000	PRECISION CASTPARTS CORP	\$ 3,918	\$ 5,299
25 000	MCKESSON CORP	\$ 5,312	\$ 5,190
50 000	UNITEDHEALTH GROUP INC	\$ 4,351	\$ 5,055
66 000	MEDTRONIC INC	\$ 4,940	\$ 4,765
50 000	EOG RESOURCES INC	\$ 5,762	\$ 4,604
35 000	F5 NETWORKS INC	\$ 3,821	\$ 4,566
98,149 065	OVERLAY A PORTFOLIO CLASS 1	\$ 1,011,190	\$ 1,199,382



BERNSTEIN

Holdings
Account: SK FOUNDATION
As of December 31, 2014

Qty.	Holding	Total Cost	Market Value
70,329 722	OVERLAY B PORTFOLIO CLASS 1	\$ 727,288	\$ 727,901
NET PORTFOLIO VALUE		\$ 5,510,017	\$ 6,207,098

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	ADDRESS	ADDRESS 2	RECIPIENT STATUS	PURPOSE OF GRANT	AMOUNT
Amazing Place	3735 Drexel Dr Suite A	Houston, TX 77027	Public charity	Charitable	10,000 00
Animal Rescue Fondation	360 S Hwy 123 Bypass	Seguin, TX 78155	Public charity	Charitable	1,000 00
Art League of Houston	1953 Montrose Blvd	Houston, TX 77006	Public charity	Charitable	2,500 00
Artbnrdg Houston	3311 Richmond, Suite 212	Houston, TX 77098-3018	Public charity	Charitable	1,000 00
BARC	3200 Carr Street	Houston, TX 77026	Public charity	Charitable	1,000 00
Bat Conservation International	P O Box 162603	Austin, TX 78716	Public charity	Charitable	2,500 00
Bayou Land Conservancy	10330 Lake Rd	Houston, TX 77070	Public charity	Charitable	500 00
Bo's Place	10050 Buffalo Speedway	Houston, TX 77054	Public charity	Charitable	5,000 00
Brookwood Community	1752 FM 1489	Brookshire, TX 77423	Public charity	Charitable	5,000 00
Camp for All	10500 NW Freeway, Suite 220	Houston, TX 77092	Public charity	Charitable	10,000 00
Candlelights	8323 Southwest Freeway	Houston, TX 77074	Public charity	Charitable	5,000 00
Ceasar Kleberg Wildlife Research Inst	700 University Blvd, MSC 218	Kingsville, TX 78363	Public charity	Charitable	2,500 00
Chinquapin Preparatory School	2615 E Wallisville Road	Highlands, TX 77562-3199	Public charity	Educational	10,000 00
Consortium on Aging	7000 Fannin St UCT-1703	Houston, TX 77030	Public charity	Charitable	5,000 00
Episcopal High School	P O Box 271299	Bellaire, TX 77277	Public charity	Educational	5,000 00
Foundation of Cancer Survivors	P O Box 792	Missoua City, TX 77459	Public charity	Charitable	5,000 00
Free Enterprise Institute	9525 Katy Freeway, Suite 303	Houston, TX 77024-1415	Public charity	Charitable	5,000 00
Friends of Lake McQueeney	P O Box 781	McQueeney TX 78123	Public charity	Charitable	3,000 00
Goodwill Industries of Houston	1140 West Loop North	Houston, TX 77055	Public charity	Charitable	5,000 00
Gulf Coast Bird Observatory	103 Hwy 332 West	Lake Jackson, TX 77566	Public charity	Charitable	10,000 00
Hermann Park Conservancy	6201 Herman Park Dr	Houston, TX 77030	Public charity	Charitable	5,000 00
Hill Country Land Trust	P O Box 1724	Fredencksburg, TX 78624	Public charity	Charitable	1,000 00
Holly Hall Retirement	2000 Holly Hall St	Houston, TX 77054	Public charity	Charitable	1,000 00
Houston Audubon	404 Wilchester	Houston, TX 77079	Public charity	Charitable	2,500 00
Houston Food Bank	535 Portwall St	Houston, TX 77029	Public charity	Charitable	5,000 00
Houston Humane Society	14700 Almeda Rd	Houston, TX 77053	Public charity	Charitable	1,000 00
Houston Public Media Foundation	4343 Elgin	Houston, TX 77204-0008	Public charity	Charitable	1,000 00
International Crane Foundation	E 11376 Shady Lane Road	Baraboo, WI 53913	Public charity	Charitable	5,000 00
Joan Hunter Ministnes	P O Box 777	Pinehurst, TX 77362-0777	Public charity	Charitable	10,000 00
Joel Osteen Ministnes	PO BOX 4600	Houston TX 77210	Public charity	Charitable	1,000 00
Joyce Meyer Ministnes	P O Box 655	Fenton, MO 63026	Public charity	Charitable	5,000 00
Katy Pony Baseball	P O Box 502	Katy, TX 77492	Public charity	Charitable	1,000 00
Katy Prairie Conservatory	3015 Richmond Ave, Suite 230	Houston, TX 77098-3114	Public charity	Charitable	3,500 00
Kenneth Copeland Ministnes	14355 Morns Dido Rd	Newark, TX 76071	Public charity	Charitable	3,000 00
Kinkaid School	201 Kinkaid School Drve	Houston, TX 77024	Public charity	Educational	1,000 00
Lake McQueeney Ski Bees	P O Box 658	McQueeney, TX 78123	Public charity	Charitable	500 00
Lamar High School Alumni Assn	P O Box 540207	Houston, TX 77254	Public charity	Charitable	1,000 00
Land Trust Alliance	1660 L Street NW, Suite 1100	Washington, DC 20036	Public charity	Charitable	5,000 00
Last Chance Forever	P O Box 460993	San Antonio, TX 78246-0993	Public charity	Charitable	1,000 00
Little Woman Home for Animals	66 Evelyn Lane	Huntsville, TX 77340	Public charity	Charitable	1,000 00
Manlyn Hickey Ministnes	8081 East Orchard Road	Greenwood Village, Colorado	Public charity	Charitable	7,000 00
McQueeney Volunteer Fire Dept	P O Box 500	McQueeney, TX 78123-0500	Public charity	Charitable	5,000 00
Milby High School Futbol Club	1602 Broadway	Houston, TX 77012	Public charity	Charitable	1,000 00
Peckerwood Garden Foundation	2057 FM 359 Road	Hempstead, TX 77445	Public charity	Charitable	6,500 00
Planned Parenthood Foundation	434 West 33rd Street	New York, NY 10001	Public charity	Charitable	2,500 00
Planned Parenthood Houston	4600 Gulf Freeway	Houston, TX 77023	Public charity	Charitable	2,500 00
Project Row House	2521 Holman	Houston, TX 77004	Public charity	Charitable	2,500 00
Quinta Mazathlan	P O Box 220	McAllen, TX 78505	Public charity	Charitable	1,000 00
Redeemer Zuehl United Church of Chn	P O Box 230	Sussex, WI 53089	Public charity	Charitable	2,400 00
Reinhard Bonkke Ministnes	7415 Gin Road	Manon, TX 78124	Public charity	Charitable	1,000 00
River Oaks Baptist School	2300 Willowick	Houston, TX 77027	Public charity	Educational	5,000 00
ROCC River Oaks CC Scholarship Pro	1600 River Oaks Blvd	Houton, TX 77019	Public charity	Charitable	500 00
Rothko Chapel	3900 Yupon St	Houston, TX 77006	Public charity	Charitable	1,000 00
San Jose Clinic	2615 Fannin Street	Houston, TX 77002	Public charity	Charitable	1,000 00
Saving Moses	P O Box 4584	Englewood CO 80155-4584	Public charity	Charitable	3,000 00
Southwestern University	P O Box 770	Georgetown, TX 78627-0770	Public charity	Charitable	5,000 00
Spay Neuter Assst Program	P O Box 70286	Houston, TX 77270	Public charity	Charitable	1,000 00
SPCA Houston	900 Portway Drive	Houston, TX 77024	Public charity	Charitable	1,000 00
St Lukes Foundation (Friends of Nursu	1213 Hermann Drive, Suite 855	Houston, TX 77004	Public charity	Charitable	5,000 00
St Lukes United Methodist Church	3471 Westheimer	Houston, TX 77027	Public charity	Charitable	22,000 00
TCADP	2709 S Lamar Blvd, Ste 109	Austin, TX 78704-4757	Public charity	Charitable	1,000 00
Texas Chnstan University - TCU	TCU Box 297044	Fort Worth, TX 76129	Public charity	Educational	5,000 00
Texas Land Trust Council	P O Box 29232	Austin, TX 78755	Public charity	Charitable	2,000 00
The Center for Hearing and Speech	3636 W Dallas Avenue	Houston, TX 77019	Public charity	Charitable	5,000 00
The Histo CURE Foundation	25 Eliseo Drive	Greenbrae, CA 94904	Public charity	Charitable	5,000 00
The Open Door Mission Foundation	P O Box 9356	Houston, TX 77261	Public charity	Charitable	5,000 00
The Pansh School	11001 Hammerly Blvd	Houston, TX 77043	Public charity	Charitable	10,000 00
The Salvation Army	1500 Austin Street	Houston, TX 77002	Public charity	Charitable	5,000 00
The Star of Hope Mission	P O Box 1505	Houston, TX 77251-1505	Public charity	Charitable	5,000 00
University of San Diego	5998 Alcalá Park	San Diego, CA 92110	Public charity	Educational	5,000 00
University of Texas Austin	P O Box 7727	Austin, TX 78713-9953	Public charity	Educational	1,000 00
Urban Harvest	2311 Canal Street	Houston, TX 77003	Public charity	Charitable	1,000 00
Walter A Stockard Scholarship	P O Box 7458	Austin, TX 78713	Public charity	Charitable	20,500 00
WHPOA	634 Mourning Dove Drive	McQueeney, Texas 78123	Public charity	Charitable	100 00
Wounded Warrior Project	12672 Silicon Drive, Suite 105	San Antonio, TX 78249	Public charity	Charitable	1,000 00
XP Ministnes	P O Box 1017	Mancopa, AZ 85139	Public charity	Charitable	3,000 00
Yellowstone Academy	3000 Trulley St	Houston, TX 77004	Public charity	Charitable	5,000 00

304,000 00

Capital Gains Report

SK FOUNDATION (Account: 888-15100)

January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
SHORT-TERM								
02/26/2013	01/06/2014	25	MONSANTO CO	115.66	99.11	2,891.50	2,477.72	413.78
03/22/2013	01/16/2014	175	MARATHON PETROLEUM CORP	85.40	91.27	14,945.05	15,971.43	(1,026.38)
05/06/2013	01/16/2014	50	MARATHON PETROLEUM CORP	85.40	79.53	4,270.02	3,976.50	293.52
02/12/2013	01/23/2014	125	PATTERSON COS INC	40.78	37.30	5,097.36	4,662.50	434.86
05/20/2013	01/23/2014	100	PATTERSON COS INC	40.78	38.84	4,077.89	3,883.94	193.95
01/28/2013	01/27/2014	75	EBAY INC	53.27	55.94	3,994.91	4,195.28	(200.37)
03/22/2013	01/27/2014	100	EBAY INC	53.27	53.15	5,326.55	5,314.72	11.83
03/18/2013	01/31/2014	175	ILLINOIS TOOL WORKS	79.11	62.08	13,844.20	10,864.39	2,979.81
05/06/2013	01/31/2014	100	ILLINOIS TOOL WORKS	79.11	65.67	7,910.97	6,566.51	1,344.46
03/22/2013	02/03/2014	75	CELGENE CORP	151.54	112.75	11,365.78	8,455.94	2,909.84
03/25/2013	02/03/2014	25	INTL BUSINESS MACHINES CORP	174.41	210.92	4,360.26	5,272.89	(912.63)
02/26/2013	02/10/2014	10	***EVEREST RE GROUP LTD	139.58	124.45	1,395.77	1,244.54	151.23
03/12/2013	02/10/2014	15	***EVEREST RE GROUP LTD	139.58	127.30	2,093.65	1,909.50	184.15
03/18/2013	02/14/2014	15	WW GRAINGER INC	242.95	224.00	3,644.30	3,359.99	284.31
05/01/2013	02/18/2014	25	ALLERGAN INC	125.64	99.54	3,141.03	2,488.53	652.50
02/26/2013	02/19/2014	40	NOBLE ENERGY INC	66.58	54.08	2,663.22	2,163.18	500.04
05/20/2013	02/20/2014	125	KINDER MORGAN INC	33.13	40.81	4,140.87	5,101.24	(960.37)
08/23/2013	02/20/2014	100	KINDER MORGAN INC	33.13	37.17	3,312.69	3,717.01	(404.32)
03/18/2013	02/20/2014	5	WW GRAINGER INC	248.56	224.00	1,242.80	1,119.99	122.81
04/08/2013	02/20/2014	15	WW GRAINGER INC	248.56	223.81	3,728.38	3,357.17	371.21
02/26/2013	02/21/2014	20	CONAGRA FOODS INC	28.47	33.60	569.44	671.97	(102.53)
04/08/2013	02/25/2014	10	WW GRAINGER INC	251.30	223.81	2,512.98	2,238.12	274.86
08/26/2013	02/25/2014	20	WW GRAINGER INC	251.30	253.87	5,025.95	5,077.42	(51.47)
12/04/2013	02/27/2014	275	GENERAL MOTORS CO	36.40	39.19	10,009.97	10,777.55	(767.58)
04/11/2013	03/14/2014	4	PRICELINE GROUP INC/THE	1,277.24	729.42	5,108.94	2,917.70	2,191.24
09/20/2013	03/25/2014	25	PARKER HANNIFIN CORP	121.48	108.09	3,037.02	2,702.13	334.89
09/20/2013	04/07/2014	25	PARKER HANNIFIN CORP	119.12	108.09	2,978.00	2,702.13	275.87
11/06/2013	04/08/2014	125	VERISK ANALYTICS INC-CL A	58.91	62.12	7,363.51	7,764.76	(401.25)
03/12/2014	04/08/2014	50	VERISK ANALYTICS INC-CL A	58.91	63.58	2,945.41	3,178.76	(233.35)
06/21/2013	04/14/2014	100	CBS CORP-CLASS B NON VOTING	58.82	47.13	5,882.01	4,712.51	1,169.50
06/04/2013	04/22/2014	50	COSTCO WHOLESALE CORP	113.89	110.67	5,694.25	5,533.62	160.63
10/31/2013	04/23/2014	75	HASBRO INC	54.94	52.08	4,120.55	3,906.02	214.53

Capital Gains Report

SK FOUNDATION (Account: 888-15100)

January 1, 2014 - December 31, 2014

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
07/11/2013	04/24/2014	375	REGAL ENTERTAINMENT GROUP-A	19.01	19.15	7,129.13	7,180.80	(51.67)
07/24/2013	04/24/2014	25	SCHLUMBERGER LTD	101.75	83.00	2,543.78	2,075.02	468.76
01/23/2014	04/28/2014	225	FISERV INC	56.10	57.61	12,621.53	12,962.52	(340.99)
05/01/2013	04/29/2014	50	ALLERGAN INC	166.14	99.54	8,306.78	4,977.06	3,329.72
06/21/2013	05/01/2014	200	CBS CORP-CLASS B NON VOTING	57.77	47.13	11,553.88	9,425.02	2,128.86
07/18/2013	05/01/2014	75	CBS CORP-CLASS B NON VOTING	57.77	53.22	4,332.71	3,991.69	341.02
05/16/2013	05/02/2014	15	ALLERGAN INC	169.26	100.95	2,538.90	1,514.24	1,024.66
04/16/2014	05/20/2014	400	NAVIENT CORP	16.00	16.25	6,400.24	6,499.63	(99.39)
09/17/2013	05/28/2014	25	OCCIDENTAL PETROLEUM CORP	99.00	90.45	2,475.07	2,261.22	213.85
07/24/2013	05/29/2014	225	PULTE GROUP INC	20.01	19.17	4,503.04	4,312.31	190.73
06/04/2013	05/30/2014	25	COSTCO WHOLESALE CORP	115.59	110.67	2,889.83	2,766.81	123.02
07/18/2013	05/30/2014	200	GENWORTH FINANCIAL INC-CL A	16.99	12.96	3,398.64	2,592.30	806.34
08/23/2013	05/30/2014	50	LINCOLN NATIONAL CORP	47.94	44.18	2,396.97	2,209.04	187.93
11/18/2013	06/05/2014	50	FEDEX CORP	143.09	137.38	7,154.46	6,869.00	285.46
11/21/2013	06/05/2014	25	FEDEX CORP	143.09	137.81	3,577.23	3,445.27	131.96
11/26/2013	06/10/2014	25	MEAD JOHNSON NUTRITION CO	87.72	84.56	2,193.12	2,114.04	79.08
05/22/2014	06/10/2014	6	TIME INC	23.00	24.08	138.00	144.49	(6.49)
12/04/2013	06/13/2014	75	NIKE INC -CL B	74.14	78.50	5,560.33	5,887.79	(327.46)
10/16/2013	06/18/2014	25	HESS CORP	95.49	81.96	2,387.25	2,049.06	338.19
11/26/2013	06/18/2014	25	MEAD JOHNSON NUTRITION CO	90.12	84.56	2,252.91	2,114.03	138.88
02/28/2014	06/19/2014	75	EBAY INC	49.60	58.98	3,719.84	4,423.63	(703.79)
04/09/2014	06/20/2014	5	INTUITIVE SURGICAL INC	403.20	448.48	2,016.00	2,242.41	(226.41)
02/28/2014	06/25/2014	25	F5 NETWORKS INC	108.86	112.71	2,721.45	2,817.83	(96.38)
02/03/2014	06/27/2014	50	LORILLARD INC	61.35	48.40	3,067.43	2,420.00	647.43
10/21/2013	07/01/2014	425	GANNETT CO	31.72	26.41	13,480.41	11,222.30	2,258.11
05/02/2014	07/01/2014	50	VERTEX PHARMACEUTICALS INC	95.14	67.86	4,757.06	3,393.08	1,363.98
02/04/2014	07/14/2014	50	HERSHEY CO/THE	95.09	99.17	4,754.30	4,958.65	(204.35)
09/20/2013	07/14/2014	25	PARKER HANNIFIN CORP	123.21	108.09	3,080.19	2,702.13	378.06
02/28/2014	07/15/2014	25	F5 NETWORKS INC	110.52	112.71	2,763.11	2,817.83	(54.72)
10/31/2013	07/15/2014	100	HASBRO INC	53.83	52.08	5,382.50	5,208.03	174.47
11/26/2013	07/15/2014	25	MEAD JOHNSON NUTRITION CO	92.91	84.56	2,322.86	2,114.04	208.82
02/28/2014	07/24/2014	150	EBAY INC	53.29	58.98	7,993.71	8,847.25	(853.54)
04/24/2014	07/24/2014	25	EBAY INC	53.29	54.69	1,332.29	1,367.16	(34.87)

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09/20/2013	07/29/2014	75	PARKER HANNIFIN CORP	119.05	108.09	8,928.89	8,106.39	822.50
05/02/2014	08/05/2014	175	MONDELEZ INTERNATIONAL-W/I	36.03	35.61	6,304.74	6,232.36	72.38
10/16/2013	08/19/2014	50	HESS CORP	99.20	81.96	4,960.00	4,098.12	861.88
11/26/2013	08/29/2014	25	MEAD JOHNSON NUTRITION CO	95.36	84.56	2,383.95	2,114.03	269.92
04/30/2014	09/05/2014	50	UNITED TECHNOLOGIES CORP	108.74	118.53	5,436.77	5,926.34	(489.57)
06/20/2014	09/05/2014	25	UNITED TECHNOLOGIES CORP	108.74	118.09	2,718.39	2,952.28	(233.89)
02/04/2014	09/08/2014	50	HERSHEY CO/THE	91.98	99.17	4,599.06	4,958.65	(359.59)
02/14/2014	09/08/2014	75	HERSHEY CO/THE	91.98	104.83	6,898.60	7,862.15	(963.55)
10/25/2013	09/09/2014	25	LINCOLN NATIONAL CORP	54.00	44.80	1,350.07	1,120.00	230.07
03/26/2014	09/26/2014	50	LINEAR TECHNOLOGY CORP	44.04	48.64	2,201.82	2,432.01	(230.19)
02/03/2014	09/30/2014	100	LORILLARD INC	60.08	48.40	6,007.58	4,840.00	1,167.58
06/27/2014	10/02/2014	50	***COPA HOLDINGS SA-CLASS A	107.80	142.18	5,389.99	7,109.22	(1,719.23)
09/08/2014	10/03/2014	100	CBS CORP-CLASS B NON VOTING	52.74	59.04	5,274.38	5,903.69	(629.31)
09/08/2014	10/13/2014	275	DISCOVERY COMMUNICATION-A	34.30	42.61	9,432.53	11,717.64	(2,285.11)
03/26/2014	10/15/2014	100	LINEAR TECHNOLOGY CORP	38.45	48.64	3,845.16	4,864.01	(1,018.85)
04/22/2014	10/15/2014	150	LINEAR TECHNOLOGY CORP	38.45	46.55	5,767.74	6,982.13	(1,214.39)
05/02/2014	10/15/2014	50	LINEAR TECHNOLOGY CORP	38.45	45.02	1,922.58	2,250.96	(328.38)
05/22/2014	10/15/2014	125	LINEAR TECHNOLOGY CORP	38.45	45.69	4,806.45	5,711.03	(904.58)
06/19/2014	10/20/2014	50	HALLIBURTON CO	52.93	68.49	2,646.67	3,424.69	(778.02)
03/07/2014	10/20/2014	300	TWENTY-FIRST CENTURY FOX-A	32.67	34.34	9,800.13	10,302.06	(501.93)
08/20/2014	10/20/2014	75	TWENTY-FIRST CENTURY FOX-A	32.67	35.70	2,450.03	2,677.26	(227.23)
06/18/2014	10/22/2014	75	EOG RESOURCES INC	94.00	112.34	7,049.87	8,425.27	(1,375.40)
06/20/2014	10/22/2014	25	EOG RESOURCES INC	94.00	117.17	2,349.96	2,929.14	(579.18)
12/04/2013	11/14/2014	30	ASSURANT INC	67.56	64.62	2,026.71	1,938.52	88.19
11/26/2013	11/20/2014	20	MEAD JOHNSON NUTRITION CO	101.60	84.56	2,032.00	1,691.23	340.77
02/03/2014	11/25/2014	307	OFFICE DEPOT INC	6.64	4.77	2,037.59	1,465.62	571.97
12/04/2013	12/01/2014	70	ASSURANT INC	67.48	64.62	4,723.87	4,523.20	200.67
02/03/2014	12/01/2014	18	ASSURANT INC	67.48	64.51	1,214.71	1,161.16	53.55
07/22/2014	12/01/2014	43	MURPHY OIL CORP	48.36	67.24	2,079.42	2,891.22	(811.80)
02/03/2014	12/03/2014	100	LINCOLN NATIONAL CORP	56.40	46.63	5,639.97	4,662.78	977.19
07/01/2014	12/05/2014	20	CALIFORNIA RESOURCES CORP	6.66	10.42	133.18	208.33	(75.15)
07/16/2014	12/05/2014	10	CALIFORNIA RESOURCES CORP	6.66	10.19	66.59	101.94	(35.35)
08/19/2014	12/05/2014	10	CALIFORNIA RESOURCES CORP	6.66	10.28	66.59	102.77	(36.18)

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04/25/2014	12/10/2014	150	DOVER CORP	71.29	85.09	10,693.98	12,763.32	(2,069.34)	
06/19/2014	12/10/2014	50	DOVER CORP	71.29	89.91	3,564.66	4,495.59	(930.93)	
10/01/2014	12/10/2014	25	DOVER CORP	71.29	79.75	1,782.33	1,993.75	(211.42)	
10/03/2014	12/10/2014	25	DOVER CORP	71.29	80.10	1,782.33	2,002.59	(220.26)	
10/27/2014	12/10/2014	25	DOVER CORP	71.29	77.79	1,782.33	1,944.73	(162.40)	
11/25/2014	12/10/2014	51	DOVER CORP	71.29	82.81	3,635.95	4,223.28	(587.33)	
07/07/2014	12/11/2014	22	AETNA INC	88.45	82.68	1,945.85	1,819.06	126.79	
12/16/2013	12/11/2014	30	AMERICAN TOWER CORP	99.99	76.14	2,999.70	2,284.13	715.57	
07/30/2014	12/11/2014	15	ANTHEM INC	125.69	111.90	1,885.35	1,678.51	206.84	
08/20/2014	12/11/2014	27	DOLLAR GENERAL CORP	69.54	63.48	1,877.65	1,714.00	163.65	
02/20/2014	12/11/2014	40	DOW CHEMICAL CO/THE	46.16	47.01	1,846.49	1,880.40	(33.91)	
07/22/2014	12/11/2014	26	DR PEPPER SNAPPLE GROUP INC	71.23	58.73	1,851.98	1,527.03	324.95	
02/04/2014	12/11/2014	35	DTE ENERGY COMPANY	82.85	67.37	2,899.67	2,358.09	541.58	
02/28/2014	12/11/2014	15	F5 NETWORKS INC	133.12	112.71	1,996.80	1,690.69	306.11	
01/17/2014	12/11/2014	56	GAMESTOP CORP-CLASS A	34.35	37.59	1,923.33	2,105.07	(181.74)	
04/09/2014	12/11/2014	6	INTUITIVE SURGICAL INC	507.92	448.48	3,047.50	2,690.89	356.61	
02/12/2014	12/11/2014	36	MONSTER BEVERAGE CORP	108.97	72.99	3,922.83	2,627.61	1,295.22	
10/22/2014	12/11/2014	40	VALERO ENERGY CORP	46.85	48.82	1,873.93	1,952.88	(78.95)	
02/24/2014	12/11/2014	5	VERIZON COMMUNICATIONS INC	46.39	47.05	231.93	235.26	(3.33)	
02/03/2014	12/11/2014	186	XEROX CORP	13.80	10.66	2,566.45	1,982.24	584.21	
SUBTOTAL FOR SHORT-TERM							497,097.21	483,866.66	13,230.55
LONG-TERM									
08/21/2012	01/17/2014	10	BIOGEN IDEC INC	296.08	143.87	2,960.79	1,438.68	1,522.11	
04/06/2010	01/17/2014	45	SCHLUMBERGER LTD	89.97	66.90	4,048.43	3,010.43	1,038.00	
10/11/2010	01/17/2014	5	SCHLUMBERGER LTD	89.97	63.42	449.83	317.09	132.74	
04/18/2011	01/21/2014	10	AT&T INC	33.39	30.32	333.94	303.19	30.75	
01/06/2012	01/21/2014	115	AT&T INC	33.39	29.87	3,840.27	3,435.05	405.22	
07/19/2012	01/21/2014	100	AT&T INC	33.39	35.48	3,339.37	3,547.86	(208.49)	
07/20/2012	01/23/2014	18	CHIPOTLE MEXICAN GRILL-CL A	503.05	318.24	9,054.81	5,728.40	3,326.41	
08/24/2012	01/27/2014	50	EBAY INC	53.27	47.21	2,663.28	2,360.69	302.59	
04/28/2011	01/31/2014	90	CITIGROUP INC	47.70	45.57	4,292.77	4,100.94	191.83	
05/16/2011	01/31/2014	35	CITIGROUP INC	47.70	41.27	1,669.41	1,444.51	224.90	
07/08/2009	01/31/2014	100	PFIZER INC	30.49	14.74	3,048.54	1,473.64	1,574.90	

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08/16/2012	02/03/2014	20	INTL BUSINESS MACHINES CORP	174.41	199.72	3,488.21	3,994.46	(506.25)
10/04/2012	02/03/2014	35	INTL BUSINESS MACHINES CORP	174.41	210.57	6,104.37	7,369.89	(1,265.52)
08/29/2012	02/03/2014	50	PHILIP MORRIS INTERNATIONAL	76.37	90.82	3,818.59	4,540.92	(722.33)
08/21/2012	02/07/2014	10	BIOGEN IDEC INC	315.25	143.87	3,152.48	1,438.68	1,713.80
09/07/2010	02/11/2014	10	NOBLE ENERGY INC	66.35	36.77	663.51	367.75	295.76
02/24/2011	02/11/2014	50	NOBLE ENERGY INC	66.35	44.07	3,317.53	2,203.32	1,114.21
05/17/2011	02/11/2014	40	NOBLE ENERGY INC	66.35	43.65	2,654.03	1,745.97	908.06
10/11/2010	02/11/2014	35	SCHLUMBERGER LTD	89.97	63.42	3,148.94	2,219.59	929.35
12/23/2011	02/11/2014	15	SCHLUMBERGER LTD	89.97	68.69	1,349.55	1,030.30	319.25
11/12/2012	02/12/2014	15	LINKEDIN CORP - A	192.91	97.23	2,893.67	1,458.50	1,435.17
11/13/2012	02/12/2014	25	LINKEDIN CORP - A	192.91	99.40	4,822.78	2,484.88	2,337.90
09/22/2011	02/13/2014	10	***LYONDELLBASELL INDU-CL A	82.37	21.45	823.65	214.46	609.19
10/03/2011	02/13/2014	40	***LYONDELLBASELL INDU-CL A	82.37	24.50	3,294.61	980.13	2,314.48
07/09/2012	02/14/2014	50	ANSYS INC	82.04	58.52	4,101.82	2,925.87	1,175.95
02/11/2013	02/18/2014	150	***AMDOCS LTD	44.12	35.78	6,617.27	5,367.27	1,250.00
09/21/2012	02/18/2014	75	FIDELITY NATIONAL INFORMATION	53.97	32.66	4,048.02	2,449.61	1,598.41
05/17/2011	02/19/2014	10	NOBLE ENERGY INC	66.58	43.65	665.81	436.49	229.32
01/13/2012	02/19/2014	50	NOBLE ENERGY INC	66.58	47.22	3,329.03	2,361.22	967.81
06/08/2012	02/20/2014	25	CHEVRON CORP	114.58	100.20	2,864.57	2,504.93	359.64
08/17/2012	02/20/2014	50	CHEVRON CORP	114.58	112.91	5,729.13	5,645.59	83.54
11/12/2012	02/20/2014	25	KINDER MORGAN INC	33.13	32.57	828.17	814.31	13.86
05/21/2012	02/20/2014	75	WAL-MART STORES INC	73.35	62.92	5,501.19	4,718.94	782.25
08/16/2012	02/20/2014	50	WAL-MART STORES INC	73.35	72.11	3,667.46	3,605.63	61.83
01/28/2013	02/21/2014	550	CONAGRA FOODS INC	28.47	32.66	15,659.54	17,961.63	(2,302.09)
09/11/2012	02/28/2014	300	PULTE GROUP INC	21.02	14.64	6,305.13	4,393.29	1,911.84
09/14/2012	02/28/2014	50	PULTE GROUP INC	21.02	16.46	1,050.86	823.01	227.85
05/22/2012	03/04/2014	65	REYNOLDS AMERICAN INC	55.00	41.41	3,575.00	2,691.65	883.35
04/20/2012	03/11/2014	75	COGNIZANT TECH SOLUTIONS-A	52.13	36.09	3,909.43	2,706.58	1,202.85
09/05/2012	03/14/2014	15	INTERCONTINENTAL EXCHANGE IN	204.80	135.51	3,071.97	2,032.59	1,039.38
09/05/2012	03/24/2014	15	INTERCONTINENTAL EXCHANGE IN	204.03	135.51	3,060.41	2,032.58	1,027.83
10/31/2012	03/24/2014	75	LIBERTY MEDIA CORP	133.60	98.41	10,020.00	7,380.43	2,639.57
04/20/2012	03/27/2014	55	COGNIZANT TECH SOLUTIONS-A	47.64	36.09	2,620.24	1,984.82	635.42
04/26/2012	03/27/2014	20	COGNIZANT TECH SOLUTIONS-A	47.64	36.72	952.81	734.44	218.37

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12/23/2011	03/27/2014	25	SCHLUMBERGER LTD	96.53	68.69	2,413.35	1,717.16	696.19
08/24/2012	03/27/2014	50	SCHLUMBERGER LTD	96.53	74.33	4,826.71	3,716.34	1,110.37
11/14/2012	04/07/2014	10	AMAZON.COM INC	319.64	224.39	3,196.42	2,243.94	952.48
01/13/2012	04/07/2014	5	PRECISION CASTPARTS CORP	250.24	171.08	1,251.18	855.38	395.80
02/06/2012	04/07/2014	15	PRECISION CASTPARTS CORP	250.24	171.25	3,753.53	2,568.71	1,184.82
08/14/2012	04/14/2014	175	***EATON CORP PLC	71.07	44.53	12,437.72	7,791.99	4,645.73
07/16/2012	04/14/2014	75	MACY'S INC	56.79	33.80	4,259.24	2,534.84	1,724.40
05/16/2011	04/15/2014	50	CITIGROUP INC	47.96	41.27	2,398.16	2,063.59	334.57
05/20/2011	04/15/2014	75	CITIGROUP INC	47.96	41.22	3,597.24	3,091.42	505.82
09/27/2012	04/21/2014	50	TJX COMPANIES INC	59.08	44.90	2,953.84	2,245.00	708.84
09/21/2012	04/23/2014	75	FIDELITY NATIONAL INFORMATION	53.10	32.66	3,982.22	2,449.62	1,532.60
05/22/2012	04/24/2014	85	REYNOLDS AMERICAN INC	53.84	41.41	4,576.71	3,519.85	1,056.86
02/26/2013	04/24/2014	40	REYNOLDS AMERICAN INC	53.84	43.89	2,153.75	1,755.46	398.29
11/09/2010	04/24/2014	20	STARBUCKS CORP	70.47	30.66	1,409.31	613.27	796.04
05/17/2011	04/24/2014	30	STARBUCKS CORP	70.47	35.10	2,113.97	1,052.92	1,061.05
11/14/2012	04/28/2014	10	AMAZON COM INC	293.31	224.39	2,933.12	2,243.94	689.18
11/29/2011	04/29/2014	25	CIT GROUP INC	43.08	31.64	1,077.11	790.92	286.19
01/12/2012	04/29/2014	125	CIT GROUP INC	43.08	37.12	5,385.56	4,639.75	745.81
01/30/2012	04/29/2014	100	CIT GROUP INC	43.08	38.00	4,308.45	3,799.53	508.92
02/06/2012	04/29/2014	75	CIT GROUP INC	43.08	40.69	3,231.34	3,051.83	179.51
04/26/2012	04/29/2014	50	COGNIZANT TECH SOLUTIONS-A	47.96	36.72	2,398.17	1,836.11	562.06
09/05/2012	05/02/2014	10	INTERCONTINENTAL EXCHANGE IN	203.73	135.51	2,037.31	1,355.06	682.25
07/18/2012	05/05/2014	175	VERIZON COMMUNICATIONS INC	47.17	46.06	8,254.54	8,061.06	193.48
07/16/2012	05/07/2014	200	MACY'S INC	55.21	33.80	11,041.30	6,759.58	4,281.72
07/08/2009	05/14/2014	100	PFIZER INC	29.19	14.74	2,918.96	1,473.64	1,445.32
11/29/2010	05/14/2014	75	VIACOM INC-CLASS B	83.11	37.47	6,233.10	2,809.97	3,423.13
06/01/2011	05/14/2014	25	VIACOM INC-CLASS B	83.11	50.82	2,077.70	1,270.51	807.19
09/05/2012	05/20/2014	15	INTERCONTINENTAL EXCHANGE IN	188.50	135.51	2,827.50	2,032.58	794.92
11/14/2012	05/21/2014	15	AMAZON COM INC	304.66	224.39	4,569.92	3,365.90	1,204.02
05/01/2013	05/21/2014	15	AMAZON COM INC	304.66	247.54	4,569.91	3,713.15	856.76
07/09/2012	05/21/2014	50	ANSYS INC	73.88	58.52	3,693.84	2,925.87	767.97
09/14/2012	05/29/2014	125	PULTE GROUP INC	20.01	16.46	2,501.69	2,057.51	444.18
04/25/2013	05/30/2014	50	AMERICAN INTERNATIONAL GROUP	54.02	42.40	2,701.10	2,120.04	581.06

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11/29/2012	06/10/2014	50	COGNIZANT TECH SOLUTIONS-A	47.64	33.35	2,382.24	1,667.39	714.85
08/02/2012	06/10/2014	22	TIME INC	23.00	13.31	506.01	292.88	213.13
08/20/2012	06/10/2014	9	TIME INC	23.00	14.71	207.01	132.40	74.61
06/22/2012	06/10/2014	40	UNION PACIFIC CORP	101.87	57.47	4,074.86	2,298.98	1,775.88
11/08/2010	06/12/2014	145	HEALTH NET INC	40.06	29.38	5,809.40	4,260.45	1,548.95
01/06/2012	06/12/2014	80	HEALTH NET INC	40.06	32.41	3,205.18	2,592.44	612.74
02/04/2011	06/13/2014	200	KROGER CO	47.30	22.32	9,460.58	4,463.08	4,997.50
07/17/2012	06/16/2014	25	BERKSHIRE HATHAWAY INC-CL B	125.97	84.51	3,149.25	2,112.79	1,036.46
07/08/2009	06/16/2014	1,218	BERNSTEIN INTERNATIONAL	17.08	11.91	20,820.00	14,517.93	6,302.07
06/04/2013	06/16/2014	25	COSTCO WHOLESALE CORP	115.32	110.67	2,883.00	2,766.80	116.20
10/14/2009	06/16/2014	50	DANAHER CORP	80.09	34.65	4,004.50	1,732.39	2,272.11
03/30/2012	06/16/2014	22	JPMORGAN CHASE & CO	56.75	45.83	1,248.50	1,008.27	240.23
04/12/2012	06/16/2014	28	JPMORGAN CHASE & CO	56.75	44.41	1,589.00	1,243.50	345.50
09/28/2012	06/16/2014	50	MEDTRONIC INC	63.16	42.99	3,158.00	2,149.55	1,008.45
08/18/2011	06/16/2014	50	WALT DISNEY CO/THE	82.75	32.32	4,137.50	1,615.95	2,521.55
11/15/2011	06/16/2014	25	WALT DISNEY CO/THE	82.75	36.30	2,068.75	907.40	1,161.35
03/12/2013	06/18/2014	15	***EVEREST RE GROUP LTD	159.57	127.30	2,393.53	1,909.50	484.03
12/13/2012	06/18/2014	10	AFFILIATED MANAGERS GROUP INC	201.11	127.89	2,011.11	1,278.93	732.18
05/30/2012	06/18/2014	25	HOME DEPOT INC	79.92	49.60	1,998.00	1,240.08	757.92
06/15/2012	06/18/2014	25	MCDONALD'S CORP	101.39	90.45	2,534.75	2,261.24	273.51
02/10/2012	06/18/2014	50	WELLS FARGO & COMPANY	51.68	30.23	2,584.00	1,511.36	1,072.64
08/17/2012	06/19/2014	75	VERIZON COMMUNICATIONS INC	49.42	44.10	3,706.80	3,307.43	399.37
06/01/2011	06/19/2014	25	VIACOM INC-CLASS B	87.22	50.82	2,180.50	1,270.51	909.99
08/16/2012	06/19/2014	25	WAL-MART STORES INC	76.06	72.11	1,901.55	1,802.82	98.73
03/28/2013	06/19/2014	50	WAL-MART STORES INC	76.06	74.79	3,803.10	3,739.68	63.42
05/20/2013	06/19/2014	50	WAL-MART STORES INC	76.06	77.69	3,803.09	3,884.64	(81.55)
09/27/2012	06/24/2014	100	TJX COMPANIES INC	54.11	44.90	5,411.06	4,490.00	921.06
07/08/2009	06/27/2014	115	APPLE INC	91.52	19.42	10,525.16	2,233.33	8,291.83
05/17/2011	06/27/2014	25	STARBUCKS CORP	77.96	35.10	1,948.91	877.44	1,071.47
01/25/2013	06/30/2014	200	VALERO ENERGY CORP	50.56	34.65	10,111.78	6,929.89	3,181.89
11/12/2012	07/01/2014	50	VERTEX PHARMACEUTICALS INC	95.14	44.24	4,757.06	2,211.85	2,545.21
08/02/2012	07/16/2014	75	TIME WARNER INC	83.49	38.86	6,261.51	2,914.28	3,347.23
09/27/2012	07/17/2014	150	TJX COMPANIES INC	52.38	44.90	7,857.74	6,735.00	1,122.74

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/25/2013	07/21/2014	125	VALERO ENERGY CORP	48.22	34.65	6,027.33	4,331.18	1,696.15
02/14/2013	07/21/2014	100	VALERO ENERGY CORP	48.22	43.12	4,821.86	4,312.15	509.71
10/14/2009	07/29/2014	40	DANAHER CORP	74.23	34.65	2,969.09	1,385.91	1,583.18
02/09/2010	07/29/2014	10	DANAHER CORP	74.23	35.30	742.27	352.99	389.28
09/27/2012	07/29/2014	50	TJX COMPANIES INC	52.77	44.90	2,638.29	2,245.00	393.29
04/05/2013	07/29/2014	100	TJX COMPANIES INC	52.77	46.97	5,276.58	4,697.23	579.35
06/27/2012	07/29/2014	10	VISA INC - CLASS A SHRS	215.10	122.91	2,151.02	1,229.11	921.91
07/18/2013	08/06/2014	500	GENWORTH FINANCIAL INC-CL A	13.01	12.96	6,505.50	6,480.75	24.75
11/29/2012	08/14/2014	50	COGNIZANT TECH SOLUTIONS-A	44.99	33.35	2,249.48	1,667.39	582.09
05/06/2013	08/14/2014	100	COGNIZANT TECH SOLUTIONS-A	44.99	33.07	4,498.95	3,307.20	1,191.75
05/17/2013	08/14/2014	100	COGNIZANT TECH SOLUTIONS-A	44.99	31.84	4,498.95	3,183.51	1,315.44
05/06/2013	08/15/2014	75	BOEING CO/THE	123.38	94.38	9,253.15	7,078.46	2,174.69
09/10/2012	08/15/2014	10	PRECISION CASTPARTS CORP	240.62	160.00	2,406.20	1,600.00	806.20
03/12/2013	09/03/2014	20	***EVEREST RE GROUP LTD	164.75	127.30	3,295.04	2,546.00	749.04
09/28/2012	09/03/2014	75	MEDTRONIC INC	64.32	42.99	4,823.79	3,224.33	1,599.46
07/17/2012	09/05/2014	25	BERKSHIRE HATHAWAY INC-CL B	138.10	84.51	3,452.40	2,112.79	1,339.61
08/21/2012	09/05/2014	50	BERKSHIRE HATHAWAY INC-CL B	138.10	85.72	6,904.79	4,285.90	2,618.89
06/22/2012	09/05/2014	50	UNION PACIFIC CORP	107.73	57.47	5,386.44	2,873.72	2,512.72
08/02/2012	09/08/2014	75	TIME WARNER INC	76.67	38.86	5,750.28	2,914.28	2,836.00
08/23/2013	09/09/2014	150	LINCOLN NATIONAL CORP	54.00	44.18	8,100.40	6,627.10	1,473.30
07/08/2009	09/26/2014	18	APPLE INC	99.55	19.42	1,791.98	349.56	1,442.42
05/11/2010	09/26/2014	32	APPLE INC	99.55	36.02	3,185.74	1,152.59	2,033.15
06/12/2013	09/26/2014	25	GILEAD SCIENCES INC	107.20	51.79	2,680.01	1,294.74	1,385.27
06/15/2012	09/30/2014	75	MCDONALD'S CORP	95.00	90.45	7,125.00	6,783.72	341.28
07/08/2009	09/30/2014	200	PFIZER INC	29.60	14.74	5,920.90	2,947.28	2,973.62
06/08/2011	09/30/2014	100	VIACOM INC-CLASS B	77.10	48.55	7,709.88	4,855.14	2,854.74
05/20/2011	10/01/2014	25	CITIGROUP INC	51.30	41.22	1,282.40	1,030.47	251.93
06/08/2011	10/01/2014	75	CITIGROUP INC	51.30	37.67	3,847.18	2,825.38	1,021.80
07/21/2011	10/01/2014	75	CITIGROUP INC	51.30	39.54	3,847.19	2,965.72	881.47
07/22/2011	10/01/2014	75	CITIGROUP INC	51.30	40.18	3,847.18	3,013.45	833.73
10/25/2011	10/01/2014	100	CITIGROUP INC	51.30	31.16	5,129.58	3,115.60	2,013.98
09/05/2012	10/03/2014	5	INTERCONTINENTAL EXCHANGE IN	197.99	135.51	989.95	677.53	312.42
11/21/2012	10/03/2014	5	INTERCONTINENTAL EXCHANGE IN	197.99	130.29	989.94	651.43	338.51

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
07/30/2012	10/06/2014	50	BECTON DICKINSON & CO	123.53	76.04	6,176.53	3,801.97	2,374.56
05/16/2013	10/08/2014	30	ALLERGAN INC	188.10	100.95	5,642.97	3,028.47	2,614.50
08/23/2013	10/20/2014	225	HALLIBURTON CO	52.93	48.56	11,909.99	10,925.48	984.51
04/11/2013	11/03/2014	2	PRICELINE GROUP INC/THE	1,210.90	729.42	2,421.79	1,458.85	962.94
06/22/2012	11/12/2014	60	UNION PACIFIC CORP	120.66	57.47	7,239.38	3,448.47	3,790.91
08/23/2012	11/12/2014	15	UNION PACIFIC CORP	120.66	61.77	1,809.84	926.59	883.25
12/13/2012	11/17/2014	119	BANK OF AMERICA CORP	17.10	10.57	2,035.47	1,257.95	777.52
10/11/2012	11/17/2014	16	BECTON DICKINSON & CO	129.55	77.17	2,072.75	1,234.79	837.96
10/25/2013	11/17/2014	75	LINCOLN NATIONAL CORP	56.05	44.80	4,203.96	3,360.00	843.96
11/07/2013	11/17/2014	25	LINCOLN NATIONAL CORP	56.05	46.91	1,401.32	1,172.73	228.59
09/28/2012	11/17/2014	5	MEDTRONIC INC	69.41	42.99	347.03	214.95	132.08
11/12/2012	11/17/2014	27	MEDTRONIC INC	69.41	41.66	1,873.95	1,124.82	749.13
11/12/2012	11/24/2014	48	MEDTRONIC INC	72.56	41.66	3,483.12	1,999.68	1,483.44
02/26/2013	11/24/2014	20	MEDTRONIC INC	72.56	44.01	1,451.30	880.16	571.14
08/23/2013	11/24/2014	150	MEDTRONIC INC	72.56	52.97	10,884.75	7,945.91	2,938.84
02/04/2011	11/25/2014	25	KROGER CO	58.57	22.32	1,464.22	557.88	906.34
02/03/2012	11/25/2014	26	KROGER CO	58.57	24.04	1,522.79	625.04	897.75
02/11/2013	12/02/2014	63	***AMDOCS LTD	48.10	35.78	3,030.45	2,254.26	776.19
05/15/2013	12/03/2014	41	AMERICAN EXPRESS CO	91.34	72.75	3,744.99	2,982.67	762.32
11/07/2013	12/03/2014	50	LINCOLN NATIONAL CORP	56.40	46.91	2,819.98	2,345.46	474.52
11/26/2013	12/03/2014	75	LINCOLN NATIONAL CORP	56.40	50.99	4,229.98	3,824.32	405.66
07/08/2009	12/03/2014	137	PFIZER INC	31.43	14.74	4,305.39	2,018.89	2,286.50
09/17/2013	12/05/2014	100	CALIFORNIA RESOURCES CORP	6.66	9.13	665.91	912.77	(246.86)
02/11/2013	12/11/2014	12	***AMDOCS LTD	47.20	35.78	566.43	429.38	137.05
05/21/2013	12/11/2014	30	***AMDOCS LTD	47.20	36.31	1,416.07	1,089.18	326.89
10/03/2011	12/11/2014	35	***LYONDELLBASELL INDU-CL A	75.54	24.50	2,643.82	857.62	1,786.20
05/02/2012	12/11/2014	1	***LYONDELLBASELL INDU-CL A	75.54	42.74	75.54	42.74	32.80
06/18/2012	12/11/2014	322	256 AB DISCOVERY GROWTH FND CL ADV	9.93	7.00	3,200.00	2,255.79	944.21
06/18/2012	12/11/2014	188	266 AB DISCOVERY VALUE FUND CL ADV	22.84	16.02	4,300.00	3,016.02	1,283.98
05/16/2013	12/11/2014	5	ALLERGAN INC	211.50	100.95	1,057.51	504.75	552.76
05/20/2013	12/11/2014	8	ALLERGAN INC	211.50	99.96	1,692.02	799.67	892.35
07/26/2012	12/11/2014	42	ALTRIA GROUP INC	50.35	35.70	2,114.91	1,499.31	615.60
05/15/2013	12/11/2014	48	AMERICAN EXPRESS CO	93.39	72.75	4,482.65	3,491.91	990.74

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
04/25/2013	12/11/2014	75	AMERICAN INTERNATIONAL GROUP	55.34	42.40	4,150.76	3,180.06	970.70
11/13/2013	12/11/2014	35	AMPHENOL CORP-CL A	53.96	40.48	1,888.55	1,416.80	471.75
05/11/2010	12/11/2014	65	APPLE INC	112.45	36.02	7,309.41	2,341.21	4,968.20
12/13/2012	12/11/2014	189	BANK OF AMERICA CORP	17.53	10.57	3,313.17	1,997.92	1,315.25
10/11/2012	12/11/2014	20	BECTON DICKINSON & CO	138.51	77.17	2,770.22	1,543.49	1,226.73
08/21/2012	12/11/2014	6	BIOGEN IDEC INC	345.34	143.87	2,072.02	863.21	1,208.81
04/03/2013	12/11/2014	23	CAPITAL ONE FINANCIAL CORP	82.73	54.18	1,902.82	1,246.03	656.79
03/30/2011	12/11/2014	82	COMCAST CORP-CLASS A	55.98	24.70	4,590.52	2,025.26	2,565.26
11/18/2013	12/11/2014	25	CVS HEALTH CORP	91.18	65.49	2,279.45	1,637.15	642.30
02/08/2010	12/11/2014	60	DANAHER CORP	84.32	35.30	5,059.44	2,117.91	2,941.53
05/30/2013	12/11/2014	42	ELECTRONIC ARTS INC	45.43	23.39	1,908.17	982.30	925.87
09/21/2012	12/11/2014	39	FIDELITY NATIONAL INFORMATION	61.23	32.66	2,387.94	1,273.80	1,114.14
10/25/2012	12/11/2014	125	FORD MOTOR CO	15.25	10.38	1,906.84	1,297.11	609.73
06/12/2013	12/11/2014	18	GILEAD SCIENCES INC	105.14	51.79	1,892.49	932.21	960.28
09/17/2009	12/11/2014	5	GOOGLE INC-CL A	534.90	245.62	2,674.49	1,228.11	1,446.38
10/16/2013	12/11/2014	27	HESS CORP	67.92	81.96	1,833.77	2,212.98	(379.21)
08/05/2011	12/11/2014	112	HEWLETT-PACKARD CO	38.78	32.48	4,343.61	3,637.66	705.95
05/30/2012	12/11/2014	47	HOME DEPOT INC	100.64	49.60	4,730.04	2,331.35	2,398.69
06/30/2010	12/11/2014	30	JOHNSON & JOHNSON	106.84	59.22	3,205.17	1,776.56	1,428.61
02/03/2012	12/11/2014	63	KROGER CO	61.89	24.04	3,899.01	1,514.52	2,384.49
11/26/2013	12/11/2014	22	MEAD JOHNSON NUTRITION CO	102.35	84.56	2,251.76	1,860.35	391.41
09/21/2012	12/11/2014	55	MICROSOFT CORP	47.39	31.24	2,606.26	1,718.14	888.12
02/26/2013	12/11/2014	16	MONSANTO CO	120.52	99.11	1,928.30	1,585.73	342.57
09/17/2013	12/11/2014	32	OCCIDENTAL PETROLEUM CORP	75.18	86.80	2,405.77	2,777.53	(371.76)
06/14/2010	12/11/2014	1,568	542 OVERLAY A PORTFOLIO	12.87	10.24	20,200.00	16,072.11	4,127.89
07/08/2009	12/11/2014	150	PFIZER INC	31.74	14.74	4,761.74	2,210.46	2,551.28
09/10/2012	12/11/2014	8	PRECISION CASTPARTS CORP	233.47	160.00	1,867.76	1,279.99	587.77
11/04/2013	12/11/2014	18	RAYTHEON COMPANY	106.51	84.12	1,917.18	1,514.17	403.01
05/17/2011	12/11/2014	34	STARBUCKS CORP	83.31	35.10	2,832.55	1,193.31	1,639.24
08/02/2012	12/11/2014	23	TIME WARNER INC	83.69	38.86	1,924.79	893.72	1,031.07
08/23/2012	12/11/2014	40	UNION PACIFIC CORP	114.70	61.77	4,587.89	2,470.90	2,116.99
02/26/2013	12/11/2014	35	VERIZON COMMUNICATIONS INC	46.39	46.03	1,623.53	1,610.96	12.57
06/27/2012	12/11/2014	11	VISA INC - CLASS A SHRS	264.26	122.91	2,906.81	1,352.03	1,554.78

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11/15/2011	12/11/2014	21	WALT DISNEY CO/THE	92.00	36.30	1,931.92	762.21	1,169.71
02/10/2012	12/11/2014	40	WELLS FARGO & COMPANY	54.65	30.23	2,185.91	1,209.09	976.82
10/11/2012	12/23/2014	14	BECTON DICKINSON & CO	138.62	77.17	1,940.67	1,080.44	860.23
01/07/2013	12/23/2014	50	BECTON DICKINSON & CO	138.62	80.60	6,930.98	4,029.92	2,901.06
07/26/2012	12/26/2014	83	ALTRIA GROUP INC	50.72	35.70	4,210.03	2,962.91	1,247.12
08/17/2012	12/26/2014	32	ALTRIA GROUP INC	50.72	35.34	1,623.15	1,130.76	492.39
SUBTOTAL FOR LONG-TERM						814,529.06	569,343.29	245,185.77
CIL - COVERED¹								
	07/02/2014		TIME INC			11.41	0.00	11.41
SUBTOTAL FOR CIL - COVERED						11.41	0.00	11.41
TOTAL						\$1,311,637.68	\$1,053,209.95	\$258,427.73

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L	\$258,427.73
SHORT-TERM	\$13,230.55
LONG-TERM	\$245,185.77
CIL - COVERED	\$11.41

[1] CIL represents cash in lieu of fractional shares.