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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2014Department 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.

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation THE SEABREEZE FOUNDATION			A Employer identification number 80-0004702	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			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 ☐	
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) \$ 12,043,243		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (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) (see instructions))		(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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	265,776	265,765		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	706,753			
	b Gross sales price for all assets on line 6a 5,594,025				
	7 Capital gain net income (from Part IV, line 2)		706,753		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	972,529	972,518	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	76,703	46,022		30,681
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	45,500	3,860		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,505	1,196		12,309
	24 Total operating and administrative expenses. Add lines 13 through 23	135,708	51,078	0	42,990
	25 Contributions, gifts, grants paid	553,333			553,333
26 Total expenses and disbursements. Add lines 24 and 25	689,041	51,078	0	596,323	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	283,488				
b Net investment income (if negative, enter -0-)		921,440			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	650	2,501	2,501
	2 Savings and temporary cash investments	519,088	161,965	161,965
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less: accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	10,851,651	11,500,899	11,878,777
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,371,389	11,665,365	12,043,243
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	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	11,371,389	11,665,365	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	11,371,389	11,665,365	
	31 Total liabilities and net assets/fund balances (see instructions)	11,371,389	11,665,365	

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	11,371,389
2 Enter amount from Part I, line 27a	2	283,488
3 Other increases not included in line 2 (itemize) FEDERAL EXCISE TAX REFUND	3	21,887
4 Add lines 1, 2, and 3	4	11,676,764
5 Decreases not included in line 2 (itemize) See Attached Statement	5	11,399
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,665,365

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV 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			0
b			0
c			0
d			0
e			0

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	706,753
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) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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.

(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	176,748	11,621,526	0.015209
2012	153,051	3,600,189	0.042512
2011	618,291	1,710,782	0.361408
2010	587,178	486,177	1.207745
2009	972,557	1,151,174	0.844839

2 Total of line 1, column (d)	2	2.471713
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	0.494343
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	12,162,123
5 Multiply line 4 by line 3	5	6,012,260
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,214
7 Add lines 5 and 6	7	6,021,474
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	596,323

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	18,429	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	18,429	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	18,429	
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	16,280	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	16,280	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,149	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CT		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► U.S. Trust, a Division of Bank of America, N.A. Telephone no ► 609-274-6834 Located at ► 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ► 08534-1501			
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			
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 ☐	1b	N/A
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
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)	2b	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 ► 20 , 20 , 20 , 20		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 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)?		5b	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?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	<i>If "Yes" to 6b, file Form 8870</i>			
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?		7b	N/A

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 (see instructions).**

(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
JOHN F. MEGRUE 601 LEXINGTON AVE, 53RD FL NEW YORK, NY 100	PRES/TRUSTEE 1.00	0		
LIZANNE G. MEGRUE 601 LEXINGTON AVE, 53RD FL NEW YORK, NY 100	TRUSTEE 1.00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 (see instructions). 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		

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	12,163,717
b	Average of monthly cash balances	1b	183,616
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,347,333
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,347,333
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	185,210
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,162,123
6	Minimum investment return. Enter 5% of line 5	6	608,106

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	608,106
2a	Tax on investment income for 2014 from Part VI, line 5	2a	18,429
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,429
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	589,677
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	589,677
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	589,677

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	596,323
b	Program-related investments—total from Part IX-B	1b	
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	596,323
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 (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	596,323

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				589,677
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009	795,696			
b From 2010	571,413			
c From 2011	539,196			
d From 2012				
e From 2013				
f Total of lines 3a through e	1,906,305			
4 Qualifying distributions for 2014 from Part XII, line 4. ► \$ 596,323				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				589,677
e Remaining amount distributed out of corpus	6,646			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,912,951			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	795,696			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,117,255			
10 Analysis of line 9:				
a Excess from 2010	571,413			
b Excess from 2011	539,196			
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	6,646			

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

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

JOHN F MEGRUE

LIZANNE G MEGRUE

- 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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	553,333
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	265,776	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	706,753	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		972,529	0
13	Total. Add line 12, columns (b), (d), and (e)				13	972,529

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE SEABREEZE FOUNDATION

80-0004702 Page 1 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NEW CANAAN COUNTRY SCHOOL, INC

Street

545 PONUS RIDGE P O. BOX 997

City

NEW CANAAN

State

CT

Zip Code

06840

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

35,000

Name

CORNELL UNIVERSITY

Street

P O. BOX 223623

City

PITTSBURGH

State

PA

Zip Code

15251

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

WOMEN IN ACTION INC.

Street

P.O. BOX 161143

City

BIG SKY

State

MT

Zip Code

59716

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

TRUSTEE OF DARTMOUTH COLLEGE

Street

6066 DEVELOPMENT CENTER OFFICE

City

HANOVER

State

NH

Zip Code

03755

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

FAIRFIELD COUNTY COMMUNITY FOUNDATION, INC

Street

383 MAIN AVE

City

NORWALK

State

CT

Zip Code

06851

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

150,000

Name

GRAMEEN AMERICA, INC

Street

1460 BROADWAY, 8TH FLOOR

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

183,333

THE SEABREEZE FOUNDATION

80-0004702 Page 2 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NORTHSIDE CENTER FOR CHILD DEVELOPMENT

Street

1301 FIFTH AVE

City

NEW YORK

State

NY

Zip Code

10029

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

AMERICAN MUSEUM OF NATURAL HISTORY

Street

CENTRAL PARK WEST AT 79TH ST.

City

NEW YORK

State

NY

Zip Code

10024

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

TRUSTEE OF THE UNIVERSITY OF PENNSYLVANIA

Street

3800 SPRUCE STREET

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

A BETTER CHANCE INC

Street

240 WEST 35TH STREET, 9TH FLOOR

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

NEW YORK CITY BALLET - DAVID H KOCH THEATER

Street

20 LINCOLN CENTER

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ST LUKES FOUNDATION

Street

377 N WILTON RD

City

NEW CANAAN

State

CT

Zip Code

06840

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,500

THE SEABREEZE FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ULI FOUNDATION

Street

1025 THOMAS JEFFERSON STREET NW NO

City

WASHINGTON

State

DC

Zip Code

20007

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

INNER-CITY SCHOLARSHIP FUND, INC

Street

1011 FIRST AVENUE, SUITE 1400

City

NEW YORK

State

NY

Zip Code

10022

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

ATLANTIC COUNCIL OF THE US INC

Street

1030 15TH STREET, NW, 12TH FLOOR

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

DAVID LYNCH FOUNDATION FOR CONSCIOUSNESS-BASED EDUCATION AND

Street

1000 N 4TH STREET

City

FAIRFIELD

State

IA

Zip Code

52557

Foreign Country

Relationship

NONE

Foundation Status

SO III FI

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount		Totals		Capital Gains/Losses		Other sales		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		284,993								5,594,025		4,837,272		706,753	
		Long Term CG Distributions													
		Short Term CG Distributions													
1	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	MAINSTAY HIGH YIELD	56062X708			9/27/2012		6/17/2014	6	6					0
2	X	MAINSTAY MARKETFIELD	56064B852			6/17/2014		12/11/2014	1	1					0
3	X	MAINSTAY MARKETFIELD	56064B852			12/4/2014		12/11/2014	62	72					0
4	X	MAINSTAY MARKETFIELD	56064B852			10/15/2012		12/11/2014	2	0					-10
5	X	MAINSTAY MARKETFIELD	56064B852			10/10/2012		12/11/2014	13,125	12,589					536
6	X	METROPOLITAN WEST TOTAL	592905509			10/10/2012		12/11/2014	1	1					0
7	X	METROPOLITAN WEST TOTAL	592905509			10/31/2014		12/11/2014	328	326					2
8	X	METROPOLITAN WEST TOTAL	592905509			8/29/2014		12/11/2014	1,474	1,459					15
9	X	METROPOLITAN WEST TOTAL	592905509			7/31/2014		12/11/2014	1,507	1,503					4
10	X	METROPOLITAN WEST TOTAL	592905509			6/30/2014		12/11/2014	1,680	1,643					17
11	X	METROPOLITAN WEST TOTAL	592905509			5/30/2014		12/11/2014	1,223	1,214					9
12	X	METROPOLITAN WEST TOTAL	592905509			4/30/2014		12/11/2014	1,026	1,020					6
13	X	METROPOLITAN WEST TOTAL	592905509			3/31/2014		12/11/2014	1,048	1,031					17
14	X	METROPOLITAN WEST TOTAL	592905509			2/28/2014		12/11/2014	1,026	1,004					22
15	X	METROPOLITAN WEST TOTAL	592905509			1/31/2014		12/11/2014	906	889					17
16	X	METROPOLITAN WEST TOTAL	592905509			11/29/2013		12/11/2014	797	780					17
17	X	METROPOLITAN WEST TOTAL	592905509			10/31/2013		12/11/2014	1,026	1,004					22
18	X	METROPOLITAN WEST TOTAL	592905509			12/31/2013		12/11/2014	590	578					12
19	X	METROPOLITAN WEST TOTAL	592905509			4/1/2014		12/11/2014	699	675					24
20	X	METROPOLITAN WEST TOTAL	592905509			4/1/2014		12/11/2014	26	25					1
21	X	METROPOLITAN WEST TOTAL	592905509			4/1/2014		12/11/2014	35	33					2
22	X	METROPOLITAN WEST TOTAL	592905509			12/16/2013		12/11/2014	2,643	2,422					221
23	X	METROPOLITAN WEST TOTAL	592905509			12/16/2013		12/11/2014	35	32					3
24	X	METROPOLITAN WEST TOTAL	592905509			10/17/2013		12/11/2014	2	0					-2
25	X	METROPOLITAN WEST TOTAL	592905509			10/1/2013		12/11/2014	3,407	2,969					438
26	X	METROPOLITAN WEST TOTAL	592905509			7/1/2013		12/11/2014	3,407	2,969					538
27	X	METROPOLITAN WEST TOTAL	592905509			4/1/2013		12/11/2014	35	29					6
28	X	METROPOLITAN WEST TOTAL	592905509			4/1/2013		12/11/2014	3,095	2,609					486
29	X	METROPOLITAN WEST TOTAL	592905509			1/3/2013		12/11/2014	35	28					7
30	X	METROPOLITAN WEST TOTAL	592905509			10/17/2013		12/11/2014	707,537	561,836					145,701
31	X	METROPOLITAN WEST TOTAL	592905509			12/16/2013		12/11/2014	9	0					9
32	X	METROPOLITAN WEST TOTAL	592905509			12/5/2014		12/11/2014	1,634	1,498					136
33	X	METROPOLITAN WEST TOTAL	592905509			12/5/2014		12/11/2014	12	12					0
34	X	METROPOLITAN WEST TOTAL	592905509			12/5/2014		12/11/2014	139	146					-7
35	X	METROPOLITAN WEST TOTAL	592905509			10/14/2013		12/11/2014	35	38					3
36	X	METROPOLITAN WEST TOTAL	592905509			10/14/2013		12/11/2014	35	38					3
37	X	METROPOLITAN WEST TOTAL	592905509			10/14/2013		12/11/2014	2,581	2,796					205
38	X	METROPOLITAN WEST TOTAL	592905509			12/9/2013		12/11/2014	12	13					1
39	X	METROPOLITAN WEST TOTAL	592905509			12/9/2013		12/11/2014	1,008	1,075					67
40	X	METROPOLITAN WEST TOTAL	592905509			12/15/2014		12/11/2014	1,876	1,968					92
41	X	METROPOLITAN WEST TOTAL	592905509			10/1/2014		12/11/2014	47	45					2
42	X	METROPOLITAN WEST TOTAL	592905509			10/1/2014		12/11/2014	1,361	1,298					63
43	X	METROPOLITAN WEST TOTAL	592905509			7/1/2014		12/11/2014	2,206	2,114					92
44	X	METROPOLITAN WEST TOTAL	592905509			4/1/2014		12/11/2014	94	88					6
45	X	METROPOLITAN WEST TOTAL	592905509			10/1/2013		12/11/2014	5,022	4,222					800
46	X	METROPOLITAN WEST TOTAL	592905509			5/1/2014		12/11/2014	35	34					1
47	X	METROPOLITAN WEST TOTAL	592905509			1/3/2014		12/11/2014	35	32					3
48	X	METROPOLITAN WEST TOTAL	592905509			10/1/2013		12/11/2014	1,190	1,064					126
49	X	METROPOLITAN WEST TOTAL	592905509			5/1/2014		12/11/2014	980	970					10
50	X	METROPOLITAN WEST TOTAL	592905509			9/3/2013		12/11/2014	35	31					4
51	X	METROPOLITAN WEST TOTAL	592905509			1/3/2013		12/11/2014	630	510					120
52	X	METROPOLITAN WEST TOTAL	592905509			7/1/2013		12/11/2014	35	31					4
53	X	METROPOLITAN WEST TOTAL	592905509			4/1/2014		12/11/2014	1,015	891					24
54	X	METROPOLITAN WEST TOTAL	592905509			8/1/2013		12/11/2014	1,085	1,009					76
55	X	METROPOLITAN WEST TOTAL	592905509			8/1/2013		12/11/2014	35	32					3
56	X	METROPOLITAN WEST TOTAL	592905509			7/1/2013		12/11/2014	1,120	999					121
57	X	METROPOLITAN WEST TOTAL	592905509			3/3/2014		12/11/2014	1,050	998					52
58	X	METROPOLITAN WEST TOTAL	592905509			6/3/2013		12/11/2014	1,120	995					125
59	X	METROPOLITAN WEST TOTAL	592905509			5/1/2013		12/11/2014	1,085	997					88
60	X	METROPOLITAN WEST TOTAL	592905509			3/1/2013		12/11/2014	1,120	950					170
61	X	METROPOLITAN WEST TOTAL	592905509			2/1/2013		12/11/2014	35	29					6
62	X	METROPOLITAN WEST TOTAL	592905509			3/3/2014		12/11/2014	35	33					198
63	X	METROPOLITAN WEST TOTAL	592905509			1/3/2013		12/11/2014	316,153	255,994					60,159
64	X	METROPOLITAN WEST TOTAL	592905509			12/3/2012		12/11/2014	35	28					7
65	X	METROPOLITAN WEST TOTAL	592905509			12/3/2012		12/11/2014	420	337					83
66	X	METROPOLITAN WEST TOTAL	592905509			10/1/2012		12/11/2014	350	282					68
67	X	METROPOLITAN WEST TOTAL	592905509			10/1/2012		12/11/2014	35	28					7
68	X	METROPOLITAN WEST TOTAL	592905509			10/1/2012		12/11/2014	35	28					7
69	X	METROPOLITAN WEST TOTAL	592905509			10/1/2012		12/11/2014	35	28					7

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Short Term CG Distributions																		
										284,993																				
Check "X" to include in Part IV		Description		CUSIP #		Purchaser		Check "X" if Purchaser is a Business		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss		
139	X	TEMPLETON GLBL BOND FD	880208400			2/20/2014			6/17/2014	1,522	1,477	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	45	
140	X	TEMPLETON GLBL BOND FD	880208400			1/17/2014			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
141	X	TEMPLETON GLBL BOND FD	880208400			1/17/2014			6/17/2014	1,509	1,485	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	24
142	X	TEMPLETON GLBL BOND FD	880208400			12/18/2013			6/17/2014	106	104	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2
143	X	TEMPLETON GLBL BOND FD	880208400			12/18/2013			6/17/2014	3,177	3,120	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	57
144	X	TEMPLETON GLBL BOND FD	880208400			11/19/2013			6/17/2014	1,486	1,471	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	25
145	X	TEMPLETON GLBL BOND FD	880208400			9/18/2013			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	35
146	X	TEMPLETON GLBL BOND FD	880208400			9/18/2013			6/17/2014	1,497	1,482	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	50
147	X	TEMPLETON GLBL BOND FD	880208400			8/19/2013			6/17/2014	1,511	1,461	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	28
148	X	TEMPLETON GLBL BOND FD	880208400			7/17/2013			6/17/2014	1,484	1,456	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	25
149	X	TEMPLETON GLBL BOND FD	880208400			6/19/2013			6/17/2014	1,471	1,446	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	42
150	X	TEMPLETON GLBL BOND FD	880208400			5/17/2013			6/17/2014	1,405	1,447	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	29
151	X	TEMPLETON GLBL BOND FD	880208400			5/17/2013			6/17/2014	13	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	20
152	X	TEMPLETON GLBL BOND FD	880208400			4/17/2013			6/17/2014	1,405	1,434	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	20
153	X	TEMPLETON GLBL BOND FD	880208400			4/17/2013			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
154	X	TEMPLETON GLBL BOND FD	880208400			3/19/2013			6/17/2014	1,418	1,438	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
155	X	TEMPLETON GLBL BOND FD	880208400			2/20/2013			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
156	X	TEMPLETON GLBL BOND FD	880208400			2/20/2013			6/17/2014	1,405	1,425	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
157	X	TEMPLETON GLBL BOND FD	880208400			1/17/2013			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
158	X	TEMPLETON GLBL BOND FD	880208400			1/17/2013			6/17/2014	1,405	1,423	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
159	X	TEMPLETON GLBL BOND FD	880208400			13/2013			6/17/2014	310,958	315,175	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	18
160	X	TEMPLETON GLBL BOND FD	880208400			12/19/2012			6/17/2014	1,643	1,637	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	6
161	X	TEMPLETON GLBL BOND FD	880208400			12/19/2012			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	8
162	X	TEMPLETON GLBL BOND FD	880208400			12/19/2012			6/17/2014	2,080	2,072	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2
163	X	TEMPLETON GLBL BOND FD	880208400			12/19/2012			6/17/2014	411	409	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
164	X	TEMPLETON GLBL BOND FD	880208400			12/19/2012			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
165	X	TEMPLETON GLBL BOND FD	880208400			12/19/2012			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
166	X	TEMPLETON GLBL BOND FD	880208400			11/19/2012			6/17/2014	66	67	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
167	X	TEMPLETON GLBL BOND FD	880208400			11/19/2012			6/17/2014	331	335	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
168	X	TEMPLETON GLBL BOND FD	880208400			10/17/2012			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
169	X	TEMPLETON GLBL BOND FD	880208400			10/17/2012			6/17/2014	398	402	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
170	X	TEMPLETON GLBL BOND FD	880208400			9/19/2012			6/17/2014	411	413	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
171	X	TEMPLETON GLBL BOND FD	880208400			8/17/2012			6/17/2014	517	513	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
172	X	TEMPLETON GLBL BOND FD	880208400			7/18/2012			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
173	X	TEMPLETON GLBL BOND FD	880208400			7/18/2012			6/17/2014	517	502	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
174	X	TEMPLETON GLBL BOND FD	880208400			6/19/2012			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
175	X	TEMPLETON GLBL BOND FD	880208400			11/19/2014			6/17/2014	5	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
176	X	TEMPLETON GLBL BOND FD	880208400			10/17/2014			6/17/2014	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
177	X	TEMPLETON GLBL BOND FD	880208400			9/20/2012			6/17/2014	13	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
178	X	TEMPLETON GLOBAL TOTAL	880208855			11/19/2014			6/17/2014	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
179	X	TEMPLETON GLOBAL TOTAL	880208855			11/19/2014			6/17/2014	1,100	1,122	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
180	X	TEMPLETON GLOBAL TOTAL	880208855			10/17/2014			6/17/2014	1,388	1,400	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
181	X	TEMPLETON GLOBAL TOTAL	880208855			9/17/2014			6/17/2014	772	796	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
182	X	TEMPLETON GLOBAL TOTAL	880208855			6/17/2014			6/17/2014	13	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
183	X	TEMPLETON GLOBAL TOTAL	880208855			6/17/2014			6/17/2014	1,937	2,010	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
184	X	TEMPLETON GLOBAL TOTAL	880208855			6/17/2014			6/17/2014	13	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
185	X	TEMPLETON GLOBAL TOTAL	880208855			11/26/2013			6/17/2014	2	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
186	X	TEMPLETON GLOBAL TOTAL	880208855			1/32013			6/17/2014	5,232	4,060	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
187	X	TEMPLETON GLOBAL TOTAL	880208855			12/27/2012			6/17/2014	24	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
188	X	TEMPLETON GLOBAL TOTAL	880208855			11/28/2012			6/17/2014	73	53	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
189	X	TEMPLETON GLOBAL TOTAL	880208855			11/28/2012			6/17/2014	782	563	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
190	X	TEMPLETON GLOBAL TOTAL	880208855			11/28/2012			6/17/2014	147	105	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
191	X	TEMPLETON GLOBAL TOTAL	880208855			11/28/2012			6/17/2014	24	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
192	X	TEMPLETON GLOBAL TOTAL	880208855			11/28/2011			6/17/2014	367	234	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
193	X	TEMPLETON GLOBAL TOTAL	880208855			11/28/2011			6/17/2014	1,418	902	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
194	X	TEMPLETON GLOBAL TOTAL	880208855			12/29/2010			6/17/2014	41,516	29,881	0	0																	

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals																			
Short Term CG Distributions										284,993		Capital Gains/Losses					Gross Sales					Cost, Other Basis and Expenses					Net Gain or Loss				
												Other sales					5,594,025					4,887,272					706,753				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss																	
346	MFS UTILITIES FD CL I	552986879			8/1/2014		12/11/2014	929	943				14	0																	
347	MFS UTILITIES FD CL I	552986879			7/1/2014		12/11/2014	861	918				57	0																	
348	MFS UTILITIES FD CL I	552986879			6/17/2014		12/11/2014	726	756				29	-1																	
349	MFS UTILITIES FD CL I	552986879			6/17/2014		12/11/2014	23	24					0																	
350	MFS UTILITIES FD CL I	552986879			12/1/2014		12/11/2014	974	1,016				42	0																	
351	MFS UTILITIES FD CL I	552986879			12/1/2014		12/11/2014	11	12				-1	0																	
352	MFS UTILITIES FD CL I	552986879			11/3/2014		12/11/2014	906	936				30	0																	
353	MAINSTAY HIGH YIELD	56062X708			5/31/2013		6/17/2014	2,717	2,717				0	0																	
354	MAINSTAY HIGH YIELD	56062X708			5/31/2013		6/17/2014	2,661	2,657				0	0																	
355	MAINSTAY HIGH YIELD	56062X708			5/31/2013		6/17/2014	6	6				0	0																	
356	MAINSTAY HIGH YIELD	56062X708			5/30/2014		6/17/2014	6	6				0	0																	
357	MAINSTAY HIGH YIELD	56062X708			5/30/2014		6/17/2014	2	2				0	0																	
358	MAINSTAY HIGH YIELD	56062X708			5/30/2014		6/17/2014	2,753	2,740				13	0																	
359	MAINSTAY HIGH YIELD	56062X708			4/30/2014		6/17/2014	2,741	2,723				18	0																	
360	MAINSTAY HIGH YIELD	56062X708			8/30/2013		6/17/2014	2,852	2,789				63	0																	
361	MAINSTAY HIGH YIELD	56062X708			3/28/2014		6/17/2014	6	6				0	0																	
362	MAINSTAY HIGH YIELD	56062X708			3/28/2014		6/17/2014	2,729	2,707				22	0																	
363	MAINSTAY HIGH YIELD	56062X708			6/27/2013		6/17/2014	2,821	2,734				87	0																	
364	MAINSTAY HIGH YIELD	56062X708			6/27/2013		6/17/2014	6	6				0	0																	
365	MAINSTAY HIGH YIELD	56062X708			1/31/2014		6/17/2014	6	6				0	0																	
366	MAINSTAY HIGH YIELD	56062X708			11/30/2012		6/17/2014	807	796				11	0																	
367	MAINSTAY HIGH YIELD	56062X708			5/31/2012		6/17/2014	819	781				38	0																	
368	MAINSTAY HIGH YIELD	56062X708			12/16/2013		6/17/2014	2,889	2,833				56	0																	
369	MAINSTAY HIGH YIELD	56062X708			7/31/2012		6/17/2014	813	791				22	0																	
370	MAINSTAY HIGH YIELD	56062X708			1/31/2013		6/17/2014	6	6				0	0																	
371	MAINSTAY HIGH YIELD	56062X708			2/28/2013		6/17/2014	2,673	2,669				4	0																	
372	MAINSTAY HIGH YIELD	56062X708			12/16/2013		6/17/2014	6	6				0	0																	
373	MAINSTAY HIGH YIELD	56062X708			9/27/2012		6/17/2014	6	6				0	0																	
374	MAINSTAY HIGH YIELD	56062X708			5/31/2012		6/17/2014	6	6				0	0																	
375	MAINSTAY HIGH YIELD	56062X708			4/30/2012		6/17/2014	807	779				28	0																	
376	MAINSTAY HIGH YIELD	56062X708			3/30/2012		6/17/2014	6	6				0	0																	
377	MAINSTAY HIGH YIELD	56062X708			3/30/2012		6/17/2014	801	771				30	0																	
378	MAINSTAY HIGH YIELD	56062X708			7/31/2013		6/17/2014	2,809	2,754				55	0																	
379	MAINSTAY HIGH YIELD	56062X708			2/29/2012		6/17/2014	795	770				25	0																	
380	MAINSTAY HIGH YIELD	56062X708			2/3/2012		6/17/2014	128,129	123,136				4,993	0																	
381	MAINSTAY HIGH YIELD	56062X708			4/30/2013		6/17/2014	2,680	2,706				-26	0																	
382	MAINSTAY HIGH YIELD	56062X708			9/27/2012		6/17/2014	2,858	2,784				74	0																	
383	MAINSTAY HIGH YIELD	56062X708			6/28/2012		6/17/2014	819	786				33	0																	
384	MAINSTAY HIGH YIELD	56062X708			3/28/2013		6/17/2014	2,686	2,686				0	0																	
385	MAINSTAY HIGH YIELD	56062X708			8/31/2012		6/17/2014	813	796				17	0																	
386	MAINSTAY HIGH YIELD	56062X708			6/28/2012		6/17/2014	6	6				0	0																	
387	MAINSTAY HIGH YIELD	56062X708			11/29/2013		6/17/2014	6	6				0	0																	
388	MAINSTAY HIGH YIELD	56062X708			1/31/2014		6/17/2014	2,716	2,677				39	0																	
389	MAINSTAY HIGH YIELD	56062X708			2/28/2014		6/17/2014	2,710	2,697				13	0																	
390	MAINSTAY HIGH YIELD	56062X708			11/30/2012		6/17/2014	6	6				0	0																	
391	MAINSTAY HIGH YIELD	56062X708			10/31/2012		6/17/2014	801	790				11	0																	
392	MAINSTAY HIGH YIELD	56062X708			9/27/2012		6/17/2014	813	800				13	0																	
393	MAINSTAY HIGH YIELD	56062X708			12/4/2012		6/17/2014	813	799				14	0																	
394	MAINSTAY HIGH YIELD	56062X708			10/31/2013		6/17/2014	2,839	2,803				36	0																	
395	MAINSTAY HIGH YIELD	56062X708			1/3/2013		6/17/2014	314,106	313,085				1,021	0																	
396	MAINSTAY HIGH YIELD	56062X708			2/28/2013		6/17/2014	6	6				0	0																	
397	MAINSTAY HIGH YIELD	56062X708			8/31/2012		6/17/2014	6	6				0	0																	
398	MAINSTAY HIGH YIELD	56062X708			11/29/2013		6/17/2014	2,864	2,818				46	0																	

Part I, Line 16c (990-PF) - Other Professional Fees

		76,703	46,022	0	30,681
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	US TRUST FEES AS AGENT	76,703	46,022		30,681

Part I, Line 18 (990-PF) - Taxes

		45,500	3,860	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,860	3,860		
2	PY EXCISE TAX DUE	25,360			
3	ESTIMATED EXCISE PAYMENTS	16,280			

Part I, Line 23 (990-PF) - Other Expenses

		13,505	1,196	0	12,309
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	1,196	1,196		
2	OTHER MISC FEES	12,309			12,309

Part II, Line 13 (990-PF) - Investments - Other

		10,851,651	11,500,899	11,878,777
Asset Description		Book Value	Book Value	FMV
	Basis of Valuation	Beg. of Year	End of Year	End of Year
1			0	
2	KOPERNIK GLOBAL ALL CAP	0	579,119	440,859
3	COHEN & STEERS GLOBAL	0	232,702	254,504
4	DOUBLELINE TOTAL RETURN	0	797,992	785,846
5	EATON VANCE FLOATING	0	761	741
6	UAM FPA CRESCENT PORT	0	640,260	744,592
7	FIDELITY ADVISOR NEW	0	617,171	696,368
8	FIRST EAGLE	0	749,075	837,197
9	HARRIS OAKMARK INTL SM CAP FD CL I	0	325,167	270,479
10	ISHARES COMEX GOLD TR	0	245,359	226,729
11	IVY ASSET STRATEGY	0	619,919	588,880
12	LOOMIS SAYLES STRATEGIC	0	429,286	442,487
13	MFS UTILITIES FD CL I	0	405,849	372,728
14	MAINSTAY MARKETFIELD	0	791,690	779,721
15	METROPOLITAN WEST FDS TOTAL RETU	0	776,872	786,479
16	OPPENHEIMER DEVELOPING	0	369,549	338,632
17	POWERSHRS EXCG TRDED FD	0	456,240	528,159
18	POWERSHARES EXCHANGE	0	968	1,032
19	POWERSHARES S&P SC	0	171,218	176,153
20	PRUDENTIAL JENNISON	0	213,775	150,716
21	PRUDENTIAL JENNISON	0	699,726	822,263
22	SPDR S&P MIDCAP 400 ETF	0	397,258	406,614
23	TEMPLETON GLOBAL BD FD ADVISOR CL	0	1,211	1,125
24	TEMPLETON GLOBAL TOTAL	0	332,017	308,172
25	TETON WESTWOOD MIGHTY	0	415,799	469,680
26	VANGUARD HIGH DVD YIELD	0	684,978	904,323
27	VANGUARD FTSE ALL WORLD	0	275,483	279,279
28	WISDOMTREE EUR S/C DIV	0	271,455	265,019

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL EXCISE TAX REFUND	1	21,887
2	Total	2	21,887

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	8,012
2	CY LATE POSTING MUTUAL FUNDS	2	3,387
3	Total	3	11,399

Description of Property Sold		Long Term CG Distributions	Short Term CG Distributions
284,993,000			
1	MAINSTAY HIGH YIELD	56,062,708	CUSIP #
2	MAINSTAY MARKETFIELD	56,062,4852	
3	MAINSTAY MARKETFIELD	56,062,4852	
4	MAINSTAY MARKETFIELD	56,062,4852	
5	MAINSTAY MARKETFIELD	56,062,4852	
6	METROPOLITAN WEST TOTAL	59,290,509	
7	METROPOLITAN WEST TOTAL	59,290,509	
8	METROPOLITAN WEST TOTAL	59,290,509	
9	METROPOLITAN WEST TOTAL	59,290,509	
10	METROPOLITAN WEST TOTAL	59,290,509	
11	METROPOLITAN WEST TOTAL	59,290,509	
12	METROPOLITAN WEST TOTAL	59,290,509	
13	METROPOLITAN WEST TOTAL	59,290,509	
14	METROPOLITAN WEST TOTAL	59,290,509	
15	METROPOLITAN WEST TOTAL	59,290,509	
16	METROPOLITAN WEST TOTAL	59,290,509	
17	METROPOLITAN WEST TOTAL	59,290,509	
18	METROPOLITAN WEST TOTAL	59,290,509	
19	METROPOLITAN WEST TOTAL	59,290,509	
20	NUVEEN SANTA BARBARA	67,063,6639	
21	NUVEEN SANTA BARBARA	67,063,6639	
22	NUVEEN SANTA BARBARA	67,063,6639	
23	NUVEEN SANTA BARBARA	67,063,6639	
24	NUVEEN SANTA BARBARA	67,063,6639	
25	NUVEEN SANTA BARBARA	67,063,6639	
26	NUVEEN SANTA BARBARA	67,063,6639	
27	NUVEEN SANTA BARBARA	67,063,6639	
28	NUVEEN SANTA BARBARA	67,063,6639	
29	NUVEEN SANTA BARBARA	67,063,6639	
30	NUVEEN SANTA BARBARA	67,063,6639	
31	NUVEEN SANTA BARBARA	67,063,6639	
32	NUVEEN SANTA BARBARA	67,063,6639	
33	OPENHEIMER DEVELOPING	68,397,4505	
34	OPENHEIMER DEVELOPING	68,397,4505	
35	OPENHEIMER DEVELOPING	68,397,4505	
36	OPENHEIMER DEVELOPING	68,397,4505	
37	OPENHEIMER DEVELOPING	68,397,4505	
38	OPENHEIMER DEVELOPING	68,397,4505	
39	OPENHEIMER DEVELOPING	68,397,4505	
40	OPENHEIMER DEVELOPING	68,397,4505	
41	POWERSHARES BUYBACK ACHVRS	73,937,8779	
42	POWERSHARES BUYBACK ACHVRS	73,937,8779	
43	POWERSHARES BUYBACK ACHVRS	73,937,8779	
44	POWERSHARES BUYBACK ACHVRS	73,937,8779	
45	POWERSHARES BUYBACK ACHVRS	73,937,8779	
46	POWERSHARES EXCHANGE	73,937,8779	
47	POWERSHARES EXCHANGE	73,937,8779	
48	POWERSHARES EXCHANGE	73,937,8779	
49	POWERSHARES EXCHANGE	73,937,8779	
50	POWERSHARES EXCHANGE	73,937,8779	
51	POWERSHARES EXCHANGE	73,937,8779	
52	POWERSHARES EXCHANGE	73,937,8779	
53	POWERSHARES EXCHANGE	73,937,8779	
54	POWERSHARES EXCHANGE	73,937,8779	
55	POWERSHARES EXCHANGE	73,937,8779	
56	POWERSHARES EXCHANGE	73,937,8779	
57	POWERSHARES EXCHANGE	73,937,8779	
58	POWERSHARES EXCHANGE	73,937,8779	
59	POWERSHARES EXCHANGE	73,937,8779	
60	POWERSHARES EXCHANGE	73,937,8779	
61	POWERSHARES EXCHANGE	73,937,8779	
62	POWERSHARES EXCHANGE	73,937,8779	
63	POWERSHARES EXCHANGE	73,937,8779	
64	POWERSHARES EXCHANGE	73,937,8779	
65	POWERSHARES EXCHANGE	73,937,8779	
66	POWERSHARES EXCHANGE	73,937,8779	
67	POWERSHARES EXCHANGE	73,937,8779	
68	POWERSHARES EXCHANGE	73,937,8779	
69	POWERSHARES EXCHANGE	73,937,8779	
70	POWERSHARES EXCHANGE	73,937,8779	
71	POWERSHARES EXCHANGE	73,937,8779	
72	POWERSHARES EXCHANGE	73,937,8779	
73	POWERSHARES EXCHANGE	73,937,8779	
74	POWERSHARES EXCHANGE	73,937,8779	
75	POWERSHARES EXCHANGE	73,937,8779	
76	POWERSHARES EXCHANGE	73,937,8779	
77	POWERSHARES EXCHANGE	73,937,8779	
78	POWERSHARES EXCHANGE	73,937,8779	
79	POWERSHARES EXCHANGE	73,937,8779	
80	POWERSHARES EXCHANGE	73,937,8779	
81	POWERSHARES EXCHANGE	73,937,8779	
82	POWERSHARES EXCHANGE	73,937,8779	
83	POWERSHARES EXCHANGE	73,937,8779	
84	POWERSHARES EXCHANGE	73,937,8779	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Short Term CG Distributions																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																											
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85 POWERSHARES EXCHANGE	739378779	6/17/2014	1,120	35	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

COPEN & STEERS GLOBAL	19247N409
COPEN & STEERS GLOBAL	19247N409
COPEN & STEERS GLOBAL	19247N409
COPEN & STEERS GLOBAL	19247N408
COPEN & STEERS GLOBAL	19247N408
COPEN & STEERS GLOBAL	19247N409
CULLEN INTERNATIONAL	230001703
CULLEN INTERNATIONAL	230001703
CULLEN INTERNATIONAL	230001703
CULLEN INTERNATIONAL	230001703
CULLEN INTERNATIONAL	230001703
CULLEN INTERNATIONAL	230001703
DOUBLELINE TOTAL RETURN	258620103
DOUBLELINE TOTAL RETURN	258620103
DOUBLELINE TOTAL RETURN	258620103
DOUBLELINE TOTAL RETURN	258620103

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		284,993		0		5,309,032		3,273		4,890,545		421,760		0		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj. Basis		Gain Minus Excess of FMV Over Adjusted Basis or Losses		421,760	
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses															
253 DOUBLELINE TOTAL RETURN	258620103		3/31/2014	12/11/2014	1,905			1,886	19																		
254 DOUBLELINE TOTAL RETURN	258620103		10/31/2013	12/11/2014	2,081			2,075	6																		
255 DOUBLELINE TOTAL RETURN	258620103		1/31/2014	12/11/2014	2,004			1,997	7																		
256 DOUBLELINE TOTAL RETURN	258620103		4/30/2014	12/11/2014	1,277			1,268	9																		
257 DOUBLELINE TOTAL RETURN	258620103		2/3/2012	12/11/2014				769	8																		
258 EATON VANCE FLOATING	277923637		6/17/2014	9/15/2014	761			3																			
259 EATON VANCE FLOATING	277923637		6/17/2014	9/15/2014	385,807			390,005	-4,198																		
260 EATON VANCE FLOATING	277923637		7/2/2014	12/11/2014	11																						
261 EATON VANCE FLOATING	277923637		11/28/2014	12/11/2014	2			12																			
262 EATON VANCE FLOATING	277923637		1/5/2012	12/11/2014	16			6,010	1,511																		
263 FPA CRESCENT FUND	302547759		5/10/2011	12/11/2014	7,521			12																			
264 FPA CRESCENT FUND	302547759		7/2/2014	12/11/2014	12			582	41																		
265 FPA CRESCENT FUND	302547759		12/19/2013	12/11/2014	623			4,303	25																		
266 FPA CRESCENT FUND	302547759		7/2/2014	12/11/2014	4,328			72,833	-13,737																		
267 FPA CRESCENT FUND	316071604		1/3/2013	6/17/2014	66,570																						
268 FIDELITY ADVISOR NEW	316071604		2/18/2014	6/17/2014	8			9,487	2,216																		
269 FIDELITY ADVISOR NEW	316071604		1/3/2013	12/11/2014	11,703			13	3																		
270 FIDELITY ADVISOR NEW	316071604		1/3/2013	12/11/2014	16			8																			
271 FIDELITY ADVISOR NEW	316071604		2/18/2014	12/11/2014	8,395			8,869	526																		
272 FIDELITY ADVISOR NEW	320087606		12/18/2013	12/11/2014	4,708			3,540	1,166																		
273 FIRST EAGLE	320087606		3/22/2010	12/11/2014	17			16	1																		
274 FIRST EAGLE	320087606		6/17/2014	12/11/2014																							
275 THE OAKMARK INTL SMALL	413838509		6/17/2014	12/11/2014	16			18																			
276 THE OAKMARK INTL SMALL	413838509		6/17/2014	12/11/2014	4,525		618	5,142	-1																		
277 THE OAKMARK INTL SMALL	413838509		6/17/2014	12/11/2014	4			5																			
278 THE OAKMARK INTL SMALL	413838509		6/17/2014	12/11/2014	3			3																			
279 THE OAKMARK INTL SMALL	413838509		6/17/2014	12/11/2014	50			48	2																		
280 ISHARES COMEX GOLD TR	464285105		6/17/2014	6/30/2014	53			53																			
281 ISHARES COMEX GOLD TR	464285105		6/17/2014	7/31/2014	1			1																			
282 ISHARES COMEX GOLD TR	464285105		6/17/2014	7/31/2014	1			1																			
283 ISHARES COMEX GOLD TR	464285105		6/17/2014	8/31/2014	53			53																			
284 ISHARES COMEX GOLD TR	464285105		6/17/2014	9/30/2014	50			52	-2																		
285 ISHARES COMEX GOLD TR	464285105		6/17/2014	9/30/2014	50			55	-5																		
286 ISHARES COMEX GOLD TR	464285105		6/17/2014	10/31/2014	46			49	-3																		
287 ISHARES COMEX GOLD TR	464285105		6/17/2014	11/30/2014	3,985			4,175	-190																		
288 ISHARES COMEX GOLD TR	464285105		6/17/2014	12/31/2014	49			53	-4																		
289 IV ASSET STRATEGY	466001864		12/12/2013	6/17/2014	5			5																			
290 IV ASSET STRATEGY	466001864		1/5/2012	6/17/2014	21			15	6																		
291 IV ASSET STRATEGY	466001864		12/28/2010	6/17/2014	16,216			12,510	3,706																		
292 IV ASSET STRATEGY	466001864		1/5/2012	6/17/2014	123,526			89,472	34,054																		
293 IV ASSET STRATEGY	466001864		12/1/2013	6/17/2014	4,139			4,085	54																		
294 IV ASSET STRATEGY	466001864		12/8/2011	6/17/2014	2,734			1,971	763																		
295 IV ASSET STRATEGY	466001864		1/5/2012	12/11/2014	8,395			7,439	956																		
296 IV ASSET STRATEGY	466001864		12/11/2014	12/11/2014	16			16																			
297 LOMIS SAYLES STRATEGIC	543487250		8/23/2012	6/17/2014	599			525	74																		
298 LOMIS SAYLES STRATEGIC	543487250		5/24/2012	6/17/2014	17			15	2																		
299 LOMIS SAYLES STRATEGIC	543487250		10/29/2013	6/17/2014	2,257			2,167	90																		
300 LOMIS SAYLES STRATEGIC	543487250		4/25/2014	6/17/2014	1,847			1,815	32																		
301 LOMIS SAYLES STRATEGIC	543487250		2/25/2014	6/17/2014	1,864			1,806	58																		
302 LOMIS SAYLES STRATEGIC	543487250		11/2/2011	6/17/2014	17			14	3																		
303 LOMIS SAYLES STRATEGIC	543487250		11/2/2011	6/17/2014	17			15	2																		
304 LOMIS SAYLES STRATEGIC	543487250		12/20/2011	6/17/2014	123			103	20																		
305 LOMIS SAYLES STRATEGIC	543487250		3/26/2014	6/17/2014	1,888			1,843	45																		
306 LOMIS SAYLES STRATEGIC	543487250		4/24/2012	6/17/2014	389			325	64																		
307 LOMIS SAYLES STRATEGIC	543487250		6/23/2012	6/17/2014	599			516	83																		
308 LOMIS SAYLES STRATEGIC	543487250		5/24/2012	6/17/2014	858			712	146																		
309 LOMIS SAYLES STRATEGIC	543487250		1/29/2014	6/17/2014	1,727			1,642	85																		
310 LOMIS SAYLES STRATEGIC	543487250		5/27/2014	6/17/2014	2,309			2,284	25																		
311 LOMIS SAYLES STRATEGIC	543487250		11/23/2012	6/17/2014	850			575	75																		
312 LOMIS SAYLES STRATEGIC	543487250		9/24/2012	6/17/2014	496			447	49																		
313 LOMIS SAYLES STRATEGIC	543487250		7/24/2012	6/17/2014	548			471	77																		
314 LOMIS SAYLES STRATEGIC	543487250		1/5/2012	6/17/2014	9,220			50,011	9,209																		
315 LOMIS SAYLES STRATEGIC	543487250		3/26/2012	6/17/2014	513			454	59																		
316 LOMIS SAYLES STRATEGIC	543487250		2/24/2012	6/17/2014	667			588	79																		
317 LOMIS SAYLES STRATEGIC	543487250		1/25/2012	6/17/2014	565			486	78																		
318 LOMIS SAYLES STRATEGIC	543487250		11/22/2011	6/17/2014	616			513	103																		
319 LOMIS SAYLES STRATEGIC	543487250		11/15/2011	6/17/2014	79,236			67,805	11,351																		
320 LOMIS SAYLES STRATEGIC	543487250		6/24/2014	12/11/2014	17			17																			
321 LOMIS SAYLES STRATEGIC	543487250		1/3/2013	6/17/2014	100,987			81,894	9,093																		
322 LOMIS SAYLES STRATEGIC	543487250		11/27/2013	6/17/2014	2,719			2,590	128																		
323 LOMIS SAYLES STRATEGIC	543487250		12/1/2012	6/17/2014	1,608			1,454	154																		
324 LOMIS SAYLES STRATEGIC	543487250		1/2/2013	6/17/2014	3			2	1																		
325 LOMIS SAYLES STRATEGIC	543487250		10/23/2012	6/17/2014	513			462	51																		
326 LOMIS SAYLES STRATEGIC	543487250		6/25/2012	6/17/2014	17			15	2																		
327 LOMIS SAYLES STRATEGIC	543487250		12/17/2013	6/17/2014	3,796			3,588	208																		
328 LOMIS SAYLES STRATEGIC	543487250		9/25/2014	12/11/2014	151			1,167	-1,016																		
329 LOMIS SAYLES STRATEGIC	543487250		8/26/2014	12/11/2014	484			497																			

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Amount		Short Term CG Distributions										Amount			
										284,993												0			
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses											421,760	
337 LOMIS SAYLES STRATEGIC	543487250		8/26/2014	12/11/2014	617		17	634		0	0	0	0											421,760	
338 LOMIS SAYLES STRATEGIC	543487250		7/28/2014	12/11/2014	987		32	1,000		-1	0	0	0											421,760	
339 LOMIS SAYLES STRATEGIC	543487250		10/27/2014	12/11/2014	1,301		0	1,300		3	0	0	0											421,760	
340 LOMIS SAYLES STRATEGIC	543487250		1/3/2013	12/11/2014	50		0	47		3	0	0	0											421,760	
341 LOMIS SAYLES STRATEGIC	543487250		11/25/2014	12/11/2014	7		0	7		0	0	0	0											421,760	
342 LOMIS SAYLES STRATEGIC	543487250		11/25/2014	12/11/2014	1,735		25	1,760		0	0	0	0											421,760	
343 LOMIS SAYLES STRATEGIC	543487250		6/24/2014	12/11/2014	1,134		33	1,167		0	0	0	0											421,760	
344 MFS UTILITIES FD CL I	552986879		10/1/2014	12/11/2014	929		11	940		0	0	0	0											421,760	
345 MFS UTILITIES FD CL I	552986879		9/2/2014	12/11/2014	884		48	931		1	0	0	0											421,760	
346 MFS UTILITIES FD CL I	552986879		8/1/2014	12/11/2014	928		14	943		0	0	0	0											421,760	
347 MFS UTILITIES FD CL I	552986879		7/1/2014	12/11/2014	861		57	918		0	0	0	0											421,760	
348 MFS UTILITIES FD CL I	552986879		6/17/2014	12/11/2014	726		29	756		-1	0	0	0											421,760	
349 MFS UTILITIES FD CL I	552986879		6/17/2014	12/11/2014	23		42	24		0	0	0	0											421,760	
350 MFS UTILITIES FD CL I	552986879		12/1/2014	12/11/2014	974		0	1,016		0	0	0	0											421,760	
351 MFS UTILITIES FD CL I	552986879		12/1/2014	12/11/2014	11		0	12		-1	0	0	0											421,760	
352 MFS UTILITIES FD CL I	552986879		11/3/2014	12/11/2014	906		30	936		0	0	0	0											421,760	
353 MAINSTAY HIGH YIELD	56062X708		5/31/2013	6/17/2014	2,717		0	2,717		0	0	0	0											421,760	
354 MAINSTAY HIGH YIELD	56062X708		1/31/2013	6/17/2014	2,661		0	2,657		4	0	0	0											421,760	
355 MAINSTAY HIGH YIELD	56062X708		5/31/2013	6/17/2014	6		0	6		0	0	0	0											421,760	
356 MAINSTAY HIGH YIELD	56062X708		5/30/2014	6/17/2014	6		0	6		0	0	0	0											421,760	
357 MAINSTAY HIGH YIELD	56062X708		5/30/2014	6/17/2014	2		0	2		0	0	0	0											421,760	
358 MAINSTAY HIGH YIELD	56062X708		5/30/2014	6/17/2014	2,753		0	2,740		13	0	0	0											421,760	
359 MAINSTAY HIGH YIELD	56062X708		4/30/2014	6/17/2014	2,741		0	2,723		18	0	0	0											421,760	
360 MAINSTAY HIGH YIELD	56062X708		9/30/2013	6/17/2014	2,852		0	2,769		83	0	0	0											421,760	
361 MAINSTAY HIGH YIELD	56062X708		3/28/2014	6/17/2014	6		0	6		0	0	0	0											421,760	
362 MAINSTAY HIGH YIELD	56062X708		3/28/2014	6/17/2014	2,729		0	2,707		22	0	0	0											421,760	
363 MAINSTAY HIGH YIELD	56062X708		6/27/2013	6/17/2014	2,821		0	2,734		87	0	0	0											421,760	
364 MAINSTAY HIGH YIELD	56062X708		6/27/2013	6/17/2014	6		0	6		0	0	0	0											421,760	
365 MAINSTAY HIGH YIELD	56062X708		1/31/2014	6/17/2014	807		0	807		0	0	0	0											421,760	
366 MAINSTAY HIGH YIELD	56062X708		11/30/2012	6/17/2014	801		0	801		11	0	0	0											421,760	
367 MAINSTAY HIGH YIELD	56062X708		9/31/2012	6/17/2014	2,869		0	2,833		36	0	0	0											421,760	
368 MAINSTAY HIGH YIELD	56062X708		12/16/2013	6/17/2014	813		0	813		0	0	0	0											421,760	
369 MAINSTAY HIGH YIELD	56062X708		7/31/2012	6/17/2014	6		0	6		22	0	0	0											421,760	
370 MAINSTAY HIGH YIELD	56062X708		1/31/2013	6/17/2014	2,673		0	2,669		4	0	0	0											421,760	
371 MAINSTAY HIGH YIELD	56062X708		2/28/2013	6/17/2014	6		0	6		0	0	0	0											421,760	
372 MAINSTAY HIGH YIELD	56062X708		12/16/2013	6/17/2014	6		0	6		0	0	0	0											421,760	
373 MAINSTAY HIGH YIELD	56062X708		9/7/2013	6/17/2014	6		0	6		0	0	0	0											421,760	
374 MAINSTAY HIGH YIELD	56062X708		5/31/2012	6/17/2014	6		0	6		0	0	0	0											421,760	
375 MAINSTAY HIGH YIELD	56062X708		4/30/2012	6/17/2014	807		0	779		28	0	0	0											421,760	
376 MAINSTAY HIGH YIELD	56062X708		3/30/2012	6/17/2014	801		0	801		0	0	0	0											421,760	
377 MAINSTAY HIGH YIELD	56062X708		3/30/2012	6/17/2014	2,809		0	2,771		30	0	0	0											421,760	
378 MAINSTAY HIGH YIELD	56062X708		7/31/2013	6/17/2014	2,801		0	2,754		55	0	0	0											421,760	
379 MAINSTAY HIGH YIELD	56062X708		2/29/2012	6/17/2014	128,129		0	123,136		25	0	0	0											421,760	
380 MAINSTAY HIGH YIELD	56062X708		2/29/2012	6/17/2014	2,680		0	2,680		4,993	0	0	0											421,760	
381 MAINSTAY HIGH YIELD	56062X708		4/30/2013	6/17/2014	2,858		0	2,784		-26	0	0	0											421,760	
382 MAINSTAY HIGH YIELD	56062X708		9/27/2013	6/17/2014	813		0	800		74	0	0	0											421,760	
383 MAINSTAY HIGH YIELD	56062X708		6/28/2012	6/17/2014	819		0	819		33	0	0	0											421,760	
384 MAINSTAY HIGH YIELD	56062X708		3/28/2012	6/17/2014	2,686		0	2,686		0	0	0	0											421,760	
385 MAINSTAY HIGH YIELD	56062X708		8/31/2012	6/17/2014	813		0	796		17	0	0	0											421,760	
386 MAINSTAY HIGH YIELD	56062X708		6/28/2012	6/17/2014	6		0	6		0	0	0	0											421,760	
387 MAINSTAY HIGH YIELD	56062X708		11/29/2013	6/17/2014	6		0	6		0	0	0	0											421,760	
388 MAINSTAY HIGH YIELD	56062X708		1/31/2014	6/17/2014	2,716		0	2,677		39	0	0	0											421,760	
389 MAINSTAY HIGH YIELD	56062X708		2/28/2014	6/17/2014	2,710		0	2,697		13	0	0	0											421,760	
390 MAINSTAY HIGH YIELD	56062X708		11/30/2012	6/17/2014	6		0	6		0	0	0	0											421,760	
391 MAINSTAY HIGH YIELD	56062X708		10/31/2012	6/17/2014	801		0	780		11	0	0	0											421,760	
392 MAINSTAY HIGH YIELD	56062X708		9/27/2012	6/17/2014	813		0	800		13	0	0	0											421,760	
393 MAINSTAY HIGH YIELD	56062X708		12/4/2012	6/17/2014	2,839		0	2,803		14	0	0	0											421,760	
394 MAINSTAY HIGH YIELD	56062X708		10/31/2013	6/17/2014	314,106		0	313,085		1,021	0	0	0											421,760	
395 MAINSTAY HIGH YIELD	56062X708		1/20/2013	6/17/2014	6		0	6		0	0	0	0											421,760	
396 MAINSTAY HIGH YIELD	56062X708		2/28/2013	6/17/2014	6		0	6		0	0	0	0											421,760	
397 MAINSTAY HIGH YIELD	56062X708		6/3/2012	6/17/2014	2,864		0	2,818		46	0	0	0											421,760	
398 MAINSTAY HIGH YIELD	56062X708		11/29/2013	6/17/2014	0		0	0		0	0	0	0											421,760	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JOHN F MEGRUE		601 LEXINGTON AVE , 53RD FL	NEW YORK	NY	10022		PRES/TRUSTEE	1 00	0		
2	LIZANNE G MEGRUE		601 LEXINGTON AVE , 53RD FL	NEW YORK	NY	10022		TRUSTEE	1 00	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	8,140
3 Second quarter estimated tax payment	3	8,140
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	16,280