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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

THE CREAN FOUNDATION
PO BOX 8449
NEWPORT BEACH, CA 92658-8449

A Employer identification number
95-3676334

B Telephone number (see instructions)
(949) 642-3050

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 ► ☐

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, column (c), line 16)* ► $ 72,670,127.

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 Ck ► ☒ if the foundn is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,267.	19,267.	19,267.	
	4 Dividends and interest from securities	2,214,945.	2,214,945.	2,214,945.	
	5a Gross rents	301,611.	301,611.	301,611.	
	b Net rental income or (loss) 215,579.				
	6a Net gain or (loss) from sale of assets not on line 10	938,419.			
	b Gross sales price for all assets on line 6a 9,303,460.				
	7 Capital gain net income (from Part IV, line 2)		938,419.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 31,941.				
	b Less Cost of goods sold 8,381.				
	c Gross profit or (loss) (attach schedule) SEE ST 1	23,560.		23,560.	
	11 Other income (attach schedule) SEE STATEMENT 2	14,205.			
	12 **Total.** Add lines 1 through 11	3,512,007.	3,474,242.	2,559,383.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	331,944.	331,944.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 3	18,360.	18,360.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	12,339.	12,339.		
	19 Depreciation (attach sch) and depletion SEE STMT 5	21,641.	20,743.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	323.	323.		
	23 Other expenses (attach schedule) SEE STATEMENT 6	306,004.	299,516.	6,488.	
	24 **Total operating and administrative expenses** Add lines 13 through 23	690,611.	683,225.	6,488.	
	25 Contributions, gifts, grants paid PART XV	3,477,590.			3,477,590.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,168,201.	683,225.	6,488.	3,477,590.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-656,194.			
	b **Net investment income** (if negative, enter -0-)		2,791,017.		
	c **Adjusted net income** (if negative, enter -0-)			2,552,895.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions))		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	4,524,974.	2,317,527.	2,317,527.
	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 sch) ► 2,400,000.			
	Less allowance for doubtful accounts ►	2,400,000.	2,400,000.	2,400,000.
	8 Inventories for sale or use	20,869.	12,488.	47,746.
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	6,531,108.	7,230,318.	8,862,624.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ► 1,781,170.			
	Less: accumulated depreciation (attach schedule) SEE STMT 7 ► 220,211.	1,581,702.	1,560,959.	2,200,000.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	51,638,906.	52,578,728.	56,842,230.
	14 Land, buildings, and equipment basis ► 3,460.			
	Less: accumulated depreciation (attach schedule) SEE STMT 8 ► 2,100.	196.	1,360.	
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	66,697,755.	66,101,380.	72,670,127.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 9)	433.	500.	
	23 **Total liabilities** (add lines 17 through 22)	433.	500.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	66,697,322.	66,100,880.	
	30 **Total net assets or fund balances** (see instructions)	66,697,322.	66,100,880.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	66,697,755.	66,101,380.	

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	66,697,322.
2	Enter amount from Part I, line 27a	2	-656,194.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 10	3	59,752.
4	Add lines 1, 2, and 3	4	66,100,880.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	66,100,880.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,303,460.		8,365,041.	938,419.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				938,419.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	938,419.
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

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 (column (b) divided by column (c))
2013	3,188,590.	69,370,320.	0.045965
2012	2,905,940.	66,577,207.	0.043648
2011	5,055,329.	68,323,720.	0.073991
2010	4,069,620.	70,221,921.	0.057954
2009	4,960,587.	65,602,763.	0.075616

2	**Total** of line 1, column (d)	2	0.297174
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	0.059435
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	70,848,156.
5	Multiply line 4 by line 3	5	4,210,860.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,910.
7	Add lines 5 and 6	7	4,238,770.
8	Enter qualifying distributions from Part XII, line 4	8	3,477,590.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	55,820.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	55,820.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	55,820.
6	Credits/Payments		
a	2014 estimated tax pmts and 2013 overpayment credited to 2014 — 6a: 60,000.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	60,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	4,180.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ► 4,180. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers. ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► MARC S. GOLDIN, CFO Telephone no ► (949) 642-3050

Located at ► 27052 FALLING LEAF DR LAGUNA HILLS CA ZIP + 4 ► 92653-6502

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► N/A ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X

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.

			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)?	1b		N/A
	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?	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?	N/A	☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If 'Yes' to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ANDREW CREAN P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	PRESIDENT 0	0.	0.	0.
EMILY CREAN VOGLER P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	VICE PRESIDE 0	0.	0.	0.
SUSAN E. THOMAS P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	SECRETARY 0	0.	0.	0.
MARC S. GOLDIN P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	CFO 30.00	331,944.	0.	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 ►		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 DISTRIBUTION OF BOOKS ON ALCOHOLISM INTENDED TO EDUCATE AND ASSIST THE GENERAL PUBLIC CONCERNING THE DISEASE. THE TOTAL NUMBER OF BOOKS DISTRIBUTED DURING 2014 WAS 10,601.	
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 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	65,178,562.
b	Average of monthly cash balances	1b	2,148,500.
c	Fair market value of all other assets (see instructions)	1c	4,600,000.
d	**Total** (add lines 1a, b, and c)	1d	71,927,062.
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	71,927,062.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,078,906.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,848,156.
6	**Minimum investment return.** Enter 5% of line 5	6	3,542,408.

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	3,542,408.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	55,820.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	55,820.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,486,588.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,486,588.
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	3,486,588.

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	3,477,590.
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	3,477,590.
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	3,477,590.

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				3,486,588.
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 ___		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009 695,063.				
b From 2010 609,710.				
c From 2011 1,691,757.				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	2,996,530.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 3,477,590.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2014 distributable amount				3,477,590.
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).)*	8,998.			8,998.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,987,532.			
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 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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	686,065.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	2,301,467.			
10 Analysis of line 9				
a Excess from 2010 609,710.				
b Excess from 2011 1,691,757.				
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)

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	Tax year (a) 2014	Prior 3 years (b) 2013	(c) 2012	(d) 2011	(e) Total
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 ► [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 11				
Total			► **3a**	3,477,590.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19,267.	
4 Dividends and interest from securities			14	2,214,945.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	215,579.	
6 Net rental income or (loss) from personal property					
7 Other investment income			16	14,205.	
8 Gain or (loss) from sales of assets other than inventory			18	938,419.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					23,560.
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,402,415.	23,560.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	3,425,975.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
10	SALE OF BOOKS ON ALCOHOLISM INTENDED TO EDUCATE AND ASSIST THE GENERAL PUBLIC CONCERNING THE DISEASE.

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Marc L. Boldin | 6/7/15 ▶ CFO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[redacted]	SELF-PREPARED			[redacted]

Firm's name ▶ [redacted] Firm's EIN ▶ [redacted]

Firm's address ▶ [redacted] Phone no [redacted]

BAA

STATEMENT 1
FORM 990-PF, PART I, LINE 10C
GROSS PROFIT (LOSS) FROM SALES OF INVENTORY

ITEMS SOLD	AMOUNT
BOOK SALES	$ 31,962.
GROSS SALES	$ 31,962.
LESS RETURNS & ALLOWANCES	21.
NET SALES	$ 31,941.
LESS COST OF GOODS SOLD	8,381.
GROSS PROFIT FROM SALES OF INVENTORY	$ 23,560.

STATEMENT 2
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 14,205.		
TOTAL	$ 14,205.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIEGEL, SZEKEL AND FRISBY	$ 18,360.	$ 18,360.		
TOTAL	$ 18,360.	$ 18,360.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	$ 12,179.	$ 12,179.		
STATE TAX	160.	160.		
TOTAL	$ 12,339.	$ 12,339.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
BUILDING, NORTHRIDGE								
4/18/00	809,000	284,375	S/L	0.0256		20,743	20,743	0
MOBILE TELEPHONE								
10/15/11	250	227	200DB		3	12	0	0
SCANNER								
8/01/11	830	581	200DB		5	100	0	0
HP COMPUTER								
10/23/13	1,440	96	200DB		5	538	0	0
AT&T CORDLESS TELEPHONE								
11/04/13	38	4	200DB		3	23	0	0
HP PRINTER								
11/12/13	378	25	200DB		5	141	0	0
MOBILE TELEPHONE								
10/10/14	506		200DB		3	84	0	0

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	$ 5,046.	$ 5,046.		
BOOK SALES EXPENSE	3,261.		$ 3,261.	
COMPUTER SOFTWARE	210.	210.		
INSURANCE	15,635.	15,635.		
INVESTMENT MANAGEMENT FEES	210,057.	210,057.		
LICENSES	805.	805.		
MISCELLANEOUS	50.	50.		
OFFICE SUPPLIES	594.	594.		
POSTAGE	3,603.	376.	3,227.	
PROFESSIONAL MEMBERSHIPS	1,174.	1,174.		
RENTAL EXPENSES	65,289.	65,289.		
TELEPHONE	280.	280.		
TOTAL	$ 306,004.	$ 299,516.	$ 6,488.	$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	$ 809,000.	$ 220,211.	$ 588,789.	$ 2,200,000.
LAND	972,170.		972,170.	0.
TOTAL	$ 1,781,170.	$ 220,211.	$ 1,560,959.	$ 2,200,000.

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 3,460.	$ 2,100.	$ 1,360.	$ 0.
TOTAL	$ 3,460.	$ 2,100.	$ 1,360.	$ 0.

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SALES TAX PAYABLE	$ 500.
TOTAL	$ 500.

STATEMENT 10
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ADJUSTMENT OF BASIS OF INVESTMENTS	$ 38,111.
DEPRECIATION	21,641.
TOTAL	$ 59,752.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ORANGE COUNTY RESCUE MISSION ONE HOPE DRIVE TUSTIN, CA 92782	N/A	PUBLIC	FOOD AND SHELTER FOR THE POOR.	$ 10,000.
BIOLA UNIVERSITY 13800 BIOLA AVE. LA MIRADA, CA 90639	N/A	PUBLIC	MEDICAL SERVICES FOR THE POOR.	3,000.
THE MIDNIGHT MISSION 601 SOUTH SAN PEDRO ST. LOS ANGELES, CA 90014	N/A	PUBLIC	SHELTER FOR ALCOHOLICS.	120,000.
AMERICAN HEART ASSOCIATION P.O. BOX 6046 IRVINE, CA 92716	N/A	PUBLIC	MEDICAL RESEARCH.	10,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
BIG BROTHERS/BIG SISTERS 14131 YORBA ST., STE. 200 TUSTIN, CA 92780,	N/A	PUBLIC	PROGRAMS FOR CHILDREN.	$ 35,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	N/A	PUBLIC	EDUCATION.	1,040,000.
CHILDREN'S BUREAU 50 S. ANAHEIM BLVD., #241 ANAHEIM, CA 92805	N/A	PUBLIC	PROGRAMS FOR DISADVANTAGED CHILDREN.	245,000.
CHILDREN'S HOSPITAL OF OC FOUNDATION 455 S. MAIN ST. ORANGE, CA 92868	N/A	PUBLIC	PEDIATRIC MEDICAL CARE.	110,000.
CHILDHELP P.O. BOX 2954 NEWPORT BEACH, CA 92659	N/A	PUBLIC	TREATMENT AND PREVENTION OF CHILD ABUSE.	25,000.
GUIDE DOGS OF AMERICA 13445 GLENOAKS BLVD. SYLMAR, CA 91342	N/A	PUBLIC	TRAINING OF DOGS TO ASSIST THE VISION IMPAIRED.	10,000.
MAKE-A-WISH FOUNDATION OF O.C. 14232 RED HILL AVE. TUSTIN, CA 92780	N/A	PUBLIC	PROGRAM FOR TERMINALLY ILL CHILDREN.	1,000.
PROVIDENCE SPEECH AND HEARING CENTER 1301 PROVIDENCE AVE. ORANGE, CA 92868	N/A	PUBLIC	ASSISTANCE OF THE HEARING IMPAIRED.	7,500.
SANTA CATATLINA ISLAND TUNA CLUB FOUNDN P.O. BOX 526 AVALON, CA 90704	N/A	PUBLIC	MAINTAINING THE FORESTS OF SANTA CATALINA ISLAND.	105,000.
YMCA OF ORANGE COUNTY 13821 NEWPORT AVE., #200 TUSTIN, CA 92780	N/A	PUBLIC	RECREATION PROGRAMS FOR THE NEEDY.	50,000.
LEARNING ALLY, INC 2021 EAST FOURTH ST., #114 SANTA ANA, CA 92705	N/A	PUBLIC	RECORDING OF BOOKS FOR THE VISUALLY IMPAIRED.	10,000.
ONEOC 1901 EAST FOURTH ST., #100 SANTA ANA, CA 92705	N/A	PUBLIC	ASSISTANCE TO THE POOR.	5,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PHILHARMONIC SOCIETY OF OC 2082 BUSINESS CENTER DR. #100 IRVINE, CA 92612	N/A	PUBLIC	MUSIC PROGRAMS.	$ 25,000.
ALZHEIMER'S ASSOC. OF O.C. 2540 NORTH SANTIAGO BLVD. ORANGE, CA 92867	N/A	PUBLIC	PROGRAMS FOR PEOPLE WITH ALZHEIMER'S DISEASE.	100,000.
BLIND CHILDREN'S LEARNING CENTER 18542-B VANDERLIP AVENUE SANTA ANA, CA 92705	N/A	PUBLIC	PROGRAMS FOR VISUALLY IMPAIRED CHILDREN.	10,000.
EXCHANGE CLUBS CHARITIBLE FOUNDATION 515 CABRILLO PARK DRIVE SANTA ANA, CA 92701	N/A	PUBLIC	PROGRAMS TO PREVENT CHILD ABUSE.	15,000.
GLORIA DEI LUTHERAN CHURCH 33501 STONEHILL DR. DANA POINT, CA 92629	N/A	PUBLIC	RELIGIOUS PROGRAMS.	111,440.
LUTHERAN CHURCH OF THE MASTER 2900 PACIFIC VIEW DR. CORONA DEL MAR, CA 92625	N/A	PUBLIC	RELIGIOUS PROGRAMS.	5,200.
LUTHERAN CHURCH OF THE MASTER 10931 SANTA MONICA BLVD. LOS ANGELES, CA 90025	N/A	PUBLIC	RELIGIOUS PROGRAMS.	20,800.
SAINT ANDREW'S ABBEY P.O. BOX 40 VALYERMO, CA 93563	N/A	PUBLIC	RELIGIOUS PROGRAMS.	1,000.
ARTS ORANGE COUNTY 3750 S. SUSAN ST., SUITE 200 SANTA ANA, CA 92704	N/A	PUBLIC	EDUCATIONAL PROGRAMS FOR CHILDREN.	15,000.
BACK BAY THERAPEUTIC RIDING CLUB 20262 S.W. CYPRESS ST. NEWPORT BEACH, CA 92660	N/A	PUBLIC	PROGRAMS FOR DISABLED CHILDREN.	2,500.
SECOND HARVEST FOOD BANK OF OC 426-A WEST ALMOND ORANGE, CA 92866	N/A	PUBLIC	FOOD FOR THE POOR AND HOMELESS.	10,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
LOS ANGELES MISSION 303 EAST 5TH ST. LOS ANGELES, CA 90013	N/A	PUBLIC	FOOD AND SHELTER FOR THE HOMELESS.	$ 5,000.
HOAG HOSPITAL FOUNDATION ONE HOAG DR., BLDG. 44, #300 NEWPORT BEACH, CA 92663	N/A	PUBLIC	CONSTRUCTION OF NEW HOSPITAL FACILITIES.	500,000.
CYSTIC FIBROSIS FOUNDATION 2150 TOWNE CENTER PLACE, #120 ANAHEIM, CA 92806	N/A	PUBLIC	MEDICAL RESEARCH.	5,000.
PROJECT CUDDLE, INC. 2973 HARBOR BLVD, PMB 326 COSTA MESA, CA 92626	N/A	PUBLIC	ASSISTANCE TO POOR PREGNANT WOMEN WHO CANNOT KEEP THEIR BABIES.	1,000.
THE ALL-AMERICAN BOYS CHORUS P.O. BOX 1527 COSTA MESA, CA 92628	N/A	PUBLIC	MUSIC PROGRAM.	5,000.
F.A.C.E.S. 1966 E. CHAPMAN AVE., # G FULLERTON, CA 92831	N/A	PUBLIC	PROGRAMS FOR CHILDREN.	10,000.
PAT MCCORMICK EDUCATIONAL FOUNDATION 915 1/2 ELECTRIC AVENUE SEAL BEACH, CA 90740	N/A	PUBLIC	EDUCATIONAL PROGRAMS FOR CHILDREN.	60,000.
HEART OF JESUS RETREAT CENTER 2927 SOUTH GREENVILLE ST. SANTA ANA, CA 92704	N/A	PUBLIC	RELIGIOUS PROGRAMS.	2,500.
YOUTH EMPLOYMENT SERVICES, INC. 114 EAST 19TH STREET COSTA MESA, CA 92627	N/A	PUBLIC	ASSISTANCE OF TEENAGERS TO OBTAIN EMPLOYMENT.	10,000.
CHILD GUIDANCE CENTER, INC. 1440 E. FIRST ST., STE. 406 SANTA ANA, CA 92701	N/A	PUBLIC	TREATMENT AND PREVENTION OF CHILD ABUSE.	5,000.
ACACIA ADULT DAY SERVICES 11391 ACACIA PARKWAY GARDEN GROVE, CA 92840	N/A	PUBLIC	PROGRAMS FOR SENIORS.	10,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
COSTA MESA SENIOR CENTER 695 W. 19TH STREET COSTA MESA, CA 92627	N/A	PUBLIC	PROGRAMS AND EQUIPMENT FOR SENIORS.	$ 5,000.
FRIENDS OF SANTA ANA ZOO 1801 E. CHESTNUT AVE. SANTA ANA, CA 92701	N/A	PUBLIC	MAINTENANCE OF ANIMAL EXHIBITS.	10,000.
GOODWILL OF ORANGE COUNTY 410 N. FAIRVIEW SANTA ANA, CA 92703	N/A	PUBLIC	ASSISTANCE FOR POOR PEOPLE.	1,000.
LAURA'S HOUSE 999 CORPORATE DR., STE. 225 LADERA RANCH, CA 92694	N/A	PUBLIC	SHELTER FOR ABUSED WOMEN AND CHILDREN.	10,000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705	N/A	PUBLIC	EDUCATION PROGRAMS.	60,000.
PROJECT DIGNITY 12020 CHAPMAN AVE., PMB #257 GARDEN GROVE, CA 92840	N/A	PUBLIC	ASSISTANCE FOR POOR PEOPLE.	7,500.
RONALD MCDONALD HOUSE CHARITIES 1954 COTNER AVE. LOS ANGELES, CA 90025	N/A	PUBLIC	CAMP PROGRAM FOR CHILDREN WITH CANCER.	10,000.
VALENCIA ELEMENTARY SCHOOL 25661 PASEO DE VALENCIA LAGUNA HILLS, CA 92653	N/A	PUBLIC	EQUIPMENT FOR THE SCHOOL.	2,000.
AIDS SERVICES FOUNDATION OC 17982 SKY PARK CIRCLE, # J IRVINE, CA 92614	N/A	PUBLIC	MEDICAL RESEARCH.	5,000.
ANGEL FACES 4405 MANCHESTER AVE, SUITE 101 ENCINITAS, CA 92024	N/A	PUBLIC	SEMINARS TO BUILD SELF-ESTEEEM FOR BURN VICTIMS.	15,000.
COURT APPOINTED SPECIAL ADVOCATES 1615 EAST 17TH ST., #100 SANTA ANA, CA 92705	N/A	PUBLIC	PROGRAMS FOR DISADVANTAGED YOUTH.	2,500.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NEW VISTA SCHOOL 23902 MILL CREEK DR. LAGUNA HILLS, CA 92653	N/A	PUBLIC	TUITION ASSISTANCE FOR LOW INCOME STUDENTS.	$ 40,000.
SUPPORT THE ENLISTED PROJECT, INC. P.O. BOX 26747 SAN DIEGO, CA 92196	N/A	PUBLIC	ASSISTANCE FOR WAR VETERANS.	10,000.
THE WOODEN FLOOR 1810 N. MAIN ST. SANTA ANA, CA 92706	N/A	PUBLIC	DANCE PROGRAMS FOR POOR CHILDREN.	5,000.
SHARE OUR SELVES CORPORATION 1550 SUPERIOR AVE. COSTA MESA, CA 92627	N/A	PUBLIC	MEDICAL, FOOD AND CLOTHING FOR POOR PEOPLE.	10,000.
THE PRENTICE SCHOOL 18341 LASSEN DR. SANTA ANA, CA 92705	N/A	PUBLIC	EDUCATION PROGRAMS.	10,000.
THE WINSTON SCHOOL 215 9TH STREET DEL MAR, CA 92014	N/A	PUBLIC	EDUCATION PROGRAMS.	10,000.
COMMUNITY SENIORSERV 1200 N. KNOLLWOOD CIRCLE ANAHEIM, CA 92801	N/A	PUBLIC	PROGRAMS FOR SENIORS.	10,000.
FIRST STEP HOUSE OF ORANGE COUNTY P.O. BOX 1904 COSTA MESA, CA 92628	N/A	PUBLIC	PROGRAMS FOR ALCOHOLIC REHABILITATION.	20,000.
FRIENDSHIP SHELTER, INC. P.O. BOX 4252 LAGUNA BEACH, CA 92652	N/A	PUBLIC	SELF-SUFFICIENCY PROGRAMS FOR THE HOMELESS.	5,000.
KIDWORKS 1902 W. CHESTNUT AVE. SANTA ANA, CA 92703	N/A	PUBLIC	PROGRAMS FOR AT-RISK CHILDREN.	10,000.
NAPA VALLEY WINE AUCTION P.O. BOX 41 ST. HELENA, CA 94574	N/A	PUBLIC	MEDICAL CARE AND HOUSING FOR LOW INCOME PEOPLE.	25,000.
PROBATION COMMUNITY ACTION ASSOCIATION PMB 176, 1111 N. MAIN ST. SANTA ANA, CA 92701	N/A	PUBLIC	PROGRAM FOR AT-RISK YOUTH.	5,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
SANTA ANA FRIENDS FOR THE ANIMALS 60 CIVIC CENTER PLAZA SANTA ANA, CA 92701	N/A	PUBLIC	FUNDING OF SPAY/NEUTER SUGERIES FOR PETS.	$ 2,500.
TALLER SAN JOSE 801 N. BROADWAY SANTA ANA, CA 92701	N/A	PUBLIC	JOB TRAINING PROGRAM FOR AT-RISK YOUTH.	10,000.
THE GARY CENTER 341 HILLCREST ST. LA HABRA, CA 90631	N/A	PUBLIC	JOB TRAINING FOR AT-RISK YOUTH.	10,000.
THE SHEA CENTER FOR THERAPEUTIC RIDING 26284 OSO RD. SAN JUAN CAPISTRANO, CA 92675	N/A	PUBLIC	PROGRAMS FOR DISABLED CHILDREN.	20,000.
WOMEN'S TRANSITIONAL LIVING CENTER, INC. P.O. BOX 6103 ORANGE, CA 92863	N/A	PUBLIC	PROGRAMS FOR ABUSED ADULTS AND CHILDREN.	5,000.
ARMY AND NAVY ACADEMY P.O. BOX 3000 CARLSBAD, CA 92018	N/A	PUBLIC	TUITION ASSISTANCE FOR LOW INCOME STUDENTS.	250,000.
CASA TERESA P.O. BOX 429 ORANGE, CA 92856	N/A	PUBLIC	PROVIDE SHELTER TO HOMELESS PREGNANT WOMEN.	5,000.
LAGUNA BEACH SENIORS, INC. 380 THIRD ST. LAGUNA BEACH, CA 92651	N/A	PUBLIC	INCREASE OUTREACH TO SENIORS.	20,000.
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DR. COSTA MESA, CA 92626	N/A	PUBLIC	MUSIC PROGRAMS FOR CHILDREN.	10,000.
WORLD FIT FOUNDATION, INC. 151 KAHIKI DR. TAVERNIER, FL 33070	N/A	PUBLIC	FITNESS PROGRAM FOR CHILDREN.	15,000.
SERVING PEOPLE IN NEED, INC. 151 KALMUS DR., SUITE H-2 COSTA MESA, CA 92626	N/A	PUBLIC	SELF-SUFFICIENCY PROGRAMS FOR THE HOMELESS.	2,500.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ART & CREATIVITY FOR HEALING INC. 26079 GETTY DR LAGUNA NIGUEL, CA 92677	N/A	PUBLIC	PROGRAMS FOR VETERANS.	$ 1,000.
UCI MIND SAVE THE CLINIC 2646 BIOLOGICAL SCIENCES III IRVINE, CA 92697	N/A	PUBLIC	MEDICAL RESEARCH.	25,000.
CALIFORNIA YOUTH SERVICES 23282 MILL CREEK DR, SUITE 100E LAGUNA HILLS, CA 92653	N/A	PUBLIC	SUBSTANCE ABUSE COUNSELING FOR YOUTH.	10,000.
CASA DE AMMA 27231 CALLE ARROYO SAN JUAN CAPISTRANO, CA 92675	N/A	PUBLIC	ASSISTANCE OF ADULTS WITH SPECIAL NEEDS.	10,000.
ACCESS OC 25283 CABOT RD, SUITE 101 LAGUNA HILLS, CA 92653	N/A	PUBLIC	HEALTH CARE FOR THE POOR.	10,000.
KOCE-TV FOUNDATION P.O. BOX 25113 SANTA ANA, CA 92799	N/A	PUBLIC	PUBLIC TELEVISION EDUCATIONAL PROGRAMMING.	1,000.
PROJECT ACCESS, INC. 3900 BIRCH ST, SUITE 113 NEWPORT BEACH, CA 92660	N/A	PUBLIC	EDUCATION AND EMPLOYMENT SERVICES TO POOR PEOPLE.	10,000.
SOUTHERN CALIFORNIA CHILDREN'S CHORUS 5020 CAMPUS DR NEWPORT BEACH, CA 92660	N/A	PUBLIC	MUSIC PROGRAMS FOR CHILDREN.	2,500.
SPIRIT LEAGUE PO BOX 3766 MISSION VIEJO, CA 92690	N/A	PUBLIC	SPORTS PROGRAMS FOR SPECIAL NEEDS CHILDREN.	2,500.
DISCOVERY SCIENCE CENTER OF O.C. 2500 N MAIN ST SANTA ANA, CA 92705	N/A	PUBLIC	EDUCATIONAL PROGRAMS IN MUSEUM.	5,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDS OF THE NATIONAL WW II MEMORIAL 921 PENNSYLVANIA AVE SE, SUITE 304 WASHINGTON, DC 20003	N/A	PUBLIC	MAINTENANCE OF NATIONAL MEMORIAL.	$ 1,000.
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD, SUITE 510 NEWPORT BEACH, CA 92660	N/A	PUBLIC	COMMUNITY FOUNDATION SUPPORT.	150.
WORKING WARDROBES FOR A NEW START 3030 PULLMAN ST, SUITE A COSTA MESA, CA 92626	N/A	PUBLIC	CLOTHING FOR POOR PEOPLE.	5,000.
INTERNATIONAL GAME FISH ASSOCIATION 300 GULF STREAM WAY DANIA BEACH, FL 33004	N/A	PC	FISH RESEARCH CONSERVATION AND EDUCATION.	4,500.
NEWPORT HARBOR EDUCATIONAL FOUNDATION 600 IRVINE AVE NEWPORT BEACH, CA 92663	N/A	PC	EDUCATIONAL PROGRAMS. FOR CHILDREN.	25,000.
PACIFIC SYMPHONY 3631 S HARBOR BLVD, STE 100 SANTA ANA, CA 92704	N/A	PC	MUSIC PROGRAMS FOR CHILDREN.	10,000.
UNITED STATES ADAPTIVE RECREATION CENTER PO BOX 2897 BIG BEAR LAKE, CA 92315	N/A	PC	ATHLETIC PROGRAM FOR DISABLED PERSONS.	1,000.
			TOTAL	$ 3,477,590.

Portfolio Value and Cost Basis - As of 12/31/2014

As of 12/31/2014

Security	12/31/2014 Cost Basis	12/31/2014 Balance
Mutual Fund		
ALLIANCEBERNSTEIN DISCOVERY GROWTH FUND	146,926.17	192,934 16
ALLIANCEBERNSTEIN DISCOVERY VALUE FUND	161,277 41	200,117.31
ALLIANCEBERNSTEIN L ALL MARKET REAL RET..	822,881 75	646,591.28
ALLIANCEBERNSTEIN MULTI-MANAGER ALTERN	500,000 00	506,124.24
ASTON MONTAG & CALDWELL GROWTH FUND	689,558 06	655,454.78
Bernstein Emerging Markets Portfolio	557,571.92	469,305 17
Bernstein Inter. Duration Institutional	6,696,246.05	6,676,938 78
Bernstein International Portfolio	2,895,980 76	2,457,436 37
Blackrock Global Allocation Fund	1,706,947 16	1,924,917 14
BLACKROCK GLOBAL LONG/SHORT EQUITY FUND	184,359 14	186,720 70
CBRE CLARION LONG/SHORT FUND	138,269 35	148,516 45
CMG ULTRA SHORT TERM BOND FUND	147,566 42	147,238.86
COLUMBIA DIVIDEND INCOME FUND	525,205.41	1,117,019.35
COLUMBIA EMERGING MARKETS FUND	370,281.11	362,371 19
COLUMBIA LARGE CAP ENHANCED CORE FUND	1,162,100 02	1,998,439 65
COLUMBIA SMALL CAP VALUE I FUND	254,576.47	435,532.28
COLUMBIA STRATEGIC INCOME FUND	407,357 25	460,663.77
DFA Emerging Markets Core Equity Portfolio	749,319.87	794,186.83
DFA Five Year Global Fixed Income Portfolio	3,898,934.01	3,808,283.02
DFA Global Real Estate Sec Portfolio	706,664.81	797,234 73
DFA International Core Equity	482,241 55	555,101 40
DFA International Value Prtf Instl	479,148 53	465,179 96
DFA International Vector Equity	553,894 58	545,771 47
DFA Inv't Two Year Global Fixed Income	2,594,888.52	2,510,744.90
DFA One Year Fixed Income Portfolio	5,935,921 49	5,917,924.62
DFA US Core Equity II	1,272,368 95	2,456,695.10
DFA US Large Capital Value Portfolio	601,275 90	1,237,128.80
DFA US Vector Equity Portfolio Institutional	893,618.26	1,712,682.18
Dimensional Emerging Markets Value Prtf Instl	473,310 66	425,437 41
GOLDMAN SACHS ABSOLUTE RETURN TRACKE..	253,516 50	252,602 45
MFS SER TR I RESH INTL FUND	148,074 16	263,086 25
Overlay A Portfolio	4,526,780.37	5,100,653.42
Overlay B Portfolio	2,921,718 34	2,940,300.89
PIMCO ALL ASSET ALL AUTH FUND	2,170,000 00	2,361,038.00
PIMCO TOTAL RETURN FUND	448,765.03	475,058.11
PRUDENTIAL GLOBAL REAL ESTATE FUND	327,479 63	350,951 43
SCOUT MID CAP FUND	38,550 00	45,401 37
VANGUARD TOTAL WORLD STOCK INDEX FUND	650,041 20	1,382,040 10
TOTAL Mutual Fund	**47,493,616.81**	**52,983,823.93**
Other		
AB SECURITIZED ASSETS FUND	500,001.92	497,473.91
ALTEGRIS MULTI-STRGY ALTERNATIVE FUND	664,009.00	664,009.00
European Opportunities Series Dbt	248,842 84	254,063 00
Hines REIT	3,672,257 33	2,442,860 42
TOTAL Other	**5,085,111.09**	**3,858,406.34**
Stock		
ACTAVIS PLC	68,040.00	83,658.25

Portfolio Value and Cost Basis - As of 12/31/2014

As of 12/31/2014

Security	12/31/2014 Cost Basis	12/31/2014 Balance
AETNA INC	89,993.02	97,713 00
AFFILIATED MANAGERS GROUP INC	30,030 54	42,448 00
ALLERGAN INC	45,621.02	85,036.00
ALLSTATE CORP	60,458 78	62,171.25
ALTRIA GROUP INC	80,845 79	59,518.16
AMDOCS LIMITED	42,992 63	52,206 94
AMERICAN ELECTRIC POWER CO INC	45,317.26	51,612.00
AMERICAN EXPRESS COMPANY	94,152 76	107,926.40
AMERICAN INTERNATIONAL GROUP	92,287 24	117,621.00
AMERICAN TOWER CORP	64,865.03	84,022 50
AMPHENOL CORP	48,174.00	64,572 00
ANSYS INC	71,369 59	82,000.00
ANTHEM INC	109,297 87	119,386.50
AON PLC	67,016 93	81,553.80
APPLE INC	125,197.48	198,684.00
ASSURANT INC	25,350 79	26,824 56
AUTOZONE INC	41,771 00	49,528.80
BALL CORP	74,013 31	90,393 42
BANK OF AMERICA CORP	69,523 88	109,129 00
BIOGEN IDEC INC	36,827 50	84,862 50
BOEING CO	26,595 64	35,744.50
BOOZ ALLEN HAMILTON HOLDING CORP	20,637 92	22,550.50
BROCADE COMMUNICATIONS SYS INC	32,793.96	39,072 00
CAPITAL ONE FINANCIAL CORP	63,219.25	90,805 00
CHUBB CORP	43,953.03	51,735.00
COMCAST CORPORATION	62,269.44	101,371.97
COSTCO WHOLESALE CORP	71,748 46	85,050.00
CVS HEALTH CORP	80,415 97	115,572 00
DANAHER CORP	57,791 22	85,710.00
DELTA AIR LINES INC	60,369.32	75,113.13
DOLLAR GENERAL CORPORATION	59,854 61	70,700 00
DOW CHEMICAL CO	56,305 43	52,725 16
DR PEPPER SNAPPLE GROUP INC	72,338 07	86,016.00
DTE ENERGY CO	59,173 54	73,414.50
EBAY INC	57,871 12	61,732 00
ELECTRONIC ARTS INC	54,803 50	103,433 00
EMC CORP	55,920 12	56,506.00
EOG RES INC	25,804 66	20,715.75
ESTEE LAUDER COMPANIES INC	60,719 29	60,960 00
EVEREST RE GROUP LTD	15,912.50	21,287 50
F5 NETWORKS INC	19,037 15	22,831.38
FACEBOOK INC	35,677 40	46,812.00
FIDELITY NATIONAL INFORMATION SERVICES INC	66,912.61	87,080 00
FISERV INC	45,251 47	49,679.00
FORD MOTOR CO.	83,534.81	103,850.00
GAMESTOP CORP	50,678 46	47,320.00
GILEAD SCIENCES INC.	87,722 82	122,538 00
GOLDMAN SACHS GROUP INC.	44,412.03	53,303 25
GOOGLE INC	58,137.48	94,752.00
GOOGLE INC	29,137.04	50,008 00
HESS CORPORATION	112,619 08	103,348 00

Portfolio Value and Cost Basis - As of 12/31/2014

As of 12/31/2014

Security	12/31/2014 Cost Basis	12/31/2014 Balance
HEWLETT PACKARD CO.	96,047 27	148,481 00
HOME DEPOT INC	73,472 68	125,964 00
INTERCONTINENTALEXCHANGE GROUP INC	30,512 04	43,858 00
INTUITIVE SURGICAL INC	48,052.39	63,472 80
ISHARES CORE S&P MID CAP ETF	594,900 72	595,128 00
ISHARES IBOXX $ HIGH YIELD CORP BOND ETF	208,612 53	206,080 00
ISHARES MSCI JAPAN INDEX FUND	84,987.79	90,987 80
ISHARES MSCI TAIWAN INDEX FUND	79,719.13	93,606 45
ISHARES US PREFERRED STOCK ETF	208,568.25	209,032.00
ITT CORP	83,732.91	75,700.66
JOHNSON & JOHNSON	72,655 70	125,484 00
JPMORGAN CHASE & CO	54,698 76	68,398 00
KROGER CO	31,252 00	83,473 00
L-3 COMMUNICATIONS HOLDINGS INC	65,266 53	66,134.04
LOCKHEED MARTIN CORP	71,224 00	81,457.11
LYONDELLBASELL INDUSTRIES	28,123 89	51,603 50
MARATHON OIL CORP	3,461 15	0 00
MCKESSON CORP	19,760 03	19,304 94
MEAD JOHNSON NUTRITION CO	62,564 24	75,405 00
MEDTRONIC PLC	17,283 37	16,750.40
MERCK & CO. INC.	24,789 14	31,234.50
MICROSOFT CORP	122,652 47	153,285 00
MONSANTO CO	62,784 23	71,682 00
MONSTER BEVERAGE CORP	62,588 50	92,097 50
MURPHY OIL CORP	43,843 61	32,838 00
NETSUITE INC	16,282.67	24,563 25
NIKE INC	73,596.26	91,342.50
NXP SEMICONDUCTORS	29,407.49	36,290.00
OCCIDENTAL PETE CORP.	118,908 02	104,793.00
OFFICE DEPOT INC.	24,938 36	43,758.23
ORACLE CORP	25,434 62	27,656.55
PARTNERRE LTD.	63,550.10	77,836.66
PEPSICO INC	26,470.54	30,732.00
PFIZER INC	84,446.68	125,534.50
PHILIP MORRIS INTERNATIONAL INC	56,497.06	52,942.50
POLARIS INDUSTRIES INC	45,292.78	52,934.00
PRECISION CASTPARTS CORP	19,649.59	28,905.60
PRICELINE GROUP INC	55,100.37	75,253.86
QUINTILES TRANSNATIONAL HOLDINGS INC	49,242.83	55,926.50
RAYTHEON CO	78,215.11	97,353.00
SCHLUMBERGER LTD	61,079 90	59,787.00
SERVICENOW INC.	16,306.28	23,747.50
SHERWIN WILLIAMS CO	64,477.27	98,640.00
SLM CORPORATION	27,931.52	31,589.00
SPDR S&P 500 ETF TRUST	186,062.17	202,456.90
STARBUCKS CORP.	78,335.38	114,870.00
TIME WARNER INC.	60,906.80	80,978.16
UNION PACIFIC CORP	43,765.28	77,434.50
UNITEDHEALTH GROUP INC.	37,128 82	39,627.28
US BANCORP	56,377 72	62,930 00
VALERO ENERGY CORP	87,817 59	88,605 00

Portfolio Value and Cost Basis - As of 12/31/2014

As of 12/31/2014

Security	12/31/2014 Cost Basis	12/31/2014 Balance
VERIZON COMMUNICATIONS	67,677.84	65,492 00
VF CORP	41,507.57	41,644 40
VISA INC	74,912.10	126,118 20
WALT DISNEY CO	82,839 78	114,158 28
WELLS FARGO & CO	119,551 65	180,906 00
XEROX CORP	50,290 64	63,756 00
TOTAL Stock	**7,230,317.94**	**8,862,623.78**
TOTAL Investments	**59,809,045.84**	**65,704,854.04**

Capital Gains (Losses) Report - Last year

1/1/2014 through 12/31/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
SHORT TERM							
616-B of	ISHARES S&P EUROPE 350 INDEX FUND	1,985.000	11/20/2013	10/17/2014	84,170.46	90,869 73	-6,699.27
640-Com .	DFA International Vector Equity	4,547 161	8/13/2013	1/31/2014	53,156.31	49,609 53	3,546.78
640-Com...	DFA International Value Prtf Instl	2,097.949	8/13/2013	1/31/2014	40,637.28	38,140.71	2,496.57
651-Bern...	EVEREST RE GROUP LTD	25.000	3/12/2013	1/21/2014	3,659.46	3,182.50	476.96
651-Bern...	MARATHON PETE CORP	700.000	3/19/2013	1/21/2014	60,516 26	61,695 83	-1,179 57
651-Bern...	MARATHON PETE CORP	200.000	5/6/2013	1/21/2014	17,290 36	15,906 00	1,384.36
651-Bern...	PRICELINE GROUP INC	10.000	4/10/2013	1/24/2014	11,871 38	7,185.32	4,686.06
651-Bern...	EBAY INC.	350.000	3/19/2013	1/27/2014	18,642 93	17,819 06	823 87
651-Bern	PATTERSON COMPANIES INC	50 000	2/8/2013	1/28/2014	2,007 13	1,863.61	143 52
651-Bern...	PATTERSON COMPANIES INC	500 000	2/8/2013	1/28/2014	20,071 30	18,636 05	1,435.25
651-Bern...	PATTERSON COMPANIES INC	300 000	5/20/2013	1/28/2014	12,042 78	11,651 82	390 96
651-Bern .	ILLINOIS TOOL WORKS INC	800 000	3/20/2013	1/31/2014	63,287 76	50,501 04	12,786.72
651-Bern	ILLINOIS TOOL WORKS INC	200.000	5/8/2013	1/31/2014	15,821.94	13,487.70	2,334 24
651-Bern ..	CELGENE CORP	275 000	3/22/2013	2/3/2014	41,674.52	31,005.12	10,669 40
651-Bern	INTERNATIONAL BUSINESS MACHINES CORP	100.000	3/25/2013	2/3/2014	17,441 05	21,091 54	-3,650.49
651-Bern .	EVEREST RE GROUP LTD	100 000	3/12/2013	2/6/2014	13,769.98	12,730.00	1,039 98
651-Bern	W W GRAINGER INC	100.000	3/14/2013	2/7/2014	23,408 17	22,488 33	919 84
651-Bern	BOEING CO	100 000	5/8/2013	2/14/2014	12,901 09	9,410 08	3,491 01
651-Bern...	CHUBB CORP	150.000	3/22/2013	2/14/2014	12,869 16	12,920 08	-50.92
651-Bern...	NOBLE ENERGY INC	200.000	2/25/2013	2/19/2014	13,316 12	11,006 48	2,309.64
651-Bern	KINDER MORGAN INC	600 000	5/20/2013	2/20/2014	19,899.30	24,485 94	-4,586 64
651-Bern	KINDER MORGAN INC	300 000	7/15/2013	2/20/2014	9,949 65	12,065 97	-2,116.32
651-Bern	W W GRAINGER INC	35.000	3/14/2013	2/20/2014	8,699 56	7,870.92	828 64
651-Bern...	W W GRAINGER INC	40.000	4/8/2013	2/20/2014	9,942 36	8,952.46	989 90
651-Bern...	ALLERGAN INC	150.000	5/1/2013	2/24/2014	18,708 87	14,931 18	3,777 69
651-Bern	W W GRAINGER INC	75.000	4/8/2013	2/25/2014	18,847.31	16,785.87	2,061.44
651-Bern...	W W GRAINGER INC	50.000	8/23/2013	2/25/2014	12,564.88	12,675 97	-111.09
651-Bern.	GENERAL MOTORS CO	1,100.000	12/3/2013	2/27/2014	40,039.89	41,686 15	-1,646.26
651-Bern	.LORILLARD INC	225 000	2/3/2014	3/5/2014	12,181.91	10,890.00	1,291.91
651-Bern .	PARKER HANNIFIN CORP	175 000	9/20/2013	3/27/2014	20,655 88	18,914 91	1,740 97
651-Bern...	VERISK ANALYTICS INC	500.000	10/7/2013	4/8/2014	29,454.05	32,360.60	-2,906 55
651-Bern .	VERISK ANALYTICS INC	250.000	3/10/2014	4/8/2014	14,727.03	15,824.03	-1,097.00
651-Bern...	CBS CORP	400.000	6/17/2013	4/10/2014	24,580.44	19,120.48	5,459 96
651-Bern .	PRICELINE GROUP INC	10 000	4/10/2013	4/10/2014	11,858 77	7,185 32	4,673.45
651-Bern...	EATON CORPORATION PLC	200 000	3/7/2014	4/11/2014	14,317.08	15,252 32	-935 24
651-Bern...	ALLERGAN INC	100.000	5/1/2013	4/17/2014	13,363.22	9,954.12	3,409.10

Capital Gains (Losses) Report - Last year

1/1/2014 through 12/31/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
651-Bern	COSTCO WHOLESALE CORP	150.000	4/23/2013	4/22/2014	17,082.75	16,038 55	1,044 20
651-Bern	FISERV INC	425 000	1/24/2014	4/23/2014	24,128 23	24,042 34	85.89
651-Bern...	FISERV INC	475.000	1/24/2014	4/23/2014	26,966.84	26,870.85	95 99
651-Bern .	HASBRO INC	250 000	10/29/2013	4/23/2014	13,735 15	13,272.95	462 20
651-Bern	MEAD JOHNSON NUTRITION CO	100 000	11/26/2013	4/24/2014	8,770.09	8,456 14	313 95
651-Bern	SCHLUMBERGER LTD	100.000	7/22/2013	4/24/2014	10,175.10	8,402 19	1,772.91
651-Bern...	ALLERGAN INC	100 000	5/1/2013	4/29/2014	16,613.55	9,954 12	6,659 43
651-Bern...	CBS CORP	800 000	6/17/2013	5/1/2014	46,215.52	38,240.96	7,974 56
651-Bern.	CBS CORP	300.000	8/12/2013	5/1/2014	17,330.82	16,099.62	1,231.20
651-Bern .	REGAL ENTERTAINMENT GROUP	100.000	7/15/2013	5/1/2014	1,867.65	1,906 99	-39.34
651-Bern	REGAL ENTERTAINMENT GROUP	1,400.000	7/15/2013	5/1/2014	26,147 10	26,697 86	-550 76
651-Bern...	ALLERGAN INC	75 000	5/16/2013	5/2/2014	12,694 49	7,571 18	5,123.31
651-Bern	ALLERGAN INC	75.000	5/16/2013	5/16/2014	11,994 45	7,571 18	4,423 27
651-Bern...	CVS HEALTH CORP	200 000	11/20/2013	5/16/2014	15,310 32	13,117 24	2,193.08
651-Bern. .	GENWORTH FINANCIAL INC	500.000	7/8/2013	5/16/2014	8,858 00	6,140.95	2,717 05
651-Bern...	HESS CORPORATION	100 000	10/11/2013	5/16/2014	8,743 72	8,098 41	645 31
651-Bern .	MEAD JOHNSON NUTRITION CO	200.000	11/26/2013	5/16/2014	17,281.96	16,912.28	369 68
651-Bern	NIKE INC	150.000	10/23/2013	5/16/2014	11,074 50	11,329 29	-254.79
651-Bern	PARKER HANNIFIN CORP	150.000	9/20/2013	5/16/2014	18,449.97	16,212.78	2,237 19
651-Bern...	POLARIS INDUSTRIES INC	75.000	11/7/2013	5/16/2014	9,637.02	9,607.21	29.81
651-Bern...	PULTEGROUP INC.	900.000	7/22/2013	5/16/2014	16,965.00	17,149.05	-184 05
651-Bern	SCHLUMBERGER LTD	100.000	7/22/2013	5/16/2014	9,967.70	8,402.19	1,565 51
651-Bern ..	NAVIENT CORPORATION	1,700.000	4/17/2014	5/19/2014	26,973.56	28,729.29	-1,755 73
651-Bern.	GENWORTH FINANCIAL INC	1,000.000	7/8/2013	5/30/2014	16,993.20	12,281.90	4,711.30
651-Bern. .	LINCOLN NATIONAL CORP	300.000	8/23/2013	6/2/2014	14,614.35	13,254.21	1,360.14
651-Bern. .	FEDEX CORP	200 000	11/20/2013	6/5/2014	28,617.84	27,064.68	1,553.16
651-Bern. .	FEDEX CORP	100 000	11/21/2013	6/5/2014	14,308.92	13,781.06	527.86
651-Bern .	NIKE INC	150 000	10/23/2013	6/13/2014	11,120.66	11,329.29	-208.63
651-Bern...	DOW CHEMICAL CO	200.000	2/20/2014	6/19/2014	10,409.06	9,402 00	1,007 06
651-Bern .	EBAY INC	200.000	3/7/2014	6/19/2014	9,919 56	11,839.42	-1,919 86
651-Bern...	F5 NETWORKS INC	25 000	3/3/2014	6/19/2014	2,738.09	2,754 47	-16 38
651-Bern. .	F5 NETWORKS INC	50.000	3/3/2014	6/19/2014	5,476 17	5,508 94	-32.77
651-Bern. .	F5 NETWORKS INC	25 000	3/3/2014	6/19/2014	2,738 09	2,754 47	-16.38
651-Bern...	INTUITIVE SURGICAL INC	35.000	3/28/2014	6/19/2014	14,084 99	15,218 37	-1,133.38
651-Bern...	VERIZON COMMUNICATIONS	150.000	11/20/2013	6/19/2014	7,413 60	7,621 43	-207.83
651-Bern...	F5 NETWORKS INC	75 000	3/3/2014	6/25/2014	8,164 36	8,263 40	-99.04
651-Bern...	VERTEX PHARMACEUTICALS INC	200.000	5/1/2014	6/26/2014	18,369 88	13,801.84	4,568.04
651-Bern...	GANNETT CO INC	1,600.000	10/16/2013	6/27/2014	49,142 24	43,001.28	6,140 96

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651-Bern. .	LORILLARD INC	275 000	2/3/2014	6/27/2014	16,870.84	13,310 00	3,560 84
651-Bern. .	HASBRO INC	400 000	10/29/2013	7/11/2014	21,768.00	21,236 72	531 28
651-Bern	F5 NETWORKS INC	75 000	3/3/2014	7/14/2014	8,258.96	8,263.40	-4.44
651-Bern	HERSHEY COMPANY	325 000	2/3/2014	7/14/2014	30,902.95	31,951 04	-1,048 09
651-Bern...	EBAY INC	750 000	3/7/2014	7/24/2014	39,968.55	44,397.83	-4,429 28
651-Bern. .	EBAY INC.	50.000	4/11/2014	7/24/2014	2,664.57	2,709.64	-45.07
651-Bern	PARKER HANNIFIN CORP	325.000	9/20/2013	7/29/2014	38,691.87	35,127.69	3,564 18
651-Bern..	GENWORTH FINANCIAL INC	800 000	12/3/2013	8/4/2014	10,434.00	12,090 64	-1,656.64
651-Bern...	MONDELEZ INTERNATIONAL INC	750.000	4/25/2014	8/5/2014	27,020.33	26,483.85	536 48
651-Bern...	HESS CORPORATION	200.000	10/11/2013	8/7/2014	19,577.02	16,196 82	3,380.20
651-Bern...	MEAD JOHNSON NUTRITION CO	250.000	11/26/2013	8/26/2014	23,828 28	21,140.35	2,687.93
651-Bern...	UNITED TECHNOLOGIES CORP	250.000	4/14/2014	9/5/2014	27,183 87	28,677.90	-1,494 03
651-Bern...	UNITED TECHNOLOGIES CORP	125 000	6/27/2014	9/5/2014	13,591 94	14,477.30	-885 36
651-Bern ..	LINCOLN NATIONAL CORP	150.000	10/25/2013	9/9/2014	8,100 41	6,718 22	1,382 19
651-Bern...	HERSHEY COMPANY	100.000	2/3/2014	9/11/2014	9,208.27	9,831.09	-622.82
651-Bern	HERSHEY COMPANY	375.000	2/19/2014	9/11/2014	34,531.01	39,804 71	-5,273 70
651-Bern	COSTCO WHOLESALE CORP	50.000	10/24/2013	10/3/2014	6,266 88	5,812 05	454.83
651-Bern	DOW CHEMICAL CO	200.000	2/20/2014	10/3/2014	10,516 00	9,402.00	1,114 00
651-Bern	GAMESTOP CORP	200.000	1/21/2014	10/3/2014	8,290 28	7,782.38	507 90
651-Bern	HESS CORPORATION	200.000	10/11/2013	10/3/2014	18,892.20	16,196 82	2,695.38
651-Bern...	INTUITIVE SURGICAL INC	20 000	3/28/2014	10/3/2014	9,250 60	8,696.21	554 39
651-Bern .	LINCOLN NATIONAL CORP	200 000	10/25/2013	10/3/2014	10,739 82	8,957 62	1,782 20
651-Bern	LINEAR TECHNOLOGY CORP	200 000	3/25/2014	10/3/2014	8,883 40	9,731.96	-848 56
651-Bern	LORILLARD INC	125 000	2/3/2014	10/3/2014	7,513 25	6,050.00	1,463 25
651-Bern	MEAD JOHNSON NUTRITION CO	100 000	11/26/2013	10/3/2014	9,630.34	8,456 14	1,174.20
651-Bern...	MONSTER BEVERAGE CORP	100 000	2/11/2014	10/3/2014	9,173.28	7,270 81	1,902.47
651-Bern .	SERVICENOW INC.	125.000	4/28/2014	10/3/2014	7,346.38	5,753 99	1,592.39
651-Bern...	US BANCORP	200 000	2/20/2014	10/3/2014	8,368 06	8,053.96	314 10
651-Bern...	XEROX CORP	600 000	1/31/2014	10/3/2014	7,965 30	6,569.04	1,396 26
651-Bern.	CBS CORP	450 000	9/8/2014	10/3/2014	23,734 71	26,566 61	-2,831.90
651-Bern	COPA HOLDINGS SA	75.000	6/16/2014	10/3/2014	8,191 45	10,425.75	-2,234.30
651-Bern	COPA HOLDINGS SA	100 000	6/16/2014	10/3/2014	10,921.93	13,901.00	-2,979.07
651-Bern. .	LORILLARD INC	25.000	2/3/2014	10/6/2014	1,486.87	1,210.00	276.87
651-Bern...	LORILLARD INC	275.000	4/25/2014	10/6/2014	16,355.52	14,819.12	1,536.40
651-Bern...	DISCOVERY COMMUNICATIONS INC	850.000	8/11/2014	10/14/2014	29,383.99	36,127 98	-6,743.99
651-Bern...	DISCOVERY COMMUNICATIONS INC	250.000	8/20/2014	10/14/2014	8,642 35	11,160.55	-2,518.20
651-Bern. .	LINEAR TECHNOLOGY CORP	450.000	3/25/2014	10/17/2014	17,722.80	21,896 91	-4,174 11
651-Bern...	LINEAR TECHNOLOGY CORP	550 000	4/17/2014	10/17/2014	21,661.20	25,421.06	-3,759 86

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651-Bern	LINEAR TECHNOLOGY CORP	300 000	5/2/2014	10/17/2014	11,815 20	13,505.73	-1,690.53
651-Bern	LINEAR TECHNOLOGY CORP	300 000	5/22/2014	10/17/2014	11,815 20	13,706.46	-1,891 26
651-Bern .	HALLIBURTON CO	250 000	6/13/2014	10/20/2014	13,233 33	16,725.30	-3,491.97
651-Bern .	TWENTY FIRST CENTURY FOX INC	1,300.000	3/6/2014	10/20/2014	42,467.23	44,476 90	-2,009 67
651-Bern	TWENTY FIRST CENTURY FOX INC	300.000	8/20/2014	10/20/2014	9,800.13	10,709 04	-908.91
651-Bern	EOG RES INC	275.000	6/6/2014	10/23/2014	25,712.34	30,014 85	-4,302.51
651-Bern. .	EOG RES INC	150.000	6/19/2014	10/23/2014	14,024.91	17,214.27	-3,189 36
651-Bern...	ASSURANT INC	200 000	12/4/2013	11/12/2014	13,642.90	12,923 44	719.46
651-Bern...	OFFICE DEPOT INC.	1,597 000	1/31/2014	11/24/2014	10,684.73	7,804 54	2,880 19
651-Bern...	ASSURANT INC	1 000	12/4/2013	12/3/2014	68.73	64.62	4.11
651-Bern	ASSURANT INC	199.000	12/4/2013	12/3/2014	13,678.17	12,858 82	819.35
651-Bern .	ASSURANT INC	158.000	2/3/2014	12/3/2014	10,860.05	10,192 44	667.61
651-Bern .	CALIFORNIA RESOURCES CORP	120.000	6/30/2014	12/5/2014	799.09	995 32	-196.23
651-Bern .	CALIFORNIA RESOURCES CORP	40 000	8/20/2014	12/5/2014	266.36	327 90	-61 54
651-Bern...	LINCOLN NATIONAL CORP	400 000	2/3/2014	12/8/2014	22,855 40	18,651 12	4,204 28
651-Bern	DOVER CORP	600 000	4/24/2014	12/11/2014	42,547 32	51,717 54	-9,170 22
651-Bern. .	DOVER CORP	250.000	6/11/2014	12/11/2014	17,728 05	22,210 70	-4,482.65
651-Bern	DOVER CORP	100.000	10/2/2014	12/11/2014	7,091 22	7,946 89	-855 67
651-Bern	DOVER CORP	150.000	10/8/2014	12/11/2014	10,636.83	11,629 83	-993 00
651-Bern...	DOVER CORP	173.000	11/28/2014	12/11/2014	12,267 81	13,374 65	-1,106 84
TOTAL SHORT TERM					**2,294,972.62**	**2,228,586.67**	**66,385.95**
LONG TERM							
616-B of	ISHARES MSCI POLAND CAPPED INVESTABLE	3,065.000	3/11/2013	3/20/2014	89,281.47	83,597.88	5,683.59
616-B of ..	FIDELITY ADVISOR FLOATING RATE HIGH INC...	58,057 650	8/26/2013	10/15/2014	568,384 39	576,512.46	-8,128.07
616-B of .	TURNER SPECTRUM FUND	19,077 754	4/10/2013	10/15/2014	218,058 73	210,809.18	7,249.55
616-B of ...	ISHARES INC MSCI AUSTRALIA INDEX FUND	3,805 000	7/15/2011	10/17/2014	90,007.93	94,839.63	-4,831.70
616-B of ...	ISHARES INC MSCI CANADA INDEX FUND	3,090.000	7/15/2011	10/17/2014	89,028.96	96,114 45	-7,085 49
616-B of .	ISHARES INC MSCI CANADA INDEX FUND	1,000 000	5/29/2012	10/17/2014	28,811 96	25,165.00	3,646.96
616-B of	ISHARES MSCI SINGAPORE INDEX FUND	5,680 000	7/15/2011	10/17/2014	73,928 67	77,276 40	-3,347.73
616-B of .	ISHARES MSCI SINGAPORE INDEX FUND	1,000 000	5/29/2012	10/17/2014	13,015.61	11,665 00	1,350 61
616-B of ...	ISHARES MSCI SOUTH KOREA INDEX FUND	880.000	7/15/2011	10/17/2014	50,411 18	56,949 20	-6,538 02
616-B of .	ISHARES MSCI SOUTH KOREA INDEX FUND	790.000	5/4/2012	10/17/2014	45,255.49	46,797 94	-1,542 45
616-B of ..	ISHARES MSCI MEXICO CAPPED INVESTABLE . .	1,175.000	3/11/2013	10/17/2014	77,880.91	84,430 92	-6,550 01
616-B of ...	COLUMBIA ACORN FUND	7,657.671	12/27/2006	12/8/2014	280,117 60	222,480 82	57,636 78
616-B of ...	COLUMBIA ACORN FUND	3,590.010	9/11/2007	12/8/2014	131,322 56	104,301 73	27,020 83
616-B of	COLUMBIA ACORN FUND	1,842 299	3/27/2008	12/8/2014	67,391.30	53,524.91	13,866 39
616-B of .	COLUMBIA ACORN FUND	2,621.826	1/26/2010	12/8/2014	95,906.39	76,172.77	19,733.62

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616-B of ...	COLUMBIA ACORN FUND	538 763	7/13/2011	12/8/2014	19,707 95	15,652 86	4,055.09
616-B of ...	CREDIT SUISSE COMMODITY-RETURN PLUS S. .	30,444 021	8/2/2013	12/11/2014	194,232.85	220,414.71	-26,181 86
640-Com...	DFA International Core Equity	3,849.211	9/30/2009	1/31/2014	48,230 61	39,124 60	9,106.01
640-Com ..	DFA US Core Equity II	9,178 000	9/30/2009	1/31/2014	145,746.64	83,185 55	62,561.09
640-Com	DFA US Large Capital Value Portfolio	4,991 533	9/30/2009	1/31/2014	152,890.67	82,460.13	70,430 54
640-Com...	DFA Five Year Global Fixed Income Portfolio	2,676.497	9/30/2009	1/31/2014	29,280.88	29,950 47	-669 59
640-Com	Altegris Managed Futures Strategy I	75,535.513	11/16/2010	1/31/2014	670,000 00	750,823.00	-80,823 00
640-Com .	Altegris Managed Futures Strategy I	75,369.920	11/16/2010	5/23/2014	664,009.00	749,177.00	-85,168 00
651-Bern...	SCHLUMBERGER LTD	50.000	3/18/2010	1/10/2014	4,352 02	3,248 72	1,103 30
651-Bern ..	SCHLUMBERGER LTD	100 000	4/7/2010	1/10/2014	8,704.03	6,612 68	2,091.35
651-Bern ..	SCHLUMBERGER LTD	50 000	10/5/2010	1/10/2014	4,352.02	3,133 75	1,218.27
651-Bern..	AT&T INC	50 000	4/15/2011	1/21/2014	1,669.69	1,529.24	140 45
651-Bern .	AT&T INC	400 000	11/30/2011	1/21/2014	13,357.48	11,526 24	1,831.24
651-Bern...	AT&T INC	450.000	7/19/2012	1/21/2014	15,027.17	15,965 37	-938.20
651-Bern ..	EVEREST RE GROUP LTD	75 000	12/21/2012	1/21/2014	10,978.38	8,102.65	2,875 73
651-Bern...	WALT DISNEY CO	100.000	8/25/2011	1/21/2014	7,426.03	3,197.28	4,228 75
651-Bern. .	WALT DISNEY CO	100.000	10/6/2011	1/21/2014	7,426 03	3,176 25	4,249 78
651-Bern...	CHIPOTLE MEXICAN GRILL INC	5 000	6/15/2012	1/22/2014	2,588.01	2,004.81	583.20
651-Bern...	CHIPOTLE MEXICAN GRILL INC	75 000	7/20/2012	1/22/2014	38,820 08	23,868 31	14,951.77
651-Bern .	EBAY INC	300 000	8/27/2012	1/27/2014	15,979.65	14,096.67	1,882 98
651-Bern	EBAY INC.	300.000	1/23/2013	1/27/2014	15,979 65	16,045 29	-65 64
651-Bern...	CITIGROUP INC	200 000	5/16/2011	1/31/2014	9,539 48	8,254.36	1,285.12
651-Bern...	CITIGROUP INC.	200 000	5/19/2011	1/31/2014	9,539.48	8,274.54	1,264.94
651-Bern .	PRECISION CASTPARTS CORP	50 000	10/25/2011	1/31/2014	12,638.07	8,604.84	4,033.23
651-Bern...	INTERNATIONAL BUSINESS MACHINES CORP	50 000	8/16/2012	2/3/2014	8,720 53	9,986.17	-1,265.64
651-Bern	INTERNATIONAL BUSINESS MACHINES CORP	150.000	9/24/2012	2/3/2014	26,161 58	30,825.50	-4,663 92
651-Bern .	PHILIP MORRIS INTERNATIONAL INC	200.000	8/30/2012	2/3/2014	15,274.34	18,140.78	-2,866.44
651-Bern .	COGNIZANT TECHNOLOGY SOLUTIONS CORP	200.000	4/9/2012	2/7/2014	19,395.66	15,177.52	4,218.14
651-Bern...	BIOGEN IDEC INC	50.000	8/27/2012	2/10/2014	15,789 64	7,365 50	8,424 14
651-Bern .	DANAHER CORP	200 000	2/8/2010	2/11/2014	15,076 70	7,070 88	8,005 82
651-Bern...	NOBLE ENERGY INC	100 000	2/14/2011	2/11/2014	6,635.07	4,394.04	2,241.03
651-Bern..	NOBLE ENERGY INC	200 000	2/23/2011	2/11/2014	13,270.14	8,893.92	4,376.22
651-Bern..	NOBLE ENERGY INC	150 000	5/13/2011	2/11/2014	9,952 61	6,572.06	3,380.55
651-Bern .	SCHLUMBERGER LTD	125 000	10/5/2010	2/11/2014	11,246.23	7,834.39	3,411.84
651-Bern...	SCHLUMBERGER LTD	75.000	1/10/2012	2/11/2014	6,747.74	5,314 25	1,433.49
651-Bern	LINKEDIN CORPORATION	140.000	11/8/2012	2/12/2014	27,007 57	13,944 04	13,063.53
651-Bern	LYONDELLBASELL INDUSTRIES	100 000	8/25/2011	2/12/2014	8,241 21	3,024 83	5,216.38
651-Bern. .	LYONDELLBASELL INDUSTRIES	50 000	10/3/2011	2/12/2014	4,120.61	1,225 17	2,895 44

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651-Bern...	AMDOCS LIMITED	800.000	2/13/2013	2/14/2014	35,238 00	28,902.08	6,335 92
651-Bern...	NOBLE ENERGY INC	50 000	5/13/2011	2/19/2014	3,329.03	2,190 69	1,138.34
651-Bern...	NOBLE ENERGY INC	200.000	1/10/2012	2/19/2014	13,316 12	9,833 60	3,482.52
651-Bern	CHEVRON CORPORATION	275 000	8/17/2012	2/20/2014	31,510 24	31,011.39	498 85
651-Bern	KINDER MORGAN INC	100 000	11/12/2012	2/20/2014	3,316.55	3,257.23	59 32
651-Bern ..	WAL-MART STORES INC	50.000	5/21/2012	2/20/2014	3,667.46	3,145.96	521.50
651-Bern	WAL-MART STORES INC	450 000	5/21/2012	2/20/2014	33,007 14	28,313.64	4,693.50
651-Bern .	CONAGRA FOODS INC	2,300 000	1/9/2013	2/24/2014	65,667.30	69,661.02	-3,993 72
651-Bern...	REYNOLDS AMERICAN INC	300 000	5/22/2012	3/4/2014	16,534.68	12,423 00	4,111.68
651-Bern...	INTERCONTINENTALEXCHANGE GROUP INC	75.000	9/5/2012	3/14/2014	15,359.87	10,162 88	5,196.99
651-Bern	LIBERTY MEDIA CORPORATION	250.000	10/26/2012	3/24/2014	33,400.00	24,602.56	8,797 44
651-Bern	SCHLUMBERGER LTD	100 000	1/10/2012	3/24/2014	9,330.13	7,085.66	2,244 47
651-Bern .	SCHLUMBERGER LTD	100.000	8/20/2012	3/24/2014	9,330.13	7,439.11	1,891 02
651-Bern...	COGNIZANT TECHNOLOGY SOLUTIONS CORP	150 000	4/9/2012	3/27/2014	7,146.09	5,691.57	1,454 52
651-Bern...	COGNIZANT TECHNOLOGY SOLUTIONS CORP	250 000	4/13/2012	3/27/2014	11,910.15	9,292.13	2,618 02
651-Bern	SCHLUMBERGER LTD	150 000	8/20/2012	3/27/2014	14,480.12	11,158 67	3,321.45
651-Bern...	PRECISION CASTPARTS CORP	25 000	10/25/2011	4/7/2014	6,255 88	4,302 42	1,953 46
651-Bern	PRECISION CASTPARTS CORP	35 000	1/5/2012	4/7/2014	8,758.24	5,913.48	2,844.76
651-Bern...	MACYS INC	250 000	7/20/2012	4/10/2014	14,711.10	8,787 50	5,923.60
651-Bern .	EATON CORPORATION PLC	650 000	8/14/2012	4/11/2014	46,530.51	29,701.17	16,829 34
651-Bern ..	CITIGROUP INC.	200 000	5/20/2011	4/14/2014	9,461.92	8,243 78	1,218 14
651-Bern...	CITIGROUP INC	100 000	7/25/2011	4/14/2014	4,730.96	3,982 55	748 41
651-Bern	CITIGROUP INC.	200.000	7/25/2011	4/14/2014	9,461.92	7,965 10	1,496 82
651-Bern...	CIT GROUP INC	150.000	12/19/2011	4/16/2014	7,012.26	5,109 18	1,903.08
651-Bern...	CIT GROUP INC	350.000	1/30/2012	4/16/2014	16,361.94	13,298 36	3,063 58
651-Bern. .	CIT GROUP INC	800 000	2/1/2012	4/16/2014	37,398.72	31,213.12	6,185 60
651-Bern .	Overlay A Portfolio	40.338	3/2/2010	4/22/2014	506 24	419.22	87.02
651-Bern...	FIDELITY NATIONAL INFORMATION SERVICES ...	600 000	9/21/2012	4/23/2014	31,857 72	19,596.90	12,260 82
651-Bern...	AMAZON.COM INC	30 000	11/14/2012	4/24/2014	10,043 49	6,731.81	3,311 68
651-Bern	COSTCO WHOLESALE CORP	100.000	4/23/2013	4/24/2014	11,486 11	10,692 37	793.74
651-Bern...	INTERCONTINENTALEXCHANGE GROUP INC	50 000	9/5/2012	4/24/2014	10,295 60	6,775.25	3,520 35
651-Bern...	REYNOLDS AMERICAN INC	250.000	5/22/2012	4/24/2014	13,460 93	10,352 50	3,108 43
651-Bern...	REYNOLDS AMERICAN INC	250 000	11/8/2012	4/24/2014	13,460 93	10,343 38	3,117.55
651-Bern...	AMAZON.COM INC.	40.000	11/14/2012	4/25/2014	12,228.59	8,975 74	3,252 85
651-Bern...	ANSYS INC	150 000	7/6/2012	4/28/2014	11,477 48	9,097.59	2,379 89
651-Bern...	COGNIZANT TECHNOLOGY SOLUTIONS CORP	200.000	4/20/2012	4/29/2014	9,592 68	7,217.53	2,375 15
651-Bern...	PFIZER INC	300.000	7/2/2009	4/29/2014	9,495.48	4,410 39	5,085.09
651-Bern	INTERCONTINENTALEXCHANGE GROUP INC	50.000	9/5/2012	5/2/2014	10,186 57	6,775.25	3,411 32

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1/1/2014 through 12/31/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
651-Bern .	VERIZON COMMUNICATIONS	450 000	7/18/2012	5/5/2014	21,225.96	20,728.44	497.52
651-Bern .	VERIZON COMMUNICATIONS	250 000	8/17/2012	5/5/2014	11,792.20	11,024 78	767 42
651-Bern .	MACYS INC	850.000	7/20/2012	5/8/2014	47,936.09	29,877.50	18,058.59
651-Bern...	VIACOM INC. - CLASS B	450.000	11/26/2010	5/12/2014	37,962.72	17,049.06	20,913 66
651-Bern..	VIACOM INC. - CLASS B	25.000	5/31/2011	5/12/2014	2,109.04	1,254.93	854 11
651-Bern .	HEWLETT PACKARD CO	200 000	5/20/2011	5/15/2014	6,486 10	7,257.04	-770 94
651-Bern...	HEWLETT PACKARD CO.	100.000	8/5/2011	5/15/2014	3,243.05	3,247.91	-4.86
651-Bern .	AFFILIATED MANAGERS GROUP INC	65 000	12/5/2012	5/16/2014	12,011.58	8,318 85	3,692 73
651-Bern...	ALLIANCEBERNSTEIN DISCOVERY VALUE FUND	460.913	6/18/2012	5/16/2014	10,200.00	7,383 83	2,816.17
651-Bern .	ALLIANCEBERNSTEIN DISCOVERY GROWTH F	1,431 670	6/18/2012	5/16/2014	13,200 00	10,021 69	3,178.31
651-Bern...	AMERICAN INTERNATIONAL GROUP	200.000	4/26/2013	5/16/2014	10,467 40	8,199.80	2,267.60
651-Bern.	ANSYS INC	150 000	7/6/2012	5/16/2014	11,102.24	9,097 59	2,004 65
651-Bern...	APPLE INC	50 000	6/5/2009	5/16/2014	29,777.81	7,235 44	22,542 37
651-Bern .	BANK OF AMERICA CORP	800 000	12/12/2012	5/16/2014	11,568.40	8,492 16	3,076 24
651-Bern..	CHUBB CORP.	100.000	3/22/2013	5/16/2014	9,275 55	8,613.39	662.16
651-Bern .	CITIGROUP INC.	200 000	7/25/2011	5/16/2014	9,278 36	7,965.10	1,313.26
651-Bern. .	COGNIZANT TECHNOLOGY SOLUTIONS CORP	100.000	4/20/2012	5/16/2014	4,729 65	3,608.77	1,120.88
651-Bern	COGNIZANT TECHNOLOGY SOLUTIONS CORP	100 000	4/30/2012	5/16/2014	4,729.65	3,674 96	1,054.69
651-Bern .	COSTCO WHOLESALE CORP	100 000	4/23/2013	5/16/2014	11,573 84	10,692 37	881 47
651-Bern. .	DANAHER CORP	150 000	2/8/2010	5/16/2014	11,302.64	5,303 16	5,999.48
651-Bern...	EVEREST RE GROUP LTD	50 000	3/12/2013	5/16/2014	7,862 35	6,365 00	1,497 35
651-Bern...	FIDELITY NATIONAL INFORMATION SERVICES ...	50 000	9/21/2012	5/16/2014	2,665 16	1,633 08	1,032 08
651-Bern .	FIDELITY NATIONAL INFORMATION SERVICES . .	100.000	11/12/2012	5/16/2014	5,330.31	3,493 64	1,836 67
651-Bern .	FORD MOTOR CO	600.000	10/31/2012	5/16/2014	9,477.12	6,522 60	2,954.52
651-Bern...	GOOGLE INC	25 000	1/15/2009	5/16/2014	13,211.18	3,671 61	9,539.57
651-Bern.	HEWLETT PACKARD CO.	400 000	8/5/2011	5/16/2014	12,976 84	12,991 64	-14.80
651-Bern	INTERCONTINENTALEXCHANGE GROUP INC	50.000	9/5/2012	5/16/2014	9,427 00	6,775 25	2,651 75
651-Bern...	JPMORGAN CHASE & CO.	100 000	3/23/2012	5/16/2014	5,322 52	4,480 41	842 11
651-Bern.	JPMORGAN CHASE & CO	50 000	4/12/2012	5/16/2014	2,661 26	2,220.53	440 73
651-Bern	KROGER CO.	100 000	2/4/2011	5/16/2014	4,700.51	2,231 54	2,468.97
651-Bern	KROGER CO.	300 000	2/16/2011	5/16/2014	14,101 53	6,883.83	7,217.70
651-Bern	LYONDELLBASELL INDUSTRIES	50 000	10/3/2011	5/16/2014	4,813 29	1,225.17	3,588 12
651-Bern...	LYONDELLBASELL INDUSTRIES	50 000	10/3/2011	5/16/2014	4,813.29	1,225 17	3,588.12
651-Bern...	PFIZER INC	700 000	7/2/2009	5/16/2014	20,524.63	10,290.91	10,233 72
651-Bern...	PHILIP MORRIS INTERNATIONAL INC	150 000	8/30/2012	5/16/2014	12,883.91	13,605 59	-721.68
651-Bern. .	PRECISION CASTPARTS CORP	15.000	1/5/2012	5/16/2014	3,597.47	2,534.35	1,063 12
651-Bern .	PRECISION CASTPARTS CORP	20 000	2/1/2012	5/16/2014	4,796.63	3,337.86	1,458.77
651-Bern .	PULTEGROUP INC	1,200 000	9/5/2012	5/16/2014	22,620 00	16,738 92	5,881 08

Capital Gains (Losses) Report - Last year

1/1/2014 through 12/31/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
651-Bern. .	PULTEGROUP INC.	700 000	9/12/2012	5/16/2014	13,195.00	10,929.10	2,265.90
651-Bern..	STARBUCKS CORP	150 000	11/1/2010	5/16/2014	10,644 62	4,307 73	6,336 89
651-Bern	TJX COMPANIES INC	300 000	9/26/2012	5/16/2014	17,598 60	13,404 54	4,194.06
651-Bern ..	UNION PACIFIC CORP	50.000	6/25/2012	5/16/2014	9,745 28	5,678 60	4,066 68
651-Bern...	VERIZON COMMUNICATIONS	200 000	2/27/2013	5/16/2014	9,808 02	9,229.52	578.50
651-Bern .	VIACOM INC. - CLASS B	100.000	5/31/2011	5/16/2014	8,369 64	5,019 72	3,349 92
651-Bern	VISA INC	50.000	6/27/2012	5/16/2014	10,492.29	6,145 57	4,346.72
651-Bern...	WALT DISNEY CO	150 000	10/6/2011	5/16/2014	12,038 51	4,764 38	7,274.13
651-Bern...	WELLS FARGO & CO	200.000	2/21/2012	5/16/2014	9,814 88	6,252 72	3,562.16
651-Bern...	Bernstein International Portfolio	7,944.943	1/31/2006	5/16/2014	132,760 00	203,628 89	-70,868.89
651-Bern...	INTERCONTINENTALEXCHANGE GROUP INC	25.000	9/5/2012	5/20/2014	4,712 50	3,387 63	1,324.87
651-Bern ..	INTERCONTINENTALEXCHANGE GROUP INC	25 000	11/12/2012	5/20/2014	4,712.50	3,259.87	1,452 63
651-Bern...	AMAZON.COM INC.	125 000	11/14/2012	5/21/2014	38,082.64	28,049.20	10,033 44
651-Bern.	BERKSHIRE HATHAWAY INC	75 000	7/17/2012	6/5/2014	9,571.15	6,338.37	3,232.78
651-Bern...	WALT DISNEY CO	50 000	10/6/2011	6/9/2014	4,273.27	1,588.13	2,685 14
651-Bern	WALT DISNEY CO	50 000	11/25/2011	6/9/2014	4,273.27	1,688.08	2,585 19
651-Bern. .	TIME INC.	112 500	8/2/2012	6/10/2014	2,587.56	1,434 16	1,153 40
651-Bern...	TIME INC.	37.500	8/20/2012	6/10/2014	862 52	504.27	358 25
651-Bern	UNION PACIFIC CORP	250 000	6/25/2012	6/10/2014	25,467 90	14,196 50	11,271.40
651-Bern...	KROGER CO	100.000	2/16/2011	6/12/2014	4,744 44	2,294 61	2,449.83
651-Bern...	KROGER CO	600.000	3/8/2011	6/12/2014	28,466 64	14,217 96	14,248 68
651-Bern...	HEALTH NET INC	550 000	11/19/2010	6/13/2014	22,083.82	15,388.56	6,695.26
651-Bern	HEALTH NET INC	350 000	8/11/2011	6/13/2014	14,053 34	7,686 91	6,366 43
651-Bern. .	VERIZON COMMUNICATIONS	50.000	2/27/2013	6/19/2014	2,471.20	2,307 38	163 82
651-Bern	WAL-MART STORES INC.	300 000	8/16/2012	6/19/2014	22,818.57	21,633.78	1,184.79
651-Bern.	WAL-MART STORES INC.	200.000	3/25/2013	6/19/2014	15,212 38	14,974 58	237.80
651-Bern...	TJX COMPANIES INC	300 000	9/26/2012	6/25/2014	15,983 88	13,404 54	2,579 34
651-Bern...	VERTEX PHARMACEUTICALS INC	200.000	11/2/2012	6/26/2014	18,369 88	8,950 66	9,419.22
651-Bern .	APPLE INC	175.000	5/11/2010	6/27/2014	16,016.55	6,303.25	9,713.30
651-Bern...	APPLE INC	75.000	5/11/2010	6/27/2014	6,864.23	2,701 39	4,162.84
651-Bern	VALERO ENERGY CORP	50.000	2/4/2013	7/1/2014	2,517.86	2,086.26	431.60
651-Bern...	VALERO ENERGY CORP	850 000	2/4/2013	7/1/2014	42,803 54	35,466 39	7,337.15
651-Bern...	TIME WARNER INC.	300 000	8/2/2012	7/16/2014	25,046 04	9,748.50	15,297 54
651-Bern...	TJX COMPANIES INC	200.000	9/26/2012	7/21/2014	10,445.74	8,936.36	1,509.38
651-Bern .	TJX COMPANIES INC	350 000	9/27/2012	7/21/2014	18,280.05	15,741.29	2,538 76
651-Bern .	VALERO ENERGY CORP	400.000	2/4/2013	7/21/2014	19,287 44	16,690 06	2,597.38
651-Bern. .	VALERO ENERGY CORP	500 000	2/14/2013	7/21/2014	24,109.30	21,828.51	2,280 79
651-Bern	Overlay A Portfolio	4 652	3/2/2010	7/22/2014	61.13	48.35	12.78

Capital Gains (Losses) Report - Last year

1/1/2014 through 12/31/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern	TJX COMPANIES INC	250.000	9/27/2012	7/28/2014	13,170.88	11,243.78	1,927.10
651-Bern ..	TJX COMPANIES INC	400.000	4/8/2013	7/28/2014	21,073 40	18,890 12	2,183.28
651-Bern...	BIOGEN IDEC INC	25.000	8/27/2012	7/29/2014	8,570 09	3,682 75	4,887 34
651-Bern .	DANAHER CORP	25.000	2/8/2010	7/29/2014	1,855 68	883 86	971 82
651-Bern .	DANAHER CORP	125.000	5/4/2010	7/29/2014	9,278.40	5,189.03	4,089.37
651-Bern..	GENWORTH FINANCIAL INC	1,200.000	7/8/2013	8/4/2014	15,651 00	14,738.28	912 72
651-Bern.	BOEING CO	200.000	5/8/2013	8/15/2014	24,675 06	18,820 16	5,854 90
651-Bern...	PRECISION CASTPARTS CORP	30.000	2/1/2012	8/15/2014	7,218 60	5,006.79	2,211 81
651-Bern	PRECISION CASTPARTS CORP	5.000	2/22/2012	8/15/2014	1,203.10	835 83	367 27
651-Bern ..	COGNIZANT TECHNOLOGY SOLUTIONS CORP	300 000	4/30/2012	8/18/2014	13,547 52	11,024 88	2,522 64
651-Bern...	COGNIZANT TECHNOLOGY SOLUTIONS CORP	300.000	8/27/2012	8/18/2014	13,547 52	9,689.61	3,857 91
651-Bern...	COGNIZANT TECHNOLOGY SOLUTIONS CORP	400.000	5/1/2013	8/18/2014	18,063.36	12,845 02	5,218 34
651-Bern ..	MEDTRONIC PLC	300 000	9/25/2012	9/3/2014	19,295.16	13,088 49	6,206 67
651-Bern...	EVEREST RE GROUP LTD	50.000	3/12/2013	9/4/2014	8,198.34	6,365 00	1,833.34
651-Bern..	TIME WARNER INC.	300.000	8/2/2012	9/5/2014	23,090.10	9,748 50	13,341.60
651-Bern..	UNION PACIFIC CORP	100 000	6/25/2012	9/5/2014	10,772 87	5,678.60	5,094.27
651-Bern...	BERKSHIRE HATHAWAY INC	175 000	7/17/2012	9/8/2014	24,204.50	14,789.53	9,414.97
651-Bern.	BERKSHIRE HATHAWAY INC	125 000	8/21/2012	9/8/2014	17,288.93	10,714.75	6,574 18
651-Bern...	LINCOLN NATIONAL CORP	100 000	8/23/2013	9/9/2014	5,400 27	4,418 07	982 20
651-Bern	.LINCOLN NATIONAL CORP	350.000	8/23/2013	9/9/2014	18,900.95	15,463.25	3,437 70
651-Bern .	APPLE INC	200 000	5/11/2010	10/1/2014	19,910 86	7,203.71	12,707 15
651-Bern .	VIACOM INC - CLASS B	75 000	5/31/2011	10/1/2014	5,781 07	3,764.79	2,016 28
651-Bern...	VIACOM INC. - CLASS B	300.000	6/10/2011	10/1/2014	23,124 27	14,520.15	8,604 12
651-Bern ..	ALLIANCEBERNSTEIN DISCOVERY GROWTH F .	1,287 333	6/18/2012	10/1/2014	12,500.00	9,011.33	3,488 67
651-Bern .	AMERICAN EXPRESS COMPANY	100 000	5/15/2013	10/3/2014	8,758.58	7,274.81	1,483.77
651-Bern...	AON PLC	100.000	9/20/2013	10/3/2014	8,774 31	7,547.95	1,226 36
651-Bern ..	APPLE INC	5 000	5/11/2010	10/3/2014	504 49	180 09	324 40
651-Bern	APPLE INC	195 000	9/7/2010	10/3/2014	19,675.27	7,212.77	12,462 50
651-Bern...	BANK OF AMERICA CORP.	500.000	12/12/2012	10/3/2014	8,530.40	5,307.60	3,222.80
651-Bern .	BIOGEN IDEC INC	25.000	8/27/2012	10/3/2014	8,243.02	3,682.75	4,560.27
651-Bern...	BOEING CO.	75.000	5/8/2013	10/3/2014	9,570 50	7,057 56	2,512 94
651-Bern .	COSTCO WHOLESALE CORP	75.000	4/23/2013	10/3/2014	9,400.33	8,019.28	1,381 05
651-Bern	DANAHER CORP	75.000	5/4/2010	10/3/2014	5,703.90	3,113.42	2,590 48
651-Bern .	DANAHER CORP	125.000	3/14/2011	10/3/2014	9,506.50	6,348.95	3,157 55
651-Bern .	ELECTRONIC ARTS INC	300.000	5/29/2013	10/3/2014	10,744 23	6,950.55	3,793.68
651-Bern...	EVEREST RE GROUP LTD	50.000	3/12/2013	10/3/2014	8,100.16	6,365 00	1,735.16
651-Bern .	FORD MOTOR CO.	500 000	10/31/2012	10/3/2014	7,401.90	5,435.50	1,966 40
651-Bern .	GILEAD SCIENCES INC	200.000	6/12/2013	10/3/2014	21,250 72	10,368 58	10,882.14

Capital Gains (Losses) Report - Last year

1/1/2014 through 12/31/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
651-Bern...	GOOGLE INC	20.000	1/15/2009	10/3/2014	11,728.04	2,937 29	8,790 75
651-Bern.	HEWLETT PACKARD CO.	300.000	8/5/2011	10/3/2014	10,643.46	9,743.73	899 73
651-Bern	.HOME DEPOT INC	100.000	5/30/2012	10/3/2014	9,170.47	4,960 32	4,210 15
651-Bern...	INTERCONTINENTALEXCHANGE GROUP INC	40.000	11/12/2012	10/3/2014	7,804.96	5,215 80	2,589 16
651-Bern	. KROGER CO	200.000	3/8/2011	10/3/2014	10,402.26	4,739.32	5,662.94
651-Bern	..MEDTRONIC PLC	200 000	9/25/2012	10/3/2014	12,427 18	8,725 66	3,701.52
651-Bern	OCCIDENTAL PETE. CORP	100 000	9/13/2013	10/3/2014	9,612 02	9,103.04	508.98
651-Bern...	PFIZER INC.	300.000	7/2/2009	10/3/2014	8,886.00	4,410.39	4,475 61
651-Bern	. PRICELINE GROUP INC	10 000	4/10/2013	10/3/2014	11,625 36	7,185 32	4,440.04
651-Bern	TIME WARNER INC.	125 000	8/2/2012	10/3/2014	9,460 14	4,061 88	5,398 26
651-Bern...	UNION PACIFIC CORP	150 000	6/25/2012	10/3/2014	16,310.57	8,517.90	7,792.67
651-Bern	VISA INC	50 000	6/27/2012	10/3/2014	10,675 55	6,145.57	4,529.98
651-Bern	WALT DISNEY CO	100 000	11/25/2011	10/3/2014	8,906 02	3,376 16	5,529 86
651-Bern	CITIGROUP INC.	500 000	7/25/2011	10/6/2014	25,647 90	19,912 75	5,735 15
651-Bern	CITIGROUP INC	500 000	10/25/2011	10/6/2014	25,647 90	15,578 00	10,069.90
651-Bern	CITIGROUP INC	300 000	1/18/2012	10/6/2014	15,388 74	8,657 22	6,731.52
651-Bern	..MCDONALDS CORP.	325.000	6/15/2012	10/6/2014	30,608.96	29,396.12	1,212.84
651-Bern.	.PFIZER INC.	100 000	7/2/2009	10/6/2014	2,928 12	1,470 13	1,457 99
651-Bern.	PFIZER INC.	400 000	8/20/2010	10/6/2014	11,712.48	6,373 12	5,339.36
651-Bern...	BECTON DICKINON & CO	150.000	7/30/2012	10/6/2014	18,529.59	11,375.76	7,153 83
651-Bern	. BECTON DICKINON & CO	125 000	9/14/2012	10/6/2014	15,441.33	9,867.15	5,574 18
651-Bern...	ALLERGAN INC	50.000	5/16/2013	10/8/2014	9,404 95	5,047 46	4,357 49
651-Bern	. ALLERGAN INC	100.000	5/20/2013	10/8/2014	18,809 90	9,995 87	8,814 03
651-Bern...	HALLIBURTON CO	850.000	8/23/2013	10/20/2014	44,993 31	41,274.05	3,719.26
651-Bern...	Overlay A Portfolio	31.031	3/2/2010	10/24/2014	388 82	322.49	66.33
651-Bern...	UNION PACIFIC CORP	200.000	6/25/2012	11/12/2014	24,131 26	11,357 20	12,774 06
651-Bern...	LINCOLN NATIONAL CORP	100.000	10/25/2013	11/17/2014	5,605.28	4,478.81	1,126.47
651-Bern...	LINCOLN NATIONAL CORP	150.000	11/6/2013	11/17/2014	8,407 92	7,035 30	1,372 62
651-Bern	AMDOCS LIMITED	100.000	2/13/2013	11/25/2014	4,835 12	3,612 76	1,222 36
651-Bern...	AMDOCS LIMITED	110 000	5/17/2013	11/25/2014	5,318 63	3,981.74	1,336.89
651-Bern...	MEDTRONIC PLC	50 000	9/25/2012	11/25/2014	3,647.01	2,181.42	1,465 59
651-Bern...	MEDTRONIC PLC	300 000	11/12/2012	11/25/2014	21,882.03	12,498.00	9,384 03
651-Bern...	MEDTRONIC PLC	550 000	8/19/2013	11/25/2014	40,117.06	29,767.87	10,349 19
651-Bern...	COMCAST CORPORATION	139.000	4/5/2011	11/26/2014	7,867.40	3,498 24	4,369.16
651-Bern...	AMERICAN EXPRESS COMPANY	240.000	5/15/2013	12/3/2014	21,921.91	17,459.55	4,462.36
651-Bern	. PFIZER INC	470 000	8/20/2010	12/3/2014	14,770 31	7,488 42	7,281.89
651-Bern...	CALIFORNIA RESOURCES CORP	360 000	9/13/2013	12/5/2014	2,397 27	2,647 24	-249.97
651-Bern	..LINCOLN NATIONAL CORP	150.000	11/6/2013	12/8/2014	8,570.78	7,035.30	1,535 48

Capital Gains (Losses) Report - Last year

1/1/2014 through 12/31/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
651-Bern.	LINCOLN NATIONAL CORP	300 000	11/27/2013	12/8/2014	17,141.55	15,420.18	1,721.37
651-Bern.	ALTRIA GROUP INC	400 000	7/26/2012	12/23/2014	20,177.68	14,279.08	5,898.60
651-Bern...	ALTRIA GROUP INC	92 000	8/17/2012	12/23/2014	4,640 87	3,250.92	1,389.95
651-Bern .	BECTON DICKINON & CO	25 000	9/14/2012	12/23/2014	3,465.49	1,973 43	1,492.06
651-Bern...	BECTON DICKINON & CO	150.000	10/12/2012	12/23/2014	20,792 93	11,561 64	9,231.29
651-Bern	BECTON DICKINON & CO	150 000	1/7/2013	12/23/2014	20,792.93	12,089.76	8,703.17
651-Bern ..	AMDOCS LIMITED	171 000	5/17/2013	12/24/2014	8,122 71	6,189 79	1,932 92
651-Bern...	PARTNERRE LTD.	50.000	11/9/2012	12/29/2014	5,762.92	3,989 53	1,773.39
651-Bern..	PARTNERRE LTD	68 000	11/13/2012	12/29/2014	7,837.58	5,381 97	2,455.61
TOTAL LONG TERM					**7,008,487.30**	**6,136,454.37**	**872,032.93**
OVERALL TOTAL					**9,303,459.92**	**8,365,041.04**	**938,418.88**

Form **8868**
(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

► **Information about Form 8868 and its instructions is at *www.irs.gov/form8868.***

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only . . ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
THE CREAN FOUNDATION	95-3676334
Number, street, and room or suite number If a P O box, see instructions	**Social security number (SSN)**
PO BOX 8449	
City, town or post office, state, and ZIP code. For a foreign address, see instructions	
NEWPORT BEACH, CA 92658-8449	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MARC S. GOLDIN, CFO

  Telephone No. ► (949) 642-3050 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box . . . . . ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 14 or

► [ ] tax year beginning _____, 20 ___, and ending _____, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 55,674.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 60,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.