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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation SEAN NICHOLAS MICHAEL SHOCKEY FOUNDATION INC		A Employer identification number 75-3092701	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 10773		Room/suite	B Telephone number (see instructions) (307) 733-3938
City or town, state, and ZIP code JACKSON, WY 83002		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 511,631		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	9,483	9,483		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	104,157			
	b Gross sales price for all assets on line 6a _____ 431,403				
	7 Capital gain net income (from Part IV , line 2)		104,157		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	113,640	113,640		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	950			
	c Other professional fees (attach schedule)	3,962	3,962		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	375			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	5,287	3,962		0
	25 Contributions, gifts, grants paid	27,250			27,250
	26 Total expenses and disbursements. Add lines 24 and 25	32,537	3,962		27,250
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	81,103			
	b Net investment income (if negative, enter -0-)		109,678		
	c Adjusted net income (if negative, enter -0-)				

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			
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	398,210	479,313	511,631
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	398,210	479,313	511,631	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	24,500	23,500	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	24,500	23,500	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	373,710	455,813	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
	30	Total net assets or fund balances (see page 17 of the instructions)	373,710	455,813	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	398,210	479,313	

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	373,710
2	Enter amount from Part I, line 27a	2	81,103
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,000
4	Add lines 1, 2, and 3	4	455,813
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	455,813

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SHORT-TERM COVERED	P	2013-01-01	2013-11-30
b	LONG-TERM COVERED	P	2012-01-01	2013-11-30
c	LONG-TERM NOT COVERED	P	2010-01-01	2013-11-30
d	LONG-TERM NOT COVERED	P	2010-01-01	2013-12-15
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 86,802		81,218	5,584
b 18,572		16,884	1,688
c 320,065		225,088	94,977
d 4,250		4,056	194
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			5,584
b			1,688
c			94,977
d			194
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	104,157
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	5,584

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	15,000	385,204	0 038940
2010	29,781	385,533	0 077246
2009	29,453	399,525	0 073720
2008	24,552	423,073	0 058033
2007	24,950	438,607	0 056885

2 Total of line 1, column (d).	2	0 304824
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 060965
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	490,376
5 Multiply line 4 by line 3.	5	29,896
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,097
7 Add lines 5 and 6.	7	30,993
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	27,250

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,194
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	2,194
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,194
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	500
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	9
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,703
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) WY _____			
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? <i>If "No," attach explanation .</i>	8b		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶GARY SHOCKEY Telephone no ▶(307) 733-3938 Located at ▶PO BOX 10773 JACKSON WY ZIP +4 ▶83002			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, 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		No
See instructions for exceptions and filing requirements for Form 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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 2012?.	1c		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
See Additional Data Table				

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.

Part VIII

[illegible]

Part IX-A

Expenses

2

3

4

Part IX-B

Amount

1 N/A

2

All other program-related investments See page 24 of the instructions

3

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	497,844
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	497,844
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	497,844
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,468
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	490,376
6	Minimum investment return. Enter 5% of line 5.	6	24,519

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	24,519
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,194
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,194
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	22,325
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	22,325
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	22,325

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	27,250
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	27,250
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	27,250
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				22,325
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010. 8,610				
e From 2011.				
f Total of lines 3a through e.	8,610			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 27,250				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				22,325
e Remaining amount distributed out of corpus	4,925			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,535			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	13,535			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . . 8,610				
d Excess from 2011. . . .				
e Excess from 2012. . . . 4,925				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

GARY SHOCKEY

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	27,250
b Approved for future payment See Additional Data Table				
Total			3b	23,500

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	9,483	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			14	104,157	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				113,640	
13 Total. Add line 12, columns (b), (d), and (e).			13		113,640

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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






b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2014-05-27	*****
	Signature of officer or trustee	Date	Title


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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	PATRICIA A ROSER CPA	PATRICIA A ROSER CPA	2014-05-27		
	Firm's name <input type="checkbox"/>	SORENSEN & SORENSEN LLC PO BOX 1845		Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/>	JACKSON, WY 83001		Phone no (307) 733-3938	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARY L SHOCKEY 	PRES/TREAS 1 00	0	0	0
N/A JACKSON, WY 83002				
DONA K SHOCKEY 	VP/SEC 1 00	0	0	0
N/A JACKSON, WY 83002				
JERMEY SHOCKEY 	DIRECTOR 0 00	0	0	0
N/A JACKSON, WY 83002				
KIMBERLY SHOCKEY 	DIRECTOR 0 00	0	0	0
N/A JACKSON, WY 83002				
AMBER NURMI 	DIRECTOR 0 00	0	0	0
N/A LAKE OSWEGO, OR 97035				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TETON VALLEY DOG TRAINING CLUB 465 S MAIN STREET SUITE DRIGGS,ID 83422		509(A)(2)	ANIMAL TRAINING PROGRAM	2,000
PROJECT POOCH 2630 N PACIFIC HIGHWAY WOODBURN,OR 97071		509(A)(2)	YOUTH/ANIMAL PROGRAMS	5,000
JASON'S FRIEDS 111 S DURBIN CASPER,WY 82601		509(A)(2)	ANIMAL RESCUE PROGRAM	5,000
TETON SCIENCE SCHOOL BOX 68 KELLY,WY 83011		509(A)(2)	YOUTH EDUCATION PROGRAM	5,000
WY FOOD BANK OF THE ROCKIES 10700 E 45TH AVE DENVER,CO 80239		509(A)(2)	FOOD BANK	5,000
PAWS OF JACKSON HOLE BOX 13033 JACKSON,WY 83002		509(A)(2)	ANIMAL RESCUE PROGRAM	1,500
FRIENDS INVOLVED IN DOG OUTREACH BOX 1896 CLACKAMAS,OR 97015		509(A)(2)	ANIMAL RESCUE PROGRAM	1,000
WY FOOD BANK OF THE ROCKIES 10700 E 45TH AVE DENVER,CO 80239		509(A)(2)	FOOD BANK	2,250
GOOD SAMARITAN MISSION PO BOX 1218 JACKSON,WY 83001	NONE	501(C)(3)	GENERAL SUPPORT	500
Total  3a				27,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
TETON SCIENCE SCHOOLBOX 68 KELLY,WY 83011		509(A)(2)	YOUTH EDUCATION PROGRAM	5,000
JASON'S FRIENDS111 S DURBIN CASPER,WY 82601		509(A)(2)	YOUTH SERVICES PROGRAMS	5,000
PROJECT POOCH2630 N PACIFIC HIGHWAY WOODBURN,OR 97071		509(A)(2)	YOUTH/ANIMAL PROGRAMS	5,000
WY FOOD BANK OF THE ROCKIES 10700 E 45TH AVE DENVER,CO 80239		509(A)(2)	FOOD BANK	7,500
THE PONGO FUNDPO BOX 8244 PORTLAND,OR 97207	NONE	501(C)(3)	GENERAL SUPPORT	1,000
Total			3b	23,500

TY 2012 Accounting Fees Schedule

Name: SEAN NICHOLAS MICHAEL SHOCKEY
FOUNDATION INC
EIN: 75-3092701

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	950			

TY 2012 Compensation Explanation

Name: SEAN NICHOLAS MICHAEL SHOCKEY
FOUNDATION INC

EIN: 75-3092701

Person Name	Explanation
GARY L SHOCKEY	
DONA K SHOCKEY	
JERMEY SHOCKEY	
KIMBERLY SHOCKEY	
AMBER NURMI	

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: SEAN NICHOLAS MICHAEL SHOCKEY
FOUNDATION INC

EIN: 75-3092701

Statement: THERE ARE NO FILING REQUIREMENTS IN WYOMING.

TY 2012 Investments - Other Schedule

Name: SEAN NICHOLAS MICHAEL SHOCKEY
FOUNDATION INC

EIN: 75-3092701

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MONEY FUNDS	AT COST	13,516	13,516
BOND FUNDS	AT COST	107,060	107,369
EQUITY FUNDS	AT COST	318,935	351,245
EFT FUNDS	AT COST	39,802	39,501

TY 2012 Other Increases Schedule

Name: SEAN NICHOLAS MICHAEL SHOCKEY
FOUNDATION INC
EIN: 75-3092701

Description	Amount
ACCRUAL VS TAX BASIS (TIMING DIFF OF GRANTS)	1,000

TY 2012 Other Professional Fees Schedule

Name: SEAN NICHOLAS MICHAEL SHOCKEY
FOUNDATION INC

EIN: 75-3092701

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT	3,962	3,962		

TY 2012 Taxes Schedule

Name: SEAN NICHOLAS MICHAEL SHOCKEY
FOUNDATION INC
EIN: 75-3092701

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	375			

01/29/2013

RECIPIENT

Sean Nicholas Michael Shockey Foundation
% Gary Shockey
PO Box 10773
Jackson WY 83002

PAYER

First Interstate Bank
P O Box 30918
Billings MT 59116

RECIPIENT'S FEDERAL ID

75-3092701

PAYER'S FEDERAL ID

81-6023169

Account Number

52B31480

Sean's Club

PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

2012 Form 1099 - B

OMB No 1545-0715

Reported To IRS Gross Proceeds Less Commissions And Option Premiums

CUSIP/Symbol	Description (Box 8)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Quantity Sold (Box 1e)	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot deduct a Loss based on the Amount in Box 2a (Y/N) (Box 2b)
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Non-Covered (Box 6a checked - Basis not reported to IRS)

Long Term Sales (Box 1c checked as LT)

41151306	Harbor International Fund	05/25/2012	09/17/2009	4.95585	4,930.00	0.00	0.00	No
41151306	Harbor International Fund	05/25/2012	03/10/2010	5.629	5,629.93	0.00	0.00	No
41151306	Harbor International Fund	05/25/2012	05/20/2011	23.45293	23,452.93	0.00	0.00	No
00000000	Vanguard 500 Index Fund - Sign	06/06/2012	05/20/2009	16.50000	11,516.76	0.00	0.00	No
880708400/	Templeton Global Bond Fund - AD	12/31/2012	03/10/2010	600.00	594.61	0.00	0.00	No
922031869/	Vanguard Inflation Protected F	12/31/2012	04/13/2011	500.00	458.02	0.00	0.00	No
922031208/	Vanguard High Yield Corp Port	12/31/2012	05/30/2008	1,750.00	1,652.62	0.00	0.00	No
68380T509/	Oppenheimer International Bond	12/31/2012	03/10/2010	800.00	780.55	0.00	0.00	No
922031810/	Vanguard Intermediate Term Inv	12/31/2012	03/10/2010	600.00	570.34	0.00	0.00	No
Total Long Term Sales Reported on 1099-B				61,061.25	49,786.89	0.00	0.00	
Report on Form 8949, Part II, with Box B checked				4250	4056			

✓
FY 2012

01/28/2014

RECIPIENT.

Sean Nicholas Michael Shockey Foundation
 % Gary Shockey
 PO Box 10773
 Jackson WY 83002

PAYER:

First Interstate Bank
 P O Box 30918
 Billings MT 59116

FY 2012
 Fye 11/30/13

RECIPIENT'S FEDERAL ID:

75-3092701

PAYER'S FEDERAL ID:

81-6023169

Account Number .

52B31480

Sean's Club

PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

2013 Form 1099 - B

OMB No. 1545-0715

Reported To IRS: Gross Proceeds Less Commissions And Option Premiums

CUSIP/Symbol	Description (Box 8)	Date of Sale	Date of Acquisition	Quantity Sold	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
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Non-Covered (Box 6a checked - Basis not reported to IRS)**Long Term Sales (Box 1c checked as LT)**

411511306/HAINX	Harbor International Fund	02/22/2013	04/13/2011	218 341000	13 921 42	14,000 00	0 00	0 00	No
277907606/EITEX	Eaton Vance Parametric Tax Mgd	02/22/2013	03/10/2010	275 989000	13,323 31	12,000 00	0 00	0 00	No
411511306/HAINX	Harbor International Fund	02/22/2013	03/10/2010	118 646000	7,564 87	6,470 94	0 00	0 00	No
277907606/EITEX	Eaton Vance Parametric Tax Mgd	02/22/2013	05/30/2008	104 025000	5,021 79	5,430 11	0 00	0 00	No
277907606/EITEX	Eaton Vance Parametric Tax Mgd	02/22/2013	05/20/2009	342 146000	16,517 02	11,000 00	0 00	0 00	No
922908496/VIFSX	Vanguard 500 Index Fund - Sign	02/22/2013	11/15/2010	104 060000	12,039 74	9,500 00	0 00	0 00	No
922908496/VIFSX	Vanguard 500 Index Fund - Sign	02/22/2013	08/16/2011	45 060000	5,213 44	4,100 00	0 00	0 00	No
501885107/LKSCX	LKCM Small Cap EQ Institutiona	02/22/2013	09/17/2009	35 279000	845 28	550 00	0 00	0 00	No
277907606/EITEX	Eaton Vance Parametric Tax Mgd	02/22/2013	11/15/2010	138 340000	6,678 34	7,000 00	0 00	0 00	No



CUSIP/Symbol	Description (Box 8)	Date of Sale	Date of Acquisition	Quantity Sold	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
501885107/LKSCX	LKCM Small Cap EQ Institutiona	02/22/2013	05/20/2009	590 495000	14,148 26	7,393 00	0 00	0 00	No
617440599/MACGX	Mrgn Stnly Inst Mid Cap Grwth-	02/22/2013	05/20/2009	476 940000	16,878 90	9,920 36	0 00	0 00	No
617440599/MACGX	Mrgn Stnly Inst Mid Cap Grwth-	02/22/2013	11/03/2011	128 382000	4,543 44	4,650 00	0 00	0 00	No
922908496/VIFSX	Vanguard 500 Index Fund - Sign	02/22/2013	11/03/2011	65 043000	7,525 48	6,250 00	0 00	0 00	No
922908496/VIFSX	Vanguard 500 Index Fund - Sign	02/22/2013	05/20/2009	1496 145000	173,103 98	103,177 43	0 00	0 00	No
501885107/LKSCX	LKCM Small Cap EQ Institutiona	02/22/2013	11/15/2010	45 825000	1,097 97	900 00	0 00	0 00	No
922908496/VIFSX	Vanguard 500 Index Fund - Sign	02/22/2013	09/17/2009	7 974000	922 59	650 00	0 00	0 00	No
922908496/VIFSX	Vanguard 500 Index Fund - Sign	02/22/2013	04/13/2011	55 655000	6,439 28	5,570 00	0 00	0 00	No
277907606/EITEX	Eaton Vance Parametnc Tax Mgd	02/22/2013	08/16/2011	30 049000	1,450 61	1,400 00	0 00	0 00	No
922031810/VFIDX	Vanguard Intermediate-Term Inv	04/24/2013	03/10/2010	835 443000	8,580 00	8,195 70	0 00	0 00	No
922031737/VAIPX	Vanguard Inflation-Protected S	08/23/2013	04/13/2011	163 587000	4,250 00	4,277 57	0 00	0 00	No
683881500/OIDVX	Oppenheimer International Bond	12/19/2013	09/18/2010	4 934000	98 00	91 00	0 00	0 00	No
888288400/TCBAX	Templeton Global Bond Fund - AD	12/19/2013	03/10/2010	18 447000	240 00	243 87	0 00	0 00	No
922031700/VWEAX	Vanguard High Yield Corp - Adm	12/19/2013	05/20/2009	34 826000	210 00	166 47	0 00	0 00	No

Total Long Term Sales Reported on 1099-B

Report on Form 8949, Part II, with Box B checked

Covered (Box 6b checked - Basis reported to IRS)

8,554,831.00

320,046.12

222,435.43

0.00

0.00

320,066

222,435

Short Term Sales (Box 1c checked as ST)

501885107/LKSCX	LKCM Small Cap EQ Institutiona	02/22/2013	06/06/2012	218 150000	5,226 87	5,000 00	0 00	0 00	No
411511397/HACMX	Harbor Commodity Real Return S	02/22/2013	06/06/2012	303 490000	2,121 40	2,000 00	0 00	0 00	No
29875E100/AEPFX	American Europacific Growth Fu	02/22/2013	12/10/2012	72 816000	3,072 84	3,000 00	0 00	0 00	No
617440599/MACGX	Mrgn Stnly Inst Mid Cap Grwth-	02/22/2013	12/10/2012	29 447000	1,042 13	1,000 00	0 00	0 00	No
683974505/ODVYX	Oppenheimer Developing Markets	02/22/2013	12/10/2012	368 080000	12,993 22	12,500 00	0 00	0 00	No
922042858/VWO	Vanguard Emerging Markets ETF	02/22/2013	06/06/2012	52 000000	2,263 51	1,992 17	0 00	0 00	No
29875E100/AEPFX	American Europacific Growth Fu	02/22/2013	06/06/2012	484 823000	20,459 53	17,250 00	0 00	0 00	No
922908496/VIFSX	Vanguard 500 Index Fund - Sign	02/22/2013	12/10/2012	69 080000	7 992 56	7,500 00	0 00	0 00	No
501885107/LKSCX	LKCM Small Cap EQ Institutiona	02/22/2013	12/10/2012	41 580000	996 26	1,000 00	0 00	0 00	No
411511306/HAINX	Harbor International Fund	08/23/2013	04/24/2013	16 427000	1,110 00	1,055 27	0 00	0 00	No



CUSIP/Symbol	Description (Box 8)	Date of Sale	Date of Acquisition	Quantity Sold	Stock/Bond Proceeds (Box 2a)	Cost or Other Basis (Box 3)	FEDERAL INCOME TAX WITHHELD (Box 4)	Wash Sale Loss Disallowed (Box 5)	Recipient cannot take a Loss based on their Amount in Box 2a (Y/N) (Box 2b)
617440599/MACGX	Mrgn Stnly Inst Mid Cap Grwth-	08/23/2013	05/16/2013	77 055000	3,140 00	3,003 61	0 00	0 00	No
411511397/HACMX	Harbor Commodity Real Return S	08/23/2013	04/24/2013	1313 149000	8,194 05	8,837 49	0 00	0 00	No
922020706/VTAPX	Vanguard S/T Infl Prot-ADM	08/23/2013	04/24/2013	196 429000	4,840 00	4,940 75	0 00	0 00	No
29875E100/AEPFX	American Europacific Growth Fu	08/23/2013	05/16/2013	5 420000	240 00	242 98	0 00	0 00	No
501885107/LKSCX	LKCM Small Cap EQ Institutiona	08/23/2013	04/24/2013	307 607000	8,370 00	7,265 68	0 00	0 00	No
77957Y106/TRMCX	T Rowe Price Mid Cap Value Fun	08/23/2013	05/16/2013	100 704000	2,860 00	2,802 59	0 00	0 00	No
922908496/VFSX	Vanguard 500 Index Fund - Sign	08/23/2013	05/16/2013	6 532000	830 00	823 10	0 00	0 00	No
87234N302/TGCEX	TCW Select Equities Fund - Ins	08/23/2013	04/24/2013	37 297000	850 00	801 51	0 00	0 00	No
922031836/VFSUX	Vanguard Short-Term Investment	08/23/2013	04/24/2013	18 779000	200 00	203 19	0 00	0 00	No
683974506/QDYYX	Oppenheimer Developing Markets	12/19/2013	04/24/2013	66 358000	2,440 00	2,309 26	0 00	0 00	No
922908496/VFSX	Vanguard 500 Index Fund - Sign	12/19/2013	05/16/2013	16 685000	2,310 00	2,102 47	0 00	0 00	No
779547108/PRFDX	T Rowe Price Equity Income Fun	12/19/2013	04/24/2013	67 370000	2,170 00	1,960 68	0 00	0 00	No
617440599/MACGX	Mrgn Stnly Inst Mid Cap Grwth-	12/19/2013	05/16/2013	3 103000	130 00	120 95	0 00	0 00	No
87234N302/TGCEX	TCW Select Equities Fund - Ins	12/19/2013	04/24/2013	318 057000	8,120 00	6,835 04	0 00	0 00	No
922042817/VERSX	Vanguard Emerging Markets Stoc	12/19/2013	05/16/2013	50 947000	1,640 00	1,787 73	0 00	0 00	No
411511306/HAINX	Harbor International Fund	12/19/2013	04/24/2013	1 456000	100 00	93 53	0 00	0 00	No
77957Y106/TRMCX	T Rowe Price Mid Cap Value Fun	12/19/2013	05/16/2013	6 480000	190 00	180 34	0 00	0 00	No
501885107/LKSCX	LKCM Small Cap EQ Institutiona	12/19/2013	04/24/2013	51 205000	1,530 00	1,209 46	0 00	0 00	No
29875E100/AEPFX	American Europacific Growth Fu	12/19/2013	05/16/2013	47 816000	2,310 00	2,143 59	0 00	0 00	No
Total Short Term Sales Reported on 1099-B				4,348,342,000		107,743.37	99,901.99	0.00	0.00
Report on Form 8949, Part I, with Box A checked					86,802	81,218			
Long Term Sales (Box 1c checked as LT)									
922042858/VVO	Vanguard Emerging Markets ETF	02/22/2013	11/03/2011	145 000000	6,311 71	6,122 42	0 00	0 00	No
922031737/VAIPX	Vanguard Inflation-Protected S	04/24/2013	04/13/2011	302 871000	8,650 00	7,919 65	0 00	0 00	No
922031760/VWEAX	Vanguard High Yield Corp - Adm	04/24/2013	05/20/2009	539 271000	3,327 30	2,577 71	0 00	0 00	No
922031760/VWEAX	Vanguard High Yield Corp - Adm	04/24/2013	05/30/2008	45 818000	282 70	264 37	0 00	0 00	No
Total Long Term Sales Reported on 1099-B				1,032 960000		18,571.71	16,884.15	0 00	0 00
Report on Form 8949, Part II, with Box A checked					OK				

