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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: JOSEPH & ESTHER FOSTER FOUNDATION, INC.

A Employer identification number: 04-6114436

Number and street (or P O box number if mail is not delivered to street address): 7 AVENIDA VISTA GRANDE #160 | Room/suite:

B Telephone number: (505)466-1575

City or town, state or province, country, and ZIP or foreign postal code: SANTA FE, NM 87508

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,422,751.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16.	16.		STATEMENT 1
	4 Dividends and interest from securities	35,489.	35,489.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	290,863.			
	b Gross sales price for all assets on line 6a 3,123,744.				
	7 Capital gain net income (from Part IV, line 2)		290,863.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	263.	263.		STATEMENT 3
	12 Total. Add lines 1 through 11	326,631.	326,631.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,296.	2,574.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	6,389.	4,792.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	147.	97.		0.
	19 Depreciation and depletion	47.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	31,096.	30,352.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	47,975.	37,815.		0.
	25 Contributions, gifts, grants paid	155,000.			155,000.
	26 Total expenses and disbursements. Add lines 24 and 25	202,975.	37,815.		155,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	123,656.			
	b Net investment income (if negative, enter -0-)		288,816.		
	c Adjusted net income (if negative, enter -0-)			N/A	

94 ip

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	87,857.	72,926.	72,926.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 8	2,226,114.	2,362,673.	3,299,569.
	c	Investments - corporate bonds STMT 9	52,250.	52,250.	50,156.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶ 10,695.			
		Less accumulated depreciation STMT 10 ▶ 10,695.	47.	0.	100.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,366,268.	2,487,849.	3,422,751.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,366,268.	2,487,849.	
	30	**Total net assets or fund balances**	2,366,268.	2,487,849.	
	31	**Total liabilities and net assets/fund balances**	2,366,268.	2,487,849.	

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	2,366,268.
2	Enter amount from Part I, line 27a	2	123,656.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,000.
4	Add lines 1, 2, and 3	4	2,490,924.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL TAX EXPENSE	5	3,075.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,487,849.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	3,123,744.		2,832,881.	290,863.

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				
b				
c				
d				
e				290,863.

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	290,863.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	130,057.	2,721,620.	.047787
2011	136,898.	2,791,327.	.049044
2010	126,833.	2,505,857.	.050615
2009	120,500.	2,304,585.	.052287
2008	121,254.	2,893,633.	.041904

2 Total of line 1, column (d)	2	.241637
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	.048327
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,093,149.
5 Multiply line 4 by line 3	5	149,483.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,888.
7 Add lines 5 and 6	7	152,371.
8 Enter qualifying distributions from Part XII, line 4	8	155,000.

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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	2,888.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,888.
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	2,888.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 3,312.		
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	3,312.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	424.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	424. **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? N/A	4b		
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, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
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 2013 or the taxable year beginning in 2013 (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 ▶ PULAKOS CPAS Telephone no ▶(505)338-1500

Located at ▶5921 JEFFERSON STREET NE, ALBUQUERQUE, NM ZIP+4 ▶87109

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

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

			Yes	No
16	At any time during calendar year 2013, 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 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		X
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	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 ▶ ______ , ______ , ______ , ______			
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 2013 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 2013.)* N/A	3b		
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 2013?	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 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	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? 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.

(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
DANIEL HAFT 7 AVENIDA VISTA GRANDE SANTA FE, NM 87505	PRESIDENT, TREAS, & DIRECT 25.00	10,296.	0.	0.
BURT HAFT 7 AVENIDA VISTA GRANDE SANTA FE, NM 87505	DIRECTOR 1.00	0.	0.	0.
ROGER SCOVILLE 265 FRANKLIN ST. 20TH FLOOR BOSTON, MA 02110-3199	CLERK 1.00	0.	0.	0.
NICOLE WERKMEISTER, ESQ. 8220 SAN DIEGO, NE ALBUQUERQUE, NM 87122	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	2,922,056.
b	Average of monthly cash balances		1b	218,097.
c	Fair market value of all other assets		1c	100.
d	**Total** (add lines 1a, b, and c)		1d	3,140,253.
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	3,140,253.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	47,104.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,093,149.
6	**Minimum investment return**. Enter 5% of line 5		6	154,657.

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	154,657.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 2,888.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,888.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	151,769.
4	Recoveries of amounts treated as qualifying distributions		4	1,000.
5	Add lines 3 and 4		5	152,769.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	152,769.

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	155,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	155,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	2,888.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	152,112.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				152,769.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010 2,858.				
d From 2011 536.				
e From 2012				
f Total of lines 3a through e	3,394.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 155,000.				
a Applied to 2012, 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 2013 distributable amount				152,769.
e Remaining amount distributed out of corpus	2,231.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,625.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	5,625.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 2,858.				
c Excess from 2011 536.				
d Excess from 2012				
e Excess from 2013 2,231.				

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ▶ [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 ATTACHED SCHEDULE			ENABLE DONEES TO PERFORM THEIR EXEMPT FUNCTION.	155,000.
Total			▶ 3a	155,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

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10-10-13

18000507 757901 3813500.010 2013.03040 JOSEPH & ESTHER FOSTER FOUN 38135011

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) Related or exempt function income
	(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			14	16.	
4 Dividends and interest from securities			14	35,489.	
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			14	263.	
8 Gain or (loss) from sales of assets other than inventory			18	290,863.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		326,631.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 326,631.

(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)

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ David J. Hofst | 5-14-14 | ▶ PRESIDENT

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	PTIN
CARL D. HARPER	Carl D. Harper	5-8-14		P00075332
Firm's name ▶ PULAKOS CPAS, PC			Firm's EIN ▶ 85-0219147	
Firm's address ▶ 5921 JEFFERSON STREET NE ALBUQUERQUE, NM 87109			Phone no (505)338-1500	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PER ATTACHED FOUR PAGE SCHEDULE STATE STEET BANK	P	VARIOUS	VARIOUS
b	PER ATTACHED ONE PAGE SCHEDULE STATE STEET BANK &	P	VARIOUS	VARIOUS
c	75 SHARES TARGET CORP	P	07/10/13	12/17/13
d	100 SHARES TRANSCANADA CORP	P	01/31/12	09/26/13
e	40 SHARES SPDR GOLD TUST	P	06/14/12	05/16/13
f	150 SHARES ADOBE SYS INC	P	10/27/10	07/09/13
g	100 SHARES ISHARES CHINA LARGE CAP	P	02/03/10	03/04/13
h	15 SHARES SPDR GOLD TRUST	P	06/14/12	VARIOUS
i	WASH SALES PER LIST ATTACHED	P	VARIOUS	VARIOUS
j	CLASS ACTION PROCEEDS ON SOLD ASSETS	P	VARIOUS	03/31/13
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(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	2,428,604.		2,356,507.	72,097.
b	643,691.		429,380.	214,311.
c	4,617.		5,392.	<775.>
d	4,369.		4,098.	271.
e	5,373.		6,279.	<906.>
f	7,054.		4,230.	2,824.
g	3,777.		3,995.	<218.>
h	1,932.		2,355.	<423.>
i	20,645.		20,645.	0.
j	27.			27.
k	3,655.			3,655.
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				72,097.
b				214,311.
c				<775.>
d				271.
e				<906.>
f				2,824.
g				<218.>
h				<423.>
i				0.
j				27.
k				3,655.
l				
m				
n				
o				

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	290,863.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-13

JOSEPH & ESTHER FOSTER FOUNDATION 4741222
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
843. ADT CORP	VAR	05/01/2013	34,821.60	38,696.80	-3,875.20
553. ADT CORP	VAR	05/03/2013	24,181.26	24,251.38	-70.12
388. ACUITY BRANDS INC	05/30/2013	09/30/2013	35,672.32	29,195.33	6,476.99
303. ACUITY BRANDS INC	VAR	10/30/2013	31,041.77	22,584.69	8,457.08
1910. AGNICO EAGLE MINES LTD	11/29/2013	12/12/2013	49,038.20	52,683.53	-3,645.33
701. ALLIED NEVADA GOLD CORP	VAR	01/25/2013	16,634.35	25,319.95	-8,685.60
701. ALLIED NEVADA GOLD CORP	VAR	01/28/2013	16,181.09	21,270.23	-5,089.14
87. AMAZON COM INC COM	04/26/2013	05/23/2013	22,717.87	23,312.51	-594.64
221. ANADARKO PETROLEUM CORP	02/05/2013	06/24/2013	17,864.83	18,118.27	-253.44
246. ANADARKO PETROLEUM CORP	VAR	12/19/2013	19,396.71	19,919.48	-522.77
65. ANADARKO PETROLEUM CORP	01/25/2013	12/23/2013	5,103.57	5,249.76	-146.19
511. APACHE CORP COM (**)	12/19/2012	02/25/2013	37,959.90	40,969.78	-3,009.88
575. APACHE CORP COM (**)	07/02/2013	08/19/2013	43,461.19	48,288.67	-4,827.48
709. ARTISAN PARTNERS ASSET					
MANAG	VAR	04/26/2013	26,638.09	24,703.50	1,934.59
2647. AURICO GOLD INC	01/11/2013	01/25/2013	18,906.83	21,549.76	-2,642.93
2646. AURICO GOLD INC	01/11/2013	01/28/2013	18,278.41	21,541.61	-3,263.20
695. AUTOBYTEL INC	11/22/2013	12/20/2013	10,024.16	7,647.36	2,376.80
500. CALGON CARBON CORP	03/06/2013	05/01/2013	8,445.41	8,825.15	-379.74
1130. CALGON CARBON CORP	VAR	05/02/2013	19,171.93	19,913.05	-741.12
945. CALGON CARBON CORP	02/25/2013	05/03/2013	16,380.35	16,581.35	-201.00
590. CARDIOVASCULAR SYS INC	VAR	10/30/2013	16,959.12	11,530.16	5,428.96
395. CARDIOVASCULAR SYS INC	03/20/2013	10/31/2013	11,679.94	7,355.33	4,324.61
554. CITIGROUP INC	VAR	08/19/2013	27,384.90	25,192.20	2,192.70
499. CITIGROUP INC	VAR	12/23/2013	26,216.65	21,238.68	4,977.97
826. COBALT INTERNATIONAL					
ENERGY INC	04/24/2013	05/23/2013	21,669.98	23,087.36	-1,417.38
350. CONOCOPHILLIPS	10/16/2012	04/26/2013	20,483.85	20,217.33	266.52
482. CRAY INC	09/21/2012	01/28/2013	8,863.68	6,469.50	2,394.18
1198. CRAY INC	VAR	04/02/2013	27,041.60	16,007.34	11,034.26
7. CVENT INC	08/08/2013	08/09/2013	265.12	147.00	118.12
15. CYAN INC	05/09/2013	05/09/2013	163.87	165.00	-1.13
2295. CYAN INC	08/05/2013	08/07/2013	21,244.89	25,933.50	-4,688.61
589. DEL FRISCOS RESTAURANT					
GROUP	VAR	10/01/2013	11,473.52	12,659.26	-1,185.74
Totals					

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JOSEPH & ESTHER FOSTER FOUNDATION 4741222
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
386. DEVON ENERGY CORPORATION	12/19/2012	04/02/2013	21,124.96	20,633.59	491.37
176. EAGLE MATERIALS INC	10/05/2012	01/28/2013	11,340.99	8,923.80	2,417.19
340. EAGLE MATERIALS INC	VAR	05/01/2013	22,469.10	17,202.29	5,266.81
1465. ENERNOC INC	VAR	03/06/2013	25,576.41	19,489.73	6,086.68
560. ENERNOC INC	11/21/2012	05/01/2013	9,588.32	6,845.22	2,743.10
1800. ENERNOC INC	VAR	08/07/2013	27,082.32	19,127.42	7,954.90
1504. ENERNOC INC	08/16/2012	08/08/2013	22,282.27	13,957.12	8,325.15
14. ENVISION HEALTHCARE					
HOLDINGS	08/14/2013	08/19/2013	352.93	322.00	30.93
30. EPIZYME INC	05/31/2013	06/04/2013	798.21	450.00	348.21
50. EXONE CO/THE	04/05/2013	05/01/2013	1,884.73	1,554.29	330.44
156. EXONE CO/THE	04/05/2013	05/15/2013	7,019.34	4,849.40	2,169.94
540. EXONE CO/THE	04/05/2013	05/23/2013	23,468.58	16,786.39	6,682.19
859. FACEBOOK INC-A	04/26/2013	05/23/2013	21,554.76	23,132.18	-1,577.42
9. FAIRWAY GROUP HOLDINGS	04/17/2013	04/24/2013	165.05	117.00	48.05
8. FIREEYE INC	09/19/2013	09/23/2013	303.11	160.00	143.11
915. FREEPORT-MCMORAN COPPER &					
GOLD INC CL B	10/18/2012	05/01/2013	27,460.73	38,959.05	-11,498.32
1153. FREEPORT-MCMORAN COPPER &					
GOLD INC CL B	VAR	06/24/2013	30,867.23	40,665.71	-9,798.48
4231. GSV CAPITAL CORP	VAR	12/20/2013	47,303.87	50,940.19	-3,636.32
1036. GENERAL ELECTRIC CO	08/19/2013	11/18/2013	28,397.40	24,687.88	3,709.52
15. GIGAMON INC	06/12/2013	06/13/2013	404.09	285.00	119.09
6466.00212 GOL LINHAS AEREAS					
INTEL-ADR	VAR	11/19/2013	28,172.52	35,822.34	-7,649.82
540. GOL LINHAS AEREAS	09/27/2013	11/20/2013	2,370.66	3,568.25	-1,197.59
162. THE GOLDMAN SACHS GROUP	06/06/2013	08/19/2013	25,751.65	25,842.06	-90.41
1239. HALLIBURTON CO COM	10/16/2012	01/11/2013	45,114.69	42,741.78	2,372.91
74. HARRIS & HARRIS GROUP INC	03/28/2013	06/27/2013	230.09	380.83	-150.74
32.99837 HARRIS & HARRIS GROUP					
INC	04/19/2013	06/28/2013	101.34	150.57	-49.23
553. HARRIS & HARRIS GROUP INC	VAR	07/01/2013	1,711.37	3,106.75	-1,395.38
2004. HERTZ GLOBAL HOLDINGS INC	09/06/2013	10/01/2013	44,580.00	51,031.26	-6,451.26
1011. HOLOGIC INC COM	12/18/2012	04/26/2013	20,399.09	20,568.90	-169.81
554. INSULET CORP	06/11/2012	02/05/2013	12,709.69	11,072.63	1,637.06
Totals					

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JOSEPH & ESTHER FOSTER FOUNDATION 4741222
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
954. INSULET CORP	VAR	04/26/2013	24,048.17	18,815.69	5,232.48
460. INTERCEPT PHARMACEUTICALS	04/22/2013	06/24/2013	17,791.02	14,704.68	3,086.34
247. INTERCEPT PHARMACEUTICALS	04/22/2013	06/25/2013	9,743.49	7,895.78	1,847.71
908. J P MORGAN CHASE & CO COM	05/24/2013	08/27/2013	46,429.68	48,646.19	-2,216.51
253. LOWES COMPANIES INC COM	12/04/2012	02/25/2013	9,132.33	9,051.20	81.13
588. LOWES COMPANIES INC COM	12/04/2012	03/25/2013	22,361.54	21,036.00	1,325.54
19. MARIN SOFTWARE INC	03/22/2013	03/26/2013	315.78	266.00	49.78
723. MARTIN MARIETTA MATLS INC	VAR	07/31/2013	72,761.88	75,080.14	-2,318.26
348. MEDIVATION INC	08/02/2013	10/30/2013	21,096.12	20,275.07	821.05
637. NATURAL GROCERS BY VITAMIN	VAR	10/10/2013	22,871.78	12,937.37	9,934.41
90. NEOGENOMICS INC	03/05/2013	07/09/2013	346.37	321.58	24.79
110. NEOGENOMICS INC	03/05/2013	07/29/2013	338.33	393.04	-54.71
327. NEOGENOMICS INC	03/05/2013	07/30/2013	991.08	1,168.41	-177.33
850. NEOGENOMICS INC	VAR	07/31/2013	2,408.60	2,980.25	-571.65
130. NEOGENOMICS INC	03/01/2013	07/31/2013	358.14	444.44	-86.30
847. NEOGENOMICS INC	03/01/2013	08/01/2013	2,398.48	2,895.73	-497.25
983. NEOGENOMICS INC	VAR	08/02/2013	2,435.43	3,321.31	-885.88
514. NEWMONT MINING CORP CAP	VAR	05/01/2013	16,597.36	22,466.67	-5,869.31
718. NEWMONT MINING CORP CAP	VAR	06/18/2013	23,052.70	29,862.33	-6,809.63
1768. NOVADAQ TECHNOLOGIES INC	04/22/2013	07/19/2013	22,695.77	22,942.28	-246.51
3644. PERFORMANT FINANCIAL CORP	VAR	04/19/2013	42,000.16	40,896.17	1,103.99
2652. PERFORMANT FINANCIAL CORP	VAR	04/19/2013	30,108.27	24,357.88	5,750.39
630. PLY GEM HOLDINGS INC	06/19/2013	08/27/2013	10,039.31	14,949.27	-4,909.96
120. PLY GEM HOLDINGS INC	06/19/2013	08/28/2013	1,878.56	2,847.48	-968.92
170. PLY GEM HOLDINGS INC	VAR	08/29/2013	2,617.29	4,028.23	-1,410.94
20. PLY GEM HOLDINGS INC	06/18/2013	08/30/2013	307.22	473.68	-166.46
420. PLY GEM HOLDINGS INC	VAR	09/03/2013	6,492.42	9,909.54	-3,417.12
640. PLY GEM HOLDINGS INC	VAR	09/03/2013	9,884.62	14,981.09	-5,096.47
411. PLY GEM HOLDINGS INC	VAR	09/04/2013	6,402.46	8,554.26	-2,151.80
8. POTBELLY CORP	10/03/2013	10/07/2013	254.71	112.00	142.71
1720. PRIMORIS SERVICES CORP	VAR	06/24/2013	32,800.85	36,598.26	-3,797.41
90.00243 QIHOO 360 TECHNOLOGY CO LTD	VAR	01/31/2013	2,755.68	2,893.77	-138.09
639. QIHOO 360 TECHNOLOGY CO	01/02/2013	02/01/2013	19,314.74	21,600.61	-2,285.87
315. QUALCOMM	12/03/2012	06/07/2013	19,420.26	20,094.20	-673.94
Totals					

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JOSEPH & ESTHER FOSTER FOUNDATION 4741222
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
29. QUINTILES TRANSNATIONAL	05/09/2013	05/09/2013	1,267.85	1,160.00	107.85
19. RANGE RESOURCES	12/19/2012	06/24/2013	1,429.34	1,206.78	222.56
501. RESTORATION HARDWARE					
HOLDING	VAR	05/01/2013	19,262.86	18,614.97	647.89
601. RESTORATION HARDWARE					
HOLDING	VAR	08/07/2013	39,617.17	20,495.22	19,121.95
202. ROYAL GOLD INC	01/29/2013	04/10/2013	13,171.42	15,452.39	-2,280.97
1244. RUBICON TECHNOLOGY INC	08/20/2013	10/30/2013	10,690.87	12,537.40	-1,846.53
3903. RUBICON TECHNOLOGY INC	VAR	10/31/2013	33,772.07	37,403.36	-3,631.29
1264. SMITH A O CORP	VAR	06/24/2013	44,539.04	43,966.91	572.13
557. SOUTHWESTERN ENERGY CO COM	12/19/2012	06/24/2013	19,530.86	18,593.44	937.42
673. SOUTHWESTERN ENERGY CO COM	12/19/2012	11/18/2013	24,356.85	22,465.68	1,891.17
117. SPROUTS FARMERS MARKETS	08/08/2013	10/10/2013	5,372.58	4,667.00	705.58
541. SPROUTS FARMERS MARKETS	VAR	11/19/2013	21,715.74	18,958.11	2,757.63
1890. SYMMETRY MEDICAL INC	VAR	03/25/2013	21,263.34	17,486.70	3,776.64
1285. SYMMETRY MEDICAL INC	07/05/2012	03/26/2013	14,560.26	10,845.40	3,714.86
7. TABLEAU SOFTWARE INC-CL A	05/17/2013	05/21/2013	368.92	217.00	151.92
810. TEARLAB CORP	VAR	12/19/2013	6,794.24	6,044.17	750.07
2584. TEARLAB CORP	VAR	12/20/2013	22,317.35	18,127.71	4,189.64
122. 3D SYSTEMS CORP	04/05/2013	05/01/2013	4,660.52	3,810.38	850.14
118. 3D SYSTEMS CORP	04/05/2013	05/15/2013	5,879.85	3,685.45	2,194.40
485. 3D SYSTEMS CORP	04/05/2013	06/19/2013	22,591.77	15,147.81	7,443.96
665. TILE SHOP HLDGS INC	VAR	01/02/2013	11,173.60	10,254.20	919.40
15. TWITTER INC	11/07/2013	11/07/2013	674.82	390.00	284.82
120. USG CORP	09/28/2012	01/28/2013	3,567.21	2,646.58	920.63
251. USG CORP	09/28/2012	02/25/2013	6,774.00	5,535.75	1,238.25
1606. USG CORP	VAR	04/02/2013	40,663.65	34,673.55	5,990.10
1108. UNI-PIXEL INC	VAR	05/17/2013	35,299.53	28,419.37	6,880.16
304. UNI-PIXEL INC	06/17/2013	07/03/2013	4,011.05	4,894.03	-882.98
1219. UNI-PIXEL INC	06/17/2013	07/05/2013	15,001.96	19,624.44	-4,622.48
1419. UNITED CONTINENTAL					
HOLDINGS INC	05/24/2013	09/30/2013	43,505.78	48,807.92	-5,302.14
1497. VEECO INSTRUMENTS INC DEL	VAR	10/22/2013	47,795.23	50,278.75	-2,483.52
15. VEEVA SYSTEMS INC-CLASS A	10/15/2013	10/28/2013	609.03	300.00	309.03
1422. WABASH NATIONAL CORP	11/08/2012	02/05/2013	14,923.98	10,495.64	4,428.34
Totals					

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JOSEPH & ESTHER FOSTER FOUNDATION 4741222

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
477. WESTPORT INNOVATIONS INC	03/08/2013	05/03/2013	13,866.31	13,889.91	-23.60
311. WESTPORT INNOVATIONS INC	03/08/2013	05/06/2013	8,915.20	9,056.10	-140.90
921. WESTPORT INNOVATIONS INC	08/08/2013	09/26/2013	22,990.79	25,518.88	-2,528.09
30. ZULILY INC - CL A	11/15/2013	11/15/2013	1,168.47	660.00	508.47
693. ZOETIS INC	05/02/2013	11/18/2013	21,985.73	23,266.09	-1,280.36
324. ALLEGION PLC	VAR	12/04/2013	13,598.04	12,184.67	1,413.37
770. FLEETMATICS GROUP PLC	05/09/2013	12/19/2013	28,789.79	19,317.84	9,471.95
421. FLEETMATICS GROUP PLC	VAR	12/23/2013	16,999.68	10,398.82	6,600.86
542. ACE LTD	04/20/2012	01/31/2013	46,204.46	40,799.05	5,405.41
147. STRATASYS LTD	05/03/2013	12/20/2013	18,519.68	12,410.97	6,108.71
Totals			2428604.00	2356507.00	72,096.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
273. ANADARKO PETROLEUM CORP	12/19/2012	12/23/2013	21,435.01	20,543.25	891.76
92. APPLE COMPUTER INC COM	05/28/2009	01/23/2013	44,328.90	12,439.23	31,889.67
1224. DELTA AIR LINES INC	04/24/2012	08/19/2013	23,230.01	12,946.86	10,283.15
408. DISNEY WALT CO COM	12/30/2011	08/07/2013	26,626.75	15,332.51	11,294.24
788. E M C CORP MASS	02/08/2010	02/05/2013	19,447.40	13,474.24	5,973.16
734. EBAY INC COM	03/26/2012	04/26/2013	38,267.99	27,947.27	10,320.72
663. EBAY INC COM	VAR	10/22/2013	34,370.78	24,639.83	9,730.95
930. ENERGY RECOVERY INC	12/04/2012	12/19/2013	4,930.96	3,144.05	1,786.91
811. ENERGY RECOVERY INC	VAR	12/20/2013	4,287.11	2,707.18	1,579.93
887. GENERAL ELECTRIC CO	VAR	04/26/2013	19,575.74	16,721.26	2,854.48
65. GENERAL ELECTRIC CO	12/29/2011	11/18/2013	1,781.69	1,175.07	606.62
146. GILEAD SCIENCES INC COM	04/23/2012	12/20/2013	10,831.08	3,760.15	7,070.93
2075. HERTZ GLOBAL HOLDINGS INC	VAR	04/22/2013	48,485.23	24,304.52	24,180.71
965. HERTZ GLOBAL HOLDINGS INC	VAR	06/24/2013	21,411.72	10,142.32	11,269.40
236. MCDONALDS CORP COM	03/01/2010	04/26/2013	23,733.56	15,046.62	8,686.94
257. NATIONAL-OILWELL INC COM	10/24/2011	02/05/2013	17,645.76	17,434.52	211.24
748. NATURAL GROCERS BY VITAMIN	VAR	12/18/2013	30,461.98	14,802.65	15,659.33
476. NEWMONT MINING CORP CAP	01/25/2012	05/01/2013	15,370.31	27,639.28	-12,268.97
253. OIL STATES INTERNATIONAL	01/31/2011	02/25/2013	19,406.48	17,148.14	2,258.34
201. PIONEER NATURAL RESOURCES	05/09/2011	02/25/2013	24,893.25	18,901.57	5,991.68
349. QUALCOMM	VAR	06/07/2013	21,516.41	18,690.72	2,825.69
408. ROYAL GOLD INC	VAR	04/10/2013	26,603.65	30,081.84	-3,478.19
114. ROYAL GOLD INC	12/29/2011	04/11/2013	7,238.45	7,608.74	-370.29
3250. US AIRWAYS GROUP INC	VAR	08/13/2013	55,053.72	18,136.41	36,917.31
604. WELLS FARGO CO	VAR	08/19/2013	25,666.65	17,797.42	7,869.23
80. SODASTREAM INTERNATIONAL	05/12/2011	01/29/2013	4,094.53	3,638.75	455.78
331. SODASTREAM INTERNATIONAL	VAR	06/19/2013	22,866.60	14,775.99	8,090.61
531. SODASTREAM INTERNATIONAL	VAR	10/30/2013	30,128.83	18,399.36	11,729.47
Totals			643,691.00	429,380.00	214,311.00

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FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
539.99788 GOL LINHAS AE INTEL-ADR	10/22/2013	11/19/2013	3,044.29	2,352.78	-691.51
620. HARRIS & HARRIS GR	06/04/2013	06/24/2013	2,273.17	1,940.88	-332.29
660. HARRIS & HARRIS GR	VAR	06/25/2013	2,620.93	2,031.64	-589.29
480. HARRIS & HARRIS GR	04/19/2013	06/26/2013	2,190.20	1,479.81	-710.39
346. HARRIS & HARRIS GR	03/24/2013	06/27/2013	1,707.43	1,075.84	-631.59
447.00163 HARRIS & HARR INC	VAR	06/28/2013	2,377.81	1,372.81	-1,005.00
638.99757 QIHOO 360 TEC CO LTD	01/09/2013	01/31/2013	20,645.18	19,564.71	-1,080.47
TOTAL SHORT-TERM WASH SALES					-5,041.00

Joseph C. & Esther Foster Foundation, Inc.
Statement of Grants and Contributions Paid During the Year
For the Year Ended December 31, 2013
04-6114436

Recipient Name	Relationship	Street Address	City, State Zip	Amount
Albuquerque Jewish Community Center	None	5520 Wyoming Blvd NE	Albuquerque, NM 87109	2,500
Cancer Foundation for New Mexico	None	P O Box 5038	Santa Fe, NM 87502	7,500
Center for Civic Values	None	P O Box 2184	Albuquerque, NM 87103	2,500
Central Park Conservation Fund	None	14 East 60th St	New York, NY 10022	4,000
Church of God Tabernacle	None	1351 NW 67th St	Miami, FL 33147	3,500
Coast Guard Foundation	None	394 Taugwonk Rd	Stonington, CT 06378	5,000
The Doe Fund	None	232 East 84th Street	New York, NY 10028	5,000
East Valley Jewish Community Center	None	908 N Alma Rd	Chandler, AZ 85224	2,500
Espanola Animal Shelter	None	108 Hamm Parkway	Espanola, NM 87532	5,000
Equal Access TO Justice Fund	None	P O Box 25941	Albuquerque, NM 87125	7,500
Food Bank for NYC	None	90 John St #702	New York, NY 10038	8,000
Fresh Air Fund	None	633 Third Avenue, 14th Floor	New York, NY 10017	2,000
Girls on the Run Santa Fe	None	1305 Via Robles	Santa Fe, NM 87501	2,500
Hondo Volunteer Fire Department	None	1309 Avenue Y	Hondo, TX 78861	5,000
Jewish Cemetery Association of Mass	None	189 Wells Avenue	Newton Centre, MA 02459	7,500
New 42nd St	None	229 W 42nd St , 10th Fl	New York, NY 10036-7299	5,000
New Mexico Center on Law and Poverty	None	924 Park Ave SW, Suite C	Albuquerque, NM 87102	5,000
John Richardson Scholarship Fund	None	2561 Frying Pan Road	Basalt, CO 81621	10,000
Robin Hood Foundation	None	826 Broadway, 9th Floor	New York, NY 10003	7,000
Santa Fe Animal Shelter	None	100 Caja del Rio Rd	Santa Fe, NM 87507	5,000
Shake-A-Leg Miami	None	2620 S Bayshore Dr	Miami, FL 33133	10,000
Stop Cancer, The Miami Fund	None	c/o Jay Ackeman	Phoenix, AZ 85050	5,000
		2620 E Rose Garden Lane, Suite 3		
Summit Fund	None	c/o Summit School Ahwatukee	Phonix, AZ	4,000
		4515 East Muirwood Drive		
Think New Mexico	None	1227 Paseo de Peralta	Santa Fe, NM 87501	10,000
U S Holocaust Museum	None	100 Raoul Wallenberg PL SW	Washington, DC 20024	10,000
Trinity Fund	None	139 W 91st St	New York, NY 10024-1326	1,000
WNYC Radio	None	160 Varick St	New York, NY 10013	3,000
Wounded Warior Project	None	P O Box 758517	Topeka, KS 66675	10,000
			Total Grants and Contributions Paid	**$ 155,000**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LOS ALAMOS NATIONAL BANK	16.	16.	
TOTAL TO PART I, LINE 3	16.	16.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK & TRUST COMPANY ESSEX	17,580.	0.	17,580.	17,580.	
STATE STREET BANK & TRUST COMPANY SEAWARD	21,564.	3,655.	17,909.	17,909.	
TO PART I, LINE 4	39,144.	3,655.	35,489.	35,489.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS LP	263.	263.	
TOTAL TO FORM 990-PF, PART I, LINE 11	263.	263.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PULAKOS CPAS	6,389.	4,792.		0.
TO FORM 990-PF, PG 1, LN 16B	6,389.	4,792.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	97.	97.		0.
STATE FILING FEES	50.	0.		0.
TO FORM 990-PF, PG 1, LN 18	147.	97.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	29,547.	29,547.		0.
OFFICE EXPENSE	60.	60.		0.
INSURANCE	1,489.	745.		0.
TO FORM 990-PF, PG 1, LN 23	31,096.	30,352.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
GRANT PAID IN PRIOR YEAR RETURNED THIS YEAR	1,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,000.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET BANK & TRUST CO ACCOUNTS	2,362,673.	3,299,569.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,362,673.	3,299,569.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET BANK & TRUST CO ACCOUNTS	52,250.	50,156.
TOTAL TO FORM 990-PF, PART II, LINE 10C	52,250.	50,156.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	3,350.	3,350.	0.
OFFICE EQUIPMENT	950.	950.	0.
OFFICE EQUIPMENT	3,024.	3,024.	0.
OFFICE EQUIPMENT	2,395.	2,395.	0.
COPIER / FAX MACHINE	976.	976.	0.
TOTAL TO FM 990-PF, PART II, LN 14	10,695.	10,695.	0.

2013 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	OFFICE EQUIPMENT	060197	200DB	7.00	17	3,350.			3,350.	3,350.		0.
2	OFFICE EQUIPMENT	070198	200DB	7.00	17	950.			950.	950.		0.
3	OFFICE EQUIPMENT	081604	200DB	7.00	17	3,024.		1,512.	1,512.	1,512.		0.
4	OFFICE EQUIPMENT	101504	200DB	7.00	17	2,395.		1,198.	1,197.	1,197.		0.
5	COPIER / FAX MACHINE	123108	200DB	5.00	17	976.		488.	488.	441.		47.
	* TOTAL 990-PF PG 1 DEPR					10,695.		3,198.	7,497.	7,450.	0.	47.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction