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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE MAHLEY FAMILY FOUNDATION		A Employer identification number 16-1589308
Number and street (or P O box number if mail is not delivered to street address) 14995 42ND STREET SOUTH	Room/suite	B Telephone number (see instructions) 716-857-6450
City or town, state or province, country, and ZIP or foreign postal code AFTON MN 55001		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ► \$ 658,290	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	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) (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)	25,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9	9		
	4 Dividends and interest from securities	14,853	14,853		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,509			
	b Gross sales price for all assets on line 6a	26,897			
	7 Capital gain net income (from Part IV, line 2)		4,509		
	8 Net short-term capital gain			0	
	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) Stmt 1	743	743		
	12 Total. Add lines 1 through 11	45,114	20,114	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	1,800			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	241	241		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 4	288	188		
24 Total operating and administrative expenses. Add lines 13 through 23	2,329	429	0	0	
25 Contributions, gifts, grants paid	56,100			56,100	
26 Total expenses and disbursements. Add lines 24 and 25	58,429	429	0	56,100	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-13,315				
b Net investment income (if negative, enter -0-)		19,685			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

P 13

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			36,564	30,054	30,054
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (att. schedule) ▶					
	Less allowance for doubtful accounts ▶	0				
	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) See Stmt 5			557,917	628,236	628,236
	c Investments – corporate bonds (attach schedule)					
	11 Investments – land, buildings, and equipment basis ▶					
Less accumulated depreciation (attach sch.) ▶						
12 Investments – mortgage loans						
13 Investments – other (attach schedule)						
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation (attach sch.) ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			594,481	658,290	658,290	
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 (attach schedule)					
	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			594,481	658,290	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)			594,481	658,290	
	31 Total liabilities and net assets/fund balances (see instructions)			594,481	658,290	

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	594,481
2 Enter amount from Part I, line 27a	2	-13,315
3 Other increases not included in line 2 (itemize) ▶ See Statement 6	3	77,124
4 Add lines 1, 2, and 3	4	658,290
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	658,290

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	50 MARKET VECTORS ETF	P	04/03/13	10/24/13
b	700 MARATHON OIL	P	Various	09/23/13
c	3600 ISHARES SILVER	P	09/23/11	Various
d	CAPITAL GAIN DISTRIBUTIONS			
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 1,986		3,024	-1,038
b 24,676		19,315	5,361
c 34		49	-15
d 201			201
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-1,038
b			5,361
c			-15
d			201
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	4,509
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	

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	44,866	595,905	0.075291
2011	38,400	562,567	0.068259
2010	39,127	496,304	0.078837
2009	35,577	457,412	0.077779
2008	45,873	624,942	0.073404

2 Total of line 1, column (d)	2	0.373570
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	0.074714
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	647,332
5 Multiply line 4 by line 3	5	48,365
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	197
7 Add lines 5 and 6	7	48,562
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	56,100

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	197
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	197
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	197
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	374
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	374
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	177
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 177 Refunded	11	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ROSS B KENZIE 1961 WEHRLE DRIVE, SUITE 5 Located at ► BUFFALO NY ZIP+4 ► 14221 Telephone no ► 716-857-6450			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	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 2013? N/A	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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)? (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)? **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** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY K MAHLEY 14995 42ND ST SOUTH	AFTON MN 55001	PRESIDENT 1.00	0	0
RACHEL K KING 8009 SPRING RD	CABIN JOHN MD 20818	V. PRESIDENT 1.00	0	0
ROSS B KENZIE 6975 SWEETLAND RD	DERBY NY 14047	TREASURER 1.00	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 - Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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 (see instructions)

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

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	614,397
b	Average of monthly cash balances	1b	42,793
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	657,190
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	657,190
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	9,858
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	647,332
6	Minimum investment return. Enter 5% of line 5	6	32,367

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	32,367
2a	Tax on investment income for 2013 from Part VI, line 5	2a	197
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	197
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,170
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	32,170
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	32,170

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	56,100
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	56,100
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	197
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	55,903

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				32,170
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	6,289			
b From 2009	12,922			
c From 2010	14,524			
d From 2011	10,503			
e From 2012	15,339			
f Total of lines 3a through e	59,577			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 56,100				
a Applied to 2012, 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 2013 distributable amount				32,170
e Remaining amount distributed out of corpus	23,930			
5 Excess distributions carryover applied to 2013 (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	83,507			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	6,289			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	77,218			
10 Analysis of line 9				
a Excess from 2009	12,922			
b Excess from 2010	14,524			
c Excess from 2011	10,503			
d Excess from 2012	15,339			
e Excess from 2013	23,930			

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 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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))
N/A

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
N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

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 Statement 7				56,100
Total			▶ 3a	56,100
b Approved for future payment N/A				
Total			▶ 3b	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2013▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

THE MAHLEY FAMILY FOUNDATION**16-1589308**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE MAHLEY FAMILY FOUNDATION

Employer identification number

16-1589308

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RBK, LLC 1961 WEHRLE DRIVE, SUITE 5 BUFFALO NY 14221	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

AFFIDAVIT OF PUBLICATION

BUFFALO LAW JOURNAL
465 MAIN STREET BUFFALO, N.Y. 14203-1793

State of New York
County of Erie
City of Buffalo

Kimberly Schaus being duly sworn,

deposes and says, that She is Principal Clerk of the Buffalo Law Journal,
a newspaper published in said City, that the notice, of which the annexed
printed slip taken from said newspaper is a copy, was inserted and published
therein once on March 17, 2014.

LEGAL NOTICE

The annual return of The Mahley Family Foundation for the calendar year ended December 31, 2013 is available at its principal office located at 1961 Wehrle Drive, Suite 5, Buffalo, NY 14221 (857-6450), for inspection during regular business hours by any citizen who requests it within 180 days hereof. Treasurer of the Foundation is Ross B Kenzie.
14-0348 mar17

(SIGNED)

Kimberly Schaus

Sworn to before me this 17th day of March 2014

Nancy Burgasser
Notary Public

NANCY BURGASSER
Notary Public, State of New York
Qualified in Erie County
My Commission Expires February 15, 2018

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISC INCOME	\$ 743	\$ 743	\$
Total	\$ 743	\$ 743	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 1,800	\$	\$	\$
Total	\$ 1,800	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 241	\$ 241	\$	\$
Total	\$ 241	\$ 241	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
NYS FILING FEE	100			
BANK CHARGES	153	153		
MISCELLANEOUS	35	35		
Total	\$ 288	\$ 188	\$ 0	\$ 0

Federal Statements

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENTS - MERRILL LYNCH	\$ 557,917	\$ 628,236	Market	\$ 628,236
Total	\$ 557,917	\$ 628,236		\$ 628,236

EMA Fiscal Statement

AO MARY KENZIE FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		433.89	433.89			
33,620	ML BANK DEPOSIT PROGRAM	12/31/13	33,620.00	33,620.00			8.72
	Total Cash and Money Funds		34,053.89	34,053.89			6.72

The Mahley Family Foundation
16-1589308

Form 990-PF, Part II - Balance Sheets,
Page 2, Line 106, Column C - Investments at Fair Market Value

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
400	AFLAC INC COM	08/17/11	15,117.60	28,720.00	11,602.40	593.00
200	AMGEN INC COM PV \$0.0001	01/18/95	2,551.08	22,816.00	20,264.92	488.00
361	AUTOMATIC DATA PROC	10/21/04	13,570.08	29,168.44	15,598.36	694.00
500	BANK OF AMERICA CORP	08/17/11	3,827.70	7,785.00	3,957.30	20.00
1,126	CMS ENERGY CORP	12/28/04	12,286.70	30,143.02	17,856.32	1,149.00
328	CAPITAL ONE FINL	03/04/03	12,763.49	25,128.08	12,364.59	394.00
1,000	CHESAPEAKE ENERGY OKLA	05/18/12	14,398.00	27,140.00	12,742.00	350.00
500	CHESAPEAKE ENERGY OKLA	05/22/13	10,626.50	13,570.00	2,943.50	175.00
1,000	CISCO SYSTEMS INC COM	10/12/92	897.22	22,430.00	21,532.78	681.00

EMA Fiscal Statement

AO MARY KENZIE FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
304	DST SYSTEMS INC DEL	03/04/03	8,213.48	27,584.96	19,371.48	365.00
200	FREERT-MCMRAN CPR & GLD	12/20/11	7,436.00	7,548.00	112.00	250.00
1,300	HMS HLDGS CORP	10/31/00	668.34	29,510.00	28,841.66	
1,167	HCP INC	08/14/00	22,071.97	42,385.44	20,313.47	2,451.00
109	INTL BUSINESS MACHINES CORP IBM	06/24/94	3,082.35	20,445.13	17,362.78	415.00
391	JOHNSON AND JOHNSON COM	08/14/00	20,179.55	35,811.69	15,632.14	1,033.00
211	KINDER MORGAN MANAGEMENT LLC	11/19/12	14,711.10	15,964.26	1,253.16	
607	NOVARTIS ADR	08/14/00	23,732.80	48,790.66	25,057.86	1,249.00
215	NEXTERA ENERGY INC SHS	12/22/08	11,102.47	18,408.30	7,305.83	568.00
965	ORACLE CORP \$0.01 DEL	03/15/94	2,169.34	36,920.90	34,751.56	464.00
300	SILVER WHEATON CORP	06/10/11	9,710.55	6,057.00	(3,653.55)	108.00
228	3M COMPANY	01/03/08	17,733.60	31,977.00	14,243.40	780.00
203	UNITEDHEALTH GROUP INC	04/09/90	131.14	15,285.90	15,154.76	228.00
597	VENTAS INC REIT	08/13/07	22,086.59	34,196.16	12,109.57	1,732.00
14,179	FRAC KINDER MORGAN MGMT	02/19/13	11.08	0.00	(11.08)	

PLEASE SEE REVERSE SIDE
Page 6 of 18
Statement Period
Year Ending 12/31/13
Account No.
723-04F66

EMA Fiscal Statement

AO MARY KENZIE FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
103,185	FRAC KINDER MORGAN MGMT	05/17/13	85.85	0.00	(85.85)	
22,318	FRAC KINDER MORGAN MGMT	08/16/13	17.54	0.00	(17.54)	
66,288	FRAC KINDER MORGAN MGMT	11/18/13	49.71	0.00	(49.71)	
923	WILLIAMS COMPANIES DEL	03/04/03	4,354.52	35,600.11	31,245.59	1,403.00
799	WT05 17KINDER MORGAN WI USD	03/07/03	670.89	3,243.94	2,573.05	
316	WPX ENERGY INC CLASS A COMMON STOCK	01/08/12	987.14	6,440.08	5,452.94	
Total Equities			255,244.38	621,070.07	365,825.68	15,590.00
Mutual Funds/Closed End Funds/UIT						
300	ISHARES SILVER TR	09/23/11	9,594.70	5,613.00	(3,981.70)	
50	MARKET VECTORS ETF TR	09/23/13	2,090.50	1,552.50	(538.00)	
Total Mutual Funds/Closed End Funds/UIT			11,685.20	7,165.50	(4,519.70)	0.00

628,235.57

Total ~ Part II, Line 10b column (c)

Statement 6 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN ON SECURITIES	\$ 77,124
ROUNDING	
Total	<u>\$ 77,124</u>

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
WALKER ART CENTER		725 VINELAND PLACE					
MINNEAPOLIS MN 55403	N/A	PUB. CHARITY				ASSIST NEW CONSTRUCTION OF MUSEUM	500
GRAYCLIFF CONSERVANCY INC		6472 OLD LAKESHORE RD					
DERBY NY 14047	N/A	PUB. CHARITY				PRESERVE & RESTORE MARTIN HOUSE	250
THE MINNESOTA OPERA		620 NORTH FIRST STREET					
MINNEAPOLIS MN 55401	N/A	PUB. CHARITY				FUND PRODUCTIONS OF OPERA CO.	750
MINNESOTA ZOO FOUNDATION		13000 ZOO BLVD					
APPLE VALLEY MN 55124	N/A	PUB. CHARITY				PROVIDE CARE & SHELTER FOR ANIMALS	1,500
THE RAPTOR CENTER		1920 FITCH AVENUE					
ST. PAUL MN 55108	N/A	PUB. CHARITY				SUPPORT CARE OF RAPTORS & OTHER AVIAN	500
MULTIPLE MYLOMA RESEARCH		383 MAIN AVENUE					
NORWALK CT 06851	N/A	PUB. CHARITY				FUNDING RESEARCH FOR MULTIPLE MYLOMA	3,000
THE MINNESOTA ORCHESTRA		1111 NICOLLET MALL					
MINNEAPOLIS MN 55403	N/A	PUB. CHARITY				FUNDING FOR EDUCATION & OUTREACH PROG	
MINNESOTA FOODSHARE		1001 EAST LAKE STREET					
MINNEAPOLIS MN 55407	N/A	PUB. CHARITY				SUPPORT WORK TO FIGHT HUNGER	1,000
TWIN CITIES PUBLIC TELEVI		172 EAST FOURTH STREET					
ST. PAUL MN 55101	N/A	PUB. CHARITY				FUND PROGRAMMING	1,000
THE NICHOLS SCHOOL		1250 AMHERST STREET					
BUFFALO NY 14216	N/A	PUB. CHARITY				ASSIST ACADEMIC ATHLETIC & EXTRA ACT	2,500
THE WILDCAT SANCTUARY		PO BOX 314					
SANDSTONE MN 55072	N/A	PUB. CHARITY				FUND 2 BOBCAT HABITATS	10,000
HUMANE SOCIETY FOR COMPAN		1115 BEULAH LANE					
ST. PAUL MN 55108	N/A	PUB. CHARITY				PROMOTE LAWS REGULATING ANIMAL CRUEL	
SADDLE RIVER DAY SCHOOL		147 CHESNUT RIDGE ROAD					
SADDLE RIVER NJ 07458	N/A	PUB. CHARITY				FUND ATHLETICS & EDUCATION PROGRAMS	1,000
SPECIAL OLYMPICS OF MINNE		400 SOUTH 4TH STREET					
MINNEAPOLIS MN 55415	N/A	PUB. CHARITY				SPORTS FOR MEDICAL RETARDATION	1,500
MINNESOTA PUBLIC RADIO		45 7TH STREET EAST					
ST. PAUL MN 55101	N/A	PUB. CHARITY				SUPPORT PUBLIC RADIO PROGRAMMING	2,500
ALLEGHENY COLLEGE		520 NORTH MAIN STREET					
MEADVILLE PA 16335	N/A	PUB. CHARITY				SUPPORT WOMEN IN COLLEGE ATHLETICS	1,000
METRO MEALS ON WHEELS		1200 WASHINGTON AVE S					
MINNEAPOLIS MN 55414	N/A	PUB. CHARITY				HELP SHUT-INS GET NUTRITIOUS MEALS	1,500

Federal Statements

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**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
THE SAINT PAUL CHAMBER OR ST. PAUL MN 55102				408 SAINT PETER STREET PO BOX 150	N/A	SUPPORT PERFORMANCES, EDUCATION PROG	500
C.R.O.W. SANIBEL FL 33957				PUB. CHARITY 1650 OWENS STREET	N/A	SUPPORT WILDLIFE RESCUE HOSPITAL	3,000
J DAVID GLADSTONE FOUNDAT SAN FRANCISCO CA 94158				PUB. CHARITY 1150 FAIRFAX BLVD STE 408	N/A	SUPPORT RESEARCH IN HEALTH	7,000
GALAPAGOS CONSERVANCY FAIRFAX VA 22030				PUB. CHARITY 3111 FIRST AVE. SOUTH	N/A	SUPPORT ENVIRONMENTAL SCIENTIFIC RES	1,500
TUBMAN FAM ALLIANCE MINNEAPOLIS MN 55408				PUB. CHARITY 625 MAIN STREET	N/A	SUPPORT FAMILIES DEALING WITH VIOLEN	1,000
IRISH CLASSICAL THEATRE C BUFFALO NY 14203				PUB. CHARITY PO BOX 352	N/A	FUND THEATRICAL PRODUCTIONS	500
VALLEY CHAMBER CHORALE STILLWATER MN 55082				PUB. CHARITY 961 HILLWIND RD	N/A	FUND FOR MUSIC PROGRAMS	500
WISHES & MORE MINNEAPOLIS MN 55432				PUB. CHARITY 1911 CURVE CREST BLVD WES	N/A	FUND TERMINAL CHILD WISHES	2,500
VALLEY OUTREACH STILLWATER MN 55082				PUB. CHARITY PO BOX 18784	N/A	SUPPORT RESIDENCE IN NEED	1,000
MINNESOTA HUNDRED CLUB MINNEAPOLIS MN 55418				PUB. CHARITY 109 LOCUST STREET	N/A	SUPPORT SURVIVING FAMILIES OF PUBLIC	
THE PHIPPS CENTER FOR ART HUDSON WI 54016				PUB. CHARITY 170 EAST COTATI AVENUE	N/A	SUPPORT PERFORMANCES, EXHIBITIONS ET	1,100
ANIMAL LEGAL DEFENSE FUND COTATI CA 94931				PUB. CHARITY PO BOX 709	N/A	PROTECT ANIMAL RIGHTS	500
GUIDING EYES FOR THE BLIND YORKTOWN HEIGHTS NY 10598				PUB. CHARITY 1300 ELMWOOD AVENUE	N/A	ASSIST VISUALLY IMPARRED MEN & WOMEN	500
BUFFALO ST COLLEGE KENZIE SCHOLAR BUFFALO NY 14222				PUB. CHARITY 1115 BEULAH LANE	N/A	FUND SCHOLARSHIPS FOR MINORITIES	1,000
ANIMAL HUMANE SOCIETY ST. PAUL MN 55108				PUB. CHARITY PO BOX 709	N/A	CREATE A MORE HUMANE WORLD FOR ANIMA	7,000

Federal Statements

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Total					56,100