



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

2013

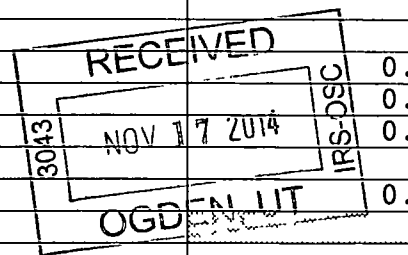
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation THOMAS AND CINDY MASSIE FOUNDATION		A Employer identification number 20-0491278
Number and street (or P.O. box number if mail is not delivered to street address) 500 M STREET APT NO. 301		B Telephone number 951-834-2651
City or town, state or province, country, and ZIP or foreign postal code ANCHORAGE, AK 99501		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,701,086. (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)
1 Contributions, gifts, grants, etc., received		4,369,580.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		25,708.	25,708.		STATEMENT 1
4 Dividends and interest from securities		29,019.	29,019.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		197,069.			
b Gross sales price for all assets on line 6a 2,880,930.					
7 Capital gain net income (from Part IV, line 2)			197,069.		
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		4,247.	4,247.		STATEMENT 3
12 Total. Add lines 1 through 11		4,625,623.	256,043.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		7,368.	7,368.		0.
b Accounting fees STMT 5		1,155.	1,155.		0.
c Other professional fees STMT 6		5,013.	5,013.		0.
17 Interest					
18 Taxes STMT 7		78.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		838.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		14,452.	13,536.		0.
25 Contributions, gifts, grants paid		38,000.			38,000.
26 Total expenses and disbursements. Add lines 24 and 25		52,452.	13,536.		38,000.
27 Subtract line 26 from line 12		4,573,171.			
a Excess of revenue over expenses and disbursements			242,507.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

RECEIVED NOV 26 2014

418
25

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	379,547.	1,149,097.	1,149,097.	
	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 9	1,980,348.	2,856,637.	2,918,482.	
	c Investments - corporate bonds STMT 10	352,964.	3,280,296.	3,258,204.	
	11 Investments - land, buildings, and equipment basis 375,303.	375,303.	375,303.	375,303.	
Liabilities	Less: accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis				
	Less: accumulated depreciation				
	15 Other assets (describe)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	3,088,162.	7,661,333.	7,701,086.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	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	3,088,162.	7,661,333.		
	30 Total net assets or fund balances	3,088,162.	7,661,333.		
	31 Total liabilities and net assets/fund balances	3,088,162.	7,661,333.		

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	3,088,162.
2 Enter amount from Part I, line 27a	2	4,573,171.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,661,333.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,661,333.

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 JP MORGAN (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
b JP MORGAN (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
c OUTDOOR CHANNEL HOLDING, INC.	D	12/18/03	06/19/13
d CAPITAL GAINS DIVIDENDS			
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 961,939.		957,683.	4,256.
b 1,489,233.		1,257,428.	231,805.
c 384,275.		468,750.	<84,475.>
d 45,483.			45,483.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			4,256.
b			231,805.
c			<84,475.>
d			45,483.
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	197,069.
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	385,752.	2,278,607.	.169293
2011	8,000.	2,245,477.	.003563
2010	56,000.	1,866,410.	.030004
2009	109,687.	1,266,829.	.086584
2008	48,000.	1,297,116.	.037005

2 Total of line 1, column (d)	2	.326449
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	.065290
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,152,946.
5 Multiply line 4 by line 3	5	205,856.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,425.
7 Add lines 5 and 6	7	208,281.
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	38,000.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	4,850.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	4,850.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,850.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	736.	
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	736.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,114.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

Form 990-PF (2013)

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 ► THOMAS MASSIE Located at ► 500 M STREET UNIT 301, ANCHORAGE, AK Telephone no. ► 949-261-2808 ZIP+4 ► 99501			
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			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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

Form 990-PF (2013)

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
THOMAS MASSIE C/O OUTDOOR CHANNEL, INC	DIRECTOR			
500 M STREET APT NO. 301	0.00	0.	0.	0.
ANCHORAGE, AK 99501				
CINDY MASSIE C/O OUTDOOR CHANNEL, INC	DIRECTOR			
500 M STREET APT NO. 301	0.00	0.	0.	0.
ANCHORAGE, AK 99501				

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

Form 990-PF (2013)

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	2,792,664.
b	Average of monthly cash balances	1b	408,296.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,200,960.
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	3,200,960.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,014.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,152,946.
6	Minimum investment return. Enter 5% of line 5	6	157,647.

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	157,647.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,850.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,850.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	152,797.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	152,797.
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	152,797.

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	38,000.
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	38,000.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	38,000.

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				152,797.
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				
d From 2011				
e From 2012				165,052.
f Total of lines 3a through e	165,052.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$				38,000.
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				38,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	114,797.			114,797.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	50,255.			
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	50,255.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	50,255.			
e Excess from 2013				

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				
NORTH PARK UNIVERSITY 3225 W. FOSTER AVE CHICAGO, IL 60625	NONE	EXEMPT	SCHOLARSHIP	3,500.
UNIVERSITY OF ALASKA, ANCHORAGE PO BOX 141629 ANCHORAGE, AK 99514	NONE	EXEMPT	SCHOLARSHIP	13,000.
UNIVERSITY OF ALASKA, FAIRBANKS 215 SIGNERS HALL, PO BOX 757480 FAIRBANKS, AK 99775	NONE	EXEMPT	SCHOLARSHIP	5,000.
KENAI PENINSULA COLLEGE 156 COLLEGE RD. SOLDOTNA, AK 99669	NONE	EXEMPT	SCHOLARSHIP	1,500.
COVENANT YOUTH OF ALASKA P.O. BOX 372 UNALAKLEET, AK 99684	NONE	EXEMPT	DONATION	15,000.
Total			3a	38,000.
b Approved for future payment				
NONE				
Total			3b	0.

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 | | |

[illegible]

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

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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.

Signature of officer or trustee

Date _____

Title

OFFICER

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

MARGOT ANDREWS

Preparer's signature

Margot Andrews
PH, JOANOU & GREG

Date

"1514

Check ☐ self-employed

PTIN

P00177103

Firm's name ▶ KUSHNER, SMITH, JOANOU & GREGSON, LLP

Firm's EIN ► 95-3322166

Firm's address ▶ 8105 IRVINE CENTER DRIVE, STE 1000
IRVINE, CA 92618

Phone no (949) 261-2808

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

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THOMAS AND CINDY MASSIE FOUNDATION

20-0491278

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 foundation

Check 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 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).

LHA 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

Employer identification number

THOMAS AND CINDY MASSIE FOUNDATION

20-0491278

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	WILMA M. MASSIE ADMINISTRATIVE TRUST DTD JUNE 3, 1994 2004 PROMONTORY PRESCOTT, AZ 86305	\$ 4,369,580.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THOMAS AND CINDY MASSIE FOUNDATION

20-0491278

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
THOMAS AND CINDY MASSIE FOUNDATION	20-0491278

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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
J.P. MORGAN SECURITIES	25,708.	25,708.	
TOTAL TO PART I, LINE 3	25,708.	25,708.	

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
J.P. MORGAN SECURITIES	65,127.	45,483.	19,644.	19,644.	
OUTD	9,375.	0.	9,375.	9,375.	
TO PART I, LINE 4	74,502.	45,483.	29,019.	29,019.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	3,971.	3,971.	
MISCELLANEOUS	276.	276.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,247.	4,247.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,368.	7,368.		0.
TO FM 990-PF, PG 1, LN 16A	7,368.	7,368.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,155.	1,155.		0.
TO FORM 990-PF, PG 1, LN 16B	1,155.	1,155.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,013.	5,013.		0.
TO FORM 990-PF, PG 1, LN 16C	5,013.	5,013.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL & STATE TAXES PAID	10.	0.		0.
FOREIGN TAXES	68.	0.		0.
TO FORM 990-PF, PG 1, LN 18	78.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	838.	0.		0.
TO FORM 990-PF, PG 1, LN 23	838.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK INVESTED THRU JP MORGAN ACCTS	2,856,637.	2,918,482.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,856,637.	2,918,482.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS THRU JP MORGAN	3,280,296.	3,258,204.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,280,296.	3,258,204.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
-------------	--	-----------	----

NAME OF MANAGER

THOMAS MASSIE C/O OUTDOOR CHANNEL, IN
CINDY MASSIE C/O OUTDOOR CHANNEL, INC

COMBINED SUMMARY REVIEW For 12 Month Period of JANUARY, 2013 Through DECEMBER, 2013

Massie - Tom Foundation - Consolidated for (4) Accounts

CAPITAL GAIN LOSS

LONG TRANSACTIONS

Account	Description	Quantity	Purchase Date	Purchase Price	Original Cost / Adjusted Cost	Sale Date	Sale Price	Proceeds	Shortterm Gain Loss	Longterm Gain Loss
720-04483	OUTDOOR CHANNEL HOLDINGS	37,500	03/26/2013	12/16/13	468150	06/19/2013	10,247	384,275.00		384,275.00
720-04483	PRIMARY FUND IN LIQUIDATION	31	03/26/2013			12/31/2013	0.000	0.01	0.01	
720-04483	**ADVISORS SER TR	44	12/04/2013	C	689.43	12/12/2013	15.970	689.43		
		83	12/04/2013	C	1,324.00	12/12/2013	15.970	1,324.00		
		121	12/05/2012	C	1,528.22	12/12/2013	12.630	1,528.22		
		2,848	12/04/2013	C	15.970	12/12/2013	15.970	45,482.97		
		16,611	01/25/2012	C	12.040	12/12/2013	12.040	200,005.00		
		20,196	11/15/2013	C	17.330	12/12/2013	17.330	350,005.00		
	Sub Total for Security	39,903			599,044.62			599,044.62		
720-04483	APOLLO GLOBAL MANAGEMENT	3,000	05/10/2013		75,000.00	05/13/2013	25.070	75,210.81	210.81	
720-04483	GENERAL ELECTRIC CAPITAL	2,000	05/09/2013		50,000.00	05/10/2013	25.047	50,083.87	93.87	
720-04483	**JPMORGAN TR I ACCESS	5	04/01/2013	C	16.559	11/15/2013	17.361	83.35	3.85	51.25
		29	04/01/2010		15,620	11/15/2013	17.360	511.34		79.57
		50	10/01/2012	C	15.780	11/15/2013	17.360	874.25		181.85
		63	07/01/2010		14,480	11/15/2013	17.360	1,096.11		
		70	10/01/2013	C	16.980	11/15/2013	17.359	1,219.85	26.67	
		73	07/01/2013	C	16.330	11/15/2013	17.360	1,273.44	75.56	
		90	10/03/2011		1,321.58	11/15/2013	17.360	1,563.90		242.32
		103	07/02/2012	C	15.230	11/15/2013	17.360	1,795.19		220.26
		105	07/01/2011		1,736.81	11/15/2013	17.360	1,824.01		87.20
		119	10/01/2010		1,850.02	11/15/2013	17.360	2,066.68		216.66
		149	04/01/2011		2,469.81	11/15/2013	17.360	2,589.11		119.30
		198	01/02/2013	C	15.970	11/15/2013	17.360	3,433.36	274.89	
		284	01/03/2011		16,220	11/15/2013	17.360	4,937.27		324.21
		338	01/03/2012	C	14.700	11/15/2013	17.360	5,862.33		888.25
		801	12/27/2011		14,800	11/15/2013	17.360	13,910.13		2,051.22
		1,270	12/27/2011		14,800	11/15/2013	17.360	22,053.74		3,252.09
		25,974	03/05/2010		15.400	11/15/2013	17.360	450,907.15		50,902.15
		37,229	02/10/2010		14.840	11/15/2013	17.360	646,289.75		93,808.91
	Sub Total for Security	66,953			1,009,474.75			1,162,290.96	380.97	152,435.24
720-04483	JPMORGAN CHASE BANK 5.50%	2,000	08/20/2012	C	25.000	03/19/2013	25.097	50,194.07	194.07	
720-04483	NEXTERA ENERGY CAPITAL	4,000	01/15/2013		25.000	05/01/2013	24.799	99,197.76	(802.24)	
720-04483	SCE TRUST II SOUTHERN CAL	3,300	01/23/2013	C	25.000	04/02/2013	25.005	82,517.48	17.48	
	Sub Total for Account				1,966,019.37			2,502,824.59	94.97	536,710.24
720-11075	**ADVISORS SER TR	44	12/04/2013	C	15.970	12/19/2013	16.102	705.22	5.79	
		83	12/04/2013	C	15.970	12/19/2013	16.102	1,334.96	10.96	
		121	12/05/2012	C	12.630	12/19/2013	16.102	1,948.36		420.14
		2,848	12/04/2013	C	15.970	12/19/2013	16.102	45,859.73	376.76	
		16,611	01/25/2012	C	12.040	12/19/2013	16.102	267,479.87		67,474.87
		20,196	11/15/2013	C	17.330	12/19/2013	16.102	325,204.89	(24,800.11)	
	Sub Total for Security	39,903			599,044.62			642,533.03	(24,405.60)	67,895.01

* Refer to disclaimer on last page

CAPITAL GAIN LOSS

LONG TRANSACTIONS

Account	Description	Quantity	Purchase Date	Purchase Price	Original Cost / Adjusted Cost	Sale Date	Sale Price	Proceeds	Shortterm Gain Loss	Longterm Gain Loss
	Sub Total for Account				599,044.62			642,533.03	(24,406.60)	67,895.01
720-11925	PRIMARY FUND IN LIQUIDATION	31	03/26/2013			10/11/2013	0.000	0.00		
720-11925	WALT DISNEY CO	53	09/10/2013 C	62.638	3,319.82	10/09/2013	63.791	3,380.94	61.12	
		175	11/19/2013 C	69.647	12,188.21	11/21/2013	69.684	12,194.64	6.43	
		285	09/10/2013 C	62.638	17,851.86	11/21/2013	69.684	19,859.85	2,007.99	
	Sub Total for Security	513			33,359.89			35,435.43	2,075.54	
720-11925	ENDO HEALTH SOLUTIONS INC	585	05/30/2013 C	35.937	21,023.26	09/10/2013	43.741	25,588.56	4,565.30	
720-11925	EBAY INC	42	03/20/2013 C	51.769	2,174.31	10/09/2013	52.344	2,198.44	24.13	
720-11925	EXPEDIA INC	39	11/21/2013 C	62.510	2,437.89	12/11/2013	62.408	2,433.91	(3.98)	
		223	11/19/2013 C	60.930	13,587.37	12/11/2013	62.408	13,817.01	329.64	
		367	05/22/2013 C	57.458	21,087.12	12/11/2013	62.408	22,903.78	1,816.66	
	Sub Total for Security	629			37,112.38			39,254.70	2,142.32	
720-11925	EXPRESS SCRIPTS HOLDING	54	11/14/2012 C	50.295	2,715.91	10/09/2013	61.532	3,322.75	606.84	
720-11925	HALLIBURTON COMPANY	62	11/01/2012 C	32.725	2,028.86	02/14/2013	43.868	2,719.81	690.93	
		163	05/04/2012 C	32.748	5,337.92	02/14/2013	43.868	7,150.47	1,812.55	
		327	11/03/2011 C	37.151	12,148.28	02/14/2013	43.868	14,344.80	2,196.52	
	Sub Total for Security	552			19,515.18			24,215.08	2,503.38	2,196.52
720-11925	MACYS INC	20	08/15/2013 C	45.738	914.77	10/09/2013	42.589	851.78	(62.99)	
720-11925	MERCK & CO INC	89	02/07/2013 C	40.949	3,644.50	10/09/2013	47.201	4,200.90	556.40	
720-11925	MCDONALDS CORP	14	04/03/2012 C	99.018	1,386.25	10/09/2013	93.642	1,310.99		175.26
720-11925	MYLAN INC	221	05/04/2012 C	21.028	4,647.19	02/14/2013	29.168	6,446.12	1,798.93	
		566	02/15/2012 C	23.380	13,233.08	02/14/2013	29.168	16,509.05	3,275.97	
	Sub Total for Security	787			17,880.27			22,955.17	5,074.90	
720-11925	OCCIDENTAL PETE CORP	41	12/20/2012 C	78.737	3,228.21	10/09/2013	93.963	3,852.49	624.28	
720-11925	OMNICOM GROUP INC	367	11/30/2012 C	49.603	18,204.37	03/20/2013	58.418	21,439.47	3,235.10	
720-11925	STARBUCKS CORP	98	11/01/2012 C	46.500	4,557.00	07/19/2013	68.687	6,731.31	2,174.31	
		290	05/24/2012 C	55.308	16,039.41	07/19/2013	68.687	19,919.20	3,879.79	
	Sub Total for Security	388			20,596.41			28,650.51	2,174.31	3,879.79
720-11925	SPDR S&P 500 ETF TRUST	3	11/01/2012 C	142.700	428.10	05/22/2013	166.537	499.61	71.51	
		45	10/20/2011 C	120.340	5,415.29	05/22/2013	166.537	7,484.17	2,078.88	
		73	11/01/2012 C	142.699	10,417.02	05/30/2013	166.179	12,131.09	1,714.07	
		89	02/14/2013 C	152.359	13,559.92	05/30/2013	166.179	14,789.96	1,230.04	
	Sub Total for Security	210			29,820.33			34,914.83	3,015.62	2,078.88
720-11925	UNITED PARCEL SVC INC CL B	29	11/01/2012 C	73.870	2,142.23	10/29/2013	97.053	2,814.55	672.32	

CAPITAL GAIN LOSS

LONG TRANSACTIONS

Account	Description	Quantity	Purchase Date	Purchase Price	Original Cost / Adjusted Cost	Sale Date	Sale Price	Proceeds	Shortterm Gain Loss	Longterm Gain Loss
		38	03/20/2012 C	80 149	3,045 66	10/09/2013	88 780	3,373 63		327 97
		46	05/04/2012 C	78 152	3,594 99	10/29/2013	97 053	4,464 46		869 47
		130	03/20/2012 C	80 149	10,419 37	10/29/2013	97 054	12,616 96		2,197 59
		243			19,202 25			23,269 60	672 32	3,395 03
	Sub Total for Security									
720-11925	YUM BRANDS INC	276	10/09/2013 C	66 351	18,312 85	11/12/2013	71 279	19,673 01	1,360 16	
	Sub Total for Account				249,091 14			289,133 71	28,567 61	11,474 96

3292,905

3434,491

151,586

Note: The data in this section is based on Trade Date not Settlement Date.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	THOMAS AND CINDY MASSIE FOUNDATION	Employer identification number (EIN) or 20-0491278
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O KUSHNER SMITH JOANOU & GREGSON - 8105 IRVINE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. IRVINE, CA 92618	

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

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

THOMAS MASSIE

- The books are in the care of ► 500 M STREET UNIT 301 - ANCHORAGE, AK 99501
Telephone No. ► 949-261-2808 Fax No. ► 949-261-0188

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	736.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	736.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THOMAS AND CINDY MASSIE FOUNDATION	20-0491278
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O KUSHNER SMITH JOANOU & GREGSON - 8105 IRVINE C	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	IRVINE, CA 92618	

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THOMAS MASSIE

• The books are in the care of **500 M STREET UNIT 301 - ANCHORAGE, AK 99501**

Telephone No. **949-261-2808**

Fax No. **949-261-0188**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	736.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	736.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Margot Andrews** Title **C.P.A.**

Date **8/14/14**

Form 8868 (Rev. 1-2014)