Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013**

Name of foundation
THE POTTERS HANDS FOUNDATION

**A Employer identification number**
20-0753745

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 4667

Room/suite

**B** Telephone number (see instructions)
(480) 991-2028

City or town, state or province, country, and ZIP or foreign postal code
SCOTTSDALE, AZ 85261

**C** If exemption application is pending, check here ▶ ☐

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

**D 1.** Foreign organizations, check here ▶ ☐

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

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

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

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,796,751

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

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

## Part I Analysis of Revenue and Expenses

*(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )*

| | | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 | Check ▶ ☑ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 3,629 | 3,629 | 3,629 | |
| | 4 | Dividends and interest from securities | 41,852 | 41,852 | 41,852 | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 94,695 | | | |
| | b | Gross sales price for all assets on line 6a 443,349 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 94,662 | | |
| | 8 | Net short-term capital gain | | | 4,397 | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | 1,966 | | | |
| | 12 | **Total.** Add lines 1 through 11 | 142,142 | 140,143 | 49,878 | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | | | | |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) | 77 | 77 | | |
| | b | Accounting fees (attach schedule) | 2,000 | 2,000 | | |
| | c | Other professional fees (attach schedule) | 15,296 | 15,296 | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) | 1,063 | 1,063 | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | 6,479 | | | 6,479 |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) | 315 | | | 315 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 25,230 | 18,436 | | 6,794 |
| | 25 | Contributions, gifts, grants paid | 72,000 | | | 72,000 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 97,230 | 18,436 | | 78,794 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 44,912 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 121,707 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 49,878 | |

**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 | 32,632 | 10,707 | 10,707 |
| | 2 | Savings and temporary cash investments | 21,117 | 82,936 | 82,936 |
| | 3 | Accounts receivable ▶<br>Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶<br>Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ 77,580<br>Less allowance for doubtful accounts ▶ | | 77,580 | 77,580 |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | 126,802 | 115,983 | 115,983 |
| | b | Investments—corporate stock (attach schedule) | 960,166 | 1,116,371 | 1,116,371 |
| | c | Investments—corporate bonds (attach schedule) | 53,088 | 51,655 | 51,655 |
| | 11 | Investments—land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 444,817 | 341,519 | 341,519 |
| | 14 | Land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 1,638,622 | 1,796,751 | 1,796,751 |
| Liabilities | 17 | Accounts payable and accrued expenses | | 2,000 | |
| | 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) | | 2,000 | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here** ▶ ☑<br>**and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | 1,638,622 | 1,794,751 | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here** ▶ ☐<br>**and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | **Total net assets or fund balances** (see page 17 of the instructions) | 1,638,622 | 1,794,751 | |
| | 31 | **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 1,638,622 | 1,794,751 | |

**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 | 1,638,622 |
| 2 | Enter amount from Part I, line 27a | 2 | 44,912 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 111,217 |
| 4 | Add lines 1, 2, and 3 | 4 | 1,794,751 |
| 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 | 1,794,751 |

## 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** | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

| | **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| **a** | | | | |
| **b** | | | | |
| **c** | | | | |
| **d** | | | | |
| **e** | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|---|
| | **(i)** F M V as of 12/31/69 | **(j)** Adjusted basis as of 12/31/69 | **(k)** Excess of col (i) over col (j), if any | |
| **a** | | | | |
| **b** | | | | |
| **c** | | | | |
| **d** | | | | |
| **e** | | | | |

**2** Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } **2** 94,662

**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** 4,397

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| **(a)** Base period years Calendar year (or tax year beginning in) | **(b)** Adjusted qualifying distributions | **(c)** Net value of noncharitable-use assets | **(d)** Distribution ratio (col (b) divided by col (c)) |
|---|---|---|---|
| 2012 | | | |
| 2011 | | | |
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |

| | | | |
|---|---|---|---|
| **2** | **Total** of line 1, column (d). . . . . . . . . . . . . . . . . . . . . . . | **2** | |
| **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** | |
| **4** | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . . | **4** | |
| **5** | Multiply line 4 by line 3. . . . . . . . . . . . . . . . . . . . . . . . | **5** | |
| **6** | Enter 1% of net investment income (1% of Part I, line 27b). . . . . . . . . . . | **6** | |
| **7** | Add lines 5 and 6. . . . . . . . . . . . . . . . . . . . . . . . . . | **7** | |
| **8** | Enter qualifying distributions from Part XII, line 4. . . . . . . . . . . . . . . . | **8** | |

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

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

| | | | | | |
|---|---|---|---|---|---|
| **1a** | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1<br>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** | 2,434 |
| **c** | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | | |
| **2** | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | **2** | |
| **3** | Add lines 1 and 2 | | | **3** | 2,434 |
| **4** | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | **4** | |
| **5** | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | | | **5** | 2,434 |
| **6** | Credits/Payments | | | | |
| **a** | 2013 estimated tax payments and 2012 overpayment credited to 2013 | **6a** | 900 | | |
| **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** | 900 |
| **8** | Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached | | | **8** | 5 |
| **9** | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | **9** | 1,539 |
| **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** ▶ **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? | **1a** | | No |
| **b** | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | **1b** | | No |
| | *If the answer is "Yes" to* ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| **c** | Did the foundation file **Form 1120-POL** for this year? | **1c** | | No |
| **d** | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>**(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?<br>*If "Yes," attach a detailed description of the activities.* | **2** | | No |
| **3** | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | **3** | | No |
| **4a** | Did the foundation have unrelated business gross income of $1,000 or more during the year? | **4a** | | No |
| **b** | If "Yes," has it filed a tax return on **Form 990-T** for this year? | **4b** | | No |
| **5** | Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>*If "Yes," attach the statement required by General Instruction T.* | **5** | | No |
| **6** | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>● By language in the governing instrument, or<br>● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | **6** | | No |
| **7** | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.* | **7** | Yes | |
| **8a** | Enter the states to which the foundation reports or with which it is registered (see instructions)<br>▶AZ | | | |
| **b** | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* | **8b** | Yes | |
| **9** | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | **9** | | No |
| **10** | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.* | **10** | | No |

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

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

Website address ▶N/A

**14** The books are in care of ▶RICHARD A CREW Telephone no ▶(480) 991-2028

Located at ▶PO BOX 4667 SCOTTSDALE AZ ZIP+4 ▶85261

**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**

| | | | Yes | No |
|---|---|---|---|---|
| **16** | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | **16** | | **No** |
| | See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶ | | | |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | **Yes** | **No** |
|---|---|---|---|---|
| **1a** | During the year did the foundation (either directly or indirectly) | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **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 page 20 of the instructions)? | **1b** | | **No** |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | **1c** | | **No** |
| **2** | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| **a** | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No** | | | |
| | If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____ | | | |
| **b** | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions ) | **2b** | | **No** |
| **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.)* | **3b** | | **No** |
| **4a** | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | **4a** | | **No** |
| **b** | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | **4b** | | **No** |

## Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

| | | | | |
|---|---|---|---|---|
| **5a** | During the year did the foundation pay or incur any amount to | | | |
| | **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No** | | | |
| | **(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No** | | | |
| | **(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No** | | | |
| | **(4)** Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No** | | | |
| | **(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No** | | | |
| **b** | If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? | **5b** | | **No** |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☑ **No** | | | |
| | *If "Yes," attach the statement required by Regulations section 53.4945–5(d).* | | | |
| **6a** | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No** | | | |
| **b** | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | | **No** |
| | *If "Yes" to 6b, file Form 8870.* | | | |
| **7a** | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No** | | | |
| **b** | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | **7b** | | **No** |

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| **(a)** Name and address | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation **(If not paid, enter -0-)** | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

## Part VIII 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** PROVIDED FUNDING FOR A DEVELOPMENTAL DIRECTOR SERVING THE URBAN POOR OF PHOENIX, AZ | 45,000 |
| **2** SUPPORT OF REGIONAL RELOAD EVENTS TO TARIN AND SUPPORT URBAN YOUTH WORKERS & CREATE ONLINE TRAINING OPTIONS FOR THE SAME | 17,000 |
| **3** ARISE CRY OUT CONFERENCE AND/OR OPERATIONS SUPPORT, ALL ULTIMATELY FOCUSED ON GROUP PRAYER ADDRESSING THE NEEDS OF SCHOOLS AND FAMILIES | 5,000 |
| **4** ESTABLISHMENT OF AN ART THERAPY PROGRAM @ STREET LNGHT USA FOR MINOR GIRLS TRANSITIONING FROM THE SEX TRAFFICKING INDUSTRY | 5,000 |

## 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** | |
| **2** | |
| All other program-related investments See page 24 of the instructions<br>**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** | 1,605,200 |
| **b** | Average of monthly cash balances | | | **1b** | 73,696 |
| **c** | Fair market value of all other assets (see instructions) | | | **1c** | 0 |
| **d** | **Total** (add lines 1a, b, and c) | | | **1d** | 1,678,896 |
| **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** | |
| **3** | Subtract line 2 from line 1d | | | **3** | 1,678,896 |
| **4** | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | | | **4** | 25,183 |
| **5** | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | | | **5** | 1,653,713 |
| **6** | **Minimum investment return.** Enter 5% of line 5 | | | **6** | 82,686 |

## **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** | 82,686 |
| **2a** | Tax on investment income for 2013 from Part VI, line 5 | **2a** | 2,434 | | |
| **b** | Income tax for 2013 (This does not include the tax from Part VI ) | **2b** | | | |
| **c** | Add lines 2a and 2b | | | **2c** | 2,434 |
| **3** | Distributable amount before adjustments Subtract line 2c from line 1 | | | **3** | 80,252 |
| **4** | Recoveries of amounts treated as qualifying distributions | | | **4** | |
| **5** | Add lines 3 and 4 | | | **5** | 80,252 |
| **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** | 80,252 |

## **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** | 78,794 |
| **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** | 78,794 |
| **5** | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | **5** | |
| **6** | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | **6** | 78,794 |

**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)**<br>Corpus | **(b)**<br>Years prior to 2012 | **(c)**<br>2012 | **(d)**<br>2013 |
|---|---|---|---|---|---|
| **1** Distributable amount for 2013 from Part XI, line 7 | | | | | 80,252 |
| **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. . . . . . . | 32,338 | | | | |
| **b** From 2009. . . . . . . | 79,028 | | | | |
| **c** From 2010. . . . . . . | 21,880 | | | | |
| **d** From 2011. . . . . . . | | | | | |
| **e** From 2012. . . . . . . | | | | | |
| **f** **Total** of lines 3a through e. . . . . . . . . . | | 133,246 | | | |
| **4** Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 78,794 | | | | | |
| **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). . . . . . . . . | | 0 | | | |
| **d** Applied to 2013 distributable amount. . . . . | | | | | 78,794 |
| **e** Remaining amount distributed out of corpus | | | | | |
| **5** Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | 1,458 | | | 1,458 |
| **6** **Enter the net total of each column as indicated below:** | | | | | |
| **a** Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 131,788 | | | |
| **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) . . . | | 30,880 | | | |
| **9** **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a . . . . . . | | 100,908 | | | |
| **10** Analysis of line 9 | | | | | |
| **a** Excess from 2009. . . . | 79,028 | | | | |
| **b** Excess from 2010. . . . | 21,880 | | | | |
| **c** Excess from 2011. . . . | | | | | |
| **d** Excess from 2012. . . . | | | | | |
| **e** Excess from 2013. . . . | | | | | |

## 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | **(a)** 2013 | **(b)** 2012 | **(c)** 2011 | **(d)** 2010 | **(e) Total** |
| **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<br>**a** "Assets" alternative test—enter<br>**(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<br>**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . | | | | | |
| **(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . | | | | | |
| **(3)** Largest amount of support from an exempt organization | | | | | |
| **(4)** Gross investment income | | | | | |

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

**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

**c** Any submission deadlines

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

## **Part XV** **Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| MOMS IN PRAYER INTERNATIONAL<br>13939 POWAY RD SUITE 3<br>POWAY,CA 92064 | NONE | 501C3 | SUPPORT SCHOOLS AND FAMILIES | 5,000 |
| NEIGHBORHOOD MINISTRIES<br>1918 W VANBUREN<br>PHOENIX,AZ 85009 | NONE | 501C3 | SUPPORT HOMELESS FACILITY | 45,000 |
| ALLIANCE DEFENDING OF FREEDOM<br>15100 N 90TH ST<br>SCOTTSDALE,AZ 85260 | NONE | 501C3 | GENERAL PROGRAM SUPPORT | 17,000 |
| THE RAG COLLECTION<br>2931 W LAMAR RD<br>PHOENIX,AZ 85017 | NONE | 501C3 | ART THERAPY PROGRAM | 5,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 72,000 |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | |

## **Part XVI-A** Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | **(e)** Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| **1** Program service revenue | **(a)** Business code | **(b)** Amount | **(c)** Exclusion code | **(d)** Amount | |
| **a** | | | | | |
| **b** | | | | | |
| **c** | | | | | |
| **d** | | | | | |
| **e** | | | | | |
| **f** | | | | | |
| **g** Fees and contracts from government agencies | | | | | |
| **2** Membership dues and assessments. . . . | | | | | |
| **3** Interest on savings and temporary cash investments . . . . . . . . . . . . . | | | 14 | 3,629 | |
| **4** Dividends and interest from securities. . . . | | | 14 | 41,852 | |
| **5** Net rental income or (loss) from real estate | | | | | |
| **a** Debt-financed property. . . . . . | | | | | |
| **b** Not debt-financed property. . . . . | | | | | |
| **6** Net rental income or (loss) from personal property . . . . . . . . . . . . . | | | | | |
| **7** Other investment income. . . . . | | | | | |
| **8** Gain or (loss) from sales of assets other than inventory . . . . . . . . . . . . . | | | 18 | 33 | 94,662 |
| **9** Net income or (loss) from special events | | | | | |
| **10** Gross profit or (loss) from sales of inventory. . | | | | | |
| **11** Other revenue **a** MISCELLANEOUS | | | 1 | 1,966 | |
| **b** | | | | | |
| **c** | | | | | |
| **d** | | | | | |
| **e** | | | | | |
| **12** Subtotal Add columns (b), (d), and (e). . | | | | 47,480 | 94,662 |

**13 Total.** Add line 12, columns (b), (d), and (e). . . . . . . . . . . . . . . . . . . . . . **13** 142,142

(See worksheet in line 13 instructions to verify calculations )

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

| **Line No.** ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions ) |
|---|---|
| | |

## 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) | | No |
| **(2)** Other assets. | 1a(2) | | No |
| **b** Other transactions | | | |
| **(1)** Sales of assets to a noncharitable exempt organization. | 1b(1) | | No |
| **(2)** Purchases of assets from a noncharitable exempt organization. | 1b(2) | | No |
| **(3)** Rental of facilities, equipment, or other assets. | 1b(3) | | No |
| **(4)** Reimbursement arrangements. | 1b(4) | | No |
| **(5)** Loans or loan guarantees. | 1b(5) | | No |
| **(6)** Performance of services or membership or fundraising solicitations. | 1b(6) | | No |
| **c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |

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

| **(a)** Line No | **(b)** Amount involved | **(c)** Name of noncharitable exempt organization | **(d)** Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | | |
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| | | | |

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

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

| **(a)** Name of organization | **(b)** Type of organization | **(c)** Description of relationship |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

**Sign Here**

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

| ****** | 2014-06-16 | ****** | May the IRS discuss this return with the preparer shown below (see instr )? ☑ Yes ☐ No |
|---|---|---|---|
| Signature of officer or trustee | Date | Title | |

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed ▶ ☐ | PTIN |
|---|---|---|---|---|
| Lori A Davis CPA | | | | P00175810 |

Firm's name ▶ RONALD BLUE & CO CPAS & CONSULTANTS LLP

Firm's EIN ▶

Firm's address ▶ 60 E Rio Salado Pkwy Suite 703 Tempe, AZ 852819501

Phone no (480) 214-7476

# TY 2013 Accounting Fees Schedule

**Name:** THE POTTERS HANDS FOUNDATION
**EIN:** 20-0753745
**Software ID:** 13000170
**Software Version:** 2013v3.1

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| ACCOUNTING FEES | 2,000 | 2,000 | 0 | 0 |

# TY 2013 Legal Fees Schedule

**Name:** THE POTTERS HANDS FOUNDATION

**EIN:** 20-0753745

**Software ID:** 13000170

**Software Version:** 2013v3.1

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| LEGAL CONSULTATION | 77 | 77 | 0 | 0 |

# TY 2013 Other Expenses Schedule

**Name:** THE POTTERS HANDS FOUNDATION
**EIN:** 20-0753745
**Software ID:** 13000170
**Software Version:** 2013v3.1

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| OFFICE EXPENSE | 138 | | | 138 |
| PORTFOLIO DEDUCTIONS | 177 | | | 177 |

# TY 2013 Other Income Schedule

**Name:** THE POTTERS HANDS FOUNDATION

**EIN:** 20-0753745

**Software ID:** 13000170

**Software Version:** 2013v3.1

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---|---|---|---|
| MISCELLANEOUS | 1,966 | | |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

# TY 2013 Other Notes/Loans Receivable Long Schedule

**Name:** THE POTTERS HANDS FOUNDATION

**EIN:** 20-0753745

**Software ID:** 13000170

**Software Version:** 2013v3.1

| Borrower's Name | Relationship to Insider | Original Amount of Loan | Balance Due | Date of Note | Maturity Date | Repayment Terms | Interest Rate | Security Provided by Borrower | Purpose of Loan | Description of Lender Consideration | Consideration FMV |
|---|---|---|---|---|---|---|---|---|---|---|---|
| NEIGHBORHOOD MINISTRIES | NONE | 87,000 | 77,580 | 2013-07 | 2015-12 |  | 0 % |  | PROGRAM RELATED INVESTMENT |  | 77,580 |

# TY 2013 Other Professional Fees Schedule

**Name:** THE POTTERS HANDS FOUNDATION

**EIN:** 20-0753745

**Software ID:** 13000170

**Software Version:** 2013v3.1

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| INVESTMENT MANAGEMENT FEES | 15,296 | 15,296 | 0 | 0 |

# TY 2013 Taxes Schedule

**Name:** THE POTTERS HANDS FOUNDATION
**EIN:** 20-0753745
**Software ID:** 13000170
**Software Version:** 2013v3.1

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| FOREIGN TAXES PAID | 1,063 | 1,063 | | |

## ASSET DETAIL

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Cash & Equivalents** | | | | | | | |
| MONEY MARKET | | | | | | | |
| BLACKROCK INSITUTIONAL FUNDS TRUST FOR FEDERAL SECURITIES T-FUND #60 | 82,936.480 | | $82,936.48 | $82,936.48 | $0.00 | $8.29 | 0.01% |
| **Total Money Market** | | | **$82,936.48** | **$82,936.48** | **$0.00** | **$8.29** | **0.01%** |
| **Total Cash & Equivalents** | | | **$82,936.48** | **$82,936.48** | **$0.00** | **$8.29** | **0.01%** |

| ASSET DESCRIPTION | PAR VALUE | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD TO MATURITY |
|---|---|---|---|---|---|---|---|
| **Fixed Income** | | | | | | | |
| GOVERNMENT OBLIGATIONS | | | | | | | |
| US TREASURY INFLATION BOND<br>DTD 01/15/10 1.375 01/15/2020<br>CUSIP: 912828MF4<br>MOODY'S RATING: AAA<br>STANDARD & POOR'S RATING: N/A | 108,009.000 | $107.383 | $115,983.30 | $102,133.06 | $13,850.24 | $1,485.12 | 0.15% |
| **Total Government Obligations** | | | **$115,983.30** | **$102,133.06** | **$13,850.24** | **$1,485.12** | |
| CORPORATE OBLIGATIONS | | | | | | | |
| PROCTER & GAMBLE CO<br>DTD 02/06/09 3.500 02/15/2015<br>CUSIP: 742718DM8<br>MOODY'S RATING: AA3<br>STANDARD & POOR'S RATING: AA- | 50,000.000 | $103.309 | $51,654.50 | $49,964.00 | $1,690.50 | $1,750.00 | 0.54% |
| **Total Corporate Obligations** | | | **$51,654.50** | **$49,964.00** | **$1,690.50** | **$1,750.00** | |

## ASSET DETAIL *(continued)*

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Fixed Income** | | | | | | | |
| DOMESTIC MUTUAL FUNDS | | | | | | | |
| ISHARES IBOXX $ INVESTMENT<br>SYMBOL: LQD CUSIP: 464287242 | 170 000 | $114.188 | $19,411 96 | $20,303 08 | - $891 12 | $743 92 | 3 83% |
| PUTNAM FLOATING RATE INC FUND #1857<br>SYMBOL: PFRYX CUSIP: 746763226 | 7,211 538 | 9 010 | 64,975 96 | 59,967 25 | 5,008 71 | 2,913 46 | 4 48 |
| WELLS FARGO ADVANTAGE HIGH INCOME FUND INS #3110<br>SYMBOL: SHYYX CUSIP: 949917538 | 2,607 562 | 7 450 | 19,426 34 | 20,000 00 | - 573 66 | 1,183 83 | 6 09 |
| **Total Domestic Mutual Funds** | | | **$103,814.26** | **$100,270.33** | **$3,543.93** | **$4,841.21** | **4.66%** |
| INTERNATIONAL MUTUAL FUNDS | | | | | | | |
| TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616<br>SYMBOL: TGBAX CUSIP: 880208400 | 6,146 749 | $13 090 | $80,460 94 | $79,969 21 | $491 73 | $3,153 28 | 3 92% |
| **Total International Mutual Funds** | | | **$80,460.94** | **$79,969.21** | **$491.73** | **$3,153.28** | **3.92%** |
| **Total Fixed Income** | | | **$351,913.00** | **$332,336.60** | **$19,576.40** | **$11,229.61** | |

## ASSET DETAIL *(continued)*

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Equities** | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | |
| COMCAST CORP CLASS A<br>SYMBOL: CMCSA CUSIP: 20030N101 | 500 000 | $51.965 | $25,982 50 | $7,710 00 | $18,272 50 | $390 00 | 1 50% |
| MCDONALDS CORP<br>SYMBOL: MCD CUSIP: 580135101 | 199 000 | 97 030 | 19,308 97 | 5,538 17 | 13,770 80 | 644.76 | 3 34 |
| TARGET CORP<br>SYMBOL: TGT CUSIP: 87612E106 | 325 000 | 63 270 | 20,562 75 | 16,025 75 | 4,537.00 | 559 00 | 2 72 |
| TJX COS INC NEW<br>SYMBOL: TJX CUSIP: 872540109 | 75 000 | 63.730 | 4,779 75 | 4,734.07 | 45.68 | 43.50 | 0 91 |
| WALT DISNEY CO<br>SYMBOL: DIS CUSIP: 254687106 | 125.000 | 76.400 | 9,550.00 | 8,352.49 | 1,197 51 | 107 50 | 1 13 |
| **Total Consumer Discretionary** | | | **$80,183.97** | **$42,360.48** | **$37,823.49** | **$1,744.76** | **2.18%** |
| CONSUMER STAPLES | | | | | | | |
| COCA COLA CO<br>SYMBOL: KO CUSIP: 191216100 | 260.000 | $41.310 | $10,740.60 | $8,686.56 | $2,054 04 | $291 20 | 2 71% |
| CVS/CAREMARK CORPORATION<br>SYMBOL: CVS CUSIP: 126650100 | 275.000 | 71.570 | 19,681 75 | 9,088 75 | 10,593 00 | 302.50 | 1 54 |
| KRAFT FOODS GROUP INC<br>SYMBOL· KRFT CUSIP: 50076Q106 | 116 000 | 53.910 | 6,253 56 | 4,223 65 | 2,029 91 | 243.60 | 3 89 |
| MONDELEZ INTERNATIONAL INC<br>SYMBOL: MDLZ CUSIP: 609207105 | 260.000 | 35.300 | 9,178 00 | 5,837 27 | 3,340 73 | 145 60 | 1.59 |
| PROCTER & GAMBLE CO<br>SYMBOL: PG CUSIP: 742718109 | 150 000 | 81.410 | 12,211.50 | 9,216 00 | 2,995.50 | 360 90 | 2 95 |
| **Total Consumer Staples** | | | **$58,065.41** | **$37,052.23** | **$21,013.18** | **$1,343.80** | **2.31%** |

## ASSET DETAIL *(continued)*

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| ENERGY | | | | | | | |
| APACHE CORP<br>SYMBOL: APA CUSIP: 037411105 | 125 000 | $85 940 | $10,742 50 | $11,667 82 | - $925 32 | $100 00 | 0 93% |
| CHEVRON CORP<br>SYMBOL: CVX CUSIP: 166764100 | 166 000 | 124.910 | 20,735.06 | 7,393.64 | 13,341.42 | 664 00 | 3 20 |
| EXXON MOBIL CORPORATION<br>SYMBOL: XOM CUSIP: 30231G102 | 181 000 | 101 200 | 18,317.20 | 3,332 21 | 14,984 99 | 456 12 | 2 49 |
| NATIONAL OILWELL VARCO INC COM<br>SYMBOL: NOV CUSIP: 637071101 | 100 000 | 79.530 | 7,953.00 | 7,262.96 | 690.04 | 104 00 | 1 31 |
| OCCIDENTAL PETE CORP<br>SYMBOL: OXY CUSIP: 674599105 | 160 000 | 95 100 | 15,216 00 | 7,926.40 | 7,289 60 | 409 60 | 2.69 |
| **Total Energy** | | | **$72,963.76** | **$37,583.03** | **$35,380.73** | **$1,733.72** | **2.38%** |
| FINANCIALS | | | | | | | |
| CAPITAL ONE FINANCIAL CORP<br>SYMBOL: COF CUSIP: 14040H105 | 125 000 | $76 610 | $9,576.25 | $8,333.35 | $1,242.90 | $150 00 | 1.57% |
| CME GROUP INCE<br>SYMBOL: CME CUSIP: 12572Q105 | 50 000 | 78 460 | 3,923 00 | 4,071 07 | - 148.07 | 90 00 | 2 29 |
| GOLDMAN SACHS GROUP INC<br>SYMBOL: GS CUSIP: 38141G104 | 50 000 | 177.260 | 8,863 00 | 7,970 99 | 892 01 | 110 00 | 1 24 |
| INTERCONTINENTALEXCHANGE GROUPINC<br>SYMBOL: ICE CUSIP: 45866F104 | 100 000 | 224 920 | 22,492 00 | 5,523 95 | 16,968 05 | 260 00 | 1 16 |
| JPMORGAN CHASE & CO<br>SYMBOL: JPM CUSIP: 46625H100 | 400 000 | 58 480 | 23,392 00 | 10,836 14 | 12,555.86 | 608 00 | 2 60 |
| US BANCORP DEL NEW<br>SYMBOL: USB CUSIP: 902973304 | 530 000 | 40 400 | 21,412 00 | 6,767.31 | 14,644 69 | 487 60 | 2 28 |
| **Total Financials** | | | **$89,658.25** | **$43,502.81** | **$46,155.44** | **$1,705.60** | **1.90%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/13 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| HEALTH CARE | | | | | | | |
| AMGEN INC<br>SYMBOL: AMGN CUSIP: 031162100 | 135 000 | $114 080 | $15,400 80 | $6,520 30 | $8,880 50 | $329.40 | 2 14% |
| BAXTER INTL INC<br>SYMBOL: BAX CUSIP· 071813109 | 155.000 | 69 550 | 10,780 25 | 11,092 84 | - 312.59 | 303 80 | 2 82 |
| CELGENE CORP COM<br>SYMBOL: CELG CUSIP: 151020104 | 135 000 | 168 968 | 22,810.68 | 5,769.50 | 17,041.18 | 0.00 | 0 00 |
| GILEAD SCIENCES INC<br>SYMBOL: GILD CUSIP: 375558103 | 670 000 | 75 100 | 50,317.00 | 15,288.34 | 35,028 66 | 0 00 | 0 00 |
| JOHNSON & JOHNSON<br>SYMBOL: JNJ CUSIP: 478160104 | 59 000 | 91 590 | 5,403.81 | 3,214 91 | 2,188 90 | 155 76 | 2 88 |
| UNITEDHEALTH GROUP INC<br>SYMBOL: UNH CUSIP: 91324P102 | 200 000 | 75.300 | 15,060.00 | 13,579.96 | 1,480 04 | 224 00 | 1.49 |
| **Total Health Care** | | | **$119,772.54** | **$55,465.85** | **$64,306.69** | **$1,012.96** | **0.85%** |
| INDUSTRIALS | | | | | | | |
| HONEYWELL INTERNATIONAL INC<br>SYMBOL: HON CUSIP: 438516106 | 300 000 | $91 370 | $27,411 00 | $12,660 00 | $14,751.00 | $540.00 | 1 97% |
| STERICYCLE INC COM<br>SYMBOL: SRCL CUSIP: 858912108 | 120 000 | 116.170 | 13,940 40 | 5,747.64 | 8,192 76 | 0.00 | 0 00 |
| UNION PACIFIC CORP<br>SYMBOL: UNP CUSIP: 907818108 | 75.000 | 168 000 | 12,600 00 | 12,011 82 | 588 18 | 237.00 | 1 88 |
| UNITED PARCEL SERVICE-CL B<br>SYMBOL: UPS CUSIP: 911312106 | 100.000 | 105 080 | 10,508 00 | 8,564.95 | 1,943 05 | 248.00 | 2.36 |
| UNITED TECHNOLOGIES CORP<br>SYMBOL: UTX CUSIP: 913017109 | 261 000 | 113 800 | 29,701.80 | 10,133 24 | 19,568 56 | 615 96 | 2.07 |
| 3M CO<br>COM<br>SYMBOL: MMM CUSIP: 88579Y101 | 245 000 | 140 250 | 34,361 25 | 20,531 00 | 13,830 25 | 837.90 | 2 44 |
| **Total Industrials** | | | **$128,522.45** | **$69,648.65** | **$58,873.80** | **$2,478.86** | **1.93%** |

## ASSET DETAIL *(continued)*

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| INFORMATION TECHNOLOGY | | | | | | | |
| APPLE INC<br>SYMBOL: AAPL CUSIP: 037833100 | 100 000 | $561 020 | $56,102 00 | $8,947 85 | $47,154.15 | $1,220 00 | 2 17% |
| CISCO SYSTEMS INC<br>SYMBOL: CSCO CUSIP: 17275R102 | 502 000 | 22.430 | 11,259 86 | 7,570.16 | 3,689 70 | 341 36 | 3 03 |
| E M C CORP MASS<br>SYMBOL: EMC CUSIP· 268648102 | 480 000 | 25 150 | 12,072 00 | 4,909 68 | 7,162 32 | 192 00 | 1.59 |
| INTEL CORP<br>COMM<br>SYMBOL: INTC CUSIP: 458140100 | 524 000 | 25 955 | 13,600 42 | 9,249 16 | 4,351 26 | 471 60 | 3 47 |
| MICROSOFT CORP<br>SYMBOL: MSFT CUSIP: 594918104 | 415 000 | 37 410 | 15,525 15 | 14,931.70 | 593 45 | 464 80 | 2 99 |
| ORACLE CORPORATION<br>SYMBOL: ORCL CUSIP: 68389X105 | 430 000 | 38 260 | 16,451 80 | 6,531.06 | 9,920 74 | 206 40 | 1 25 |
| QUALCOMM INC<br>SYMBOL: QCOM CUSIP: 747525103 | 150 000 | 74 250 | 11,137 50 | 5,857 00 | 5,280 50 | 210 00 | 1 89 |
| **Total Information Technology** | | | **$136,148.73** | **$57,996.61** | **$78,152.12** | **$3,106.16** | **2.28%** |
| MATERIALS | | | | | | | |
| ECOLAB INC<br>SYMBOL: ECL CUSIP: 278865100 | 300 000 | $104 270 | $31,281 00 | $13,218 00 | $18,063 00 | $330 00 | 1 05% |
| **Total Materials** | | | **$31,281.00** | **$13,218.00** | **$18,063.00** | **$330.00** | **1.05%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/13 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| INTERNATIONAL EQUITIES | | | | | | | |
| ACCENTURE PLC<br>**CUSIP: G1151C101** | 315 000 | $82 220 | $25,899 30 | $8,718.26 | $17,181 04 | $585 90 | 2 26% |
| ANHEUSER-BUSCH INBEV SPN<br>**CUSIP: 03524A108** | 75.000 | 106 460 | 7,984 50 | 7,742 17 | 242 33 | 187.80 | 2 35 |
| DIAGEO PLC - ADR<br>SPONSORED ADR<br>**CUSIP: 25243Q205** | 150 000 | 132 420 | 19,863 00 | 9,516.00 | 10,347 00 | 449 70 | 2 26 |
| EATON CORP PLC<br>**CUSIP: G29183103** | 125.000 | 76 120 | 9,515 00 | 8,518.74 | 996 26 | 210 00 | 2.21 |
| HSBC - ADR<br>SPONSORED ADR<br>**CUSIP: 404280406** | 200.000 | 55 130 | 11,026.00 | 10,959 08 | 66.92 | 480 00 | 4 35 |
| SCHLUMBERGER LTD<br>**CUSIP: 806857108** | 130.000 | 90.110 | 11,714 30 | 5,950.30 | 5,764 00 | 162.50 | 1 39 |
| TOTAL S A. - ADR<br>SPONSORED ADR<br>**CUSIP: 89151E109** | 75.000 | 61.270 | 4,595.25 | 4,469.51 | 125 74 | 196 95 | 4.29 |
| **Total International Equities** | | | **$90,597.35** | **$55,874.06** | **$34,723.29** | **$2,272.85** | **2.51%** |
| DOMESTIC MUTUAL FUNDS | | | | | | | |
| GOLDMAN SACHS GROWTH OPPORTUNITY FUND INSTITUTIONAL SHARES #1132<br>**SYMBOL: GGOIX CUSIP: 38142Y401** | 3,740 817 | $30 450 | $113,907.88 | $81,437 59 | $32,470 29 | $0.00 | 0 00% |
| ISHARES CORE S&P SMALL-CAP ETF<br>**SYMBOL. IJR CUSIP. 464287804** | 264 000 | 109 130 | 28,810.32 | 25,050.59 | 3,759 73 | 288.55 | 1 00 |
| **Total Domestic Mutual Funds** | | | **$142,718.20** | **$106,488.18** | **$36,230.02** | **$288.55** | **0.20%** |

## ASSET DETAIL *(continued)*

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| INTERNATIONAL MUTUAL FUNDS | | | | | | | |
| HARBOR INTERNATIONAL FUND CLASS INSTITUTIONAL #2011<br>SYMBOL: HAINX CUSIP: 411511306 | 1,816 038 | $71 010 | $128,956 86 | $116,571.05 | $12,385 81 | $2,714 98 | 2 10% |
| WELLS FARGO ADVANTAGE EMERGING MARKETS EQUITY FUND CLASS INS #4146<br>SYMBOL: EMGNX CUSIP: 94975P751 | 1,702 335 | 22 030 | 37,502.44 | 35,000 00 | 2,502 44 | 151 66 | 0.40 |
| **Total International Mutual Funds** | | | **$166,459.30** | **$151,571.05** | **$14,888.25** | **$2,866.64** | **1.72%** |
| **Total Equities** | | | **$1,116,370.96** | **$670,760.95** | **$445,610.01** | **$18,883.90** | **1.69%** |

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Real Assets** | | | | | | | |
| REAL ESTATE INVESTMENT TRUSTS (REITS) | | | | | | | |
| AMERICAN TOWER CORP<br>SYMBOL. AMT CUSIP: 03027X100 | 320 000 | $79.820 | $25,542 40 | $8,799 04 | $16,743.36 | $371 20 | 1 45% |
| **Total Real Estate Investment Trusts (Reits)** | | | **$25,542.40** | **$8,799.04** | **$16,743.36** | **$371.20** | **1.45%** |

## ASSET DETAIL *(continued)*

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| **Real Assets** *(continued)* | | | | | | | |
| REAL ASSET FUNDS | | | | | | | |
| POWERSHARES DB COMMODITY INDEX<br>SYMBOL: DBC CUSIP: 73935S105 | 1,936.000 | $25.660 | $49,677.76 | $50,355.36 | - $677.60 | $0.00 | 0.00% |
| SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF<br>SYMBOL: RWX CUSIP: 78463X863 | 1,035.000 | 41.200 | 42,642.00 | 40,023.45 | 2,618.55 | 1,934.42 | 4.54 |
| VANGUARD REIT VIPER<br>SYMBOL: VNQ CUSIP: 922908553 | 610.000 | 64.560 | 39,381.60 | 39,752.28 | - 370.68 | 1,702.51 | 4.32 |
| **Total Real Asset Funds** | | | **$131,701.36** | **$130,131.09** | **$1,570.27** | **$3,636.93** | **2.76%** |
| **Total Real Assets** | | | **$157,243.76** | **$138,930.13** | **$18,313.63** | **$4,008.13** | **2.55%** |

| | ACCOUNT VALUE AS OF 12/31/13 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME |
|---|---|---|---|---|
| **TOTAL ASSETS** | **$1,708,464.20** | **$1,224,964.16** | **$483,500.04** | **$34,129.93** |

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

| **(a)** Name and address | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation **(If not paid, enter -0-)** | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| RICHARD CREW<br>PO BOX 4667<br>SCOTTSDALE, AZ 85261 | President/Treas<br>3 00 | 0 | | |
| DANIELLE DEARBORN<br>PO BOX 4667<br>SCOTTSDALE, AZ 85261 | Secretary<br>3 00 | 0 | | |
| DEANNA CREW<br>PO BOX 4667<br>SCOTTSDALE, AZ 85261 | Trustee<br>3 00 | 0 | | |
| MIKE DEARBORN<br>PO BOX 4667<br>SCOTTSDALE, AZ 85261 | Vice President<br>3 00 | 0 | | |
| DIANE PALACIOS<br>PO BOX 4667<br>SCOTTSDALE, AZ 85261 | Trustee<br>3 00 | 0 | | |
| RODRIGO PALACIOS<br>PO BOX 4667<br>SCOTTSDALE, AZ 85261 | Trustee<br>3 00 | 0 | | |