Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation	A Employer identification number
LOIS CHILES FOUNDATION	20-1673659
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
C/O ANCHIN, 1375 BROADWAY	( ) -
City or town, state or province, country, and ZIP or foreign postal code	C If exemption application is pending, check here ▶ ☐
NEW YORK, NY 10018	

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,593,449.

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)	1,434,500.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	103.	103.		ATCH 1
	4 Dividends and interest from securities	3,095.	3,095.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,703.			
	b Gross sales price for all assets on line 6a 1,738,211.				
	7 Capital gain net income (from Part IV, line 2)		789,012.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,448,401.	792,210.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	6,590.	90.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	50.			50.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,640.	90.		50.
	25 Contributions, gifts, grants paid	301,500.			301,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	308,140.	90.		301,550.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,140,261.			
	b **Net investment income** (if negative, enter -0-)		792,120.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAY 1 4 2014
OGDEN, UT
IRS-OSC

SCANNED MAY 2 1 2014

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,446.	181,716.	181,716.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	91,835.	1,056,826.	1,411,733.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	98,281.	1,238,542.	1,593,449.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	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	98,281.	1,238,542.	
	30 **Total net assets or fund balances** (see instructions)	98,281.	1,238,542.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	98,281.	1,238,542.	

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	98,281.
2	Enter amount from Part I, line 27a	2	1,140,261.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,238,542.
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	1,238,542.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

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	789,012.
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	0

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	61,397.	114,902.	0.534342
2011	84,079.	107,262.	0.783866
2010	137,356.	209,486.	0.655681
2009	106,891.	270,976.	0.394467
2008	93,139.	246,296.	0.378159

2	**Total** of line 1, column (d)	2	2.746515
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.549303
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,015,258.
5	Multiply line 4 by line 3	5	557,684.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,921.
7	Add lines 5 and 6	7	565,605.
8	Enter qualifying distributions from Part XII, line 4	8	301,550.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _______________ **(attach copy of letter if necessary - see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	15,842.
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	15,842.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	15,842.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 9,011.		
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	9,011.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	6,831.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ANCHIN, BLOCK & ANCHIN LLP Telephone no ▶ 212-840-3456
Located at ▶ 1375 BROADWAY NEW YORK, NY ZIP+4 ▶ 10018

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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0	0	0

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

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

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

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		0
Total number of others receiving over $50,000 for professional services ▶		

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	816,130.
b	Average of monthly cash balances	1b	214,589.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,030,719.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,030,719.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,461.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,015,258.
6	**Minimum investment return.** Enter 5% of line 5	6	50,763.

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	50,763.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,842.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	15,842.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	34,921.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	34,921.
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	34,921.

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	301,550.
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	301,550.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	301,550.

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				34,921.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 108,016.				
c From 2010 137,755.				
d From 2011 49,724.				
e From 2012 55,658.				
f **Total** of lines 3a through e	351,153.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 301,550.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				34,921.
e Remaining amount distributed out of corpus	266,629.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	617,782.			
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				
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)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	617,782.			
10 Analysis of line 9				
a Excess from 2009 108,016.				
b Excess from 2010 137,755.				
c Excess from 2011 49,724.				
d Excess from 2012 55,658.				
e Excess from 2013 266,629.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(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					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

LOIS CHILES

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE #2				301,500.
Total ▶ 3a				301,500.
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.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	103.	
4 Dividends and interest from securities			14	3,095.	
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	10,703.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				13,901.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 13,901.

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule.

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

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

Lois Chiles | 5/5/2014 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PAUL GEVERTZMAN	CPA	5/2/14		P00448404
Firm's name ▶ ANCHIN BLOCK & ANCHIN LLP			Firm's EIN ▶ 13-0436940	
Firm's address ▶ 1375 BROADWAY NEW YORK, NY 10018-7001			Phone no 212-840-3456	

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
LOIS CHILES FOUNDATION

Employer identification number
20-1673659

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)

Name of organization LOIS CHILES FOUNDATION

Employer identification number 20-1673659

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	LOIS CHILES C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	$ 499,307.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
2	LOIS CHILES C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	$ 310,578.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
3	LOIS CHILES C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	$ 402,037.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
4	LOIS CHILES C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	$ 222,578.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization LOIS CHILES FOUNDATION

Employer identification number 20-1673659

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
1	PUBLIC SECURITIES - 5,305 SHS ALEXION PHARMACEUTICALS INC.(ALXN) @ 94.12 PER SHARE	$ 499,307.	01/24/2013
2	PUBLIC SECURITIES - 3,700 SHS WHOLE FOODS MARKET INC.(WFM) @ 83.94 PER SHARE	$ 310,578.	04/03/2013
3	PUBLIC SECURITIES - 9,757 SHS BERKLEY WR CORP(WRB) @ 41.205 PER SHARE	$ 402,037.	06/07/2013
4	PUBLIC SECURITIES - 3,970 SHS WHOLE FOODS MARKET INC.(WFM) @ 56.065 PER SHARE	$ 222,578.	11/28/2013
		$	
		$	

Name of organization LOIS CHILES FOUNDATION

Employer identification number 20-1673659

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. See instructions.) ▶ $

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

(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

(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

(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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES (ST LOSS) PROPERTY TYPE: SECURITIES				P	01/01/2013	12/31/2013
261,506.		261,734.					-228.	
		PUBLICLY TRADED SECURITIES (LT GAIN) PROPERTY TYPE: SECURITIES				P	01/01/2012	12/31/2013
43,915.		31,274.					12,641.	
		PUBLICLY TRADED SECURITIES (LT GAIN) PROPERTY TYPE: SECURITIES				D	01/01/2012	12/31/2013
1,432,790.		656,191.					776,599.	
TOTAL GAIN(LOSS)							789,012.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TD BANK		103.	103.
	TOTAL	103.	103.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GILDER, GAGNON, & HOWE	3,095.	3,095.
TOTAL	3,095.	3,095.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD	90.	90.
FED EXCISE TAX ON NET INV INC	6,500.	
TOTALS	6,590.	90.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FILING FEES	50.	50.
TOTALS	50.	50.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCH. 1	1,056,826.	1,411,733.
TOTALS	1,056,826.	1,411,733.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LOIS CHILES C/O ANCHIN, BLOCK & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018	PRESIDENT 3.00	0	0	0
SUE KIEL C/O ANCHIN, BLOCK & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018	VICE PRESIDENT 3.00	0	0	0
GARY S. CASTLE C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	SECRETARY 3.00	0	0	0
	GRAND TOTALS	0	0	0

FEDERAL FOOTNOTES

PART VII-B QUESTION 1A 4 - COMPENSATION PAID RELATED TO DISQUALIFIED PERSON DETAIL: THE FOUNDATION MAINTAINS A BROKERAGE ACCOUNT WITH GILDER GAGNON HOWE & CO LLC, AT WHICH RICHARD GILDER, THE SPOUSE OF FOUNDATION OFFICER LOIS CHILES, IS A MEMBER. STANDARD BROKERAGE COMMISSIONS ARE APPLIED TO THE ACCOUNT.

Detail Appraisal Report - as of December 31, 2013

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

T/D Balance	0.00	Cash Available	0.00	Total Equity	1,545,133.00

Account: The Lois Chiles Foundation/191-15607 1/0

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
775	***ARM HLDGS ORD GBP0 0005 Security A008081	02/13/2013 ST		0 08	14 6686	11,368 19	18 1567	14,071 44	2,703 25 23 78%
297	***ASOS PLC Security A016210	06/11/2013 ST		0 00	64 1794	19,061 28	101 1753	30,049 06	10,987 78 57 64%
655	ALNYLAM PHARMACEUTICALS INC Security ALNY	07/03/2013 ST		0 00	36 6068	23,977 45	64 3000	42,116 50	18,139 05 75 65%
14	AMAZON COM INC Security AMZN	06/01/2009 ST		0 00	79 1186	1,107 66	398 7900	5,583 06	4,475 40 404 04%
4	AMAZON COM INC Security AMZN	08/02/2012 ST		0 00	235 6225	942 49	398 7900	1,595 16	652.67 69 25%
70	AMAZON COM INC Security AMZN	02/12/2013 ST		0 00	262 4629	18,372 40	398 7900	27,915 30	9,542 90 51 94%
43	AMAZON COM INC Security AMZN	09/20/2013 ST		0 00	321 6823	13,832 34	398 7900	17,147 97	3,315.63 23 97%
131	**Total for AMZN**			**AVG Unit Cost**	**261.4877**	**34,254 89**		**52,241.49**	**17,986.60 52.51%**
900	HOMEAWAY INC COM Security AWAY	12/12/2013 ST		0 00	37 0000	33,300 00	40 8800	36,792 00	3,492.00 10 49%
710	BIOSCRIP INC Security BIOS	03/12/2013 ST		0 00	12 1976	8,660 31	7 4000	5,254 00	(3,406 31) (39 33%)
717	BIOSCRIP INC Security BIOS	07/18/2013 ST		0 00	16 7036	11,976 45	7 4000	5,305 80	(6,670 65) (55 70%)
1,427	**Total for BIOS**			**AVG Unit Cost**	**14.4616**	**20,636.76**		**10,559.80**	**(10,076.96) (48.83%)**
31	BIOMARIN PHARMACEUTICAL INC Security BMRN	01/24/2012 ST		0 00	35 5094	1,100 79	70 3500	2,180 85	1,080 06 98 12%
14	BIOMARIN PHARMACEUTICAL INC Security BMRN	02/13/2012 ST		0 00	38 7714	542 80	70 3500	984 90	442 10 81 45%
29	BIOMARIN PHARMACEUTICAL INC Security BMRN	07/24/2012 ST		0 00	39 2786	1,139 08	70 3500	2,040 15	901 07 79 11%

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
29	BIOMARIN PHARMACEUTICAL INC Security BMRN	12/06/2012 ST		0 00	48 5455	1,407 82	70 3500	2,040 15	632 33 44 92%
135	BIOMARIN PHARMACEUTICAL INC Security BMRN	02/11/2013 ST		0 00	55 8293	7,536 96	70 3500	9,497 25	1,960 29 26 01%
152	BIOMARIN PHARMACEUTICAL INC Security BMRN	06/04/2013 ST		0 00	61 0453	9,278 89	70 3500	10,693 20	1,414 31 15 24%
390	**Total for BMRN**			**AVG Unit Cost**	**53.8624**	**21,006 34**		**27,436.50**	**6,430.16 30.61%**
979	BOSTON SCIENTIFIC CORP Security BSX	02/21/2013 ST		0 00	7 3180	7,164 34	12 0200	11,767 58	4,603 24 64 25%
782	BOSTON SCIENTIFIC CORP Security BSX	05/10/2013 ST		0 00	8 5623	6,695 71	12 0200	9,399 64	2,703 93 40 38%
824	BOSTON SCIENTIFIC CORP Security BSX	07/09/2013 ST		0 00	9 2690	7,637 68	12 0200	9,904 48	2,266 80 29 68%
2,585	**Total for BSX**			**AVG Unit Cost**	**8.3163**	**21,497.73**		**31,071 70**	**9,573 97 44.53%**
97	CONTINENTAL RESOURCES INC Security CLR	02/25/2013 ST		0 00	85 2721	8,271 39	112 5200	10,914 44	2,643 05 31 95%
79	CONTINENTAL RESOURCES INC Security CLR	05/08/2013 ST		0 00	85 2727	6,736 54	112 5200	8,889 08	2,152 54 31 95%
176	**Total for CLR**			**AVG Unit Cost**	**85.2723**	**15,007.93**		**19,803.52**	**4,795.59 31.95%**
657	CAPSTONE TURBINE CORP Security CPST	02/01/2012 ST		0 00	1 2502	821 39	1 2900	847 53	26 14 3 18%
8,091	CAPSTONE TURBINE CORP Security CPST	08/06/2013 ST		0 00	1 4134	11,436 19	1 2900	10,437 39	(998 80) (8 73%)
8,748	**Total for CPST**			**AVG Unit Cost**	**1.4012**	**12,257 58**		**11,284 92**	**(972 66) (7.94%)**
112	CRAY INC Security CRAY	12/12/2012 ST		0 00	14 9244	1,671 53	27 4600	3,075 52	1,403 99 83 99%
689	CRAY INC Security CRAY	03/19/2013 ST		0 00	21 3805	14,731 16	27 4600	18,919 94	4,188 78 28 43%
638	CRAY INC Security CRAY	05/10/2013 ST		0 00	16 9974	10,844 31	27 4600	17,519 48	6,675 17 61 55%
402	CRAY INC Security CRAY	07/08/2013 ST		0 00	20 9518	8,422 61	27 4600	11,038 92	2,616 31 31 06%
1,841	**Total for CRAY**			**AVG Unit Cost**	**19 3751**	**35,669.61**		**50,553.86**	**14,884.25 41 73%**
2,501	***DAIWA SECURITIES GROUP INC JAPAN ORD Security D028749	04/18/2013 ST		0 32	8 3733	20,941 57	9 9907	24,986 86	4,045 29 19 32%

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
801	***DAIWA SECURITIES GROUP INC JAPAN ORD Security D028749	05/09/2013 ST		0 32	8 9844	7,196 49	9 9907	8,002 59	806.10 11 20%
3,302	**Total for D028749**			**AVG Unit Cost**	**8.5215**	**28,138.06**		**32,989.45**	**4,851.39 17.24%**
31	DIGITALGLOBE INC COM Security DGI	09/25/2012 ST		0 00	21 4403	664 65	41 1500	1,275 65	611 00 91 93%
367	DIGITALGLOBE INC COM Security DGI	03/12/2013 ST		0 00	29 2200	10,723 75	41 1500	15,102 05	4,378 30 40 83%
219	DIGITALGLOBE INC COM Security DGI	09/11/2013 ST		0 00	34 1985	7,489 47	41 1500	9,011 85	1,522 38 20 33%
617	**Total for DGI**			**AVG Unit Cost**	**30.5962**	**18,877.87**		**25,389.55**	**6,511.68 34.49%**
1,587	DEXCOM INC Security DXCM	07/10/2013 ST		0 00	22 4306	35,597 40	35 4100	56,195 67	20,598 27 57 86%
688	E2OPEN INC COM Security EOPN	01/29/2013 ST		0 00	18 0749	12,435 53	23 9100	16,450 08	4,014 55 32.28%
453	EPL OIL & GAS INC COM Security EPL	05/01/2013 ST		0 00	31 6297	14,328 26	28 5000	12,910 50	(1,417 76) (9 89%)
399	EPIZYME INC COM Security EPZM	10/31/2013 ST		0 00	40 3745	16,109 43	20 8000	8,299 20	(7,810 23) (48 48%)
155	EXACT SCIENCES CORP Security EXAS	05/14/2012 ST		0 00	10 7212	1,661 78	11 7500	1,821 25	159 47 9 60%
251	EXACT SCIENCES CORP Security EXAS	03/12/2013 ST		0 00	10 1808	2,555 38	11 7500	2,949 25	393 87 15 41%
406	**Total for EXAS**			**AVG Unit Cost**	**10.3871**	**4,217.16**		**4,770 50**	**553.34 13.12%**
51	FACEBOOK INC CL A Security FB	12/31/2012 ST		0 00	26 6702	1,360 18	54 6490	2,787 10	1,426 92 104 91%
493	FACEBOOK INC CL A Security FB	01/30/2013 ST		0 00	31 6508	15,603 82	54 6490	26,941 96	11,338 14 72 66%
518	FACEBOOK INC CL A Security FB	07/24/2013 ST		0 00	31 3490	16,238 79	54 6490	28,308 18	12,069 39 74.32%

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
311	FACEBOOK INC CL A Security FB	09/18/2013 ST		0 00	45 3175	14,093 74	54 6490	16,995 84	2,902 10 20 59%
1,373	**Total for FB**			**AVG Unit Cost**	**34.4476**	**47,296.53**		**75,033.08**	**27,736.55 58 64%**
560	FOUNDATION MEDICINE INC COM Security FMI	10/31/2013 ST		0 00	32 5019	18,201 04	23 8200	13,339 20	(4,861 84) (26 71%)
107	FIESTA RESTAURANT GROUP INC Security FRGI	03/22/2013 ST		0 00	24 2500	2,594 75	52 2400	5,589 68	2,994 93 115 42%
410	FIESTA RESTAURANT GROUP INC Security FRGI	09/11/2013 ST		0 00	34 5400	14,161 40	52 2400	21,418 40	7,257 00 51 24%
169	FIESTA RESTAURANT GROUP INC Security FRGI	10/02/2013 ST		0 00	38 5971	6,522 91	52 2400	8,828 56	2,305 65 35 35%
686	**Total for FRGI**			**AVG Unit Cost**	**33.9345**	**23,279.06**		**35,836.64**	**12,557.58 53.94%**
92	GILEAD SCIENCES INC Security GILD	08/02/2012 ST		0 00	29 6995	2,732 35	75 1000	6,909 20	4,176 85 152 87%
77	GREEN MOUNTAIN COFFEE ROASTERS INC (FORMERLY GREEN MOUNTAIN COFFEE INC) Security GMCR	11/27/2012 ST		1 00	29 6151	2,280 36	75 5400	5,816 58	3,536 22 155 07%
120	GREEN MOUNTAIN COFFEE ROASTERS INC (FORMERLY GREEN MOUNTAIN COFFEE INC) Security GMCR	02/07/2013 ST		1 00	46 4324	5,571 89	75 5400	9,064 80	3,492 91 62 69%
108	GREEN MOUNTAIN COFFEE ROASTERS INC (FORMERLY GREEN MOUNTAIN COFFEE INC) Security GMCR	07/31/2013 ST		1 00	78 5788	8,486 51	75 5400	8,158 32	(328 19) (3 87%)
192	GREEN MOUNTAIN COFFEE ROASTERS INC (FORMERLY GREEN MOUNTAIN COFFEE INC) Security GMCR	10/17/2013 ST		1 00	66 2220	12,714 63	75 5400	14,503 68	1,789 05 14 07%
497	**Total for GMCR**			**AVG Unit Cost**	**58 4575**	**29,053 39**		**37,543.38**	**8,489.99 29.22%**

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
3	GOOGLE INC CL A Security GOOG	01/20/2012 ST		0 00	594 4933	1,783 48	1,120 7100	3,362 13	1,578 65 88 52%
296	W R GRACE & CO-DEL NEW Security GRA	09/09/2013 ST		0 00	85 4549	25,294 65	98 8700	29,265 52	3,970 87 15 70%
659	INCYTE CORPORATION FORMERLY INCYTE GENOMICS INC Security INCY	08/21/2013 ST		0 00	36 9874	24,374 68	50 6300	33,365 17	8,990 49 36 88%
136	KANSAS CITY SOUTHERN Security KSU	05/01/2013 ST		0 86	109 6563	14,913 26	123 8300	16,840 88	1,927 62 12 93%
22	LINKEDIN CORPORATION COM CL A Security LNKD	03/19/2012 ST		0 00	92 0423	2,024 93	216 8300	4,770 26	2,745 33 135 58%
17	LINKEDIN CORPORATION COM CL A Security LNKD	05/30/2012 ST		0 00	98 9800	1,682 66	216 8300	3,686 11	2,003 45 119 06%
78	LINKEDIN CORPORATION COM CL A Security LNKD	05/09/2013 ST		0 00	179 4594	13,997 83	216 8300	16,912 74	2,914 91 20.82%
54	LINKEDIN CORPORATION COM CL A Security LNKD	05/14/2013 ST		0 00	183 1900	9,892 26	216 8300	11,708 82	1,816 56 18 36%
171	**Total for LNKD**			**AVG Unit Cost**	**161.3899**	**27,597 68**		**37,077 93**	**9,480.25 34 35%**
315	***MORPHOSYS Security M019556	08/28/2013 ST		0 00	74 6099	23,502 11	77 1173	24,291 96	789 85 3 36%
580	***MITSUI FUDOSAN CO LTD Security M314047	05/14/2013 ST		0 21	34 7538	20,157 19	36 0143	20,888 27	731 08 3 63%
11	NETFLIX COM INC Security NFLX	04/12/2012 ST		0 00	104 2564	1,146 82	368 1700	4,049 87	2,903 05 253 14%
16	NETFLIX COM INC Security NFLX	04/23/2012 ST		0 00	103 4438	1,655 10	368 1700	5,890 72	4,235 62 255 91%
120	NETFLIX COM INC Security NFLX	01/30/2013 ST		0 00	167 9761	20,157 13	368 1700	44,180 40	24,023 27 119 18%
147	**Total for NFLX**			**AVG Unit Cost**	**156.1840**	**22,959.05**		**54,120.99**	**31,161 94 135.73%**
2,740	***OCADO GROUP PLC Security P026248	07/17/2013 ST		0 00	4 9621	13,596 07	7 2957	19,990 28	6,394 21 47 03%
1,255	***OCADO GROUP PLC Security P026248	12/20/2013 ST		0 00	7 4930	9,403 66	7 2957	9,156 13	(247 53) (2 63%)

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
3,995	**Total for P026248**			**AVG Unit Cost**	**5.7571**	**22,999.73**		**29,146.41**	**6,146.68** **26 73%**
153	PACIRA PHARMACEUTICALS INC Security PCRX	09/12/2012 ST		0 00	18 0092	2,755 41	57 4900	8,795 97	6,040 56 219 23%
36	PACIRA PHARMACEUTICALS INC Security PCRX	10/12/2012 ST		0 00	18 0781	650 81	57 4900	2,069 64	1,418 83 218.01%
220	PACIRA PHARMACEUTICALS INC Security PCRX	02/28/2013 ST		0 00	22 0994	4,861 87	57 4900	12,647 80	7,785 93 160 14%
319	PACIRA PHARMACEUTICALS INC Security PCRX	05/09/2013 ST		0 00	27 8574	8,886 50	57 4900	18,339 31	9,452 81 106 37%
182	PACIRA PHARMACEUTICALS INC Security PCRX	10/09/2013 ST		0 00	50 9892	9,280 04	57 4900	10,463 18	1,183 14 12 75%
910	**Total for PCRX**			**AVG Unit Cost**	**29 0490**	**26,434 63**		**52,315 90**	**25,881.27** **97.91%**
5	***RAYSUM CO LTD NPV Security R003637	05/15/2013 ST		0 00	2,192 1080	10,960 54	1,601 3739	8,006 87	(2,953 67) (26 95%)
312	RESTORATION HARDWARE HLDGS INC COM Security RH	07/11/2013 ST		0 00	70 0000	21,840 00	67 3000	20,997 60	(842 40) (3 86%)
199	***SUMITOMO MITSUI FINANCIAL GROUP INC Security S016428	03/06/2013 ST		1 14	42 2578	8,409 31	51 5713	10,262 68	1,853.37 22 04%
49,012	***SAFARICOM NPV Security S024166	02/11/2013 ST		0 00	0 0653	3,202 24	0 1257	6,161 99	2,959 75 92 43%
24,644	***SAFARICOM NPV Security S024166	02/13/2013 ST		0 00	0 0652	1,607 92	0 1257	3,098 35	1,490 43 92 69%
135,495	***SAFARICOM NPV Security S024166	09/27/2013 ST		0 00	0 0994	13,466 25	0 1257	17,035 00	3,568 75 26 50%
209,151	**Total for S024166**			**AVG Unit Cost**	**0 0874**	**18,276.41**		**26,295 34**	**8,018.93** **43.88%**
508	***SUMITOMO REALTY & DEVELOPMENT CO LTD Security S662508	12/06/2013 ST		0 19	45 9169	23,325 78	49 7634	25,279 82	1,954 04 8 38%
669	***SURUGA BANK LTD Security S721455	05/20/2013 ST		0 14	18 3859	12,300 19	17 9453	12,005 39	(294 80) (2 40%)
587	***SURUGA BANK LTD Security S721455	07/03/2013 ST		0 14	18 6159	10,927 55	17 9453	10,533 88	(393.67) (3 60%)
1,256	**Total for S721455**			**AVG Unit Cost**	**18 4934**	**23,227 74**		**22,539.27**	**(688.47)** **(2.96%)**

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
286	SPIRIT AIRLINES INC Security SAVE	03/11/2013 ST		0 00	24 1218	6,898 84	45 4100	12,987 26	6,088 42 88 25%
49	STARBUCKS CORP Security SBUX	06/05/2012 ST		1 04	52 9459	2,594 35	78 3900	3,841 11	1,246 76 48 06%
306	STARBUCKS CORP Security SBUX	06/11/2013 ST		1 04	66 3020	20,288 41	78 3900	23,987 34	3,698 93 18 23%
355	**Total for SBUX**			**AVG Unit Cost**	**64 4585**	**22,882 76**		**27,828.45**	**4,945.69 21.61%**
601	SOLARCITY CORPORATION COMMON STOCK Security SCTY	08/02/2013 ST		0 00	41 2231	24,775 07	56 8200	34,148 82	9,373 75 37 84%
56	SAREPTA THERAPEUTICS INC COM Security SRPT	10/12/2012 ST		0 00	30 2895	1,696 21	20 3700	1,140 72	(555.49) (32 75%)
309	SAREPTA THERAPEUTICS INC COM Security SRPT	01/25/2013 ST		0 00	28 2282	8,722 52	20 3700	6,294 33	(2,428 19) (27 84%)
365	**Total for SRPT**			**AVG Unit Cost**	**28.5445**	**10,418.73**		**7,435 05**	**(2,983.68) (28.64%)**
212	***SCORPIO TANKERS INC Security STNG	02/19/2013 ST		0 28	8 6644	1,836 85	11 7900	2,499 48	662 63 36 07%
853	***SCORPIO TANKERS INC Security STNG	07/12/2013 ST		0 28	10 2787	8,767 69	11 7900	10,056 87	1,289 18 14 70%
782	***SCORPIO TANKERS INC Security STNG	07/31/2013 ST		0 28	9 5000	7,429 00	11 7900	9,219 78	1,790 78 24 11%
1,847	**Total for STNG**			**AVG Unit Cost**	**9 7637**	**18,033.54**		**21,776 13**	**3,742 59 20.75%**
56	TRIPADVISOR INC Security TRIP	02/01/2012 ST		0 00	35 0893	1,965 00	82 8300	4,638 48	2,673 48 136 05%
132	TRIPADVISOR INC Security TRIP	02/08/2013 ST		0 00	47 5773	6,280 21	82 8300	10,933 56	4,653 35 74 10%
204	TRIPADVISOR INC Security TRIP	08/14/2013 ST		0 00	75 9419	15,492 14	82 8300	16,897 32	1,405 18 9 07%
392	**Total for TRIP**			**AVG Unit Cost**	**60.5545**	**23,737.35**		**32,469.36**	**8,732 01 36 79%**
267	TESLA MOTORS INC Security TSLA	04/30/2013 ST		0 00	54 3875	14,521 45	150 4290	40,164 54	25,643 09 176 59%
243	TOWERS WATSON & CO CLASS A Security TW	12/12/2013 ST		0 56	120 3052	29,234 16	127 6100	31,009 23	1,775 07 6 07%
706	TWITTER INC Security TWTR	11/27/2013 ST		0 00	41.2961	29,155 02	63 6500	44,936 90	15,781 88 54 13%

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type. Common Stock									
6,414	THERAPEUTICSMD INC Security TXMD	09/11/2013 ST		0 00	2 3721	15,214 74	5 2100	33,416 94	18,202 20 119 64%
554	YELP INC CL A Security YELP	07/22/2013 ST		0 00	42 0344	23,287 04	68 9500	38,198 30	14,911 26 64 03%
265	ZILLOW INC CL A Security Z	08/16/2013 ST		0 00	91 7271	24,307 67	81 7300	21,658 45	(2,649 22) (10 90%)
Total for Common Stock						**1,056,826 45**		**1,411,733 41**	**354,906.96 33.58%**
Grand Total:						**1,056,826.45**		**1,411,733.41**	**354,906.96 33 58%**

THE LOIS CHILES FOUNDATION
EIN # 20-1673659
ATTACHMENT TO FORM 990PF PART XV
FOR THE YEAR ENDED DECEMBER 31, 2013

Schedule # 2

DATE	RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	CASH CONTRIBUTION
Various	**Fountain House, Inc.**	425 W 47th Street New York, NY 10036 2304	None Public Charity	General Fund	2,500 00
Various	**The National Audubon Society, Inc.**	225 Varick Street 7th Floor New York, NY 10014	None Public Charity	General Fund	1,000.00
Various	**New York Historical Society**	170 Central Park West New York, NY 10024	None Public Charity	General Fund	35,000 00
Various	**The Texas Democracy Foundation**	307 West 7th Street Austin, TX 78701	None Public Charity	General Fund	6,500.00
Various	**Second Stage Theater**	305 West 43rd Street New York, NY 10036	None Public Charity	General Fund	10,000.00
Various	**Women for Women International**	4455 Connecticut Avenue NW Suite 200 Washington D.C. 20008	None Public Charity	General Fund	7,500.00
Various	**The Rockefeller University**	1230 York Avenue New York, NY 10065	None Public Charity	General Fund	5,000 00
Various	**Peter Michael Foundation**	12400 Ida Clayton Road Calistoga, CA 94515	None Public Charity	General Fund	1,000.00
Various	**Page Seventy Three Productions Inc**	138 S Oxford Street Suite 4E Brooklyn, NY 11217	None Public Charity	General Fund	1,000.00
Various	**Yale University**	PO Box 208239 New Haven, CT 06520-8239	None Public Charity	General Fund	125,000 00
Various	**International Women's Media Foundation**	1625 K Street, NW Suite 1275 Washington, DC 20006	None Public Charity	General Fund	10,000.00
Various	**The University of Texas System**	210 West 6th Street Suite 1 200 Austin, TX 78701	None Public Charity	General Fund	50,000.00

THE LOIS CHILES FOUNDATION
EIN # 20-1673659
ATTACHMENT TO FORM 990PF PART XV
FOR THE YEAR ENDED DECEMBER 31, 2013

Schedule # 2

DATE	RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	CASH CONTRIBUTION
Various	**City Parks Foundation**	830 Fifth Avenue New York, NY 10065	None Public Charity	General Fund	2,000.00
Various	**The Norman Mailer Center Inc**	1841 Broadway No. 812 New York, NY 10023	None Public Charity	General Fund	5,000.00
Various	**The Doe Fund, Inc**	232 East 84th Street New York, NY 10028	None Public Charity	General Fund	5,000 00
Various	**Herring Gut Learning Center**	P O. Box 286 Port Clyde, ME 04855	None Private Exempt Operating Foundation	General Fund	5,000.00
Various	**The Center for Reproductive Rights, Inc.**	120 Wall Street 14th Floor New York, NY 10005	None Public Charity	General Fund	10,000.00
Various	**The Flea Theater, Inc.**	250 W 57 St 26 FL New York, NY 10107	None Public Charity	General Fund	10,000.00
Various	**Jazz Foundation of America, Inc.**	322 West 48th Street, 3rd Fl New York, NY 10036	None Public Charity	General Fund	10,000 00
	Grand Total				**301,500.00**