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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ 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 Zephyr Chantable Foundation Inc		A Employer identification number 20-2597193	
% c/o Foundation Source		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 2,988,531		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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)	0			
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4	4		
	4 Dividends and interest from securities.	66,359	66,359		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	219,295			
	b Gross sales price for all assets on line 6a 1,141,508				
	7 Capital gain net income (from Part IV, line 2) . . .		219,443		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	285,658	285,806		
	13 Compensation of officers, directors, trustees, etc				
	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)	14,339	14,339		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,404			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	16,404	15		16,389
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	35,147	14,354		16,389
	25 Contributions, gifts, grants paid	121,700			121,700
	26 Total expenses and disbursements. Add lines 24 and 25	156,847	14,354		138,089
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	128,811			
	b Net investment income (if negative, enter -0-)		271,452		
	c Adjusted net income (if negative, enter -0-)				

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	45,079	90,764	90,764
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,306,600	2,453,081	2,808,386
	c	Investments—corporate bonds (attach schedule).	152,587	89,232	89,381
	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)	2,504,266	2,633,077	2,988,531	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	2,504,266	2,633,077	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,504,266	2,633,077	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,504,266	2,633,077		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	2,504,266
2	Enter amount from Part I, line 27a	2	128,811
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,633,077
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	2,633,077

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)
1 a Publicly-traded Securities				
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 1,141,508		922,065	219,443
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			219,443
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	219,443
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	120,014	2,708,542	0 044309
2011	126,773	2,708,877	0 046799
2010	115,635	2,554,658	0 045264
2009	143,014	2,304,764	0 062051
2008	155,471	2,725,618	0 057041

2 Total of line 1, column (d).	2	0 255464
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 051093
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,856,387
5 Multiply line 4 by line 3.	5	145,941
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,715
7 Add lines 5 and 6.	7	148,656
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	138,089

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 <input type="checkbox"/> and enter "N/A" on line 1		1	5,429		
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 <input type="checkbox"/> and enter 1% of Part I, line 27b		2			
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	5,429
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	5,429		
6 Credits/Payments		7	3,000		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			3,000	
b Exempt foreign organizations—tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c				
d Backup withholding erroneously withheld	6d				
7 Total credits and payments Add lines 6a through 6d.		7	3,000		
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,429		
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 <input type="checkbox"/> Refunded <input type="checkbox"/>		11			

Part VII-A Statements Regarding Activities			
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?		Yes	No
	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)? <i>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.</i>			No
	1b		No
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 (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE _____			
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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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				
14	The books are in care of <div>co Foundation Source</div> Telephone no <div>(800) 839-1754</div> <div>Located at 501 Silverside Road Suite 123 Wilmington DE</div> ZIP +4 <div>198091377</div>			
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.	<div><div></div><div>15</div></div>		
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	Yes	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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).	<div><div></div><div>Yes</div><div>Yes</div><div>Yes</div><div>Yes</div><div>Yes</div></div> <div><div></div><div>No</div><div>No</div><div>No</div><div>No</div><div>No</div></div>		
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)? Organizations relying on a current notice regarding disaster assistance check here.		1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c	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? If "Yes," list the years 20____, 20____, 20____, 20____	<div><div></div><div>Yes</div><div>Yes</div></div> <div><div></div><div>No</div></div>		
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 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?	<div><div></div><div>Yes</div><div>Yes</div></div> <div><div></div><div>No</div></div>		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)		3b	
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

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

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

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
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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,853,430
b	Average of monthly cash balances.	1b	46,455
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,899,885
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	0
3	Subtract line 2 from line 1d.	3	2,899,885
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	43,498
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,856,387
6	Minimum investment return. Enter 5% of line 5.	6	142,819

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	142,819
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,429
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,429
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	137,390
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	137,390
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	137,390

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	138,089
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	138,089
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	138,089
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				137,390
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			82,795	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 138,089				
a Applied to 2012, but not more than line 2a			82,795	
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.				55,294
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				82,096
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	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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))

NONE

b

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

NONE

2

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

Check here ☒ 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	121,700
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


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
Rebecca Gibbs Gadd	VP 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Charles R Gibbs	Pres / Dir / Sec 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
David Gibbs	VP 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Mary H Gibbs	VP / Dir 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Timothy Gibbs	VP 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALL CLASSICAL PUBLIC MEDIA INC 515 NE 15TH AVE PORTLAND,OR 97232	N/A	PC	General & Unrestricted	3,000
AMERICAN NATIONAL RED CROSS PO BOX 97089 WASHINGTON,DC 20090	N/A	PC	General & Unrestricted	2,000
AMER SOCIETY FOR THE PREV OF CRUELTY TO ANIMALS 520 8TH AVE 7TH FL NEW YORK,NY 10018	N/A	PC	General & Unrestricted	2,000
BUDDHIST PEACE FELLOWSHIP 286 SANTA CLARA AVE STE A OAKLAND,CA 94610	N/A	PC	General & Unrestricted	1,500
COMPASSION AND CHOICES PO BOX 101810 DENVER,CO 80250	N/A	PC	General & Unrestricted	1,200
ENVIRONMENT OREGON RESEARCH AND POLICY CENTER INC 1536 SE 11TH AVE PORTLAND,OR 97214	N/A	PC	General & Unrestricted	2,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 1875 CONNECTICUT AVE NW STE 600 WASHINGTON,DC 20009	N/A	PC	General & Unrestricted	2,000
FAMILY DOGS NEW LIFE SHELTER 9101 SE STANLEY AVE PORTLAND,OR 97206	N/A	PC	General & Unrestricted	5,000
FERAL CAT COALITION OF OREGON PO BOX 82734 PORTLAND,OR 97282	N/A	PC	General & Unrestricted	3,000
FINCA INTERNATIONAL INC 1101 14TH ST NW FL 11 WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	10,000
IDAHO-OREGON BUDDHIST TEMPLE PO BOX 397 ONTARIO,OR 97914	N/A	PC	General & Unrestricted	500
INTERNATIONAL RIVERS NETWORK 2150 ALLSTON WAY STE 300 BERKELEY,CA 94704	N/A	PC	General & Unrestricted	1,800
INTERNATIONAL SCHOOL 025 SW SHERMAN ST PORTLAND,OR 97201	N/A	PC	Moving TIS Forward Campaign	1,000
MERCY CORPS 45 SWANKENY ST PORTLAND,OR 97204	N/A	PC	General & Unrestricted	1,200
MINNESOTA PUBLIC RADIO 480 CEDAR ST SAINT PAUL,MN 55101	N/A	PC	General & Unrestricted	1,500
Total  3a				121,700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATURE CONSERVANCY 4245 N FAIRFAX DR ARLINGTON,VA 22203	N/A	PC	Oregon, Hawaii, Pantagonia, Anti-Poaching Program	30,000
NURSE FAMILY PARTNERSHIP 1900 GRANT ST NO 400 DENVER,CO 80203	N/A	PC	General & Unrestricted	1,000
OREGON CHILDRENS FOUNDATION 101 SW MARKET ST PORTLAND,OR 97201	N/A	PC	General & Unrestricted	6,000
OREGON FOOD BANK INC PO BOX 55370 PORTLAND,OR 97238	N/A	PC	General & Unrestricted	12,000
OREGON HUMANE SOCIETY 1067 NE COLUMBIA BLVD PORTLAND,OR 97211	N/A	PC	General & Unrestricted	3,000
OREGON PUBLIC BROADCASTING 7140 SW MACADAM AVE PORTLAND,OR 97219	N/A	PC	General & Unrestricted	4,000
OREGON SYMPHONY ASSOCIATION 921 SW WASHINGTON ST STE 200 PORTLAND,OR 97205	N/A	PC	General & Unrestricted	4,000
OREGON ZOO FOUNDATION 4001 SW CANYON RD PORTLAND,OR 97221	N/A	PC	General & Unrestricted	1,000
OUTSIDE IN 1132 SW 13TH AVE PORTLAND,OR 97205	N/A	PC	General & Unrestricted	1,000
PACIFIC NORTHWEST COLLEGE OF ART 1241 NW JOHNSON ST PORTLAND,OR 97209	N/A	PC	Creativity Works Here Campaign	9,000
PLANNED PARENTHOOD MN ND SD 671 VANDALIA ST SAINT PAUL,MN 55114	N/A	PC	General & Unrestricted	1,000
PLANNED PARENTHOOD OF THE COLUMBIA WILLAMETTE INC 3727 NE ML KING JR BLVD PORTLAND,OR 97212	N/A	PC	General & Unrestricted	1,000
PORTLAND ART MUSEUM 1219 SW PARK AVE PORTLAND,OR 97205	N/A	PC	General & Unrestricted	2,500
SEVA FOUNDATION 1786 5TH ST BERKELEY,CA 94710	N/A	PC	General & Unrestricted	2,000
SISTERS OF THE ROAD 133 NW 6TH AVE PORTLAND,OR 97209	N/A	PC	General & Unrestricted	1,000
Total  3a				121,700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOLID GROUND 3521 CENTURY AVE N WHITE BEAR LAKE,MN 55110	N/A	PC	General & Unrestricted	1,500
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ STE 6 CAMBRIDGE,MA 02138	N/A	PC	General & Unrestricted	2,000
WIKIMEDIA FOUNDATION INC 149 NEW MONTGOMERY ST 3RD FL SAN FRANCISCO,CA 94105	N/A	PC	General & Unrestricted	2,000
Total  3a				121,700

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

TY 2013 Depreciation Schedule

Name: The Zephyr Charitable Foundation Inc

EIN: 20-2597193

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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TY 2013 Investments Corporate Bonds Schedule

Name: The Zephyr Charitable Foundation Inc

EIN: 20-2597193

Name of Bond	End of Year Book Value	End of Year Fair Market Value
METLIFE INC GLBL NT - 5.500% -	50,694	51,110
NATIONAL RURAL UTILS COLL TR -	38,538	38,271

TY 2013 Investments Corporate
Stock Schedule

Name: The Zephyr Charitable Foundation Inc
EIN: 20-2597193

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CO	9,994	18,418
AMERICAN TOWER REIT INC	9,397	10,297
AMERICAN WATER WORKS COMPANY I	3,946	4,987
AMGEN INC	7,131	12,092
APPLE INC.	13,165	31,978
BARD C R INC.	7,512	9,912
BAXTER INTERNATIONAL INC.	10,933	11,337
CHEVRON CORP	10,397	16,113
CISCO SYSTEMS INC	14,539	14,961
CITIGROUP INC	13,839	14,382
CITRIX SYSTEMS INC	5,578	4,997
COCA-COLA CO	11,340	13,550
COSTCO WHOLESALE CORP	5,748	9,403
CVS CAREMARK CORP.	10,908	17,392
DANAHER CORP	9,878	21,848
EATON CORP PLC	8,172	11,951
EMC CORP-MASS	11,864	13,707
EMERSON ELECTRIC CO.	8,450	11,439
EXELON CORPORATION	9,560	7,094
EXPRESS SCRIPTS HOLDING CO.	13,349	16,998
EXXON MOBIL CORP	14,592	20,746
FLEXSHARES GLOBAL UPSTREAM NAT	155,938	147,876
FLEXSHARES IBOXX 3-YEAR TARGET	61,283	59,958
FRANKLIN RES INC	7,563	10,334
GENERAL ELECTRIC CO	10,638	16,313
GILEAD SCIENCES INC	5,534	7,585
GOOGLE INC CL A	9,724	17,931
HOME DEPOT INC.	9,846	17,950
INTEL CORP	8,332	7,814
INTERCONTINETALEXCHANGE INC	6,904	12,146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL BUSINESS MACHINE	6,881	8,816
JP MORGAN CHASE & CO	13,312	21,053
MCDONALD'S CORP	11,784	13,002
MERCK & CO INC.	12,858	14,765
METLIFE INC.	10,699	14,936
MFB NORTHERN FDS MULTI MNGR EM	333,324	348,215
MFB NORTHERN FDS MULTI MNGR GL	157,231	159,208
MONDELEZ INTERNATIONAL INC	9,982	10,872
MONSANTO CO	9,946	10,956
NATL OILWELL VARCO	5,641	9,941
NIKE INC-CL B	4,822	9,515
NOBLE CORPORATION	8,833	8,955
NORFOLK SOUTHERN CORP	6,774	9,283
NORTHERN FUNDS FIXED INCOME FU	64,556	64,016
NORTHERN FUNDS INTL EQ INDEX	234,034	239,449
NORTHERN MULTI-MANAGER INTL EQ	450,407	541,615
NORTHERN MULTI-MANAGER MID CAP	78,416	105,277
NORTHERN MULTI-MANAGER SMALL C	22,504	32,447
NORTHERN MULTI-MANG HIGH YLD O	351,074	347,251
NORTHERN SMALL CAP GROWTH	25,019	35,226
NORTHERN ULTRA-SHORT FIXED INC	14,897	14,892
NUCOR CP	5,236	6,192
ORACLE CORP	8,399	11,478
PETSMART INC. COM	9,342	9,167
PFIZER INC.	16,457	20,491
PRECISION CASTPARTS	7,282	11,849
PROCTER GAMBLE CO	5,469	7,001
QUALCOMM INC	13,462	18,563
SCHLUMBERGER LTD	9,449	10,182
ST. JUDE MED INC.	5,361	7,744

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STARBUCKS CORP COM	8,240	14,189
UNITED TECHNOLOGIES CORP	4,684	8,876
US BANCORP DEL	8,413	12,726
V F CORP	8,150	18,951
VERIZON COMMUNICATIONS	5,003	6,634
WALT DISNEY HOLDINGS CO.	6,049	12,759
WELLS FARGO & CO.	13,037	20,385

TY 2013 Investments - Land Schedule

Name: The Zephyr Charitable Foundation Inc

EIN: 20-2597193

TY 2013 Land, Etc. Schedule

Name: The Zephyr Charitable Foundation Inc

EIN: 20-2597193

TY 2013 Other Expenses Schedule**Name:** The Zephyr Charitable Foundation Inc**EIN:** 20-2597193

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	16,364			16,364
Bank Charges	15	15		
State or Local Filing Fees	25			25

TY 2013 Other Professional Fees Schedule

Name: The Zephyr Charitable Foundation Inc

EIN: 20-2597193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	14,339	14,339		

TY 2013 Taxes Schedule**Name:** The Zephyr Charitable Foundation Inc**EIN:** 20-2597193

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	3,000			
990-PF Excise Tax for 2012	1,404			