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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

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

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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 MILDRED LUCK LEWIS FOUNDATION		<b>A Employer identification number</b>  20-8655653	
Number and street (or P O box number if mail is not delivered to street address) 3247 WEST MARCH LANE		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code STOCKTON, CA 95219		<b>B Telephone number</b> (see instructions)  (209) 473-8787	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>H</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 1,222,231		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>J</b> 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.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	200,000			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	29,079	29,079		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	13,274			
	<b>b</b> Gross sales price for all assets on line 6a 798,641				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		13,274		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	242,353	42,353		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	 2,840	2,840		
	<b>c</b> Other professional fees (attach schedule) . . . . .	 11,595	11,595		
	<b>17</b> Interest . . . . .	3	3		
	<b>18</b> Taxes (attach schedule) (see instructions)	 3,792			
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 167	167		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	18,397	14,605		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	200,000			200,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	218,397	14,605		200,000
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	23,956			
	<b>b Net investment income</b> (if negative, enter -0-)		27,748		
	<b>c Adjusted net income</b> (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 . . . . .	3,535	1,608	1,608
	2	Savings and temporary cash investments . . . . .	196,864	191,178	191,178
	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)	15,036 	15,033	15,478
	b	Investments—corporate stock (attach schedule) . . . . .	168,072 	178,153	203,345
	c	Investments—corporate bonds (attach schedule). . . . .	24,770 	24,770	24,575
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	747,219 	768,710	786,047
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,155,496	1,179,452	1,222,231
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	1,155,496	1,179,452	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,155,496	1,179,452	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,155,496	1,179,452	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	1,155,496
2	Enter amount from Part I, line 27a . . . . .	2	23,956
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,179,452
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	1,179,452

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	13,274
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	-5,816

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			

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

Part VIExcise 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	555
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 . . . . .			
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3		Add lines 1 and 2. . . . .		3	555
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	555
6		Credits/Payments		7	2,200
a		2013 estimated tax payments and 2012 overpayment credited to 2013			
b		Exempt foreign organizations—tax withheld at source . . . . .			
c		Tax paid with application for extension of time to file (Form 8868)			
d		Backup withholding erroneously withheld . . . . .			
7		Total credits and payments. Add lines 6a through 6d. . . . .		7	2,200
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	1,645
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 1,645 Refunded		11	

Part VII-AStatements 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? . . . . .	1a	Yes	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)? . . . . . 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.	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 \$ (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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶LOUISE BARBAGELATA Telephone no ▶(209) 887-3756			
	Located at ▶18609 EAST BAKER ROAD LINDEN CA ZIP +4 ▶952369705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . . ▶ <input type="checkbox"/>	1b		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ). . . . .	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

Part VIII

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

1

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

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

2

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

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

Total

number of other employees paid over \$50,000.

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	1,021,490
b	Average of monthly cash balances. . . . .	1b	171,736
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	1,193,226
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	1,193,226
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	17,898
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,175,328
6	Minimum investment return. Enter 5% of line 5. . . . .	6	58,766

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	58,766
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	555
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	555
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	58,211
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	58,211
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	58,211

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	200,000
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	200,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	200,000
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				58,211
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .	146,913			
b From 2009. . . . .	128,330			
c From 2010. . . . .	254,743			
d From 2011. . . . .	149,192			
e From 2012. . . . .	145,281			
f Total of lines 3a through e. . . . .	824,459			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 200,000				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				58,211
e Remaining amount distributed out of corpus	141,789			
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	966,248			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	146,913			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	819,335			
10 Analysis of line 9				
a Excess from 2009. . . .	128,330			
b Excess from 2010. . . .	254,743			
c Excess from 2011. . . .	149,192			
d Excess from 2012. . . .	145,281			
e Excess from 2013. . . .	141,789			

## Part XIV

**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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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:

■ 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) )

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

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

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

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

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

**c** Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	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)				
<b>a</b> <i>Paid during the year</i> ST JOSEPH'S MEDICAL CENTER FOUNDATI P O BOX 213008 STOCKTON,CA 95213	NONE	N/A	UNRESTRICTED	50,000
ST MARY'S DINING ROOM P O BOX 133 STOCKTON,CA 95201	NONE	N/A	UNRESTRICTED	50,000
CHILDREN'S HOME OF STOCKTON 430 NORTH PILGRIM STREET STOCKTON,CA 95205	NONE	N/A	UNRESTRICTED	50,000
SAN JOAQUIN COUNTY ADULT ACTIVITY C 1658 SOUTH AIRPORT WAY STOCKTON,CA 95206	NONE	N/A	UNRESTRICTED	50,000
<b>Total</b> . . . . .			<b>3a</b>	200,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

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 IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
114 SHS ABBOTT LABS	P	2012-09-06	2013-02-05
114 SHS ABBVIE INC	P	2012-09-06	2013-02-05
4 SHS AUTOMATIC DATA PROC	P	2012-09-06	2013-02-05
20 SHS BAXTER INTL INC	P	2012-09-06	2013-02-05
151 SHS CSX CORP	P	2012-12-21	2013-02-05
3 SHS CHEVRON CORP	P	2012-09-06	2013-02-05
57 SHS C H ROBINSON WORLDWIDE	P	2012-09-06	2013-02-05
76 SHS C H ROBINSON WORLDWIDE	P	2012-09-06	2013-02-06
1 SH COCA COLA COM	P	2012-09-06	2013-02-05
2 SHS EXXON MOBIL CORP COM	P	2012-09-06	2013-02-05
41 SHS EATON CORP PLC	P	2012-12-04	2013-02-05
175 SHS ISHARES BARCLAYS TIPS	P	2009-02-19	2013-02-05
497 SHS ISHARES BARCLAYS CREDIT	P	2012-09-06	2013-02-05
323 SHS ISHARES BARCLAYS MBS BON	P	2012-09-06	2013-02-05
352 SHS ISHARES JP MORGAN IM BON	P	2012-09-06	2013-02-05
1376 SHS POWERSHARES PREFERRED	P	2012-09-06	2013-02-05
115 SHS GENL DYNAMICS CORP COM	P	2012-09-06	2013-02-05
232 SHS GUGGEHEIM BULLETSHARES	P	2012-09-06	2013-02-05
7 SHS KIMBERLY CLARK	P	2012-09-06	2013-02-05
954 SHS LSI CORPORATION	P	2012-09-06	2013-02-05
18 SHS LINEAR TECHNOLOGY CORP	P	2012-10-04	2013-02-05
4 SHS MCDONALDS CORP	P	2012-09-06	2013-02-05
21 SHS MEDTRONIC INC COM	P	2012-09-06	2013-02-05
3 SHS NORFOLK SOUTHERN CORP	P	2012-10-04	2013-02-05
167 SHS TIFFANY & CO NEW	P	2012-09-06	2013-02-05
0 391 SHS BLKRK EM MKT LNG SH EQ	P	2012-09-06	2013-02-05
10 SHS BLKRK EM MKT LNG SH EQ	P	2012-09-06	2013-02-05
0 597 SHS BLACKROCK EMERGING MKTS	P	2012-09-06	2013-02-05
0 088 SHS TMPLTN GLBL BD FD ADV CL	P	2012-09-06	2013-02-05
455 SHS TMPLTN GLBL BD FD ADV CL	P	2012-09-06	2013-02-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
0 079 SHS TEMPLETON GLOBAL BOND	P	2012-09-06	2013-02-05
7 SHS AUTOMATIC DATA PROC	P	2012-09-06	2013-04-11
2 SHS BAXTER INTL INC	P	2012-09-06	2013-04-11
30 SHS CSX CORP	P	2012-12-21	2013-04-11
2 SHS CHEVRON CORP	P	2012-09-06	2013-04-11
11 SHS COCA COLA COM	P	2012-09-06	2013-04-11
1 SH EATON CORP	P	2012-12-04	2013-04-11
6 SHS VANGUARD INDEX FDS	P	2012-09-06	2013-04-11
3 SHS HONEYWELL INTL INC DEL	P	2013-02-05	2013-04-11
191 SHS VANGUARD S&P 500 ETF	P	2012-09-06	2013-04-11
7 SHS KIMBERLY CLARK	P	2012-09-06	2013-04-11
4 SHS MCDONALDS CORP	P	2012-09-06	2013-04-11
244 SHS MICROSOFT CORP	P	2012-09-06	2013-04-11
30 SHS MICROSOFT CORP	P	2013-02-05	2013-04-11
110 SHS NORFOLK SOUTHERN CORP	P	2012-10-04	2013-04-11
12 SHS PAYCHEX INC	P	2012-09-06	2013-04-11
2 SHS 3M COMPANY	P	2013-02-05	2013-04-11
3 SHS UNITED TECHNOLOGIES CORP	P	2013-02-05	2013-04-11
6 SHS WAL-MART STORES INC	P	2012-09-06	2013-04-11
455 SHS BLKRK EM MKT LNG SH EQ	P	2012-09-06	2013-04-11
0 335 SHS BLACKROCK EMERGING MKTS	P	2012-09-06	2013-04-11
0 403 SHS BLKRK EM MKT LNG SH EQ	P	2012-09-06	2013-04-11
353 SHS ISHARES IBOXX	P	2009-02-19	2013-06-25
379 SHS ISHARES IBOXX	P	2013-02-05	2013-06-25
322 SHS ISHARES MSCI EMERGING	P	2011-08-18	2013-06-11
20 SHS ISHARES MSCI EMERGING	P	2013-02-05	2013-06-11
21 SHS ISHARES MSCI EMERGING	P	2013-04-11	2013-06-11
268 SHS WISDOMTREE TRUST JAPAN	P	2013-04-11	2013-06-11
535 SHS SPDR BARCLAYS	P	2013-02-05	2013-06-25
1473 SHS POWERSHARES PREFERRED	P	2012-09-06	2013-06-25



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
19 SHS POWERSHARES PREFERRED	P	2013-04-11	2013-06-25
1576 SHS MARKET VECTORS EMRG MKTS	P	2013-02-05	2013-06-25
39 SHS MARKET VECTORS EMRG MKTS	P	2013-04-11	2013-06-25
94 SHS SPDR BOFA MERRILLLYNCH	P	2013-02-05	2013-06-25
1044 SHS SPDR BOFA MERRILLLYNCH	P	2013-02-05	2013-06-25
31 SHS SPDR BOFA MERRILLLYNCH	P	2013-04-11	2013-06-25
108 SHS BAXTER INTL INC	P	2012-09-06	2013-08-05
188 SHS COCA COLA COM	P	2012-09-06	2013-08-05
104 SHS HONEYWELL INTL INC DEL	P	2013-02-05	2013-08-05
33 SHS EXXON MOBIL CORP COM	P	2012-09-06	2013-09-04
153 SHS ISHARES CORE TOTAL U S	P	2008-09-22	2013-09-04
149 SHS VANGUARD INTERMEDIATE-TERM ETF	P	2009-02-19	2013-09-04
181 SHS VANGUARD SHORT TERM BOND	P	2009-02-19	2013-09-04
215 SHS SPDR BARCLAYS 1-3	P	2013-06-25	2013-09-04
402 SHS GUGGENHEIM BULLETSHARES	P	2012-09-06	2013-09-04
392 SHS GUGGENHEIM BULLETSHARES	P	2012-09-06	2013-09-04
395 SHS GUGGENHEIM BULLETSHARES	P	2012-09-06	2013-09-04
310 SHS GUGGENHEIM BULLETSHARES	P	2012-09-06	2013-09-04
1449 SHS TMPLTN GLBL BD FD ADV CL	P	2012-09-06	2013-09-04
0 647 SHS TMPLTN GLBL BD FD ADV CL	P	2013-06-25	2013-09-04
126 SHS VANGUARD INDEX FDS	P	2012-09-06	2013-10-03
158 SHS VANGUARD S&P 500 ETF	P	2012-09-06	2013-10-03
59 SHS VANGUARD S&P 500 ETF	P	2013-02-05	2013-10-03
105 SHS RAYTHEON CO DELAWARE NEW	P	2013-08-05	2013-10-03
22 SHS RAYTHEON CO DELAWARE NEW	P	2013-09-04	2013-10-03
81 SHS UNITED TECHNOLOGIES CORP	P	2013-02-05	2013-10-03
12 SHS UNITED TECHNOLOGIES CORP	P	2013-09-04	2013-10-03
332 SHS E M C CORPORATION MASS	P	2013-04-11	2013-11-11
37 SHS E M C CORPORATION MASS	P	2013-09-04	2013-11-11
41 SHS ISHARES CORE TOTAL U S	P	2008-09-22	2013-11-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
55 SHS VANGUARD INTERMEDIATE-TERM BOND ETF	P	2009-02-19	2013-11-11
49 SHS VANGUARD SHORT TERM BOND	P	2009-02-19	2013-11-11
54 SHS SPDR BARCLAYS 1-3	P	2013-06-25	2013-11-11
86 SHS GUGGENHEIM BULLETSHARES	P	2012-09-06	2013-11-11
101 SHS GUGGENHEIM BULLETSHARES	P	2012-09-06	2013-11-11
112 SHS GUGGENHEIM BULLETSHARES	P	2012-09-06	2013-11-11
76 SHS GUGGENHEIM BULLETSHARES	P	2012-09-06	2013-11-11
77 SHS KIMBERLY CLARK	P	2012-09-06	2013-11-11
27 SHS KIMBERLY CLARK	P	2013-09-04	2013-11-11
162 SHS MEDTRONIC INC COM	P	2012-09-06	2013-11-11
19 SHS MEDTRONIC INC COM	P	2013-09-04	2013-11-11
1 SH 3M COMPANY	P	2013-02-05	2013-11-11
731 SHS BLKRK EM MKT LNG SH EQ	P	2012-09-06	2013-11-11
1 SH BLKRK EM MKT LNG SH EQ	P	2013-09-04	2013-11-11
0 107 SHS BLKRK EM MKT LNG SH EQ	P	2013-09-04	2013-11-11
790 SHS BLKRK EM MKT LNG SH EQ	P	2013-09-04	2013-11-11
497 SHS TMPLTN GLBL BD FD ADV CL	P	2012-09-06	2013-11-11
0 771 SHS TEMPLETON GLOBAL BOND	P	2012-09-06	2013-11-11
0 157 SHS TMPLTN GLBL BD FD ADV CL	P	2013-06-25	2013-11-11
279 SHS MICROSOFT CORP	P	2013-11-11	2013-12-04
164 SHS QUEST DIAGNOSTICS INC	P	2013-11-11	2013-12-10
159 SHS TARGET CORP COM	P	2013-11-11	2013-12-04
71 SHS 3M COMPANY	P	2013-02-05	2013-12-04
12 SHS 3M COMPANY	P	2013-09-04	2013-12-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,862		3,647	215
4,252		3,955	297
244		237	7
1,382		1,174	208
3,274		3,008	266
348		340	8
3,833		3,271	562
4,596		4,362	234
38		38	
180		178	2
2,447		2,128	319
21,091		17,500	3,591
55,620		56,254	-634
34,787		35,154	-367
41,899		42,222	-323
20,364		20,388	-24
7,507		7,630	-123
6,144		6,087	57
634		584	50
6,897		7,639	-742
671		602	69
381		363	18
985		873	112
207		198	9
10,655		10,130	525
4		4	
106		106	
6		6	
1		1	
6,102		5,974	128

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1		1	
462		415	47
144		117	27
728		598	130
242		226	16
453		420	33
62		52	10
463		406	57
224		210	14
13,922		12,544	1,378
706		584	122
409		363	46
7,023		7,620	-597
863		827	36
8,374		7,247	1,127
432		409	23
217		204	13
286		269	17
467		447	20
4,805		4,832	-27
4		4	
4		4	
39,476		34,760	4,716
42,383		45,094	-2,711
12,716		12,989	-273
790		883	-93
829		892	-63
12,036		12,685	-649
20,879		21,747	-868
20,416		21,825	-1,409

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
263		283	-20
38,085		43,545	-5,460
943		1,074	-131
2,713		2,987	-274
30,015		33,178	-3,163
891		983	-92
7,709		6,341	1,368
7,570		7,177	393
8,793		7,287	1,506
2,896		2,932	-36
16,153		15,268	885
12,178		11,497	681
14,434		14,266	168
9,845		9,849	-4
8,752		8,743	9
8,640		8,667	-27
8,797		8,935	-138
8,210		8,134	76
18,504		19,025	-521
8		8	
10,724		8,526	2,198
12,120		10,377	1,743
4,526		4,090	436
7,839		8,004	-165
1,642		1,673	-31
8,372		7,250	1,122
1,240		1,239	1
7,925		7,613	312
883		969	-86
4,375		4,091	284

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,584		4,244	340
3,941		3,862	79
2,472		2,474	-2
1,880		1,870	10
2,252		2,233	19
2,536		2,533	3
2,042		1,994	48
8,311		6,422	1,889
2,914		2,498	416
9,421		6,732	2,689
1,105		1,010	95
128		102	26
7,851		7,763	88
11		11	
1		1	
8,485		8,358	127
6,456		6,526	-70
10		8	2
2		2	
10,770		10,495	275
9,635		10,450	-815
9,990		10,434	-444
8,953		7,232	1,721
1,513		1,375	138

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			215
			297
			7
			208
			266
			8
			562
			234
			2
			319
			3,591
			-634
			-367
			-323
			-24
			-123
			57
			50
			-742
			69
			18
			112
			9
			525
			128

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			47
			27
			130
			16
			33
			10
			57
			14
			1,378
			122
			46
			-597
			36
			1,127
			23
			13
			17
			20
			-27
			4,716
			-2,711
			-273
			-93
			-63
			-649
			-868
			-1,409



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-20
			-5,460
			-131
			-274
			-3,163
			-92
			1,368
			393
			1,506
			-36
			885
			681
			168
			-4
			9
			-27
			-138
			76
			-521
			2,198
			1,743
			436
			-165
			-31
			1,122
			1
			312
			-86
			284

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			340
			79
			-2
			10
			19
			3
			48
			1,889
			416
			2,689
			95
			26
			88
			127
			-70
			2
			275
			-815
			-444
			1,721
			138

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
MILDRED LUCK LEWIS	Chairman 1 00	0		
6304 HEMET AVENUE STOCKTON,CA 95207				
BARBARA GREENE	President 1 00	0		
1546 NORTH HUNTER STREET STOCKTON,CA 95204				
KARREN PETERSON	Secretary 1 00	0		
3676 COUNTRY CLUB BLVD STOCKTON,CA 95204				
LYNETTE CLELAND	Vice President 1 00	0		
188 SEASCAPE RIDGE APTOS,CA 95003				
LOUISE BARBAGELATA	Treasurer 1 00	0		
18609 EAST BAKER ROAD LINDEN,CA 95236				
LAURA IACOPI	ASST TREASURER 1 00	0		
2039 WEST LINCOLN ROAD STOCKTON,CA 95207				

**TY 2013 Accounting Fees Schedule****Name:** MILDRED LUCK LEWIS FOUNDATION**EIN:** 20-8655653**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HEATHER, SANGUINETTI, CAMINATA & SAKAI	2,840	2,840	0	0

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** MILDRED LUCK LEWIS FOUNDATION

**EIN:** 20-8655653

**Software ID:** 13000170

**Software Version:** 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25,000 PV HEWLETT-PACKARD CO	24,770	24,575

TY 2013 Investments Corporate  
 Stock Schedule

Name: MILDRED LUCK LEWIS FOUNDATION

EIN: 20-8655653

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
114 SHS ABBOTT LABS		
117 SHS AUTOMATIC DATA PROC	6,936	9,453
130 SHS BAXTER INTERNATIONAL		
319 SHS CSX CORP	6,354	9,178
107 SHS CHEVRON CORP	12,111	13,365
133 SHS C.H. ROBINSON WORLDWIDE, INC NEW		
200 SHS COCA COLA COM		
108 SHS EXXON MOBIL CORP COM	9,594	10,930
126 SHS EATON CORP PLC	6,540	9,591
115 SHS GENL DYNAMICS CORP COM		
91 SHS KIMBERLY CLARK		
954 SHS LSI CORPORATION		
204 SHS LINEAR TECHNOLOGY CORP	6,820	9,292
76 SHS MCDONALDS CORP COM	6,893	7,374
183 SHS MEDTRONIC INC COM		
244 SHS MICROSOFT CORP		
113 SHS NORFOLK SOUTHERN CORP		
212 SHS PAYCHEX INC	7,222	9,652
167 SHS TIFFANY & CO NEW		
96 SHS WAL-MART STORES INC	7,146	7,554
17 SHS AUTOMATIC DATA PROC	1,223	1,374
4 SHS AUTOMATIC DATA PROC	304	323
63 SHS CSX CORP	1,593	1,812
9 SHS CSX CORP	242	259
26 SHS CHEVRON CORP	3,141	3,248
11 SHS CHEVRON CORP	1,329	1,374
3 SHS EXXON MOBIL CORP	267	304
2 SHS EXXON MOBIL CORP	186	202
23 SHS EATON CORP PLC	1,493	1,751
132 SHS EMERSON ELEC CO	7,527	9,264

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4 SHS EMERSON ELEC CO	226	281
21 SHS EMERSON ELEC CO	1,289	1,474
571 SHS FORD MOTOR CO	7,549	8,810
1 SH FORD MOTOR CO	17	15
51 SHS FORD MOTOR CO	859	787
129 SHS GENUINE PARTS CO	10,479	10,731
352 SHS INTEL CORP	7,628	9,136
76 SHS INTEL CORP	1,717	1,973
5 SHS INTEL CORP	121	130
111 SHS JOHNSON AND JOHNSON COM	10,449	10,166
5 SHS LINEAR TECHNOLOGY CORP	184	228
36 SHS LINEAR TECHNOLOGY CORP	1,420	1,640
12 SHS LINEAR TECHNOLOGY CORP	491	547
25 SHS MCDONALDS CORP COM	2,375	2,426
7 SHS MCDONALDS CORP COM	678	679
95 SHS NORTHROP GRUMMAN CORP	10,456	10,888
3 SHS PAYCHEX CORP	100	137
34 SHS PAYCHEX INC	1,318	1,548
99 SHS PROCTER & GAMBLE CO	8,060	8,060
25 SHS PROCTER & GAMBLE CO	1,937	2,035
4 SHS PROCTER & GAMBLE CO	329	326
123 SHS RAYTHEON CO DELAWARE NEW	10,472	11,156
97 SHS UNITED TECHS CORP COM	10,465	11,039
4 SHS WAL-MART STORES INC	284	315
32 SHS WAL-MART STORES INC	2,329	2,518

# TY 2013 Investments Government Obligations Schedule

**Name:** MILDRED LUCK LEWIS FOUNDATION

**EIN:** 20-8655653

**Software ID:** 13000170

**Software Version:** 2013v3.1

**US Government Securities - End of  
Year Book Value:**

**US Government Securities - End of  
Year Fair Market Value:**

**State & Local Government  
Securities - End of Year Book  
Value:**

15,033

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

15,478



TY 2013 Investments - Other Schedule

**Name:** MILDRED LUCK LEWIS FOUNDATION

**EIN:** 20-8655653

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
838 SHS ISHARES CORE TOTAL U.S. BOND MKT	AT COST	89,013	89,188
353 SHS ISHARES IBOXX & INVT GRADE CORP	AT COST		
175 SHS ISHARES BARCLAYS TIPS	AT COST		
919 SHS VANGUARD INTERMEDIATE TERM	AT COST	74,292	75,082
1032 SHS VANGUARD SHORT TERM BOND	AT COST	82,187	82,488
322 SHS ISHARES MSCI EMERGING MKTS INDEX	AT COST		
381 SHS VANGUARD INDEX FDS MID-CAP GRTH	AT COST	30,725	34,385
497 SHS ISHARES BARCLAYS CREDIT BOND FD	AT COST		
323 SHS ISHARES BARCLAYS MBS BOND FUND	AT COST		
352 SHS ISHARES JP MORGAN EM BD	AT COST		
2849 SHS POWERSHARES PFD PORTFOLIO	AT COST		
2045 SHS GUGGENHEIM BULLETSHARES 2015	AT COST	44,483	44,745
2003 SHS GUGGENHEIM BULLETSHARES 2016	AT COST	44,285	44,647
1971 SHS GUGGENHEIM BULLETSHARES 2017	AT COST	44,508	44,663
349 SHS VANGUARD S&P 500 ETF	AT COST		
1425 SHS GUGGENHEIM BULLETSHARES H Y	AT COST	37,347	38,161
1198 SHS BLACKROCK EMERGING MKTS	AT COST		
7329.229 SHS TEMPLETON GLBL BOND FD	AT COST	95,816	95,940
1494 SHS ISHARES MSCI JAPAN	AT COST	16,608	18,136
1394 SHS SPDR BARCLAYS 1-3 MONTH T-BILL	AT COST	63,859	63,803
228 SHS SPDR BARCLAYS CONVERTIBL SEC ETF	AT COST	10,171	10,654
1247 SHS SPDR BARCLAYS INVESTMENT GRADE	AT COST	38,329	38,245
289 SHS VANGUARD 500 INDEX FUND	AT COST	45,090	48,884
839 SHS SECTOR SPDR FINANCIAL	AT COST	15,945	18,341
370 SHS WISDOMTREE EUROPE HEDGED	AT COST	19,450	20,798
722.413 SHS FRANKLIN MUTUAL EUROPEAN FD	AT COST	16,602	17,887

**TY 2013 Other Expenses Schedule****Name:** MILDRED LUCK LEWIS FOUNDATION**EIN:** 20-8655653**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHECK WRITING FEES	2	2		
DEPT OF JUSTICE RRF-1 2012	75	75		
EMA ANNUAL FEE	80	80		
FRANCHISE TAX BOARD FILING FEE	10	10		

**TY 2013 Other Professional Fees Schedule****Name:** MILDRED LUCK LEWIS FOUNDATION**EIN:** 20-8655653**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORS FEES	11,595	11,595	0	0

**TY 2013 Taxes Schedule****Name:** MILDRED LUCK LEWIS FOUNDATION**EIN:** 20-8655653**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 FORM 990-PF EXCISE TAX	1,592			
2013 ESTIMATED EXCISE TAX	2,200			