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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](http://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 FAIRCHILD MARTINDALE FOUNDATION		<b>A Employer identification number</b> 23-7001273
Number and street (or P O box number if mail is not delivered to street address) P O BOX 967	Room/suite	<b>B Telephone number (see instructions)</b> (951) 340-2360
City or town, state or province, country, and ZIP or foreign postal code CORONA, CA 92878		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<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>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>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 15,263,685	<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"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<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. . . . .	564,110	564,110		
	<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	354,242			
	<b>b</b> Gross sales price for all assets on line 6a 4,204,760				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		354,242		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<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 . . . . .	918,352	918,352			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	60,000	54,000		6,000
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	17,575	15,817		1,758
	<b>b</b> Accounting fees (attach schedule) . . . . .	22,313	20,082		2,231
	<b>c</b> Other professional fees (attach schedule) . . . . .	91,882	91,882		
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	21,721	21,721		
	<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) . . . . .				
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	213,491	203,502		9,989
	<b>25</b> Contributions, gifts, grants paid . . . . .	478,000			478,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	691,491	203,502		487,989	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	226,861				
<b>b Net investment income</b> (if negative, enter -0-)		714,850			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	32,305	42,543	42,543		
	<b>2</b>	Savings and temporary cash investments . . . . .	791,194	137,746	137,746		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	6,546,315 <input checked="" type="checkbox"/>	8,779,623	11,652,113		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	4,742,865 <input checked="" type="checkbox"/>	3,379,628	3,431,283		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	12,112,679	12,339,540	15,263,685			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0			
<b>Net Assets or Fund Balances</b>	<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>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	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>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	12,112,679	12,339,540				
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	12,112,679	12,339,540				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	12,112,679	12,339,540				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	12,112,679
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	226,861
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	12,339,540
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	12,339,540

**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)
<b>1 a</b> SEE SCHEDULE 100	P	2013-01-01	2013-06-15
<b>b</b> SEE SCHEDULE 100	P	2010-01-01	2013-06-15
<b>c</b> SEE SCHEDULE 100	P	2010-01-01	2013-06-15
<b>d</b> SEE SCHEDULE 101	P	2013-01-01	2013-06-15
<b>e</b> SEE SCHEDULE 101	P	2010-01-01	2013-06-15

(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)
<b>a</b> 684,262		679,306	4,956
<b>b</b> 2,210,403		2,033,494	176,909
<b>c</b> 219,299		121,719	97,580
<b>d</b> 540,679		518,418	22,261
<b>e</b> 547,117		497,581	49,536

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			4,956
<b>b</b>			176,909
<b>c</b>			97,580
<b>d</b>			22,261
<b>e</b>			49,536

<b>2</b> 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 }	<b>2</b>	354,242
<b>3</b> 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	}	<b>3</b>	27,217

**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	827,308	14,397,760	0.057461
2011	812,253	14,505,196	0.055997
2010	841,660	14,169,154	0.059401
2009	837,334	13,602,080	0.061559
2008	907,768	15,899,328	0.057095

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.291513
<b>3</b> 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	<b>3</b>	0.058303
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	14,789,217
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	862,256
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	7,149
<b>7</b> Add lines 5 and 6.	<b>7</b>	869,405
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	487,989

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

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

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 14,297 and 18,000. Total tax due is 3,703.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax on political expenditures, and substantial contributors. Includes Yes/No columns.

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>JOHN RASMUSSEN</b> Telephone no <b>(951) 340-2360</b> Located at <b>4175 ELDERBERRY CIRCLE CORONA CA</b> ZIP +4 <b>92882</b>			
<b>15</b>	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.	<b>15</b>		
<b>16</b>	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	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>b</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"/>	<b>1b</b>		
<b>c</b>	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?	<b>1c</b>		
<b>2</b>	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))			
<b>a</b>	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 <b>20___, 20___, 20___, 20___</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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).	<b>2b</b>		
<b>c</b>	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 <b>20___, 20___, 20___, 20___</b>			
<b>3a</b>	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>b</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> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

**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
STEPHEN F KELLER 101 SOUTH LAS PALMAS AVENUE LOS ANGELES, CA 90004	TRUSTEE 10 00	36,000	0	0
SARAH M KELLER 101 SOUTH LAS PALMAS AVENUE LOS ANGELES, CA 90004	TRUSTEE 10 00	12,000	0	0
SARAH COX 648 THAYER AVE LOS ANGELES, CA 90024	TRUSTEE 10 00	12,000	0	0

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	14,987,859
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	26,574
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	15,014,433
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	15,014,433
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	225,216
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	14,789,217
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	739,461

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	739,461
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	14,297
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	14,297
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	725,164
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	725,164
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	725,164

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	487,989
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	487,989
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	487,989

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				725,164
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20__ , 20__ , 20__				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	116,906			
<b>b</b> From 2009. . . . .	166,700			
<b>c</b> From 2010. . . . .	141,677			
<b>d</b> From 2011. . . . .	95,792			
<b>e</b> From 2012. . . . .	121,086			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	642,161			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>487,989</u>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				487,989
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	237,175			237,175
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	404,986			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	404,986			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .	46,431			
<b>b</b> Excess from 2010. . . . .	141,677			
<b>c</b> Excess from 2011. . . . .	95,792			
<b>d</b> Excess from 2012. . . . .	121,086			
<b>e</b> Excess from 2013. . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

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

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

**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			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<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 . . . . .					

**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) )

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**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

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**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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>478,000</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**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)				
<b>a</b> <i>Paid during the year</i>				
BUCKHORN CAMP INC PO BOX 398 IDYLLWILD,CA 92549	CHURCH	CHURCH	GENERAL	25,000
CHILDRENS HOSPITAL LOS ANGELES 648 THAYER AVE LOS ANGELES,CA 90024	CORPORATION	CHARITY	MEDICAL CLINIC	25,000
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST BETHLEHEM,PA 18015	UNIVERSITY	CHARITY	EDUCATION PROGRAMS	100,000
LOS ANGELES PHILHARMONIC 151 N GRAND AVE LOS ANGELES,CA 90012	CORPORATION	CHARITY	GENERAL	100,000
LOYOLA HIGH SCHOOL 1901 VENICE BLVD LOS ANGELES,CA 90006	SCHOOL	CHARITY	EDUCATION PROGRAMS	50,000
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGELES,CA 90045	UNIVERSITY	CHARITY	EDUCATION PROGRAMS	10,000
MARLBOROUGH SCHOOL 250 S ROSSMORE AVE LOS ANGELES,CA 90004	SCHOOL	CHARITY	EDUCATION PROGRAMS	10,000
NATURAL HISTORY MUSEUM LOS ANGELES 900 EXPOSITION BLVD LOS ANGELES,CA 90007	CORPORATION	CHARITY	GENERAL	5,000
PARKINSON'S DISEASE FOUNDATION 710 W 168TH STREET NEW YORK,NY 10032	FOUNDATION	CHARITY	RESEARCH	25,000
ST PAUL THE APOSTLE FOUNDATION 648 THAYER AVE LOS ANGELES,CA 90024	FOUNDATION	CHARITY	EDUCATION PROGRAMS	5,000
ST PAUL THE APOSTLE SCHOOL 648 THAYER AVE LOS ANGELES,CA 90024	SCHOOL	CHARITY	EDUCATION PROGRAMS	20,000
UC BERKELEY FOUNDATION 2080 ADDISON ST 4200 BERKELEY,CA 94720	FOUNDATION	CHARITY	EDUCATIONAL SCHOLARSHIPS	20,000
UC BERKELEY HAAS SCHOOL OF BUSINESS 2001 ADDISON ST 1ST FL BERKELEY,CA 94720	UNIVERSITY	CHARITY	EDUCATION PROGRAMS	30,000
UNIVERSITY OF UTAH 201 PRESIDENTS CIRCLE ROOM 304 SALT LAKE CITY,UT 84112	UNIVERSITY	CHARITY	EDUCATION PROGRAMS	25,000
USC - NORRIS CANCER CENTER 1441 EASTLAKE AVE ROOM 8302 LOS ANGELES,CA 90089	CORPORATION	CHARITY	CANCER RESEARCH	28,000
<b>Total . . . . .</b>				478,000

## TY 2013 Accounting Fees Schedule

**Name:** FAIRCHILD MARTINDALE FOUNDATION

**EIN:** 23-7001273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	22,313	20,082		2,231

## TY 2013 Compensation Explanation

**Name:** FAIRCHILD MARTINDALE FOUNDATION

**EIN:** 23-7001273

Person Name	Explanation
STEPHEN F KELLER	
SARAH M KELLER	
SARAH COX	

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** FAIRCHILD MARTINDALE FOUNDATION

**EIN:** 23-7001273

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
SEE ATTACHED SCHEDULE 104	2,683,664	2,749,128
SEE ATTACHED SCHEDULE 103	695,964	682,155

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** FAIRCHILD MARTINDALE FOUNDATION

**EIN:** 23-7001273

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE 104	5,494,243	7,397,372
SEE ATTACHED SCHEDULE 103	2,553,736	3,516,246
SEE ATTACHED SCHEDULE 103	236,213	241,043
SEE ATTACHED SCHEDULE 104	495,431	497,452

## TY 2013 Legal Fees Schedule

**Name:** FAIRCHILD MARTINDALE FOUNDATION

**EIN:** 23-7001273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	17,575	15,817		1,758

## TY 2013 Other Professional Fees Schedule

**Name:** FAIRCHILD MARTINDALE FOUNDATION

**EIN:** 23-7001273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL FEES	91,882	91,882		

# TY 2013 Taxes Schedule

**Name:** FAIRCHILD MARTINDALE FOUNDATION

**EIN:** 23-7001273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	21,636	21,636		
ATTORNEY GENERAL	85	85		

## Form 990-PF

Capital Gains and Losses on Investment Income  
Account #0825448

## Schedule 100

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain/Loss
<b>Short-Term</b>						
1,000 00	Boeing Co	5/3/2012	1/16/2013	74,271 69	77,025 24	(2,753 55)
500 00	Boeing Co	6/19/2012	1/17/2013	37,172 27	36,469 90	702 37
1,000 00	Ishares Tr Goldman Sachs Corp	7/16/2012	3/20/2013	119,351 92	119,769 42	(417 50)
500 00	Exelon Corp	7/19/2012	4/26/2013	18,652 15	19,323 50	(671 35)
1,000 00	Hospitality Properties	1/17/2013	7/1/2013	25,000 00	25,410 00	(410 00)
2,000 00	Weyerhaeuser Co	9/11/2012	8/2/2013	55,964 42	51,274 89	4,689 53
1,000 00	National Fuel Gas Co	3/25/2013	8/15/2013	65,907 95	60,722 90	5,185 05
1,000 00	JP Morgan Chase & Co	1/24/2013	9/25/2013	51,403 21	46,581 04	4,822 17
1,000 00	JP Morgan Chase & Co	12/18/2012	9/25/2013	51,403 20	43,684 73	7,718 47
500 00	Direxion Daily 20-Yr Treasury	8/2/2013	10/16/2013	34,344 60	35,398 50	(1,053 90)
500 00	Direxion Daily 20-Yr Treasury	6/20/2013	10/16/2013	34,344 60	33,397 04	947 56
500 00	Anadarko Petroleum	3/20/2013	12/13/2013	38,815 29	43,241 75	(4,426 46)
500 00	Anadarko Petroleum	5/17/2013	12/13/2013	38,815 28	45,218 80	(6,403 52)
500 00	Anadarko Petroleum	3/12/2013	12/13/2013	38,815 28	41,788 50	(2,973 22)
	<b>Total Short-Term Gain/Loss</b>			<b>684,261.86</b>	<b>679,306.21</b>	<b>4,955.65</b>
<b>Long-Term</b>						
100,000 00	Kraft Foods Inc Bond	3/28/2008	2/11/2013	100,000 00	103,200 00	(3,200 00)
100,000 00	Marriott Inc Bond	3/4/2008	2/15/2013	100,000 00	99,670 00	330 00
100,000 00	Boeing Co Notes	1/22/2009	2/15/2013	100,000 00	104,165 00	(4,165 00)
500 00	Caterpillar	10/29/2008	3/20/2013	43,386 23	18,343 50	25,042 73
50,000 00	Amgen Inc Bond	11/29/2011	3/26/2013	54,225 00	49,073 00	5,152 00
100,000 00	Kroger Co Bond	3/11/2009	4/15/2013	100,000 00	101,556 00	(1,556 00)
400 00	Exelon Corp	4/5/2010	4/26/2013	14,921 72	17,787 24	(2,865 52)
500 00	At&t Inc	7/26/2006	4/26/2013	18,543 83	14,808 30	3,735 53
500 00	Exelon Corp	10/18/2010	4/26/2013	18,652 15	22,010 50	(3,358 35)
2,000 00	At&t Inc	2/9/2006	5/6/2013	74,458 33	54,580 00	19,878 33
500 00	At&t Inc	7/26/2006	5/6/2013	18,614 58	14,808 30	3,806 28
2,000 00	JP Morgan Chase Cap XII	8/9/2011	5/8/2013	50,000 00	49,385 00	615 00
150,000 00	Philip Morris Bond	9/9/2008	5/16/2013	150,000 00	150,403 05	(403 05)
1,000 00	Heinz Co	7/6/2009	5/28/2013	72,434 73	36,240 00	36,194 73
1,000 00	Heinz Co	9/23/2009	5/28/2013	72,434 74	40,339 30	32,095 44
1,000 00	CPFL Energia	1/26/2011	6/20/2013	17,479 69	25,716 10	(8,236 41)

## Form 990-PF

Capital Gains and Losses on Investment Income  
Account #0825448

## Schedule 100

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain/Loss
1,000 00	Transcanada Corp	3/9/2012	6/20/2013	44,712 82	44,036 86	675 96
1,000 00	Transcanada Corp	4/2/2012	6/20/2013	44,712 82	43,060 00	1,652 82
200 00	Bank of America Depositary	5/3/2011	8/1/2013	5,000 00	5,056 00	(56 00)
1,800 00	Bank of America Depositary	5/3/2011	8/1/2013	45,000 00	45,522 00	(522 00)
2,000 00	CPFL Energia	1/26/2011	8/2/2013	36,945 55	51,432 20	(14,486 65)
1,000 00	Altria Group Inc	9/20/2011	8/28/2013	33,645 41	26,986 02	6,659 39
1,000 00	Altria Group Inc	11/24/2010	8/28/2013	33,645 41	24,576 80	9,068 61
100,000 00	Wellpoint Bond	2/3/2009	9/5/2013	102,410 00	100,500 00	1,910 00
100,000 00	Barrick Gold Bond	9/30/2008	9/15/2013	100,000 00	99,630 00	370 00
150,000 00	Caterpillar Bond	9/24/2008	9/30/2013	150,000 00	151,278 00	(1,278 00)
2,000 00	PPL Corp	9/2/2010	10/22/2013	61,265 93	55,683 20	5,582 73
100,000 00	Genentech Inc Bond	4/3/2009	10/22/2013	106,800 00	99,490 00	7,310 00
100,000 00	Weyerhaeuser Co Bond	4/15/2010	10/22/2013	116,500 00	103,938 00	12,562 00
1,000 00	Merck & Co	7/20/2009	10/29/2013	45,418 02	27,980 00	17,438 02
500 00	International Business Machine	6/9/2009	11/5/2013	89,045 95	54,382 10	34,663 85
100,000 00	Nestle Inc Bond	9/22/2010	12/4/2013	90,150 00	98,617 17	(8,467 17)
100,000 00	Home Depot Inc Bond	2/11/2008	12/16/2013	100,000 00	99,240 00	760 00
	<b>Total Long-Term Gain/Loss</b>			<b>2,210,402.91</b>	<b>2,033,493.64</b>	<b>176,909.27</b>
	<b>Long-Term 28%</b>					
500 00	SPDR Gold Trust	8/21/2008	3/25/2013	77,534 81	40,396 33	37,138 48
500 00	SPDR Gold Trust	8/21/2008	4/4/2013	74,924 82	40,396 32	34,528 50
500 00	SPDR Gold Trust	12/27/2007	5/17/2013	65,660 17	40,265 12	25,395 05
20 00	SPDR Gold Trust	Various	Various	1,178 78	661 69	517 09
	<b>Total Long-Term 28% Gain/Loss</b>			<b>219,298 58</b>	<b>121,719 46</b>	<b>97,579 12</b>
	<b>Total for Year Ended 12/31/2013</b>			<b>3,113,963.35</b>	<b>2,834,519.31</b>	<b>279,444.04</b>
						351,242 04

## Form 990-PF

## Capital Gains and Losses on Investment Income

## Schedule 101

Account # 3DZ-010240

Units	Description	Date	Date	Gross Sales	Cost or	Gain/Loss
		Acquired	Sold	Price	Other Basis	
<b>Short Term</b>						
500	Boeing Co	6/11/2012	1/17/2013	37,172 27	35,164 56	2,007 71
500	Transcanada Corp	1/9/2013	2/11/2013	24,079 98	24,406 19	(326 21)
1000	Transcanada Corp	12/7/2012	3/28/2013	47,854 19	46,536 40	1,317 79
1400	American Water Works	1/2/2013	4/23/2013	57,680 95	53,067 04	4,613 91
1000	National Oilwell	3/15/2013	5/1/2013	65,004 54	68,910 00	(3,905 46)
100	Blackrock Inc	2/5/2013	6/24/2013	24,538 33	23,896 82	641 51
100	Blackrock Inc	1/2/2013	6/24/2013	24,538 33	21,241 99	3,296 34
500	Weyerhaeuser Co	12/7/2012	8/2/2013	13,987 60	13,565 00	422 60
50	Blackrock Inc	1/2/2013	8/8/2013	14,164 00	10,621 00	3,543 00
250	Blackrock Inc	12/17/2012	8/8/2013	70,820 02	51,207 45	19,612 57
1000	Yum Brands Inc	4/30/2013	8/28/2013	70,878 76	67,590 00	3,288 76
500	Kinder Morgan Inc	5/17/2013	9/4/2013	17,694 82	20,240 10	(2,545 28)
500	Unitedhealth Group	9/5/2013	10/28/2013	33,453 37	36,977 60	(3,524 23)
500	Anadarko Pete Corp	7/18/2013	12/13/2013	38,811 78	44,993 45	(6,181 67)
	<b>Short Term Gain/Loss Year End 12/31/13</b>			<b>540,678.94</b>	<b>518,417.60</b>	<b>22,261.34</b>

## Form 990-PF

## Capital Gains and Losses on Investment Income

## Schedule 101

Account # 3DZ-010240

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain/Loss
						-
<b>Long Term</b>						
700	Entergy Corp	12/15/2011	2/12/2013	44,795 49	50,141 05	(5,345 56)
1000	Heinz Company	5/4/2009	3/15/2013	72,448 37	35,006 10	37,442 27
1000	At&t Inc	4/20/2007	4/26/2013	37,094 67	39,764 70	(2,670 03)
1000	At&t Inc	8/8/2008	4/26/2013	37,094 66	31,015 30	6,079 36
5000	JP Morgan Income Fund	1/22/2010	7/9/2013	54,425 00	53,962 50	462 50
100000	Nordstrom Inc	4/21/2010	7/18/2013	110,950 00	100,363 00	10,587 00
5000	JP Morgan Income Fund	1/22/2010	8/13/2013	55,325 00	53,962 50	1,362 50
1000	Altria Group Inc	5/29/2012	8/28/2013	33,645 41	32,026 80	1,618 61
100000	Safeway Inc	3/3/2009	12/20/2013	101,338 77	101,338 76	0 01
	<b>Long Term Gain/Loss Year End 12/31/13</b>			<b>547,117.37</b>	<b>497,580.71</b>	<b>49,536.66</b>
	<b>Total for Year End 12/31/13</b>			<b>1,087,796.31</b>	<b>1,015,998.31</b>	<b>71,798.00</b>

Form 990-PF

Asset BV/FMV  
Acct #3DZ-010240

Schedule 103

Description	Type Code	Beginning BV	Ending BV	FMV
<u>Money Market</u>				
Treasury Cash Series	1	396,876 65	89,111 36	89,111 36
Total Money Market		<u>396,876 65</u>	<u>89,111 36</u>	<u>89,111 36</u>
<u>Corporate Bonds</u>				
Australian Government Notes	4	-	-	-
Commonwealth Edison	4	106,815 22	114,441 15	115,554 00
Consolidated Edison	4	100,238 49	100,049 50	101,203 00
Dell Inc	4	-	51,476 16	51,062 50
Eastman Chem Co	4	109,290 39	107,876 97	112,586 00
GE Capital Australia Funding	4	168,350 04	168,350 04	142,010 82
Nordstrom Inc	4	100,388 35	-	-
Pitney Bowes	4	52,257 97	51,943 25	55,912 00
Safeway Inc	4	101,278 32	-	-
Whirlpool	4	102,003 12	101,826 45	103,827 00
Total Corporate Bonds	4	<u>840,621 90</u>	<u>695,963 52</u>	<u>682,155 32</u>

## Form 990-PF

Asset BV/FMV  
Acct #3DZ-010240

## Schedule 103

Corporate Stocks

AT&T Inc	3	70,780 00	-	-
AGL Res Inc	3	-	44,103 38	47,230 00
Abbott Labs	3	57,209 30	27,445 74	38,330 00
Abbvie Inc	3	-	29,762 56	52,810 00
Altria Group Inc	3	164,832 17	132,805 37	268,730 00
American Electric Power	3	38,277 21	38,277 21	46,740 00
Amgen Inc	3	-	41,443 88	57,040 00
Anadarko Pete Corp	3	132,703 96	132,703 96	158,640 00
Blackrock	3	51,207 45	-	-
Boeing	3	35,164 56	130,705 93	163,788 00
Bristol Myers Squibb	3	48,616 20	48,616 20	106,300 00
Campbell Soup	3	54,696 20	54,696 20	86,560 00
Colgate	3	69,297 46	69,297 46	91,294 00
Conoco Phillips Com	3	29,170 00	29,170 00	35,325 00
Disney	3	45,266 80	45,266 80	76,400 00
Dow Chem Co	3	-	135,452 50	155,400 00
Entergy Corp	3	50,141 05	-	-
Exxon Mobil Corp	3	60,149 70	60,149 70	101,200 00
General Electric Co	3	-	46,683 92	56,060 00
Heinz HJ Company	3	35,006 10	-	-
Honeywill Inc	3	-	32,561 75	36,548 00
Kimberly Clark	3	61,318 10	61,318 10	104,460 00
Kraft Foods	3	108,431 32	108,431 32	161,730 00
McDonalds Corp	3	58,543 00	58,543 00	97,030 00
Metlife PFD	3	124,768 00	124,768 00	124,500 00
National Oilwell Inc	3	-	36,435 75	39,765 00
Nestle	3	90,840 00	90,840 00	110,136 00
Nisource Inc	3	-	32,790 00	32,880 00
Philip Morris International	3	102,142 62	149,259 12	217,825 00
Procter & Gamble Co	3	111,516 47	111,516 47	162,820 00
Qualcomm	3	61,416 00	127,395 57	148,500 00
Royal Dutch Shell	3	-	34,188 45	35,635 00
Schlumberger	3	-	83,025 80	90,110 00
Transocean	3	46,536 40	-	-
Union Pacific	3	55,583 55	101,788 05	134,400 00
Visa	3	61,354 08	61,354 08	111,340 00
Waste Mangement	3	-	37,023 50	44,870 00
Wells Fargo & Co	3	-	149,120 70	181,600 00
3M Co	3	86,795 59	86,795 59	140,250 00
Total Corporate Stocks		<u>1,911,763 29</u>	<u>2,553,736 06</u>	<u>3,516,246 00</u>

Form 990-PF

Asset BV/FMV  
Acct #3DZ-010240

Schedule 103

Mutual Funds/ETF

Eastgroup	3	60,724 48	60,285 88	86,895 00
Health Care REIT	3	-	26,097 82	21,428 00
Realty Income	3	40,440 00	89,888 00	74,660 00
SPDR Gold Trust	3	-	59,941 00	58,060 00
Weyerhaeuser	3	13,565 00	-	-
JP Morgan International	3	107,925 00	-	-
Total Mutual Funds/ETF		<u>222,654 48</u>	<u>236,212 70</u>	<u>241,043 00</u>

## Form 990- PF

## Asset BV/FMV

## Schedule 104

Acct #0825448

Acct 0825448	Type	Beginning	Ending	
Description	Code	BV	BV	FMV
<u>Money Market Funds</u>				
Columbia Treasury Reserves Trust	1	394,317 44	48,634 59	48,634 59
Total Money Market		<u>394,317 44</u>	<u>48,634 59</u>	<u>48,634 59</u>
<u>Mutual Funds/ETF</u>				
Digital Realty Trust	3	73,998 60	73,879 60	49,120 00
Health Care REIT	3	94,724 65	94,724 65	85,712 00
Health Care REIT Convertible	3	55,999 64	113,104 05	102,520 00
Ventas	3	64,082 80	96,496 55	85,920 00
SPDR Gold Shares	3	239,385 12	117,225 77	174,180 00
Total Mutual Funds/ETF		<u>528,190 81</u>	<u>495,430 62</u>	<u>497,452 00</u>
<u>Corporate Stocks</u>				
Abbott Labs	3	270,885 00	202,605 00	268,310 00
Abbvie Inc	3	-	185,115 24	316,860 00
Amgen Inc	3	-	88,953 75	114,080 00
Apple Inc	3	-	107,310 41	112,204 00
Altria Group	3	51,562 82	-	-
AT&T Inc	3	207,444 20	123,247 60	175,800 00
Blackrock Inc	3	-	51,843 60	63,294 00
BCE Inc	3	82,253 81	82,253 81	86,580 00
BHP Billiton	3	30,502 10	30,502 10	68,200 00
Boeing	3	113,495 14	106,881 10	109,192 00
Bristol Myers	3	77,695 20	77,695 20	159,450 00
Bunge LTD	3	51,952 98	51,952 98	64,530 00
Caterpillar	3	73,374 00	55,030 50	136,215 00
Chevron Corp	3	70,898 10	70,898 10	124,910 00
Conocophillips	3	141,012 99	141,012 99	176,625 00
CPFL Energra	3	77,148 30	-	-
CVS Caremark	3	-	104,754 99	107,355 00
Deere	3	118,536 45	197,350 92	219,192 00
Disney	3	-	126,459 03	152,800 00
Dow Chem Co	3	-	97,281 20	111,000 00
Du Pont	3	122,709 87	122,709 87	259,880 00
Duke Energy Corp	3	152,448 27	152,448 27	235,186 08
Edison Inc	3	114,867 80	114,867 80	138,200 00
Exelon Corp	3	59,121 24	-	-
General Elec Co	3	323,985 96	513,525 77	504,540 00
Heinz HJ	3	76,579 30	-	-
Honeywell Inc	3	-	48,190 21	54,822 00
International Business Machs	3	216,633 10	162,251 00	375,140 00
JP Morgan Chase	3	43,684 73	-	-
Johnson & Johnson	3	182,367 80	182,367 80	274,770 00
Kimberly Clark Corp	3	35,698 55	35,698 55	52,230 00
Kinder Morgan Inc	3	-	59,116 15	54,000 00
Kraft Foods Group Inc	3	-	48,611 33	53,910 00

## Form 990- PF

Asset BV/FMV  
Acct #0825448

## Schedule 104

Merck & Co	3	83,940 00	55,960 00	100,100 00
National Oilwell Inc	3	-	106,294 96	119,295 00
Nestle	3	-	36,733 50	36,712 00
Nisource Inc	3	-	33,210 00	32,880 00
Pepsico Inc	3	164,734 00	242,329 54	331,760 00
Philip Morris International	3	99,250 19	99,250 19	174,260 00
PPL Corp	3	55,683 20	-	-
Procter & Gamble Co	3	177,146 26	177,146 26	325,640 00
Qualcomm Inc	3	-	110,699 26	118,800 00
Rosetta Res Inc	3	-	79,060 60	72,060 00
Royal Dutch Shell	3	69,774 46	69,774 46	71,270 00
Schlumberger	3	-	42,596 79	45,055 00
Southern Co	3	61,571 81	61,571 81	61,665 00
Total	3	51,538 26	51,538 26	61,270 00
Transocean Inc	3	87,096 86	-	-
Union Pac Corp	3	-	28,465 48	33,600 00
United Technologies Corp	3	-	111,952 45	113,800 00
Unitedhealth Group Inc	3	-	229,726 78	263,550 00
Verizon Communications	3	215,540 16	215,540 16	343,980 00
Visa Inc	3	-	79,597 63	111,340 00
Waste Management	3	71,299 00	109,166 84	134,610 00
Wells Fargo & Co	3	-	109,177 37	136,200 00
Weyerhaeuser Co	3	51,274 89	-	-
3M Co	3	-	103,515 61	140,250 00
Total Corporate Stocks		<u>3,883,706 80</u>	<u>5,494,243 22</u>	<u>7,397,372 08</u>

## Corporate Bonds

American Tower	4	50,377 00	50,377 00	52,873 50
American Tower	4	-	48,650 00	50,369 50
Amgen Inc	4	49,073 00	-	-
Anadarko Pete Corp	4	105,980 00	105,980 00	111,406 00
Bank of America	4	101,909 00	101,909 00	109,939 00
Bank of America	0	50,578 00	-	-
Barrick Gold Finance	4	99,630 00	-	-
Best Buy Inc	4	48,000 00	48,000 00	50,375 00
Boeing Corp	4	104,165 00	-	-
Caterpillar Corp	4	151,278 00	-	-
Centurylink	4	49,314 80	97,687 65	98,750 00
Cliffs Nat Res Inc	4	106,600 00	106,600 00	105,525 00
CVS Caremark	4	99,279 00	99,279 00	112,470 00
Dell Inc	4	-	52,019 13	50,375 00
Devon Energy	4	100,862 86	100,862 86	100,173 00
Digital Realty Trust	4	-	49,680 00	36,300 00
Direxion Daily 20-Yr	4	-	62,732 80	72,760 00
Eastman Chem Co	4	107,800 00	107,800 00	112,586 00
Genentech Inc	4	99,490 00	-	-
Health Care PPTY	4	102,607 00	102,607 00	112,611 00
Home Depot	4	99,240 00	-	-
International Business Machs	4	104,740 00	104,740 00	114,830 00
Ishares Iboxx Inv Fund	4	119,769 42	-	-

## Form 990- PF

## Asset BV/FMV

## Schedule 104

## Acct #0825448

Joy Global	4	103,400 00	103,400 00	110,602 00
Joy Global	4	-	52,352 50	51,349 50
JP Morgan Chase	4	49,385 00	-	-
Kraft Foods Inc	4	103,200 00	-	-
Kroger Co	4	101,556 00	-	-
Marriott International	4	99,670 00	-	-
Metlife Inc	4	100,099 70	100,099 70	99,600 00
Nestle Inc	4	98,617 17	-	-
Nestle Inc	4	106,565 63	106,565 63	93,547 07
Newmont Mng Corp	4	103,060 00	103,060 00	103,709 00
Nordstrom Inc	4	101,648 03	101,648 03	102,570 00
Petrobras Global Finance	4	-	44,305 50	44,544 50
Philip Morris International	4	150,403 05	-	-
Safeway	4	101,178 00	101,178 00	100,417 00
Schwab	4	261,350 00	261,350 00	277,000 00
Sunoco Inc	4	109,250 00	109,250 00	110,538 00
Toyota	4	56,015 26	56,015 26	45,962 22
Transocean	4	105,070 00	105,070 00	112,145 00
Union Pac Corp	4	100,070 00	100,070 00	100,534 00
Wellpoint	4	100,500 00	-	-
Weyerhaeuser	4	103,938 00	-	-
Wrigley Co	4	100,375 00	100,375 00	105,267 00
Total Corporate Bonds		<u>3,906,043 92</u>	<u>2,683,664 06</u>	<u>2,749,128 29</u>