Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

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

VERNON S & ROWENA W GRIFFITH FOUNDATION
2 NORTH MAIN STREET, SUITE 401
SHERIDAN, WY 82801

A Employer identification number 23-7135835

B Telephone number (see the instructions)

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 16,736,962.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	259.	259.		
	4 Dividends and interest from securities	564,572.	564,572.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	965,073.			
	b Gross sales price for all assets on line 6a 9,123,514.				
	7 Capital gain net income (from Part IV, line 2)		965,073.		
	8 Net short-term capital gain			529,887.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-106,457.			
	12 **Total.** Add lines 1 through 11	1,423,447.	1,529,904.	529,887.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	25,900.	19,425.		6,475.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	552.	414.		138.
	b Accounting fees (attach sch) SEE ST 3	5,100.	3,825.		1,275.
	c Other prof fees (attach sch) SEE ST 4	69,219.	69,219.		17,305.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 5	32,030.	3,442.		874.
	19 Depreciation (attach sch) and depletion	151.	151.		
	20 Occupancy	6,021.	4,516.		1,505.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	3,372.	2,529.		843.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	142,345.	103,521.		28,415.
	25 Contributions, gifts, grants paid PART XV	510,056.			510,056.
	26 **Total expenses and disbursements.** Add lines 24 and 25	652,401.	103,521.	0.	538,471.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	771,046.			
	b **Net investment income** (if negative, enter -0-)		1,426,383.		
	c **Adjusted net income** (if negative, enter -0-)			529,887.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	1,046,118.	618,505.	618,505.
	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 sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,313.		
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	13,233,142.	14,448,025.	15,944,018.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			1,000.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ► 25,852.			
	Less. accumulated depreciation (attach schedule) SEE STMT 7 ► 25,820.	183.	32.	
	15 Other assets (describe ► SEE STATEMENT 8)	88,218.	88,219.	173,439.
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	14,372,974.	15,154,781.	16,736,962.
Liabilities	17 Accounts payable and accrued expenses		10,761.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	10,761.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► [X]			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted	14,372,974.	15,144,020.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	14,372,974.	15,144,020.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	14,372,974.	15,154,781.	

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	14,372,974.
2	Enter amount from Part I, line 27a	2	771,046.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	15,144,020.
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	15,144,020.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 9			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	965,073.
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	529,887.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	520,664.	14,309,797.	0.036385
2011	492,351.	13,499,007.	0.036473
2010	476,876.	12,554,110.	0.037986
2009	525,919.	11,053,813.	0.047578
2008	678,279.	10,126,535.	0.066980

2	**Total** of line 1, column (d)	2	0.225402
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045080
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,645,104.
5	Multiply line 4 by line 3	5	705,281.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,264.
7	Add lines 5 and 6	7	719,545.
8	Enter qualifying distributions from Part XII, line 4	8	538,471.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [ ] and enter 1% of Part I, line 27b			1	28,528.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	28,528.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	28,528.
6 Credits/Payments				
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	18,000.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	18,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	230.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	10,758.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ►		**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► HARKER MELLINGER CPAS, LLC Telephone no ► 307-672-0785
Located at ► 1470 SUGARLAND DR., STE 1 SHERIDAN WY ZIP + 4 ► 82801

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐
and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? — **5b** N/A

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? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — **6b** X (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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		25,900.	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 ► 0

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 ►		0

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 SHERIDAN SENIOR CENTER, SHERIDAN WYOMING SUPPORT FOR GENERAL CENTER FUNCTIONS	
2 ST PETERS EPISCOPAL CHURCH - PROVIDE FUNDS FOR GENERAL FUNCTIONS	
3 SHERIDAN COLLEGE, SHERIDAN, WYOMING - SUPPORT FOR GENERAL EDUCATION/SCHOOL FUNCTIONS	
4 MEMORIAL HOSPITAL OF SHERIDAN COUNTY, SHERIDAN, WYOMING - SUPPORT FOR GENERAL HOSPITAL/MEDICAL FUNCTIONS	

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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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	15,230,700.
b	Average of monthly cash balances	1b	652,654.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	15,883,354.
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	0.
3	Subtract line 2 from line 1d	3	15,883,354.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	238,250.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,645,104.
6	**Minimum investment return.** Enter 5% of line 5	6	782,255.

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	782,255.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	28,528.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	28,528.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	753,727.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	753,727.
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	753,727.

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	538,471.
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	538,471.
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	538,471.

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				753,727.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008 236,027.				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	236,027.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► $ 538,471.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				538,471.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	215,256.			215,256.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	20,771.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	20,771.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				
Total			► 3a	510,056.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	259.	
4 Dividends and interest from securities			14	564,572.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-127,332.	
8 Gain or (loss) from sales of assets other than inventory					965,073.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LAMAR SIGN LEASE			16	150.	
b NON TAXABLE DIVIDENDS			16	20,725.	
c OIL/GAS LEASE INCOME			16		
d					
e					
12 Subtotal Add columns (b), (d), and (e)				458,374.	965,073.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,423,447.

(See worksheet in line 13 instructions to verify calculations.)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-8-14 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
STEVEN C. HARKER, CPA	[signature]	5-6-14	X	P00153235

Firm's name ► HARKER MELLINGER, CPAS, LLC — Firm's EIN ► 83-0276355

Firm's address ► 1470 SUGARLAND DR., STE. 1, SHERIDAN, WY 82801 — Phone no 307-672-0785

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LAMAR SIGN LEASE	$ 150.		
NON TAXABLE DIVIDENDS	20,725.		
OTHER INVESTMENT INCOME	-127,332.		
TOTAL	$ -106,457.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 552.	$ 414.		$ 138.
TOTAL	$ 552.	$ 414.	$ 0.	$ 138.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 5,100.	$ 3,825.		$ 1,275.
TOTAL	$ 5,100.	$ 3,825.	$ 0.	$ 1,275.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEE - STIFEL NICOLAUS	$ 69,219.	$ 69,219.		$ 17,305.
TOTAL	$ 69,219.	$ 69,219.	$ 0.	$ 17,305.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	$ 28,531.			
FOREIGN TAX	3,269.	$ 3,269.		$ 817.
UNDERPAYMENT PENALTY	230.	173.		57.
TOTAL	$ 32,030.	$ 3,442.	$ 0.	$ 874.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	$ 309.	$ 232.		$ 77.
JANITOR AND SUPPLIES	876.	657.		219.
LICENSE, PERMITS	172.	129.		43.
MISC	63.	47.		16.
OFFICE EXPENSE	10.	8.		2.
ROUNDING	-2.	-2.		
SECRETARIAL SERVICES	1,800.	1,350.		450.
TELEPHONE	144.	108.		36.
TOTAL	$ 3,372.	$ 2,529.	$ 0.	$ 843.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 25,852.	$ 25,820.	$ 32.	$ 0.
TOTAL	$ 25,852.	$ 25,820.	$ 32.	$ 0.

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
5TH ST LAND	$ 1.	
BRANDS	100.	$ 100.
MINERAL RIGHTS	87,278.	172,500.
PICTURES	839.	839.
ROUNDING	1.	
TOTAL	$ 88,219.	$ 173,439.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1487 AOL, INC	PURCHASED	VARIOUS	5/02/2013
2	822 AMGEN, INC	PURCHASED	1/28/2013	3/06/2013
3	369 BIOGEN IDEC, INC	PURCHASED	8/13/2013	9/19/2013
4	1491 CBS CORP NEW CL B	PURCHASED	5/29/2012	5/21/2013
5	310 CF INDS HLDGS INC	PURCHASED	9/05/2012	4/16/2013
6	1204 CIGNA CORP	PURCHASED	1/02/2013	5/08/2013
7	1329 CAMERON INTL CORP	PURCHASED	7/30/2013	10/18/2013
8	159 CELGENE CORP	PURCHASED	6/11/2013	8/02/2013
9	1211 COGNIZANT TECH SLTNS A	PURCHASED	5/15/2013	10/04/2013
10	1886 COMCAST CORP A NEW	PURCHASED	9/09/2012	7/10/2013
11	995 CORRECTIONS CRP AMER NEW	PURCHASED	4/25/2013	10/16/2013
12	655 CREE INC	PURCHASED	9/12/2013	12/03/2013
13	1796 DEAN FOODS COMPANY NEW	PURCHASED	8/13/2013	12/16/2013
14	4911 DELTA AIRLINES INC NEW	PURCHASED	2/05/2013	3/08/2013
15	1633 DISCOVER FINL SVCS	PURCHASED	10/01/2012	6/07/2013
16	1853 DISH NETWORK CORP A	PURCHASED	12/19/2012	3/25/2013
17	890 ECOLAB INC	PURCHASED	3/14/2013	7/25/2013
18	1414 EDISON INTERNATIONAL	PURCHASED	4/03/2013	12/05/2013
19	2491 EXPRESS SCRIPTS HLDG CO	PURCHASED	9/25/2013	11/15/2013
20	1836 FIDELITY NATL INFO SVCS	PURCHASED	12/18/2012	4/01/2013
21	1998 FOOD LOCKER INC	PURCHASED	1/07/2013	11/15/2013
22	4522 FORD MOTOR COMPANY NEW	PURCHASED	8/09/2013	12/23/2013
23	495 FRANKLIN RESOURCES	PURCHASED	6/06/2013	7/19/2013
24	1120 GAMESTOP CORP NEW CL A	PURCHASED	5/31/2013	6/21/2013
25	3063 GENERAL ELECTRIC COMPANY	PURCHASED	3/19/2013	7/25/2013
26	1001 GRACE W R & COMPANY NEW	PURCHASED	7/31/2013	9/06/2013
27	2025 HCA HOLDINGS INC	PURCHASED	11/30/2012	9/10/2013
28	4001 HERTZ GLOBAL HLDGS INC	PURCHASED	12/07/2012	3/14/2013
29	1222 HOLLYFRONTIER	PURCHASED	9/12/2012	4/22/2013
30	1045 HOME DEPOT INC	PURCHASED	3/21/2013	5/10/2013
31	1452 IAC/INTERACTIVECRP	PURCHASED	11/29/2012	1/24/2013
32	370 INTL BUSINESS MACHS CORP	PURCHASED	4/22/2013	12/27/2013
33	915 MARATHON PETROLEUM CORP	PURCHASED	9/25/2012	2/05/2013
34	1447 MERCK & COMPANY INC NEW	PURCHASED	11/26/2012	3/14/2013
35	330 MOHAWK INDUSTRIES INC	PURCHASED	5/30/2013	8/07/2013
36	1909 ORACLE CORP	PURCHASED	1/02/2013	3/12/2013
37	135 PPG INDUSTRIES	PURCHASED	4/01/2013	5/09/2013
38	3581 PULTEGROUP, INC	PURCHASED	3/14/2013	7/26/2013
39	2208 QUESTCOR PHARMACEUTICAL	PURCHASED	3/18/2013	5/13/2013
40	958 SLM CORP	PURCHASED	3/12/2013	7/19/2013
41	2001 SOUTHWESTERN ENERGY CO	PURCHASED	6/07/2013	11/25/2013
42	1809 SUNPOWER CORP	PURCHASED	8/09/2013	10/30/2013
43	2330 SUNTRUST BANKS INC	PURCHASED	9/05/2013	11/21/2013
44	1648 TESORO CORP	PURCHASED	12/07/2012	5/16/2013
45	2047 US BANCORP DE NEW	PURCHASED	1/23/2013	6/27/2013
46	4118 US AIRWAYS GROUP INC	PURCHASED	8/21/2012	4/22/2013
47	573 UNION PACIFIC CORP	PURCHASED	2/21/2012	1/11/2013
48	1786 URBAN OUTFITTERS, INC	PURCHASED	3/21/2013	12/16/2013
49	1249 VIACOM INC CL B NEW	PURCHASED	11/19/2012	8/05/2013
50	681 VMWARE INC CLASS A	PURCHASED	10/03/2012	1/30/2013
51	1919 WELLS FARGO & CO NEW	PURCHASED	1/15/2013	3/18/2013
52	1730 WESTERN DIGITAL CORP	PURCHASED	10/05/2012	3/07/2013
53	1735 DELPHI AUTOMOTIVE PLC	PURCHASED	2/19/2013	3/13/2013
54	768 PARTERRE LIMITED	PURCHASED	4/18/2013	8/12/2013
55	1422 TRANSOCEAN LTD NAMEN AKT	PURCHASED	1/02/2013	9/13/2013
56	1307 LYONDELL BASELL NV CL A	PURCHASED	11/30/2012	6/26/2013

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
57	310 BIOGEN IDEC INC	PURCHASED	10/14/2011	1/03/2013
58	1089 CVS CAREMARK CORP	PURCHASED	12/30/2011	3/21/2013
59	987 EXPEDIA INC NEW	PURCHASED	7/02/2012	10/31/2013
60	133 MASTERCARD INC CLASS A	PURCHASED	9/19/2011	9/25/2013
61	97 ANGLOGOLD ASHANTI ADR	PURCHASED	1/01/2013	5/17/2013
62	105 ERICSSON TELEPHONE NEW B	PURCHASED	2/08/2012	1/31/2013
63	243 IMPALA PLATNM ADR	PURCHASED	1/01/2013	2/06/2013
64	138 ING GROEP NV SPONS ADR	PURCHASED	6/26/2012	6/03/2013
65	235 KIRIN HLDGS CO LTD ADR	PURCHASED	1/24/2013	2/21/2013
66	50 MANPOWERGROUP INC	PURCHASED	7/20/2012	3/14/2013
67	52 MOSAIC COMPANY NEW	PURCHASED	11/14/2012	1/11/2013
68	155 NEWCREST MINING LTD ADR	PURCHASED	1/01/2013	5/22/2013
69	350 NINTENDO LTD ADR	PURCHASED	1/01/2013	10/02/2013
70	359 ORKLA ASA SPON ADR	PURCHASED	8/21/2012	3/05/2013
71	414 PING AN INS GRP REPSTG H	PURCHASED	1/01/2013	11/27/2013
72	1.85 TNT EXPRESS N V ADR	PURCHASED	1/22/2013	9/10/2013
73	173 VALLOUREC SA NEW ADR	PURCHASED	1/10/2013	8/21/2013
74	2.3 OSRAM LICHT AG NAMENS	PURCHASED	4/11/2013	8/22/2013
75	178 WEATHERFORD INTL LTD REG	PURCHASED	8/22/2012	6/14/2013
76	481 ALUMINA LTD SPONS ADR	PURCHASED	1/01/2013	10/24/2013
77	63 ANGLOGOLD ASHANTI ADR	PURCHASED	2/08/2011	5/17/2013
78	175 CARREFOUR SA SPONS ADR	PURCHASED	10/04/2011	10/10/2013
79	551 EAST JAPAN RAILWAY COMP	PURCHASED	2/24/2011	4/22/2013
80	299 ERICSSON TELEPHONE NEW B	PURCHASED	2/08/2012	3/19/2013
81	921 FINMECCANICA SPA ADR	PURCHASED	8/05/2011	10/14/2013
82	189 ING GROEP NV SPONS ADR	PURCHASED	5/09/2012	6/03/2013
83	298 MARINE HARVEST ASA ADR	PURCHASED	1/01/2011	1/23/2013
84	149 NEWCREST MINING LTD ADR	PURCHASED	4/26/2012	5/22/2013
85	177 NINTENDO LTD ADR	PURCHASED	8/01/2011	10/02/2013
86	823 POLYUS GOLD INTL LTD GDR	PURCHASED	1/01/2011	1/15/2013
87	1457 SUMITOMO MITSUI TR ADR	PURCHASED	4/04/2011	4/09/2013
88	1.7 OSRAM LICHT AG NAMENS	PURCHASED	9/27/2011	8/22/2013
89	246 ALLIANZ SE SPONS ADR	PURCHASED	5/24/2010	7/30/2013
90	608 ALUMINA LTD SPONS ADR	PURCHASED	5/19/2010	10/24/2013
91	237 ANGLOGOLD ASHANTI ADR	PURCHASED	1/20/2010	5/17/2013
92	368 CAMECO CORP	PURCHASED	1/01/2011	7/13/2013
93	640 CARREFOUR SA SPONS ADR	PURCHASED	1/01/2011	10/10/2013
94	737 ELECTRICITE DE FRANCE	PURCHASED	3/23/2010	8/05/2013
95	1512 FINMECCANICA SPA ADR	PURCHASED	11/26/2010	10/14/2013
96	32 GLAXOSMITHKLINE PLC ADR	PURCHASED	1/01/2011	2/12/2013
97	689 GOLD FIELDS LTD ADR NEW	PURCHASED	10/09/2009	3/05/2013
98	449 MS&AD INS GRP HLDGS ADR	PURCHASED	10/09/2009	4/12/2013
99	239 NEWCREST MINING LTD ADR	PURCHASED	1/01/2011	5/17/2013
100	273 NINTENDO LTD ADR	PURCHASED	10/04/2010	7/18/2013
101	344 SK TELECOM LTD SPONS ADR	PURCHASED	10/09/2009	5/07/2013
102	73 SANOFI SPON ADR	PURCHASED	1/26/2009	2/12/2013
103	274 SEKISUI HOUSE LTD ADR	PURCHASED	10/09/2009	4/09/2013
104	172 SIBANYE GOLD LTD ADR	PURCHASED	10/09/2009	3/01/2013
105	36 SWISSCOM SPONS ADR	PURCHASED	5/06/2010	2/20/2013
106	26 TOYOTA MTR CORP SPON ADR	PURCHASED	9/09/2010	5/29/2013
107	187 VODAFONE GRP PLC NEW ADR	PURCHASED	1/26/2009	11/01/2013
108	99 WOLTERS KLURWER N V ADR	PURCHASED	10/09/2009	3/14/2013
109	7 OSRAM LICHT AG NAMENS	PURCHASED	10/09/2009	8/22/2013
110	2700 DCP MIDSTREAM PRTNRS LP	PURCHASED	2/28/2013	3/26/2013
111	7700 SUBURBAN PROPANE PTNR LP	PURCHASED	8/08/2012	4/10/2013
112	20000 FIRSTENERGY	PURCHASED	3/22/2011	3/04/2013

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
113	415000 GMAC SMARTNT	PURCHASED	9/10/2002	9/16/2013
114	1959 GENERAL MOTORS COMPANY	PURCHASED	5/19/2003	5/09/2013
115	1780 GENERAL MOTORS CO WTS	PURCHASED	5/19/2003	5/09/2013
116	1780 GENERAL MOTORS CO WTS	PURCHASED	5/19/2003	5/09/2013
117	250000 JEFFRIES	PURCHASED	2/27/2012	12/26/2013
118	1200 KAYNE ANDERSON MLP INVT	PURCHASED	4/05/2011	3/26/2013
119	500 KINDER MORGAN ENERGY LP	PURCHASED	5/25/2005	3/26/2013
120	82000 NASDAQ OMX	PURCHASED	3/16/2010	3/04/2013
121	100000 PROTECTIVE	PURCHASED	11/23/2009	1/25/2013
122	2700 TC PIPELINES	PURCHASED	12/21/2009	11/20/2013
123	205000 VERIZN MRYLD5	PURCHASED	6/27/2011	1/31/2013
124	20000 ZIONS CAPITL TR B	PURCHASED	8/16/2002	5/03/2013
125	38 GENERAL MOTORS COMPANY	PURCHASED	10/28/2011	5/09/2013
126	35 GENERAL MOTORS CO WTS	PURCHASED	10/28/2011	5/09/2013
127	35 GENERAL MOTORS CO WTS	PURCHASED	10/28/2011	5/09/2013
128	502 MOTORS LIQ CO GUC TR	PURCHASED	6/12/2012	5/22/2013
129	78 CF INDS HLDGS INC	PURCHASED	4/03/2012	4/02/2013
130	64 CERNER CORP	PURCHASED	6/04/2012	3/22/2013
131	135 MICROSOFT CORP	PURCHASED	6/18/2012	3/22/2013
132	119 PHILIP MORRIS INTL INC	PURCHASED	5/15/2012	2/27/2013
133	38 VALERO ENERGY CORP	PURCHASED	2/08/2012	2/01/2013
134	228 ALLERGAN INC	PURCHASED	1/01/2011	7/16/2013
135	60 AMETEK INC NEW	PURCHASED	2/10/2011	3/22/2013
136	128 CELGENE CORP	PURCHASED	10/27/2011	3/22/2013
137	456 COACH INC	PURCHASED	1/01/2011	12/05/2013
138	141 DIAGEO PLC NEW SPONS ADR	PURCHASED	10/25/2011	2/27/2013
139	21 INTL BUSINESS MACHS CORP	PURCHASED	1/07/2011	6/10/2013
140	89 MACYS INC	PURCHASED	6/19/2012	11/19/2013
141	117 MICROSOFT CORP	PURCHASED	6/18/2012	11/19/2013
142	506 VALERO ENERGY CORP	PURCHASED	2/08/2012	4/02/2013
143	164 INTL BUSINESS MACH CORP	PURCHASED	1/01/2011	6/10/2013
144	150 ORACLE CORP	PURCHASED	10/09/2009	4/23/2013
145	58 AMERICAN CAP AGENCY CORP	PURCHASED	1/01/2013	3/19/2013
146	26 ANNALY CAP MGMT INC	PURCHASED	8/06/2012	3/19/2013
147	108 CINEMARK HLDGS INC	PURCHASED	1/02/2013	3/19/2013
148	7 GENUINE PARTS COMPANY	PURCHASED	12/14/2012	3/19/2013
149	12 GRACE W R & COMPANY NEW	PURCHASED	4/19/2012	3/19/2013
150	21 HEINZ HJ COMPANY	PURCHASED	4/13/2012	3/19/2013
151	36 ITC HOLDINGS CORP	PURCHASED	11/15/2012	3/19/2013
152	97 KOHLS CORP	PURCHASED	1/01/2013	3/19/2013
153	80 NATL FUEL GAS COMPANY	PURCHASED	1/01/2013	3/19/2013
154	49 NEXEN INC	PURCHASED	3/06/2012	3/01/2013
155	203 OLD REPUBLIC INTL CORP	PURCHASED	1/01/2013	3/19/2013
156	296 REGAL ENTMT GRP A	PURCHASED	1/01/2013	3/19/2013
157	15 ROCKWELL COLLINS INC DE	PURCHASED	3/08/2013	3/19/2013
158	374 SAIC INC	PURCHASED	1/01/2013	3/19/2013
159	55 SONOCO PRODUCTS CO	PURCHASED	7/11/2012	3/19/2013
160	28 SUN COMMUNITIES INC	PURCHASED	9/20/2012	3/19/2013
161	176 SYSCO CORP	PURCHASED	1/01/2013	3/19/2013
162	252 TECO ENERGY INC	PURCHASED	1/01/2013	3/19/2013
163	126 VERIFONE SYSTEMS INC	PURCHASED	1/24/2013	3/19/2013
164	9 ZIMMER HOLDINGS INC	PURCHASED	1/14/2013	3/19/2013
165	180 AMERICAN CAP AGENCY CORP	PURCHASED	1/01/2010	3/19/2013
166	96 AVERY DENNISON CORP	PURCHASED	1/01/2010	3/19/2013
167	524 BOSTON SCIENTIFIC CORP	PURCHASED	1/01/2010	3/19/2013
168	111 CABLEVISION SYS NY GROUP	PURCHASED	9/01/2011	3/19/2013

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
169	116 EXELON CORP	PURCHASED	1/01/2010	3/19/2013
170	234 FIRST AMERN FINL CORP	PURCHASED	1/01/2010	3/19/2013
171	58 GRACE W R & COMPANY NEW	PURCHASED	12/14/2011	3/19/2013
172	24 HCP INC	PURCHASED	10/21/2011	3/19/2013
173	104 HAEMONETICS CORP	PURCHASED	1/01/2010	3/19/2013
174	21 HEALTH CARE REIT INC	PURCHASED	2/29/2012	3/19/2013
175	79 HUDSON CITY BANCORP INC	PURCHASED	1/19/2011	3/19/2013
176	68 M&T BANK CORP	PURCHASED	1/01/2010	3/19/2013
177	77 NEW YORK CMNTY BANCORP	PURCHASED	10/26/2011	3/19/2013
178	152 NEXEN INC	PURCHASED	1/01/2010	3/01/2013
179	40 OMNICOM GROUP INC	PURCHASED	8/30/2011	3/19/2013
180	23 ROCKWELL COLLINS INC DE	PURCHASED	2/03/2011	3/19/2013
181	27 SAINT JUDE MEDICAL INC	PURCHASED	2/08/2011	3/19/2013
182	79 SONOCO PRODUCTS CO	PURCHASED	9/06/2011	3/19/2013
183	99 SUN COMMUNITIES INC	PURCHASED	1/01/2010	3/19/2013
184	196 SUNTRUST BANK INC	PURCHASED	1/01/2010	3/19/2013
185	18 ZIMMER HOLDINGS INC	PURCHASED	2/03/2011	3/19/2013
186	166 INVESCO LTD SHS	PURCHASED	1/01/2010	3/19/2013
187	141 ANALOG DEVICES INC	PURCHASED	1/01/2010	3/19/2013
188	379 ANNALY CAP MGMT INC	PURCHASED	1/01/2010	3/19/2013
189	207 BABCOCK & WILCOX CO NEW	PURCHASED	1/01/2010	3/19/2013
190	190 BRADYWINE RLTY TR NEW	PURCHASED	1/01/2010	3/19/2013
191	197 BROADRIDGE FINANCIAL	PURCHASED	1/01/2010	3/19/2013
192	167 CABLEVISION SYS NY GROUP	PURCHASED	1/01/2010	3/19/2013
193	90 CHUBB CORP	PURCHASED	1/01/2010	3/19/2013
194	54 CLOROX COMPANY	PURCHASED	1/01/2010	3/19/2013
195	115 DUKE ENERGY CORP NEW	PURCHASED	1/01/2010	3/19/2013
196	55 ENTERGY CORP NEW	PURCHASED	1/01/2010	3/19/2013
197	81 GENUINE PARTS COMPANY	PURCHASED	1/01/2010	3/19/2013
198	107 HCP INC	PURCHASED	1/01/2010	3/19/2013
199	111 HASBRO INC	PURCHASED	1/01/2010	3/19/2013
200	77 HEALTH CARE REIT INC	PURCHASED	1/01/2010	3/19/2013
201	104 HEINZ HJ COMPANY	PURCHASED	1/01/2010	3/19/2013
202	321 HUDSON CITY BANCORP INC	PURCHASED	1/01/2010	3/19/2013
203	200 MATTEL INC	PURCHASED	1/01/2010	3/19/2013
204	73 MCKESSON CORP	PURCHASED	1/01/2010	3/19/2013
205	314 NEW YORK CMNTY BANCORP	PURCHASED	1/01/2010	3/19/2013
206	220 NISOURCE INC	PURCHASED	1/01/2010	3/19/2013
207	210 OLD REPUBLIC INTL CORP	PURCHASED	1/01/2010	3/19/2013
208	83 OMNICOM GROUP INC	PURCHASED	1/01/2010	3/19/2013
209	37 ROCKWELL COLLINS INC DE	PURCHASED	1/01/2010	3/19/2013
210	70 SPDR GOLD TRUST GOLD ETF	PURCHASED	1/01/2010	3/19/2013
211	123 SAINT JUDE MEDICAL INC	PURCHASED	1/01/2010	3/19/2013
212	115 SCANA CORP NEW	PURCHASED	1/01/2010	3/19/2013
213	95 SEMPRA ENERGY	PURCHASED	1/01/2010	3/19/2013
214	148 TELEPHONE & DATA SYS INC	PURCHASED	1/01/2010	3/19/2013
215	151 XCEL ENERGY INC	PURCHASED	1/01/2010	3/19/2013
216	528 XEROX CORP	PURCHASED	1/01/2010	3/19/2013
217	47 ZIMMER HOLDINGS INC	PURCHASED	1/01/2010	3/19/2013
218	122 ENDURANCE SPECIALTY	PURCHASED	1/01/2010	3/19/2013
219	70 SPDR GOLD TRUST GOLD ETF	PURCHASED	1/01/2010	1/07/2013
220	35 SPDR GOLD TRUST GOLD ETF	PURCHASED	1/01/2010	2/21/2013
221	35 SPDR GOLD TRUST GOLD ETF	PURCHASED	1/01/2010	3/12/2013
222	58750 FT MSTAR DIV LDRS ETF	PURCHASED	8/11/2011	10/10/2013
223	2700 ISHS INVSTMNT BD ETF	PURCHASED	1/26/2009	6/26/2013
224	11 ALLEGHANY CORP DE	PURCHASED	3/25/2013	12/06/2013

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
225	85 ENERGIZER HLDGS INC	PURCHASED	3/25/2013	12/06/2013
226	313 HATTERAS FINL CORP REIT	PURCHASED	3/25/2013	12/06/2013
227	291 KRATON PERFORMANCE	PURCHASED	3/25/2013	9/13/2013
228	99 NU SKIN ENTERPRISES INC	PURCHASED	3/25/2013	12/06/2013
229	235 KAMAN CORP	PURCHASED	1/01/2010	9/05/2013
230	564 KRATON PERFORMANCE	PURCHASED	9/04/2012	9/13/2013
231	22 MICREL INC	PURCHASED	8/29/2011	9/13/2013
232	160 NU SKIN ENTERPRISES INC	PURCHASED	5/04/2011	3/01/2013
233	306 RITCHIE BROS AUCTIONEERS	PURCHASED	9/04/2012	9/13/2013
234	301 WORLD FUEL SERVICES CORP	PURCHASED	4/27/2012	9/13/2013
235	32 ALLEGHANY CORP DE	PURCHASED	12/17/2009	12/06/2013
236	143 ENERGIZER HLDGS INC	PURCHASED	5/20/2010	12/06/2013
237	399 HATTERAS FINL CORP REIT	PURCHASED	1/01/2010	12/06/2013
238	137.08 KINDER MORGAN MGMT LLC	PURCHASED	1/01/2010	1/03/2013
239	356 MATSON INC	PURCHASED	1/01/2010	9/13/2013
240	889 MICREL INC	PURCHASED	2/25/2010	9/13/2013
241	95 OLD DOMINION FREIGHT	PURCHASED	4/15/2010	7/26/2013
242	30 STURM RUGER & CO INC	PURCHASED	10/08/2009	3/25/2013
243	85 TREDEGAR CORP	PURCHASED	10/08/2009	3/25/2013
244	919 VALUECLICK INC	PURCHASED	5/20/2010	9/13/2013
245	334 MONTPELIER RE HLDGS LTD	PURCHASED	10/08/2009	7/26/2013
246	3.38 KINDER MORGAN MGMT LLC	PURCHASED	8/14/2012	1/15/2013
247	BASIS ADJUSTMENT FOR SECURITIES	PURCHASED	VARIOUS	12/31/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	59,907.		47,895.	12,012.				$ 12,012.
2	77,020.		68,308.	8,712.				8,712.
3	91,203.		76,688.	14,515.				14,515.
4	74,975.		47,936.	27,039.				27,039.
5	55,005.		63,965.	-8,960.				-8,960.
6	81,425.		65,951.	15,474.				15,474.
7	86,391.		77,244.	9,147.				9,147.
8	23,261.		18,494.	4,767.				4,767.
9	101,530.		75,445.	26,085.				26,085.
10	80,673.		65,126.	15,547.				15,547.
11	36,440.		35,406.	1,034.				1,034.
12	41,915.		38,625.	3,290.				3,290.
13	30,056.		38,403.	-8,347.				-8,347.
14	79,754.		68,649.	11,105.				11,105.
15	80,028.		65,045.	14,983.				14,983.
16	70,286.		64,577.	5,709.				5,709.
17	83,189.		71,156.	12,033.				12,033.
18	64,024.		71,690.	-7,666.				-7,666.
19	165,843.		145,141.	20,702.				20,702.
20	72,872.		64,442.	8,430.				8,430.
21	69,099.		65,962.	3,137.				3,137.
22	69,276.		76,928.	-7,652.				-7,652.
23	71,939.		73,169.	-1,230.				-1,230.
24	46,378.		37,481.	8,897.				8,897.
25	75,273.		71,337.	3,936.				3,936.
26	83,176.		75,874.	7,302.				7,302.
27	77,296.		64,261.	13,035.				13,035.
28	85,162.		64,416.	20,746.				20,746.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
29	61,683.		49,312.	12,371.				$ 12,371.
30	79,052.		71,844.	7,208.				7,208.
31	58,553.		66,365.	-7,812.				-7,812.
32	68,913.		69,742.	-829.				-829.
33	70,482.		49,362.	21,120.				21,120.
34	63,826.		63,813.	13.				13.
35	41,963.		37,497.	4,466.				4,466.
36	68,073.		65,852.	2,221.				2,221.
37	20,816.		18,036.	2,780.				2,780.
38	58,190.		71,847.	-13,657.				-13,657.
39	79,804.		71,385.	8,419.				8,419.
40	23,279.		18,680.	4,599.				4,599.
41	78,438.		76,161.	2,277.				2,277.
42	54,433.		39,123.	15,310.				15,310.
43	83,925.		76,239.	7,686.				7,686.
44	91,586.		65,102.	26,484.				26,484.
45	73,714.		67,346.	6,368.				6,368.
46	66,571.		45,710.	20,861.				20,861.
47	75,359.		63,889.	11,470.				11,470.
48	64,859.		71,064.	-6,205.				-6,205.
49	93,123.		63,196.	29,927.				29,927.
50	52,943.		65,385.	-12,442.				-12,442.
51	72,460.		66,769.	5,691.				5,691.
52	81,510.		65,674.	15,836.				15,836.
53	74,880.		68,767.	6,113.				6,113.
54	66,901.		70,407.	-3,506.				-3,506.
55	69,486.		64,736.	4,750.				4,750.
56	85,825.		64,043.	21,782.				21,782.
57	44,685.		31,236.	13,449.				13,449.
58	59,976.		44,648.	15,328.				15,328.
59	58,270.		48,302.	9,968.				9,968.
60	84,828.		45,575.	39,253.				39,253.
61	1,666.		3,027.	-1,361.				-1,361.
62	1,216.		1,010.	206.				206.
63	4,537.		4,552.	-15.				-15.
64	1,284.		827.	457.				457.
65	3,191.		2,828.	363.				363.
66	2,537.		1,712.	825.				825.
67	3,086.		2,554.	532.				532.
68	2,294.		3,576.	-1,282.				-1,282.
69	4,894.		4,418.	476.				476.
70	2,966.		2,635.	331.				331.
71	7,624.		6,255.	1,369.				1,369.
72	16.		14.	2.				2.
73	2,143.		1,828.	315.				315.
74	70.		87.	-17.				-17.
75	2,454.		2,267.	187.				187.
76	1,914.		2,583.	-669.				-669.
77	1,082.		2,874.	-1,792.				-1,792.
78	1,244.		783.	461.				461.
79	7,566.		6,399.	1,167.				1,167.
80	3,826.		2,862.	964.				964.
81	3,436.		3,189.	247.				247.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
82	1,758.		1,246.	512.				$ 512.
83	5,754.		3,143.	2,611.				2,611.
84	2,149.		4,353.	-2,204.				-2,204.
85	2,664.		3,901.	-1,237.				-1,237.
86	2,510.		2,725.	-215.				-215.
87	7,618.		5,100.	2,518.				2,518.
88	52.		56.	-4.				-4.
89	3,792.		2,463.	1,329.				1,329.
90	2,420.		3,364.	-944.				-944.
91	4,083.		10,174.	-6,091.				-6,091.
92	7,794.		9,953.	-2,159.				-2,159.
93	4,549.		5,668.	-1,119.				-1,119.
94	3,823.		7,309.	-3,486.				-3,486.
95	5,530.		8,766.	-3,236.				-3,236.
96	1,450.		1,340.	110.				110.
97	5,668.		7,757.	-2,089.				-2,089.
98	5,838.		5,945.	-107.				-107.
99	3,411.		7,198.	-3,787.				-3,787.
100	4,159.		8,994.	-4,835.				-4,835.
101	6,364.		5,906.	458.				458.
102	3,494.		2,167.	1,327.				1,327.
103	4,045.		2,332.	1,713.				1,713.
104	1,059.		1,429.	-370.				-370.
105	1,634.		1,207.	427.				427.
106	3,098.		1,818.	1,280.				1,280.
107	6,172.		3,478.	2,694.				2,694.
108	2,099.		2,247.	-148.				-148.
109	202.		221.	-19.				-19.
110	123,394.		109,701.	13,693.				13,693.
111	351,616.		289,597.	62,019.				62,019.
112	23,245.		20,548.	2,697.				2,697.
113	415,000.		415,000.	0.				0.
114	61,702.		229,064.	-167,362.				-167,362.
115	39,568.		152,440.	-112,872.				-112,872.
116	26,182.		118,259.	-92,077.				-92,077.
117	280,058.		248,430.	31,628.				31,628.
118	40,854.		35,386.	5,468.				5,468.
119	44,284.		23,253.	21,031.				21,031.
120	87,334.		83,422.	3,912.				3,912.
121	119,859.		102,255.	17,604.				17,604.
122	126,418.		95,057.	31,361.				31,361.
123	210,479.		201,616.	8,863.				8,863.
124	500,000.		500,000.	0.				0.
125	1,197.		0.	1,197.				1,197.
126	778.		0.	778.				778.
127	515.		0.	515.				515.
128	15,442.		240.	15,202.				15,202.
129	14,494.		14,760.	-266.				-266.
130	5,954.		4,893.	1,061.				1,061.
131	3,811.		4,018.	-207.				-207.
132	10,824.		10,160.	664.				664.
133	1,701.		949.	752.				752.
134	20,503.		21,457.	-954.				-954.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
135	2,561.		1,774.	787.				$ 787.
136	13,311.		8,345.	4,966.				4,966.
137	26,270.		25,077.	1,193.				1,193.
138	16,648.		11,788.	4,860.				4,860.
139	4,312.		3,112.	1,200.				1,200.
140	4,487.		3,298.	1,189.				1,189.
141	4,302.		3,482.	820.				820.
142	21,411.		12,563.	8,848.				8,848.
143	33,798.		20,461.	13,337.				13,337.
144	4,864.		3,112.	1,752.				1,752.
145	1,838.		1,794.	44.				44.
146	403.		436.	-33.				-33.
147	3,000.		2,861.	139.				139.
148	527.		441.	86.				86.
149	924.		671.	253.				253.
150	1,522.		1,107.	415.				415.
151	3,064.		2,694.	370.				370.
152	4,516.		4,459.	57.				57.
153	4,727.		4,334.	393.				393.
154	1,348.		956.	392.				392.
155	2,548.		2,010.	538.				538.
156	4,709.		4,211.	498.				498.
157	946.		915.	31.				31.
158	4,694.		4,528.	166.				166.
159	1,866.		1,629.	237.				237.
160	1,302.		1,218.	84.				84.
161	6,007.		5,450.	557.				557.
162	4,357.		4,352.	5.				5.
163	2,637.		4,409.	-1,772.				-1,772.
164	654.		635.	19.				19.
165	5,703.		5,330.	373.				373.
166	4,112.		3,977.	135.				135.
167	3,804.		3,902.	-98.				-98.
168	1,593.		1,988.	-395.				-395.
169	3,869.		4,761.	-892.				-892.
170	5,742.		3,803.	1,939.				1,939.
171	4,462.		2,363.	2,099.				2,099.
172	1,157.		883.	274.				274.
173	4,291.		3,363.	928.				928.
174	1,368.		1,111.	257.				257.
175	679.		970.	-291.				-291.
176	6,992.		5,071.	1,921.				1,921.
177	1,087.		989.	98.				98.
178	4,180.		2,876.	1,304.				1,304.
179	2,330.		1,597.	733.				733.
180	1,451.		1,507.	-56.				-56.
181	1,122.		1,199.	-77.				-77.
182	2,681.		2,382.	299.				299.
183	4,603.		3,541.	1,062.				1,062.
184	5,605.		3,715.	1,890.				1,890.
185	1,309.		1,086.	223.				223.
186	4,698.		4,251.	447.				447.
187	6,309.		3,715.	2,594.				2,594.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
188	5,878.		5,958.	-80.				$ -80.
189	5,791.		4,084.	1,707.				1,707.
190	2,675.		1,310.	1,365.				1,365.
191	4,683.		3,188.	1,495.				1,495.
192	2,396.		1,852.	544.				544.
193	7,653.		4,098.	3,555.				3,555.
194	4,550.		3,284.	1,266.				1,266.
195	8,013.		5,027.	2,986.				2,986.
196	3,514.		4,311.	-797.				-797.
197	6,098.		3,300.	2,798.				2,798.
198	5,157.		2,306.	2,851.				2,851.
199	4,638.		3,276.	1,362.				1,362.
200	5,014.		2,591.	2,423.				2,423.
201	7,540.		4,434.	3,106.				3,106.
202	2,758.		3,845.	-1,087.				-1,087.
203	8,332.		3,782.	4,550.				4,550.
204	7,800.		4,875.	2,925.				2,925.
205	4,431.		3,953.	478.				478.
206	6,219.		2,520.	3,699.				3,699.
207	2,636.		2,198.	438.				438.
208	4,834.		3,510.	1,324.				1,324.
209	2,335.		1,423.	912.				912.
210	11,030.		7,149.	3,881.				3,881.
211	5,112.		4,247.	865.				865.
212	5,646.		3,770.	1,876.				1,876.
213	7,519.		4,491.	3,028.				3,028.
214	3,192.		4,357.	-1,165.				-1,165.
215	4,240.		2,807.	1,433.				1,433.
216	4,525.		4,924.	-399.				-399.
217	3,417.		2,076.	1,341.				1,341.
218	5,727.		3,523.	2,204.				2,204.
219	4.		0.	4.				4.
220	2.		0.	2.				2.
221	2.		0.	2.				2.
222	1223765.		903,534.	320,231.				320,231.
223	309,594.		265,787.	43,807.				43,807.
224	4,355.		4,251.	104.				104.
225	9,470.		8,201.	1,269.				1,269.
226	5,121.		8,783.	-3,662.				-3,662.
227	5,833.		6,748.	-915.				-915.
228	12,808.		4,184.	8,624.				8,624.
229	8,436.		8,305.	131.				131.
230	11,305.		12,267.	-962.				-962.
231	207.		226.	-19.				-19.
232	47,110.		16,305.	30,805.				30,805.
233	6,088.		5,663.	425.				425.
234	11,363.		13,294.	-1,931.				-1,931.
235	12,650.		8,666.	3,984.				3,984.
236	13,939.		9,095.	4,844.				4,844.
237	6,528.		10,513.	-3,985.				-3,985.
238	10,858.		5,908.	4,950.				4,950.
239	9,669.		5,756.	3,913.				3,913.
240	8,448.		9,339.	-891.				-891.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
241	4,182.		1,576.	2,606.				$ 2,606.
242	1,558.		388.	1,170.				1,170.
243	2,529.		1,308.	1,221.				1,221.
244	20,951.		9,815.	11,136.				11,136.
245	9,029.		5,792.	3,237.				3,237.
246	268.		0.	268.				268.
247	92,140.		0.	92,140.				92,140.
							TOTAL	$ 965,073.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
STEVEN C. HARKER 2020 SUMMIT DRIVE SHERIDAN, WY 82801	ASSISTANT TREAS 1.00	$ 4,700.	$ 0.	$ 0.
RICHARD KILPATRICK 114 SCOTT DRIVE SHERIDAN, WY 82801	ASSISTANT SEC. 1.00	4,700.	0.	0.
ARTHUR FELKER 1305 GAGE PLACE SHERIDAN, WY 82801	PRESIDENT 2.00	5,900.	0.	0.
RONALD J. DESTEFANO 1110 ABSARAKA SHERIDAN, WY 82801	PROPERTY MGR 1.00	4,700.	0.	0.
ROMAN SKATULA 222 2ND WEST PARKWAY SHERIDAN, WY 82801	TREASURER 6.00	5,900.	0.	0.
	TOTAL	$ 25,900.	$ 0.	$ 0.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	GRIFFITH FOUNDATION
CARE OF:	ROMAN SKATULA
STREET ADDRESS:	2 NORTH MAIN STREET, SUITE 401
CITY, STATE, ZIP CODE:	SHERIDAN, WY 82801

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

TELEPHONE:	
E-MAIL ADDRESS:	
FORM AND CONTENT:	LETTER FORMAT
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	DISCRETION OF THE BOARD OF TRUSTEES

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ST PETERS EPISCOPAL CHURCH 1 S. TSCHIRGI SHERIDAN, WY 82801	NONE	CHURCH	SUPPORT FOR CHURCH ACTIVITIES	$ 25,000.
YOUTH, INC. % T. SMITH, 31 WAGON BOX STORY, WY 82801	NONE	PUBLIC	SUPPORT YOUTH CAMPING	10,000.
MEMORIAL HOSPITAL OF SHERIDAN 1404 WEST 5TH SHERIDAN, WY 82801	NONE	HOSP	SUPPORT GENERAL MEDICAL/ HOSPITAL FUNCTIONS	200,000.
SHERIDAN COLLEGE 3059 COFFEEN AVE SHERIDAN, WY 82801	NONE	PUBLIC	SUPPORT FOR GENERAL SCHOOL/ EDUCATIONAL FUNCTIONS	135,000.
GIRL SCOUTS 244 NORTH MAIN SHERIDAN, WY 82801	NONE	PUBLIC	PUBLIC GIRL SCOUT PROGRAM	5,000.
SENIOR CENTER 211 SMITH SHERIDAN, WY 82801	NONE	PUBLIC	SUPPORT COMMUNITY BASED SENIOR CITIZEN CENTER	100,056.
FREE CLINIC OF SHERIDAN COUNTY P.O. BOX 682 SHERIDAN, WY 82801	NONE	PUBLIC	SUPPORT OF CLINIC PROVIDING FREE HEALTH CARE FOR THE UNINSURED	10,000.
SHERIDAN COUNTY LIBRARY FOUNDATION 335 WEST ALGER SHERIDAN, WY 82801	NONE	501 (C) 3	GENERAL SUPPORT	25,000.
			TOTAL	$ 510,056.