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**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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**2013**

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

WREYFORD FAMILY FOUNDATION  
P.O. BOX 1367  
KINGSLAND, TX 78639

**A** Employer identification number  
26-0593539

**B** Telephone number (see the instructions)  
(415) 506-3070

**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: ☒ 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) **J** Accounting method: ☒ Cash ☐ Accrual  
▶ \$ 961,662. (Part I, column (d) must be on cash basis.) ☐ Other (specify)

**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 ☐

**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)
<b>REVENUE</b>				
<b>1</b> Contributions, gifts, grants, etc. received (att sch)	100,000.			
<b>2</b> Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	70,498.	70,498.	70,498.	
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	3,303.			
<b>b</b> Gross sales price for all assets on line 6a	456,594.			
<b>7</b> Capital gain net income (from Part IV, line 2)				
<b>8</b> Net short-term capital gain			3,303.	
<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/(loss) (att sch)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	173,801.	73,801.	73,801.	
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>				
<b>13</b> Compensation of officers, directors, trustees, etc.	0.			
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach sch) SEE ST 1	2,677.	2,677.		
<b>c</b> Other prof fees (attach sch) SEE ST 2	60.	60.		
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instrs) SEE STM 3	302.			
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	5,841.			5,841.
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) SEE STATEMENT 4	15,802.			15,802.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	24,682.	2,737.		21,643.
<b>25</b> Contributions, gifts, grants paid PART XV	68,230.			68,230.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	92,912.	2,737.	0.	89,873.
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	80,889.			
<b>b Net investment income</b> (if negative, enter -0-)		71,064.		
<b>c Adjusted net income</b> (if negative, enter -0-)			73,801.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		159,240.	256,770.	256,770.
	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				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)		91,794.	174,081.	174,081.
	c	Investments – corporate bonds (attach schedule)		651,485.	530,811.	530,811.
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		902,519.	961,662.	961,662.	
LIABILITIES	17	Accounts payable and accrued expenses				
	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.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		902,519.	961,662.	
	30	Total net assets or fund balances (see instructions)		902,519.	961,662.	
	31	Total liabilities and net assets/fund balances (see instructions)		902,519.	961,662.	

## 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	902,519.
2	Enter amount from Part I, line 27a	2	80,889.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	983,408.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 5	5	21,746.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	961,662.

**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)
<b>1 a MARKETABLE SECURITIES, SEE ATTACHED</b>		P	VARIOUS	VARIOUS
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 456,594.		453,291.	3,303.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			3,303.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	3,303.
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 <span style="float: right;">]</span>	3	3,303.

**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	59,469.	743,367.	0.080000
2011	109,710.	686,498.	0.159811
2010	34,901.	569,941.	0.061236
2009	8,708.	378,723.	0.022993
2008	15,289.	285,817.	0.053492

2 Total of line 1, column (d)	2	0.377532
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	0.075506
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	873,085.
5 Multiply line 4 by line 3	5	65,923.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	711.
7 Add lines 5 and 6	7	66,634.
8 Enter qualifying distributions from Part XII, line 4	8	89,873.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	711.
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	711.
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	711.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	1,000.	
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	1,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	10.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	279.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 279. Refunded	11	0.	

**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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
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	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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**Part VIIA Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>DON &amp; ANNETTE WREYFORD</u> Telephone no <u>(415) 506-3070</u> Located at <u>P.O. BOX 1367 KINGSLAND TX</u> ZIP + 4 <u>78639</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

**Part VIIB 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? <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 checked="" type="checkbox"/> Yes <input 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? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1 b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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 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. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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

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**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)?

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?

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

**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 6		0.	0.	0.

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

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

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

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	830,836.
b	Average of monthly cash balances	1b	55,545.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	886,381.
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	886,381.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,296.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	873,085.
6	Minimum investment return. Enter 5% of line 5	6	43,654.

**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	43,654.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	711.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	711.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,943.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	42,943.
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	42,943.

**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	89,873.
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	89,873.
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	711.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	89,162.

**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.

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**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				42,943.
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				
b From 2009				
c From 2010				
d From 2011	74,289.			
e From 2012	23,197.			
f Total of lines 3a through e	97,486.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 89,873.				
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				42,943.
e Remaining amount distributed out of corpus	46,930.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	144,416.			
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)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	144,416.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	74,289.			
d Excess from 2012	23,197.			
e Excess from 2013	46,930.			

BAA

Form 990-PF (2013)

N/A

□

4942(j)(3) o

4942(j)(5)

**b 85% of line 2a**

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**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).)

SEE STATEMENT 7

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

NONE

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

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

a The name, address, and telephone number or e-mail 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
<i>a Paid during the year</i>				
THE W FOUNDATION 330 IGNACIO BLVD. SUITE 203 NOVATO, CA 94949	NONE	501 (C) (3)	SPACE EXPLORATION EDUCATION	14,875.
EXPERIMENTAL AIRCRAFT ASSOCIATION, INC PO BOX 3086 OSHKOSH, WI 54903	NONE	501 (C) (3)	AVIATION HISTORY EDUCATION	3,000.
AIRCRAFT CARRIER HORNET FOUNDATION P.O. BOX 460 ALAMEDA, CA 94501	NONE	501 (C) (3)	USS HORNET MUSEUM RELOCATION FEASIBILITY STUDY MATCHING CHALLENGE GRANT	49,455.
BOYS & GIRLS CLUB OF THE HIGHLAND LAKES 709 NORTHINGTON ST. BURTNET, TX 78611	NONE	501 (C) (3)	GENERAL SUPPORT	900.
<b>Total</b>			<b>3 a</b>	<b>68,230.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3 b</b>	





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**  
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

WREYFORD FAMILY FOUNDATION

Employer identification number

26-0593539

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)( ) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,** Schedule B (Form 990, 990-EZ, or 990-PF) (2013)  
**or 990-PF.**

Employer identification number

26-0593539

## Part I

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DONALD & ANNETTE WREYFORD P.O. BOX 1367 KINGSLAND, TX 78639	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Employer identification number

26-0593539

## Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

WREYFORD FAMILY FOUNDATION

26-0593539

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2013

## FEDERAL STATEMENTS

PAGE 1

CLIENT 9601-000

WREYFORD FAMILY FOUNDATION

26-0593539

5/13/14

04:56PM

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 2,677.	\$ 2,677.		
<b>TOTAL</b>	<b>\$ 2,677.</b>	<b>\$ 2,677.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 2**  
**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
INVESTMENT MANAGEMENT FEES	\$ 60.	\$ 60.		
<b>TOTAL</b>	<b>\$ 60.</b>	<b>\$ 60.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	\$ 302.			
<b>TOTAL</b>	<b>\$ 302.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXHIBITION EXPENSES	\$ 15,802.			\$ 15,802.
<b>TOTAL</b>	<b>\$ 15,802.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 15,802.</b>

**STATEMENT 5**  
**FORM 990-PF, PART III, LINE 5**  
**OTHER DECREASES**

NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS				\$ 21,746.
<b>TOTAL</b>				<b>\$ 21,746.</b>

## WREYFORD FAMILY FOUNDATION

26-0593539

**STATEMENT 6**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP &amp; DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
DONALD M. WREYFORD P.O. BOX 1367 KINGSLAND, TX 78639	FOUNDER 1.00	\$ 0.	\$ 0.	\$ 0.
L. ANNETTE WREYFORD P.O. BOX 1367 KINGSLAND, TX 78639	FOUNDER & TREAS 1.00	0.	0.	0.
LARRY D. WREYFORD P.O. BOX 1367 KINGSLAND, TX 78639	VICE PRESIDENT 1.00	0.	0.	0.
RONNIE M. WREYFORD P.O. BOX 1367 KINGSLAND, TX 78639	VICE PRESIDENT 1.00	0.	0.	0.
RANDY L. WREYFORD P.O. BOX 1367 KINGSLAND, TX 78639	VICE PRESIDENT 1.00	0.	0.	0.
DEBORAH A. WREYFORD P.O. BOX 1367 KINGSLAND, TX 78639	SECRETARY 1.00	0.	0.	0.
JAMES WREYFORD P.O. BOX 1367 KINGSLAND, TX 78639	PRESIDENT 1.00	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

**STATEMENT 7**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

DONALD M. WREYFORD  
L. ANNETTE WREYFORD

05/12/2014

# Portfolio Holdings

As of 12/31/2013

Wreyford Family Foundation

**EIN 26-0593539**

Symbol	Description	Trade Date	Quantity	Current Value	Cost Basis	Asset Class Code	Sector Code	Acquisition Date
<b>Equities</b>								
BGCA	BGC Partners 8.125%	06/21/2012	600	15,528.00	15,025.00	INCOM	INC S	06/21/201
CCGPRA	Campus Crest Communities 8%	10/03/2013	600	14,820.00	14,906.23	INCOM	INC S	10/03/201
CWHPRE	Commonwealth Reit 7.25%	06/03/2011	600	13,080.00	14,857.17	INCOM	INC S	06/03/201
CORPRA	CoreSite Realty 7.25%	12/05/2012	600	13,560.00	15,025.00	INCOM	INC S	12/05/201
DLRPRE	Digital Realty Tr 7%	10/30/2013	600	13,026.00	14,191.75	INCOM	INC S	10/30/201
HCJ	Homeowners Choice 8%	01/11/2013	600	16,170.00	15,000.00	INCOM	INC S	01/11/201
KFNPR	KKR Financial 7.375%	01/10/2013	600	14,460.00	15,025.00	INCOM	INC S	01/10/201
MHPRA	Maiden Hldgs 8.25%	08/22/2012	600	13,728.00	15,025.00	INCOM	INC S	08/22/201
NSS	Nustar Logistics LP 7.625%	01/14/2013	600	15,282.00	15,025.00	INCOM	INC S	01/14/201
SBPRB	Safe Bulkers 8%	06/06/2013	600	15,417.00	15,025.00	INCOM	INC S	06/06/201
SUIPRA	Sun Communities 7.125 %	11/07/2012	600	14,130.00	15,025.00	INCOM	INC S	11/07/201
TOOPRA	Teekay Offshore 7.25%	05/16/2013	600	14,880.00	15,408.13	INCOM	INC S	05/16/201
				174,081.00	179,538.28			
<b>Fixed Income</b>								
00130HB	AES Corporation 10/15/2017 8.00%	05/21/2010	30,000	35,250.00	29,730.00	INCOM	CORP	05/21/201
00928QA	Aircastle 08/01/2018 9.75%	01/10/2012	20,000	21,850.00	21,760.00	INCOM	CORP	01/10/201
03512TA	Anglogold Hldgs 07/30/2020 8.50%	07/26/2013	25,000	25,815.00	25,462.50	INCOM	CORP	07/26/201
120568AQ	Bunge Ltd Fin 07/15/2015 5.10%	04/21/2009	25,000	26,463.50	20,717.25	INCOM	CORP	06/11/200
131477AG	Calumet Specialty Products 05/01/2019 9.375%	08/23/2012	20,000	22,200.00	21,325.00	INCOM	CORP	08/23/201
153527AG	Central Garden 03/01/2018 8.25%	01/18/2012	20,000	19,450.00	20,020.00	INCOM	CORP	01/18/201

# Portfolio Holdings

As of 12/31/2013

Wreyford Family Foundation

**EIN 26-0595539**

<u>Symbol</u>	<u>Description</u>	<u>Trade Date</u>	<u>Quantity</u>	<u>Current Value</u>	<u>Cost Basis</u>	<u>Asset Class Code</u>	<u>Sector Code</u>	<u>Acquisition Date</u>
<b>Fixed Income</b>								
18911MA	Cloud Peak Engy 12/15/2017 8.25%	04/24/2012	20,000	20,875.00	20,525.00	INCOM	CORP	04/24/201
202608AL	Commercial Veh Group 04/15/2019 7.875%	08/16/2013	20,000	19,950.00	20,250.00	INCOM	CORP	08/16/201
21036PAD	Constellation Brand 09/01/2016 7.25%	01/28/2008	20,000	22,700.00	19,285.00	INCOM	CORP	06/11/200
264147AC	Ducommun Inc 07/15/2018 9.75%	01/09/2013	20,000	22,250.00	22,028.00	INCOM	CORP	01/09/201
315405A	Ferro Corp 08/15/2018 7.875%	07/11/2012	20,000	21,100.00	19,875.00	INCOM	CORP	07/11/201
361448AG	GATX Corp 05/15/2014 8.75%	04/28/2009	20,000	20,597.00	20,031.00	INCOM	CORP	06/11/200
45169UA	iGATE Corp 05/01/2016 9.00%	03/09/2012	25,000	26,562.50	27,437.50	INCOM	CORP	03/09/201
563571AG	Manitowoc Co 02/15/2018 9.50%	06/05/2013	20,000	21,075.00	21,920.00	INCOM	CORP	06/05/201
573334AB	Martin Midstream Partners 04/01/2018 8.875%	10/17/2012	20,000	21,100.00	21,570.00	INCOM	CORP	10/17/201
637004AC	National Money Mart 12/15/2016 10.375%	01/24/2013	20,000	20,300.00	22,351.60	INCOM	CORP	01/24/201
422680AE	Nuverra Environ 04/15/2018 9.875%	04/17/2013	18,000	17,550.00	19,446.66	INCOM	CORP	04/17/201
701081AT	Parker Drilling 04/01/2018 9.125%	07/23/2013	20,000	21,200.00	21,700.00	INCOM	CORP	07/23/201
69336TA	PHI Inc 10/15/2018 8.625%	10/04/2013	20,000	21,500.00	21,270.00	INCOM	CORP	10/04/201
723655AB	Pioneer Drilling 03/15/2018 9.875%	11/15/2012	20,000	21,200.00	21,755.00	INCOM	CORP	11/15/201

# Portfolio Holdings

As of 12/31/2013

Wreyford Family Foundation

**EIN 26-0593539**

<u>Symbol</u>	<u>Description</u>	<u>Trade Date</u>	<u>Quantity</u>	<u>Current Value</u>	<u>Cost Basis</u>	<u>Asset Class Code</u>	<u>Secto Code</u>	<u>Acquisitio Date</u>
Fixed Income								
257867AX	RR Donnelley & Sons 05/15/2018 7.25%	02/06/2013	11,000	12,485.00	10,901.00	INCOM	CORP	02/06/201
80874YA	Scientific Games 06/15/2019 9.25%	10/21/2013	15,000	16,087.50	16,300.00	INCOM	CORP	10/21/201
85512QA	Star Gas Partners LP 12/01/2017 8.875%	02/19/2013	25,000	26,250.00	26,210.00	INCOM	CORP	02/19/201
912909AC	Call 12/01/2014, 200.00 US Steel 06/01/2017 6.05%	05/19/2009	25,000	27,000.00	19,568.50	INCOM	CORP	06/11/200
				530,810.50	511,439.01			
Cash and Money Funds								
CASH	Cash			256,770.03	256,770.03	CASH	CAS	
				961,661.53	947,747.32			

**Wreyford Family Foundation**  
2013 Form 990-PF  
EIN 26-0593539

**Realized Gains and Losses**

Portfolio Account Number	Security Description	Quantity		Date Sold	Date Acquired	Gross		Total Gains
		Sold				Proceeds	Cost	
915058189	Axis Capital Hldgs Pfd	600		8/22/2013	4/17/2013	15,193.33	15,257.71	(64.38)
915058189	BioScrip	20000		8/19/2013	9/11/2012	21,025.00	22,025.00	(1,000.00)
915058189	Fiesta Restaurant	20000		12/17/2013	3/19/2013	20,886.68	21,875.00	(988.32)
915058189	Hanesbrands Inc	25000		12/16/2013	2/8/2013	26,000.00	27,350.00	(1,350.00)
915058189	Mastec	20000		4/1/2013	10/22/2012	20,508.40	20,845.00	(336.60)
915058189	Navios Maritme	20000		12/30/2013	5/15/2013	20,887.60	21,307.39	(419.79)
915058189	Nexen Inc 7.35% (CALLED)	10		3/28/2013	5/17/2012	252.91	252.45	0.46
915058189	Nexen Inc 7.35% (CALLED)	260		3/28/2013	5/17/2012	6,575.64	6,564.97	10.67
915058189	Nexen Inc 7.35% (CALLED)	330		3/28/2013	5/17/2012	8,346.01	8,341.45	4.56
915058189	RR Donnelley & Sons	14000		8/26/2013	2/6/2013	15,610.00	13,874.00	1,736.00
915058189	Ship Fin Intl	20000		3/1/2013	8/28/2012	20,000.00	20,064.00	(64.00)
915058189	Alere Inc	20000		6/25/2013	6/21/2012	20,900.00	20,460.00	440.00
915058189	Blyth Inds Inc	15000		7/15/2013	11/18/2010	15,000.00	14,785.42	214.58
915058189	Frontier Commns	20000		10/1/2013	1/18/2012	22,675.00	20,307.80	2,367.20
915058189	Ingles Mkts Inc	20000		7/8/2013	3/12/2012	20,887.60	22,050.00	(1,162.40)
915058189	Leucadia Natl	20000		11/20/2013	12/12/2007	22,250.00	20,305.00	1,945.00
915058189	NII Capital Corp	20000		10/29/2013	5/30/2012	17,062.50	21,395.00	(4,332.50)
915058189	Rock-Tenn Co	20000		3/15/2013	5/19/2009	20,000.00	18,400.00	1,600.00
915058189	Royal Caribbean	20000		12/2/2013	1/24/2008	20,000.00	19,685.00	315.00
915058189	RR Donnelley & Sons	20000		2/6/2013	1/18/2012	22,022.80	20,297.40	1,725.40
915058189	Smithfield Foods	20000		5/15/2013	1/24/2008	20,000.00	19,965.00	35.00
915058189	Stone Energy Corp	7000		12/13/2013	9/20/2012	7,376.25	7,532.00	(155.75)
915058189	Stone Energy Corp	18000		12/13/2013	3/2/2012	18,967.50	19,098.00	(130.50)
915058189	Supervalu Inc	25000		5/21/2013	7/15/2010	28,250.00	25,168.49	3,081.51
915058189	Vector Group	25000		3/14/2013	12/22/2010	25,916.75	26,085.00	(168.25)
						<u>456,593.97</u>	<u>453,291.08</u>	<u>3,302.89</u>