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Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

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

Name of foundation: **FANZ FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1222 E. BASELINE RD, STE 200**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **TEMPE, AZ 85283**

A Employer identification number: **26-1286823**

B Telephone number: **480-831-9500**

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: 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, col (c), line 16): **\$ 5,701,066.**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		33.	33.		STATEMENT 1
4 Dividends and interest from securities		194,639.	194,639.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		248,168.			
b Gross sales price for all assets on line 6a		1,592,698.			
7 Capital gain net income (from Part IV, line 2)			248,168.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of Goods Sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		442,840.	442,840.		
13 Compensation of officers, directors, trustees, etc		21,000.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		1,750.	1,750.		0.
c Other professional fees		41,276.	41,276.		0.
17 Interest					
18 Taxes		6,258.	6,258.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,129.	1,129.		0.
22 Printing and publications					
23 Other expenses		1,578.	1,578.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		72,991.	51,991.		0.
25 Contributions, gifts, grants paid		100,000.			100,000.
26 Total expenses and disbursements. Add lines 24 and 25		172,991.	51,991.		100,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		269,849.			
b Net investment income (if negative, enter -0-)			390,849.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	76,096.	40,416.	40,416.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	806,918.	848,246.	713,951.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	3,966,981.	4,231,182.	4,946,699.	
14 Land, buildings, and equipment, basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,849,995.	5,119,844.	5,701,066.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,849,995.	5,119,844.	
30 Total net assets or fund balances	4,849,995.	5,119,844.		
31 Total liabilities and net assets/fund balances	4,849,995.	5,119,844.		

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	4,849,995.
2 Enter amount from Part I, line 27a	2	269,849.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,119,844.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,119,844.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LPL FINANCIAL #8740 - SEE ATTACHED	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,477,059.		1,344,530.	132,529.
b 115,639.			115,639.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			132,529.
b			115,639.
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	248,168.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 (col. (b) divided by col. (c))
2012	398,168.	4,724,880.	.084270
2011	0.	139,241.	.000000
2010	0.	0.	.000000
2009	0.	0.	.000000
2008			

2 Total of line 1, column (d)	2	.084270
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	.021068
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,301,067.
5 Multiply line 4 by line 3	5	111,683.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,908.
7 Add lines 5 and 6	7	115,591.
8 Enter qualifying distributions from Part XII, line 4	8	0.

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)

1a 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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	7,817.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,817.
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	7,817.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,832.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	11,850.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,682.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,863.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	5,863.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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
4a 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, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AZ</u>		
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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>JEFFEY C. MCMULLIN, CPA</u> Telephone no. ► <u>480-831-9500</u> Located at ► <u>1222 E. BASELINE RD, STE 200, TEMPE, AZ</u> ZIP+4 ► <u>85283</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>15</u> 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 ►		Yes	No
		16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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 N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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? If "Yes," list the years ►		
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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes 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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 9		21,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	5,336,055.
b	Average of monthly cash balances	1b	45,739.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,381,794.
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	5,381,794.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,727.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,301,067.
6	Minimum investment return. Enter 5% of line 5	6	265,053.

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	265,053.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,817.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,817.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	257,236.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	257,236.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	257,236.

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	0.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	0.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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				257,236.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				158,626.
f Total of lines 3a through e	158,626.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 0.				
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				0.
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))	158,626.			158,626.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				98,610.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
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		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a 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 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
a Paid during the year					
NONE					
Total				▶ 3a	0.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

1099-B

Account Number: 4177-8740

DETAILS - PROCEEDS FROM SALE TRADES OR EXCHANGES AND TAX WITHHELD

The proceeds stated on this page are reported net of option premiums. However, option premiums are built into the gain or loss amounts computed below. If you have securities sold because of the exercise of an option granted or acquired before 2014, we have included option premium information as a separate column on this page, to help you reconcile to the gain/loss amount shown on this statement. Should you elect to report net of option premiums, you must adjust your gain/loss amounts on your Form 8949.

SECURITY DESCRIPTION (BOX 8)	CUSIP (BOX 1D) (BOX 1B)	DATE OF ACQUISITION (BOX 1A)	DATE OF SALE OR EXCHANGE (BOX 1A)	GROSS PROCEEDS (LESS COMMISSIONS AND OPTION PREMIUMS) (BOX 2A)	COST OR OTHER BASIS (BOX 3)	GAIN OR (LOSS)	OPTION PREMIUM	WASH SALE AMOUNT ADJUSTMENT TO BASIS 2	WASH SALE LOSS DISALLOWED 3 (BOX 5)	COLLECTIBLES ALLOCATION FACTOR (CAF) ⁴
SHORT-TERM CAPITAL GAINS OR LOSSES - ASSETS HELD ONE YEAR OR LESS (BOX 1C)										
COVERED (BOX 6B): FORM 8849 (BOX A) WITH BASIS REPORTED TO THE IRS										
ALLBERN RL ASST STR ADVS QTY (BOX 1E) 13239 188	018528422	11/26/12	04/05/13	146,950.49	150,004.50	(3,054.01)	0.00	0.00	0.00	0.00
ALLBERN UNCONSTR 8D ADVS QTY (BOX 1E) 6960 557	01859N406	04/05/13	10/02/13	59,995.50	61,068.11	(1,072.61)	0.00	0.00	0.00	0.00
EUROPACIFIC GRW F2 QTY (BOX 1E) 75 368	29875E100	12/27/12	06/24/13	3,062.86	3,079.55	(16.69)	0.00	0.00	0.00	0.00
JPM MTG BKD SEC SEL QTY (BOX 1E) 4424 779	4812C1215	11/26/12	10/02/13	49,995.50	51,594.48	(1,598.98)	0.00	0.00	0.00	0.00
JPM MTG BKD SEC SEL QTY (BOX 1E) 8439 715	4812C1215	11/26/12	10/24/13	95,786.27	98,410.02	(2,623.75)	0.00	0.00	0.00	0.00
NEW WORLD F2 QTY (BOX 1E) 32,544	649280823	12/27/12	06/24/13	1,678.88	1,750.54	(71.66)	0.00	0.00	0.00	0.00
PWRSH DYN BYBK ACHVR ETF QTY (BOX 1E) 1000,000	73935X286	09/10/13	10/24/13	40,670.39	38,686.50	1,983.89	0.00	0.00	0.00	0.00
HERBALIFE LIMITED QTY (BOX 1E) 500,000	G4412G101	08/01/13	09/17/13	36,555.41	33,078.95	3,476.46	0.00	0.00	0.00	0.00
TOTAL SHORT-TERM COVERED				434,695.30	437,672.85	(2,977.55)	0.00	0.00	0.00	0.00
LONG-TERM CAPITAL GAINS OR LOSSES - ASSETS HELD MORE THAN ONE YEAR (BOX 1C)										
COVERED (BOX 6B): FORM 8849 (BOX D) WITH BASIS REPORTED TO THE IRS										
AMCAP F2 QTY (BOX 1E) 1950,078	023375827	02/09/12	05/17/13	49,995.50	40,366.76	9,608.74	0.00	0.00	0.00	0.00

1 These securities are not covered under the 1st and 2nd phases of the Cost Basis accounting legislations passed by Congress on October 3, 2008. Therefore the cost basis, acquisition date, disallowed loss from wash sales, and holding period are not being reported to the IRS for these securities. Please refer to the 2013 1099 Tax Guide online for more information on covered securities.
 2 Please note that the amount displayed in this column is included in the amount listed in the Cost Or Other Basis column if there is a wash sale adjustment amount displayed, your holding period includes the holding period of the stock or securities that were previously sold, where the loss deduction was postponed or disallowed.
 3 The amounts listed in this column represent the losses you incurred from wash sales that cannot be deducted from your tax return.
 4 Collectibles Allocation Factor (CAF) Represents the percentage of proceeds associated with UIT grantor trusts you sold in 2013 that contain assets considered collectibles, which is subject to a higher long-term capital gains rate of 28%, when units held over 1 year are disposed. Please refer to the 2013 WHFTT Guide online for details.

1099-B, continued

Account Number: 4177-8740

DETAILS - PROCEEDS FROM SALE TRADES OR EXCHANGES AND TAX WITHHELD

SECURITY DESCRIPTION (BOX 8)	CUSIP (BOX 1D)	DATE OF ACQUISITION (BOX 1B)	DATE OF SALE OR EXCHANGE (BOX 1A)	GROSS PROCEEDS (LESS COMMISSIONS AND OPTION PREMIUMS) (BOX 2A)	COST OR OTHER BASIS (BOX 3)	GAIN OR (LOSS)	OPTION PREMIUM	WASH SALE AMOUNT ADJUSTMENT TO BASIS 2 (BOX 9)	WASH SALE LOSS DISALLOWED 3 (BOX 9)	COLLECTIBLES ALLOCATION FACTOR (CAF) 4
COVERED (BOX 8B): FORM 8949 (BOX D) WITH BASIS REPORTED TO THE IRS, continued										
BNY MELLON CORP QTY (BOX 1E) 1000,000	064058100	09/05/11	05/17/13	30,453.01	19,812.50	10,640.51	0.00	0.00	0.00	0.00
EUROPACIFIC GRW F2 QTY (BOX 1E) 556.297	29878E100	02/06/12	05/17/13	24,995.50	21,384.73	3,610.77	0.00	0.00	0.00	0.00
EUROPACIFIC GRW F2 QTY (BOX 1E) 3215.815	29878E100	02/06/12	06/24/13	130,686.32	123,619.77	7,066.55	0.00	0.00	0.00	0.00
JOHNSON & JOHNSON QTY (BOX 1E) 150,000	478160104	09/29/11	05/17/13	13,140.32	9,561.77	3,578.55	0.00	0.00	0.00	0.00
JOHNSON & JOHNSON QTY (BOX 1E) 100,000	478160104	09/29/11	05/17/13	8,760.20	6,374.51	2,385.69	0.00	0.00	0.00	0.00
JPM INCM BLDOR SEL QTY (BOX 1E) 4302.103	4812A3254	02/06/12	05/17/13	45,000.00	39,966.54	5,033.46	0.00	0.00	0.00	0.00
MCDONALDS CORP QTY (BOX 1E) 700,000	580135101	02/06/12	04/22/13	69,305.54	69,712.90	(407.36)	0.00	0.00	0.00	0.00
MORGAN STANLEY QTY (BOX 1E) 3000,000	617446448	06/22/12	09/13/13	84,319.53	42,339.00	41,980.53	0.00	0.00	0.00	0.00
NEW WORLD F2 QTY (BOX 1E) 1970.443	649280823	02/06/12	06/24/13	101,650.72	100,004.50	1,646.22	0.00	0.00	0.00	0.00
PROCTER & GAMBLE COMPANY QTY (BOX 1E) 925,000	742718109	09/29/11	12/18/13	74,943.37	58,833.36	16,110.01	0.00	0.00	0.00	0.00
SANOFI SPON ADR QTY (BOX 1E) 1750,000	80105N105	09/29/11	12/18/13	88,230.59	59,340.48	28,890.11	0.00	0.00	0.00	0.00
WASH MUT INVS F2 QTY (BOX 1E) 960.219	939330825	02/06/12	05/17/13	34,995.50	28,394.48	6,601.02	0.00	0.00	0.00	0.00
TOTAL LONG-TERM COVERED				756,478.10	619,731.30	136,744.80	0.00	0.00	0.00	0.00

1 These securities are not covered under the 1st and 2nd phases of the Cost Basis accounting legislations passed by Congress on October 3, 2008. Therefore the cost basis, acquisition date, disallowed loss from wash sales, and holding period are not being reported to the IRS for these securities. Please refer to the 2013 1099 Tax Guide online for more information on covered securities.

2 Please note that the amount displayed in this column is included in the amount listed in the Cost Or Other Basis column if there is a wash sale adjustment amount displayed, your holding period includes the holding period of the stock or securities that were previously sold, where the loss deduction was postponed or disallowed

3 The amounts listed in this column represent the losses you incurred from wash sales that cannot be deducted from your tax return.

4 Collectibles Allocation Factor (CAF) Represents the percentage of proceeds associated with UIT grantor trusts you sold in 2013 that contain assets considered collectibles, which is subject to a higher long-term capital gains rate of 28%, when units held over 1 year are disposed. Please refer to the 2013 WHFIT Guide online for details.

1099-B, continued

Account Number: 4177-8740

DETAILS - PROCEEDS FROM SALE TRADES OR EXCHANGES AND TAX WITHHELD

SECURITY DESCRIPTION (BOX 8)	CUSIP (BOX 1D)	DATE OF ACQUISITION (BOX 1E)	DATE OF SALE OR EXCHANGE (BOX 1A)	GROSS PROCEEDS (LESS COMMISSIONS AND OPTION PREMIUMS) (BOX 2A)	COST OR OTHER BASIS (BOX 3)	GAIN OR (LOSS)	OPTION PREMIUM	WASH SALE AMOUNT ADJUSTMENT TO BASIS 2 (BOX 5)	WASH SALE LOSS DISALLOWED 3 (BOX 5)	COLLECTIBLES ALLOCATION FACTOR (CAF) 4
NON-COVERED (BOX 6A) FORM 8849 (BOX E) WITH BASIS NOT REPORTED TO THE IRS										
ALLBERN GLB BD ADVS QTY (BOX 1E) 20924.677	01853W709	VARIOUS	06/24/13	173,017.77	177,940.32	(4,922.55)	0.00	0.00	0.00	0.00
BOARDWALK PIPELINE LP QTY (BOX 1E) 1597.000	096627104	09/29/11	03/11/13	43,654.75	41,345.83	2,308.92	0.00	0.00	0.00	0.00
BOARDWALK PIPELINE LP QTY (BOX 1E) 703.000	096627104	09/29/11	03/11/13	19,219.92	18,215.17	1,004.75	0.00	0.00	0.00	0.00
JPM CORE BD SEL QTY (BOX 1E) 4170.142	4812C0381	09/05/11	05/17/13	49,985.50	49,624.70	370.80	0.00	0.00	0.00	0.00
TOTAL LONG-TERM NON-COVERED				285,887.94	287,126.02	(1,238.08)	0.00	0.00	0.00	0.00
TOTAL SALE TRADES OR EXCHANGES (BOX 2A)				1,477,059.34	1,344,529.87	132,529.37	0.00	0.00	0.00	0.00

1 These securities are not covered under the 1st and 2nd phases of the Cost Basis accounting legislations passed by Congress on October 3, 2008. Therefore the cost basis, acquisition date, disallowed loss from wash sales, and holding period are not being reported to the IRS for these securities. Please refer to the 2013 1099 Tax Guide online for more information on covered securities.

2 Please note that the amount displayed in this column is included in the amount listed in the Cost Or Other Basis column. If there is a wash sale adjustment amount displayed, your holding period includes the holding period of the stock or securities that were previously sold, where the loss deduction was postponed or disallowed.

3 The amounts listed in this column represent the losses you incurred from wash sales that cannot be deducted from your tax return.

4 Collectibles Allocation Factor (CAF) Represents the percentage of proceeds associated with UIT grantor trusts you sold in 2013 that contain assets considered collectibles, which is subject to a higher long-term capital gains rate of 28%, when units held over 1 year are disposed. Please refer to the 2013 WHFIT Guide online for details.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO #3683	33.	33.	
TOTAL TO PART I, LINE 3	33.	33.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FRANKLIN SQUARE	21,459.	0.	21,459.	21,459.	
GRIFFIN-AMERICAN	6,800.	0.	6,800.	6,800.	
HINES REAL ESTATE INVESTMENT TRUST	45,449.	0.	45,449.	45,449.	
KBS REAL ESTATE INVSTMT TRUSTS	18,499.	0.	18,499.	18,499.	
LPL ACCT #8740	218,071.	115,639.	102,432.	102,432.	
TO PART I, LINE 4	310,278.	115,639.	194,639.	194,639.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,750.	1,750.		0.
TO FORM 990-PF, PG 1, LN 16B	1,750.	1,750.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LPL INVESTMENT MGT. FEES	41,276.	41,276.		0.
TO FORM 990-PF, PG 1, LN 16C	41,276.	41,276.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,451.	1,451.		0.
FEDERAL TAXES	4,807.	4,807.		0.
TO FORM 990-PF, PG 1, LN 18	6,258.	6,258.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETING EXPENSES	1,518.	1,518.		0.
BANK FEES	60.	60.		0.
TO FORM 990-PF, PG 1, LN 23	1,578.	1,578.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
LPL - EQUITIES	848,246.	713,951.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	848,246.	713,951.	

FORM 990-PF **OTHER INVESTMENTS** **STATEMENT 8**

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LPL - MUTUAL FUNDS	FMV	3,254,021.	3,977,986.
KBS REAL ESTATE INVESTMENT TRUSTS	FMV	283,950.	305,800.
FS INVESTMENTS CORP	FMV	271,888.	302,773.
GRIFFIN-AMERICAN HEALTHCARE REIT II	FMV	95,334.	102,200.
HINES REAL ESTATE INVESTMENT TRUST	FMV	325,989.	257,940.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,231,182.	4,946,699.

FORM 990-PF **PART VIII - LIST OF OFFICERS, DIRECTORS** **STATEMENT 9**
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THERON M. HALL, JR 3300 N. CENTRAL AVE, STE 900 PHOENIX, AZ 85012	DIRECTOR 4.00	4,500.	0.	0.
JEFFREY C. MCMULLIN 1222 E. BASELINE RD, STE 200 TEMPE, AZ 85283	DIRECTOR 4.00	4,500.	0.	0.
FREDDIE DAUM 2479 WINDMERE DR. NORCROSS, GA 30071	DIRECTOR 4.00	4,500.	0.	0.
MARY ANN HARTMAN 3483 VISTA TRAIL LILBURN, GA 30047	DIRECTOR 4.00	3,000.	0.	0.
CHAD W. HAYWOOD 18 OLD CART PATH HOLLISTON, MA 01746	DIRECTOR 4.00	4,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		21,000.	0.	0.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	FANZ FOUNDATION	26-1286823
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1222 E. BASELINE RD, STE 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	TEMPE, AZ 85283	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JEFFEY C. MCMULLIN, CPA

- The books are in the care of **1222 E. BASELINE RD, STE 200 - TEMPE, AZ 85283**
Telephone No **480-831-9500** Fax No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year **2013**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
THE TAXPAYER REQUESTS ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	13,682.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	2,290.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	11,392.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date