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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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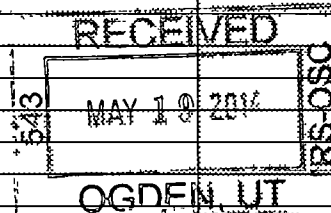
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation 17742 FOUNDATION		A Employer identification number 26-1971513
Number and street (or P O box number if mail is not delivered to street address) 4853 BRIAR RIDGE COURT	Room/suite	B Telephone number (303) 527-0223
City or town, state or province, country, and ZIP or foreign postal code BOULDER, CO 80301-3980		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 509,830.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	2.	2.		STATEMENT 1
4 Dividends and interest from securities	24,104.	24,104.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,794.			
b Gross sales price for all assets on line 6a 156,758.				
7 Capital gain net income (from Part IV, line 2)		4,794.		
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	28,900.	28,900.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	9,104.	910.		8,194.
c Other professional fees STMT 4	9,015.	9,015.		0.
17 Interest				
18 Taxes STMT 5	356.	73.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	18,475.	9,998.		8,194.
25 Contributions, gifts, grants paid	21,500.			21,500.
26 Total expenses and disbursements. Add lines 24 and 25	39,975.	9,998.		29,694.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<11,075.>			
b Net investment income (if negative, enter -0-)		18,902.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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	17,756.	24,070.	24,070.		
	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 STMT 6	133,904.	125,441.	125,441.		
	b	Investments - corporate stock STMT 7	107,163.	112,879.	112,879.		
	c	Investments - corporate bonds STMT 8	258,750.	247,440.	247,440.		
	11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other						
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)	517,573.	509,830.	509,830.			
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.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	517,573.	509,830.			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances	517,573.	509,830.	509,830.			
31	Total liabilities and net assets/fund balances	517,573.	509,830.	509,830.			

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	517,573.
2	Enter amount from Part I, line 27a	2	<11,075.>
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS	3	3,332.
4	Add lines 1, 2, and 3	4	509,830.
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	509,830.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 156,758.		151,964.	4,794.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			4,794.

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	4,794.
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	16,714.	508,919.	.032842
2011	14,875.	495,577.	.030016
2010	0.	408,205.	.000000
2009			
2008			

2 Total of line 1, column (d)	2	.062858
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	.020953
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	515,360.
5 Multiply line 4 by line 3	5	10,798.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	189.
7 Add lines 5 and 6	7	10,987.
8 Enter qualifying distributions from Part XII, line 4	8	29,694.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	189.
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	189.
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	189.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	189.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
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)? <i>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.</i>		X
1c 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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) \blacktriangleright CO		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ► N/A	13	X	
14	The books are in care of ► CLIFFORD M. SIMMS, TRUSTEE Telephone no. ► (303) 527-0223 Located at ► 4853 BRIAR RIDGE COURT, BOULDER, CO ZIP+4 ► 80301-3980			
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 ► 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	Yes	No 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 checked="" type="checkbox"/> Yes <input 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"/>	1b	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?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 propoganda, 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 N/A

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
CLIFFORD M. SIMMS 4853 BRIAR RIDGE COURT BOULDER, CO 80301-3980	TRUSTEE 2.00	0.	0.	0.
DANEEN S. LEIBY 4853 BRIAR RIDGE COURT BOULDER, CO 80301-3980	TRUSTEE 1.00	0.	0.	0.
CHARLOTTE S. DABBS 4853 BRIAR RIDGE COURT BOULDER, CO 80301-3980	TRUSTEE 1.00	0.	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	
3 All other program-related investments See instructions	
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	489,791.
b	Average of monthly cash balances	1b	33,417.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	523,208.
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	523,208.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,848.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	515,360.
6	Minimum investment return. Enter 5% of line 5	6	25,768.

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	25,768.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	189.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	189.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,579.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,579.
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	25,579.

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	29,694.
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	29,694.
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	189.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,505.

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				25,579.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			21,467.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 29,694.				
a Applied to 2012, but not more than line 2a			21,467.	
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				8,227.
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))	0.			0.
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				17,352.
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 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				
CHRISTAR 1500 INTERNATIONAL PARKWAY, SUITE 300 RICHARDSON, TX 75081	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
THE NAVIGATORS 3820 N. 30TH STREET COLORADO SPRINGS, CO 80904	N/A	PUBLIC CHARITY	OPERATING SUPPORT	8,000.
INTERVARSITY CHRISTIAN FELLOWSHIP/USA 6400 SCHROEDER ROAD MADISON, WI 53707	N/A	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
CHRISTIAN MISSIONS IN MANY LANDS P.O. BOX 13 SPRING LAKE, NJ 07762	N/A	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
CHRISTIAN WORKERS FELLOWSHIP, INC. P.O. BOX 12347 KANSAS CITY, KS 66112	N/A	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	21,500.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

17742 FOUNDATION

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	3,000 AOL TIME WARNER INC NTS 7.700%	P	10/24/11	02/20/13
b	22 SHS AT&T INC	P	11/17/10	06/03/13
c	5,000 BANK OF AMERICA CORP GLBL NTS 6.000%	P	06/23/11	02/05/13
d	3,000 EL PASO ENERGY CORP MT NTS 7.750%	P	09/20/11	08/23/13
e	30 SHS EMERSON ELECTRIC COMPANY	P	11/17/10	04/12/13
f	38,000 FHLMC NTS 5.000%	P	VARIOUS	10/22/13
g	3,000 FNMA NTS 5.375%	P	11/17/10	01/23/13
h	2,000 FRONTIER COMNS CORP NTS 8.500%	P	02/22/12	11/08/13
i	4,000 GOODYEAR TIRE & RUBBER CO NTS 8.250%	P	11/23/10	04/09/13
j	19 SHS GULFMARK OFFSHORE INC	P	11/17/10	05/01/13
k	10 SHS HONEYWELL INTL INC	P	03/16/12	08/02/13
l	5,000 IRON MOUNTAIN INC NTS 8.375%	P	11/17/10	VARIOUS
m	10 SHS JOHNSON & JOHNSON	P	11/17/10	05/31/13
n	3.125 SHS MALLINCKRODT PUBLIC LTD COMPANY	P	01/19/12	VARIOUS
o	10 SHS NORFOLK SOUTHERN CORP	P	11/17/10	08/01/13

	(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	4,069.		3,860.	209.
b	769.		618.	151.
c	5,786.		5,331.	455.
d	3,083.		3,406.	<323.>
e	1,671.		1,638.	33.
f	39,331.		38,980.	351.
g	3,599.		3,384.	215.
h	2,272.		2,103.	169.
i	4,420.		4,072.	348.
j	784.		569.	215.
k	845.		603.	242.
l	5,425.		5,322.	103.
m	852.		631.	221.
n	134.		105.	29.
o	759.		604.	155.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			209.
b			151.
c			455.
d			<323.>
e			33.
f			351.
g			215.
h			169.
i			348.
j			215.
k			242.
l			103.
m			221.
n			29.
o			155.

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
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

17742 FOUNDATION

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	26 SHS PINNACLE WEST CAP CORP	P	05/17/12	VARIOUS
b	15 SHS PNC FINANCIAL SERVICES GROUP INC	P	01/05/12	05/31/13
c	3,000 ROYAL CARIBBEAN CRUISES LTD NTS 11.875%	P	11/23/10	11/12/13
d	30 SHS ROYAL DUTCH SHELL PLC	P	VARIOUS	VARIOUS
e	352.778 SHS SCOUT MID CAP FUND	P	06/13/11	VARIOUS
f	2,000 UNITED RENTALS NORTH AMER INC NTS 9.250%	P	09/17/12	11/08/13
g	7,000 UNITED STATES STEEL CORP NTS 6.650%	P	11/24/10	05/16/13
h	21 SHS VERIZON COMMUNICATIONS INC	P	11/17/10	01/31/13
i	3,000 VIACOM INC NTS 6.125%	P	11/24/10	01/23/13
j	2,000 WEATHERFORD INTERNATIONAL LTD NTS 9.625%	P	11/24/10	03/19/13
k	155.799 SHS WESTPORT SELECT CAP FUND	P	VARIOUS	VARIOUS
l	22 SHS WILLIAMS COS INC	P	01/25/12	02/04/13
m	4,000 XEROX CORPORATION NTS 6.350%	P	12/07/10	10/22/13
n	4,000 BE AEROSPACE INC NTS 5.250%	P	04/09/13	11/12/13
o	23 SHS CENOVUS ENERGY INC	P	04/12/13	08/23/13

	(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	1,445.		1,252.	193.
b	1,084.		896.	188.
c	3,487.		3,765.	<278.>
d	2,029.		2,004.	25.
e	5,998.		4,999.	999.
f	2,236.		2,186.	50.
g	6,479.		6,067.	412.
h	917.		682.	235.
i	3,573.		3,348.	225.
j	2,616.		2,447.	169.
k	3,768.		3,983.	<215.>
l	774.		644.	130.
m	4,622.		4,364.	258.
n	4,073.		4,144.	<71.>
o	660.		690.	<30.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	
a			193.
b			188.
c			<278.>
d			25.
e			999.
f			50.
g			412.
h			235.
i			225.
j			169.
k			<215.>
l			130.
m			258.
n			<71.>
o			<30.>

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	
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	

17742 FOUNDATION

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	2,000 CENTURYLINK INC NTS 6.450%	P	11/26/12	02/20/13
b	4,000 CITIGROUP INC NTS 5.250%	P	06/10/13	11/12/13
c	3,000 DISH DBS CORP NTS 7.875%	P	12/28/12	05/23/13
d	9,000 EASTMAN CHEMICAL COMPANY NTS 3.600%	P	07/24/12	06/27/13
e	15 SHS EATON CORP PLC	P	12/01/12	04/02/13
f	5,000 GOLDCORP INC NTS 3.700%	P	VARIOUS	10/29/13
g	3,000 JPMORGAN CHASE & CO NTS 6.300%	P	10/01/12	01/23/13
h	21 SHS POTASH CORP OF SASKATCHEWAN INC	P	12/06/12	10/09/13
i	5,000 PUERTO RICO CMWLTH GOVT DEV BOND 4.375%	P	02/22/12	01/03/13
j	4.251 SHS SCOUT MID CAP FUND	P	06/17/13	07/02/13
k	4,000 SPRINT CAP CORP NTS 6.900%	P	12/03/12	05/23/13
l	38.369 SHS WESTPORT SELECT CAP FUND	P	12/31/12	01/11/13
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(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	2,120.		2,205.	<85.>
b	4,264.		4,242.	22.
c	3,398.		3,540.	<142.>
d	8,651.		9,421.	<770.>
e	920.		779.	141.
f	4,675.		4,438.	237.
g	3,678.		3,696.	<18.>
h	677.		825.	<148.>
i	4,850.		5,000.	<150.>
j	67.		68.	<1.>
k	4,360.		4,318.	42.
l	764.		735.	29.
m	774.			774.
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<85.>
b			22.
c			<142.>
d			<770.>
e			141.
f			237.
g			<18.>
h			<148.>
i			<150.>
j			<1.>
k			42.
l			29.
m			774.
n			
o			

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	4,794.
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

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
LPL FINANCIAL	2.	2.	
TOTAL TO PART I, LINE 3	2.	2.	

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
LPL FINANCIAL	24,878.	774.	24,104.	24,104.	
TO PART I, LINE 4	24,878.	774.	24,104.	24,104.	

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	9,104.	910.		8,194.
TO FORM 990-PF, PG 1, LN 16B	9,104.	910.		8,194.

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
INVESTMENT MANAGEMENT FEES	9,015.	9,015.		0.
TO FORM 990-PF, PG 1, LN 16C	9,015.	9,015.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2012 FORM 990-PF BALANCE DUE	283.	0.			0.
FOREIGN TAXES PAID	73.	73.			0.
TO FORM 990-PF, PG 1, LN 18	356.	73.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
35,000 FHLMC NTS 2.500%	X		36,631.	36,631.	
44,000 FNMA NTS 5.375%	X		50,315.	50,315.	
6,000 US TREASURY BOND 7.500%	X		7,149.	7,149.	
18,000 US TREASURY NOTE 3.500%	X		19,419.	19,419.	
5,000 ILLINOIS ST BOND 5.877%		X	5,460.	5,460.	
5,000 CALIFORNIA ST BOND 7.550%		X	6,467.	6,467.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			113,514.	113,514.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			11,927.	11,927.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			125,441.	125,441.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
32 SHS AT&T INC	1,125.		1,125.	
104 SHS CISCO SYSTEMS INC	2,333.		2,333.	
16 SHS COSTCO WHOLESALE CORP	1,904.		1,904.	
29 SHS DU PONT EI DE NEMOURS & COMPANY	1,884.		1,884.	
115 SHS GENERAL ELECTRIC COMPANY	3,223.		3,223.	
36 SHS GLAXOSMITHKLINE PLC	1,922.		1,922.	
17 SHS GULFMARK OFFSHORE INC	801.		801.	
26 SHS HONEYWELL INTL INC	2,376.		2,376.	
8 SHS IBM CORP	1,501.		1,501.	
17 SHS JOHNSON & JOHNSON	1,557.		1,557.	
54 SHS JPMORGAN CHASE & COMPANY	3,158.		3,158.	

69	SHS MICROSOFT CORP	2,581.	2,581.
17	SHS NATIONAL OILWELL VARCO INC	1,352.	1,352.
14	SHS NORFOLK SOUTHERN CORP	1,300.	1,300.
52	SHS PFIZER INC	1,593.	1,593.
16	SHS RANGE RESOURCES CORP	1,349.	1,349.
20	SHS SCHLUMBERGER LTD	1,802.	1,802.
18	SHS UNITED TECHNOLOGIES CORP	2,048.	2,048.
27	SHS VERIZON COMMUNICATIONS INC	1,327.	1,327.
967	SHS WESTPORT FDS SELECT CAP FUND	22,055.	22,055.
23	SHS EATON CORP	1,751.	1,751.
24	SHS PNC FINANCIAL SERVICES GROUP INC	1,862.	1,862.
11	SHS UNION PACIFIC CORP	1,848.	1,848.
58	SHS WELLS FARGO & CO	2,633.	2,633.
55	SHS WILLIAMS COS INC	2,121.	2,121.
1,362	SHS SCOUT MID CAP FUND	24,249.	24,249.
17	SHS ACE LTD	1,760.	1,760.
28	SHS BB&T CORP	1,045.	1,045.
25	SHS COVIDIEN PLC	1,702.	1,702.
54	SHS DOW CHEMICAL COMPANY	2,398.	2,398.
27	SHS ENSCO PLC	1,544.	1,544.
140	SHS FORD MOTOR COMPANY	2,160.	2,160.
52	SHS INTEL CORP	1,350.	1,350.
60	SHS PPL CORP	1,805.	1,805.
28	SHS QUALCOMM INC	2,079.	2,079.
13	SHS TARGET CORP	823.	823.
13	SHS TIFFANY AND COMPANY	1,206.	1,206.
13	SHS CITIGROUP INC	677.	677.
27	SHS EMC CORP MASS	679.	679.
21	SHS MERCK & COMPANY INC	1,051.	1,051.
61	SHS WEATHERFORD INTL LTD	945.	945.
TOTAL TO FORM 990-PF, PART II, LINE 10B		112,879.	112,879.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3,000 AMERICAN TOWER CORP NTS 7.000%	3,458.	3,458.
3,000 ARCELORMITTAL SA LUX NTS 10.350%	3,795.	3,795.
4,000 AUTONATION INC NTS 6.750%	4,630.	4,630.
4,000 COMCAST CORP NTS 7.050%	4,839.	4,839.
3,000 DOMTAR CORP NTS 10.750%	3,744.	3,744.
4,000 ENERGY TRANSFER EQUITY LP NTS 7.500%	4,490.	4,490.
8,000 GOLDMAN SACHS GROUP INC NTS 6.125%	8,999.	8,999.
4,000 INTERNATIONAL PAPER CO NTS 7.500%	4,904.	4,904.
6,000 RIO TINTO FINANCE USA LTD NTS 9.000%	7,834.	7,834.
5,000 TECK COMINCO LIMITED NTS 6.125%	4,929.	4,929.
4,000 TEEKAY CORP NTS 8.500%	4,325.	4,325.
4,000 WEATHERFORD INTERNATIONAL LTD NTS 9.625%	5,139.	5,139.
3,000 BANK OF AMERICA CORP NTS 8.125%	3,356.	3,356.

6,000 CBS CORP NTS 4.300%	6,108.	6,108.
4,000 CRH AMERICA INC NTS 5.750%	4,396.	4,396.
4,000 FORD MOTOR COMPANY NTS 7.450%	4,899.	4,899.
5,000 GEORGIA PACIFIC CORP NTS 8.000%	6,435.	6,435.
4,000 VALERO ENERGY CORP NTS 9.375%	5,155.	5,155.
8,000 BOSTON SCIENTIFIC CORP NTS 6.000%	9,184.	9,184.
4,000 CENTURYLINK INC NTS 6.450%	4,160.	4,160.
8,000 CF INDUSTRIES INC NTS 7.125%	9,377.	9,377.
5,000 CHESAPEAKE ENERGY CORP NTS 6.125%	5,362.	5,362.
4,000 CHRYSLER GROUP LLC NTS 8.000%	4,420.	4,420.
6,000 CITIGROUP INC NTS 8.500%	7,690.	7,690.
6,000 DIRECTV HLDGS LLC NTS 5.200%	6,534.	6,534.
3,000 FRONTIER COMMUNICATIONS CORP NTS 8.500%	3,360.	3,360.
6,000 GENERAL ELECTRIC CAP CORP NTS 5.625%	6,890.	6,890.
3,000 HUNTSMAN INTL LLC NTS 8.625%	3,390.	3,390.
4,000 INTL LEASE FINANCE CORP NTS 8.250%	4,680.	4,680.
4,000 JOY GLOBAL INC NTS 5.125%	4,108.	4,108.
5,000 JPMORGAN CHASE & COMPANY NTS 7.900%	5,513.	5,513.
9,000 MORGAN STANLEY NTS 5.500%	10,057.	10,057.
3,000 UNITED RENTALS NORTH AMERICA NTS 9.250%	3,345.	3,345.
7,000 WILLIAMS COMPANIES INC NTS 8.750%	8,173.	8,173.
4,000 AMERICAN AXLE & MFG INC NTS 6.625%	4,210.	4,210.
4,000 FREEPORT MCMORAN COPPER & GOLD NTS 3.550%	3,802.	3,802.
3,000 GAP INC NTS 5.950%	3,315.	3,315.
4,000 HORNBECK OFFSHORE SVCS INC NTS 5.875%	4,130.	4,130.
3,000 HOST HOTELS & RESORTS NTS 4.750%	3,020.	3,020.
4,000 MOSAIC CO NTS 4.250%	3,950.	3,950.
4,000 OFFSHORE GRP INVT LTD NTS 7.500%	4,350.	4,350.
3,000 OWENS CORNING NTS 4.250%	2,865.	2,865.
5,000 PNC FINL SVCS GRP INC NTS 6.750%	5,202.	5,202.
3,000 QVC INC NTS 5.125%	2,967.	2,967.
4,000 RYLAND GRP INC NTS 6.625%	4,230.	4,230.
4,000 UNITED CONTINENTAL HLDGS INC NTS 6.375%	4,180.	4,180.
4,000 VERIZON COMMUNICATIONS INC NTS 5.150%	4,295.	4,295.
5,000 WELLS FARGO & CO NTS 7.980%	5,575.	5,575.
3,000 WEYERHAEUSER CO NTS 7.375%	3,671.	3,671.

TOTAL TO FORM 990-PF, PART II, LINE 10C

247,440.

247,440.