Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: JP'S PEACE, LOVE & HAPPINESS FOUNDATION

A Employer identification number: 27-4449810

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 10,986,706.

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

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)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)	13,402,825.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	5,978.	5,978.		
4	Dividends and interest from securities	255,628.	255,628.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-1,075.			
b	Gross sales price for all assets on line 6a 417,717.				
7	Capital gain net income (from Part IV, line 2)		0		
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) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	13,663,356.	261,606.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	40,000.			40,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	6,811.			6,811.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) *	520.			520.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 2	11,820.	11,713.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	183.			183.
21	Travel, conferences, and meetings	6,794.			6,794.
22	Printing and publications	863.			863.
23	Other expenses (attach schedule) ATCH 3	42,332.	76.		42,256.
24	**Total operating and administrative expenses.** Add lines 13 through 23	109,323.	11,789.		97,427.
25	Contributions, gifts, grants paid	3,397,228.			3,397,228.
26	Total expenses and disbursements Add lines 24 and 25	3,506,551.	11,789.		3,494,655.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	10,156,805.			
b	**Net investment income** (if negative, enter -0-)		249,817.		
c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2013)

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	59,626.	3,005,351.	3,005,351.
	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 schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 4		7,211,770.	7,981,356.
	c	Investments - corporate bonds (attach schedule)			
	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)	59,626.	10,217,121.	10,986,707.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons		689.	ATCH 5
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	689.	
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.**			
	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	59,626.	10,216,431.	
	30	**Total net assets or fund balances** (see instructions)	59,626.	10,216,431.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	59,626.	10,217,120.	

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	59,626.
2	Enter amount from Part I, line 27a	2	10,156,805.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,216,431.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,216,431.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V 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				

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	-2,795.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	2,620,805.	417,604.	6.275814
2011	1,322,767.	407,283.	3.247783
2010			
2009			
2008			

2 Total of line 1, column (d)	2	9.523597
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	4.761799
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,284,870.
5 Multiply line 4 by line 3	5	53,736,283.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,498.
7 Add lines 5 and 6	7	53,738,781.
8 Enter qualifying distributions from Part XII, line 4	8	3,494,655.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	4,996.
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	
3	Add lines 1 and 2	3	4,996.
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	4,996.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 100.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,896.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	4,996.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? ATCH 6 *If "Yes," attach the statement required by General Instruction T*	5	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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, 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.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATCH 7	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ C/O FOUNDATION SOURCE Telephone no ▶ 800-839-1754
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

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

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

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

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

			Yes	No
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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? ☐ Yes ☒ 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)	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	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)? (see instructions) ☐ Yes ☒ No

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

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

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? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		40,000.	6,811.	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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	6,602,144.
b	Average of monthly cash balances	1b	4,854,577.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,456,721.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,456,721.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	171,851.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,284,870.
6	**Minimum investment return.** Enter 5% of line 5	6	564,244.

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	564,244.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,996.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,996.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	559,248.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	559,248.
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	559,248.

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	3,494,655.
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	3,494,655.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,494,655.

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				559,248.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011 1,302,576.				
e From 2012 2,599,939.				
f Total of lines 3a through e	3,902,515.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,494,655.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				559,248.
e Remaining amount distributed out of corpus	2,935,407.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,837,922.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	6,837,922.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 1,302,576.				
d Excess from 2012 2,599,939.				
e Excess from 2013 2,935,407.				

Part XIV . Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

1 **Information Regarding Foundation Managers:**

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

JOHN PAUL DEJORIA

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

N/A

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

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

a The name, address, and telephone number or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 9				
Total . . . . . . ▶ **3a**				3,397,228.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,978.	
4 Dividends and interest from securities			14	255,628.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,075.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				260,531.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 260,531.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | 16 Aug 2014 Date | President Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	0 / 1/2014		P01345770

Firm's name ▶ FOUNDATION SOURCE | Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 | Phone no 8008391754

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, or 990-PF) and its instructions is at *www irs gov/form990*

OMB No 1545-0047
2013

Name of the organization
JP'S PEACE, LOVE & HAPPINESS FOUNDATION

Employer identification number
27-4449810

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 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)

Name of organization JP'S PEACE, LOVE & HAPPINESS FOUNDATION

Employer identification number 27-4449810

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DEJORIA, JOHN PAUL PO BOX 160787 AUSTIN, TX 78716	$ 13,394,492.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
2	MAKING GOOD LLC C/O RHONDA BYRNE, PO BOX 5305 SANTA BARBARA, CA 93150	$ 8,333.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization JP'S PEACE, LOVE & HAPPINESS FOUNDATION

Employer identification number 27-4449810

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	EINBECKER BRAUHAUS AG HAK.BE, 11812 SH.	$ 145,832.	02/12/2013
1	XSTRATA PLC XSTRAT, 50000 SH.	$ 900,548.	02/05/2013
1	ABB LTD ABBN.VX, 50000 SH.	$ 1,087,471.	02/01/2013
1	BALOISE HDLGS RG BALN.VX, 2500 SH.	$ 227,796.	02/01/2013
1	CLARIANT AG CLN.VX, 30000 SH.	$ 418,792.	02/01/2013
1	RIETER HOLDING AG RIEN.SW, 2816 SH.	$ 570,268.	02/01/2013

Name of organization JP'S PEACE, LOVE & HAPPINESS FOUNDATION

Employer identification number 27-4449810

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ROCHE HOLDING AG GENUSSCHEINE RO.SW, 4000 SH.	$ 891,572.	02/01/2013
1	SWISSCOM AG SCMN.VX, 1500 SH.	$ 673,968.	02/01/2013
1	TECAN GROUP AG TECN.SW, 4000 SH.	$ 379,899.	02/01/2013
1	ZURICH INSURANCE GROUP AG ZURN.VX, 5000 SH.	$ 1,441,699.	02/01/2013
		$	
		$	

Name of organization JP'S PEACE, LOVE & HAPPINESS FOUNDATION

Employer identification number 27-4449810

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry

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

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PROFESSIONAL PRODUCTION SVCS	520.	520.
TOTALS	520.	520.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2013	100.	
990-PF EXCISE TAX FOR 2012	7.	
FOREIGN TAX PAID	11,713.	11,713.
TOTALS	11,820.	11,713.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	36,491.		36,491.
BANK CHARGES	76.	76.	
CELL PHONE	563.		563.
COMMUNICATIONS	59.		59.
EQUIPMENT PURCHASE/MAINTENANCE	236.		236.
FOUNDATION DUES & MEMBERSHIPS	2,500.		2,500.
OFFICE SUPPLIES	373.		373.
PAYROLL PROCESSING FEES	1,276.		1,276.
POSTAGE	406.		406.
STATE OR LOCAL FILING FEES	25.		25.
WEBSITE MONTHLY MAINTENANCE	327.		327.
TOTALS	42,332.	76.	42,256.

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABB LTD	1,087,471.	1,320,778.
BALOISE HDLGS RG	227,796.	319,507.
EINBECKER BRAUHAUS AG	145,832.	148,291.
GLENCORE XSTRATA PLC	900,548.	790,017.
GOLDMAN SACHS HIGH YIELD FLOAT	150,142.	149,698.
GOLDMAN SACHS HIGH YIELD FUND	206,903.	199,365.
GS LOCAL EMERGING MKTS DEBT FD	125,000.	109,037.
RIETER HOLDING AG	570,268.	665,611.
ROCHE HOLDING AG GENUSSCHEINE	891,572.	1,121,424.
SWISS FRANC	410,672.	434,114.
SWISSCOM AG	673,968.	794,661.
TECAN GROUP AG	379,899.	474,760.
ZURICH INSURANCE GROUP AG	1,441,699.	1,454,093.
TOTALS	7,211,770.	7,981,356.

ATTACHMENT 5

FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: CONSTANCE DYKHUIZEN
ORIGINAL AMOUNT: 689.
INTEREST RATE:
DATE OF NOTE: 12/12/2013
MATURITY DATE: 01/02/2014
REPAYMENT TERMS: MONTHLY
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: CHARITABLE PURPOSE
DESCRIPTION AND FMV OF CONSIDERATION: CASH

ENDING BALANCE DUE .... 689.

TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC. 689.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
417,717.		420,512.					-2,795.	
TOTAL GAIN(LOSS)							-2,795.	

FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

THIS STATEMENT IS SUBMITTED TO REPORT THE DISTRIBUTION OF CERTAIN ASSETS DURING THE ABOVE-REFERENCED YEAR. THE DISTRIBUTIONS RESULTED IN A SUBSTANTIAL CONTRACTION OF ASSETS. THE FOLLOWING INFORMATION IS SUBMITTED IN ACCORDANCE WITH TREASURY REGULATION SECTION 1.6043-3(A)(1) AND THE FORM 990-PF INSTRUCTIONS: DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2013, THE FOUNDATION MADE DISTRIBUTIONS FROM ASSETS FROM SOURCES OTHER THAN CURRENT INCOME. COLLECTIVELY, THE DISTRIBUTIONS IN EXCESS OF CURRENT INCOME TOTALED $3,396,539. THIS AMOUNT REPRESENTS MORE THAN 25% OF THE FOUNDATION'S NET ASSETS OF $59,626 (AS MEASURED BY FAIR MARKET VALUE) AT THE BEGINNING OF THE FOUNDATION'S TAXABLE YEAR ENDING DECEMBER 31, 2013. ALTHOUGH THE FOUNDATION TECHNICALLY EXPERIENCED A "SUBSTANTIAL CONTRACTION", IT WILL CONTINUE IN EXISTENCE AND HAS NO PLANS FOR DISSOLUTION. THE FOUNDATION MADE DISTRIBUTIONS OF CASH TO THE GRANTEES LISTED IN THE ATTACHMENT TO PART XV, LINE 3A; EACH SUCH GRANT WAS MADE SOLELY FOR THE CHARITABLE PURPOSE SPECIFIED THEREIN.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 7

NAME AND ADDRESS

DEJORIA, JOHN PAUL
PO BOX 160787
AUSTIN, TX 78716

DEJORIA, ELOISE
PO BOX 160787
AUSTIN, TX 78716

JP'S PEACE, LOVE & HAPPINESS FOUNDATION 27-4449810

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
ELOISE DEJORIA FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP 1.00		
JOHN PAUL DEJORIA FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	PRES / DIR 1.00		
CONSTANCE DYKHUIZEN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	TREAS / EXECUTIVE DIR / SEC 25.00	40,000.	6,811.
	GRAND TOTALS	40,000.	6,811.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
100 CLUB OF CENTRAL TEXAS 3200 STECK AVE STE 240 AUSTIN, TX 78757	N/A PC	GENERAL & UNRESTRICTED	10,000.
1874 CHURCH RESTORATION COMMITTEE 2608 N MAIN ST BELTON, TX 76513	N/A PC	GENERAL & UNRESTRICTED	15,000
ALLIANCE FOR GLOBAL GOOD 220 E 42ND ST 7TH FL NEW YORK, NY 10017	N/A PC	WATER PROJECT AND GENERAL AND UNRESTRICTED	500,000
AMERICAN YOUTHWORKS 1901 E BEN WHITE BLVD AUSTIN, TX 78741	N/A PC	GENERAL & UNRESTRICTED	12,000
AMERICAN YOUTHWORKS 1901 E BEN WHITE BLVD AUSTIN, TX 78741	N/A PC	CHARITABLE EVENT	6,630
APPALACHIA-SCIENCE IN THE PUBLIC INTEREST INC 50 LAIR ST MOUNT VERNON, KY 40456	N/A PC	GROWING WARRIORS PROGRAM	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUSTIN COMMUNITY FOUNDATION FOR THE CAPITAL AREA 4315 GUADALUPE ST STE 300 AUSTIN, TX 78751	N/A PC	AUSTIN TRAIL OF LIGHTS FUND	76
AUSTIN FILM FESTIVAL INC 1801 SALINA ST AUSTIN, TX 78702	N/A PC	CHARITABLE EVENT	10,000
AUSTIN FILM SOCIETY 1901 E 51ST ST AUSTIN, TX 78723	N/A PC	CHARITABLE EVENT	5,000
AUSTIN FILM SOCIETY 1901 E 51ST ST AUSTIN, TX 78723	N/A PC	CHARITABLE EVENT	35,000
AUSTIN RECOVERY INC 8402 CROSS PARK DR AUSTIN, TX 78754	N/A PC	CHARITABLE EVENT	1,500
AUSTIN THEATRE ALLIANCE PO BOX 1566 AUSTIN, TX 78767	N/A PC	PARAMOUNT AND STATESIDE'S ANNIVERSARY GALA BENEFIT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUSTIN TRINITY SCHOOL 3901 BEE CAVES RD WEST LAKE HLS, TX 78746	N/A PC	ANNUAL FUND	1,000
AUSTIN YOUTH & COMMUNITY FARM INC 2921 E 17TH ST, BLDG D, STE AUSTIN, TX 78702	N/A PC	GENERAL & UNRESTRICTED	10,000
BEREA COLLEGE CPO 2206 BEREA, KY 40404	N/A PC	GROW APPALACHIA PROGRAM	1,500,000
BLUEGRASS DOMESTIC VIOLENCE PROGRAM INC 4400 BRIAR HILL RD LEXINGTON, KY 40516	N/A PC	COMMERCIAL KITCHEN PROJECT	10,000
BRENT SHAPIRO FOUNDATION FOR DRUG AWARENESS 10250 CONSTELLATION BLVD, 18TH FL LOS ANGELES, CA 90067	N/A PC	GENERAL & UNRESTRICTED	10,000.
CAPITAL OF TEXAS PUB TELECOMMUNICATIONS COUNCIL 2504 B WHITIS AVE AUSTIN, TX 78712	N/A PC	GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR CHILD PROTECTION 8509 FM 969, BLDG 2 AUSTIN, TX 78724	N/A PC	CHARITABLE EVENT	5,000
CMC FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BLVD AUSTIN, TX 78723	N/A PC	SETON HEALTHCARE	1,000
COMMUNITIES FOUNDATION OF TEXAS INC 5500 CARUTH HAVEN LN DALLAS, TX 75225	N/A PC	MACK, JACK & MCCONAUGHEY FUND	10,000.
COMMUNITIES FOUNDATION OF TEXAS INC 5500 CARUTH HAVEN LN DALLAS, TX 75225	N/A PC	SALLY AND MACK BROWN FOUNDATION FUND	2,000
CONNECTHER 12301 ZELLER LN AUSTIN, TX 78753	N/A PC	GENERAL & UNRESTRICTED	500
CONNECTHER 12301 ZELLER LN AUSTIN, TX 78753	N/A PC	CHAPITABLE EVENT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DALLAS FOUNDATION A TX NONPROFIT CORPORATION 3963 MAPLE AVE DALLAS, TX 75219	N/A PC	CHARITABLE EVENT	2,500
DREAM FOR FUTURE AFRICA FOUNDATION 11400 W OLYMPIC BLVD STE 330 LOS ANGELAS, CA 90064	N/A PC	GENERAL & UNRESTRICTED	10,000
ECORISE YOUTH INNOVATIONS 2921 E 17TH ST STE FOUR AUSTIN, TX 78702	N/A PC	GENERAL & UNRESTRICTED	10,000.
EMANCIPET 7010 EASY WIND DR STE 260 AUSTIN, TX 78752	N/A PC	CHARITABLE EVENT	1,500
FARM SANCTUARY INC PO BOX 150 WATKINS GLEN, NY 14891	N/A PC	ADOPT A TURKEY PROJECT	30
FRIENDS OF ATWATER ELEMENTARY 3271 SILVER LAKE BLVD LOS ANGELES, CA 90039	N/A PC	ATWATER GARDEN PROJECT	3,450

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GET OFF THE ROPES 5125 FM 535 CEDAR CREEK, TX 78612	N/A PC	GENERAL & UNRESTRICTED	50,000
GLEASON INITIATIVE FOUNDATION 930 ROBERT E LEE BLVD NEW ORLEANS, LA 70124	N/A PC	GENERAL & UNRESTRICTED	100,000
HORATIO ALGER ASSOCIATION OF *DISTINGUISHED* AMERICA 99 CANAL CENTER PLZ STE 320 ALEXANDRIA, VA 22314	N/A PC	CHARITABLE EVENT	10,000
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD STE 100 AUSTIN, TX 78759	N/A PC	GENERAL & UNRESTRICTED	500
ILL BE THE ONE ORGANIZATION 226 W OJAI AVE STE 101540 OJAI, CA 93023	N/A PC	PUMP FILM PROJECT	100,000.
KENTUCKY RIVER FOOTHILLS DEVELOPMENT COUNCIL INC 309 SPANGLER DR RICHMOND, KY 40475	N/A PC	CHARITABLE EVENT	40.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIFEWORKS 3700 S 1ST ST AUSTIN, TX 78704	N/A PC	GENERAL & UNRESTRICTED	5,000
MARCH TO THE TOP - AFRICA 20300 VENTURA BLVD STE 160 WOODLAND HLS, CA 91364	N/A PC	GENERAL & UNRESTRICTED	5,000
MARFA PUBLIC RADIO CORPORATION PO BOX 238 MARFA, TX 79843	N/A PC	GENERAL & UNRESTRICTED	1,000
MEETING THE NEED INC 13380 GREYHOUND GULCH RD KEYSTONE, SD 57751	N/A PC	GENERAL & UNRESTRICTED	20,000
MERCY & SHARING 201 N MILL ST STE 201 ASPEN, CO 81611	N/A PC	GREENHOUSE PROJECT	21,000.
MIND GARDENS PROJECT 1880 CENTURY PARK E LOS ANGELES, CA 90067	N/A PC	GENERAL & UNRESTRICTED	23,250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOBILE LOAVES & FISHES INC 903 S CAPITAL OF TEXAS HWY AUSTIN, TX 78746	N/A PC	GENESIS GARDEN PROGRAM	79,000
MOBILE LOAVES & FISHES INC 903 S CAPITAL OF TEXAS HWY AUSTIN, TX 78746	N/A PC	TRACTOR FOR GENESIS GARDEN PROGRAM	21,000
NETWORK FOR GOOD INC 1140 CONNECTICUT AVE NW STE 700 WASHINGTON, DC 20036	N/A PC	THE COMMUNITY'S GOT TALENT PROGRAM	5,000
NEW DIRECTIONS FOR WOMEN INC 2607 WILLO LN COSTA MESA, CA 92627	N/A PC	GENERAL & UNRESTRICTED	10,000.
NOBELITY PROJECT 2600 N CUERNAVACA DR AUSTIN, TX 78733	N/A PC	GENERAL & UNRESTRICTED	10,000
OCEAN ALLIANCE INC 32 HORTON ST GLOUCESTER, MA 01930	N/A PC	THE OPS FOUNDATION FUND	250,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PALMER DRUG ABUSE PROGRAM OF AUSTIN INC 8500 SHOAL CREEK BLVD BLDG 1 STE 2 AUSTIN, TX 78757	N/A PC	GENERAL & UNRESTRICTED	10,800
PHILANTHROPY NY- NY REGIONAL ASSOC OF GRANTMAKERS 79 5TH AVE 4TH FL NEW YORK, NY 10003	N/A PC	GBOWEE PEACE FOUNDATION USA'S AFRICAN GIRLS LEADERSHIP INITIATIVE SCHOLARSHIP FUND	25,000
RONALD MCDONALD HOUSE CHAR OF AUSTIN & CENTRAL TX 1315 BARBARA JORDAN BLVD AUSTIN, TX 78723	N/A PC	GENERAL & UNRESTRICTED	10,000.
SEAL-NAVAL SPECIAL WARFARE FOUNDATION-SAN DIEGO 4320 LA JOLLA VILLAGE DR STE 250 SAN DIEGO, CA 92122	N/A PC	GENERAL & UNRESTRICTED	100,000
SHERIFFS MEMORIAL & BENEVOLENT SOC OF TRAVIS CTY PO BOX 252 DEL VALLE, TX 78617	N/A PC	THE POSSE BBQ TEAM FUND	5,000
SOL SANCTUARY 973 E LAIRD AVE SALT LAKE CTY, UT 84105	N/A PC	EMPOWER MALI INITIATIVE	30,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOLAR ELECTRIC LIGHT FUND 1612 K ST NW, STE 300 WASHINGTON, DC 20006	N/A PC	GENERAL & UNRESTRICTED	10,000
SPECIAL OPERATIONS FUND 901 N STUART ST STE 200 ARLINGTON, VA 22203	N/A PC	GENERAL & UNRESTRICTED	25,000.
SPECIAL OPERATIONS WARRIOR FOUNDATION 4409 W EL PRADO BLVD TAMPA, FL 33629	N/A PC	CHARITABLE EVENT	5,000
ST BERNARD PROJECT INC 8324 PARC PL CHALMETTE, LA 70043	N/A PC	LENNOX FAMILY HOUSE PROJECT	25,413
ST STEPHENS EPISCOPAL SCHOOL 6500 ST STEPHENS DR AUSTIN, TX 78746	N/A PC	GENERAL & UNRESTRICTED	25,000
STEADMAN PHILIPPON RESEAPCH INSTITUTE 181 W MEADOW DR STE 1000 VAIL, CO 81657	N/A PC	CHARITABLE EVENT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STURGIS MOTORCYCLE MUSEUM AND HALL OF FAME PO BOX 602 STURGIS, SD 57785	N/A PC	STURGIS MUSEUM INITIATIVES	60,000
SUSTAINABLE FOOD CENTER INC 2921 E 17TH ST BLDG C AUSTIN, TX 78702	N/A PC	CHARITABLE EVENT	1,500
TEXAS TRIBUNE INC 823 CONGRESS AVE STE 210 AUSTIN, TX 78701	N/A PC	GENERAL & UNRESTRICTED	5,000
THE ALLIANCE FOR CLIMATE PROTECTION 901 E ST NW WASHINGTON, DC 20004	N/A PC	GENERAL & UNRESTRICTED	10,000.
THE CHRYSALIS CENTER 522 S MAIN ST LOS ANGELES, CA 90013	N/A PC	SHOE PROGRAM AND BASIC NECESSITIES	30,000
THE UNIVERSITY OF TEXAS AT AUSTIN 2901 N IH-35, STE 4 100 AUSTIN, TX 78722	N/A PC	UT CENTER FOR STUDENTS IN RECOVERY ENDOWMENT FUND	35,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE UNIVERSITY OF TEXAS AT AUSTIN 2901 N IH-35, STE 4 100 AUSTIN, TX 78722	N/A PC	CHARITABLE EVENT	75
THE UNIVERSITY OF TEXAS AT AUSTIN 2901 N IH-35, STE 4 100 AUSTIN, TX 78722	N/A PC	CHAPITABLE EVENT	3,000
THIRD DAY CHURCHES INC PERMISSION MINISTRIES PO BOX 7531 SAN DIEGO, CA 92167	N/A PC	GENERAL & UNRESTRICTED	500
TOWN OF NARRAGANSETT 25 5TH AVE NARRAGANSETT, RI 02882	N/A PC	ECWT PROJECT	10,000
WONDERS & WORRIES INC 9101 BURNET RD STE 107 AUSTIN, TX 78758	N/A PC	CHARITABLE EVENT	5,000.
ZACHARY SCOTT THEATER CENTER 1510 TOOMEY RD AUSTIN, TX 78704	N/A PC	GENERAL & UNRESTRICTED	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRAVIS CTY SHERIFF CITIZENS ACADEMY ALUMNI ASSOC PO BOX 10317 AUSTIN, TX 78766	N/A PC	TRAVIS COUNTY SHERIFF K9 DIVISION FUND	4,275
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN, TX 78767	N/A PC	STUDENT AWARD FOR THE COLLEGE OF NATURAL SCIENCES	10,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN, TX 78767	N/A PC	ANNUAL CONTRIBUTION TO THE DEAN'S DISCRETIONARY FUND	5,000
YOUTHLAUNCH INC 2921 E 17TH ST AUSTIN, TX 78702	N/A PC	CHARITABLE EVENT	300
YOUTHLAUNCH INC 2921 E 17TH ST AUSTIN, TX 78702	N/A PC	CHARITABLE EVENT	50.
YOUTHLAUNCH INC 2921 E 17TH ST AUSTIN, TX 78702	N/A PC	CHARITABLE EVENT	1,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR PO BOX 19454 AUSTIN, TX 78760	N/A PC	GENERAL & UNRESTRICTED	10,000
TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR PO BOX 19454 AUSTIN, TX 78760	N/A PC	GENERAL & UNRESTRICTED	150
TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR PO BOX 19454 AUSTIN, TX 78760	N/A PC	GENERAL & UNRESTRICTED	258
TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR PO BOX 19454 AUSTIN, TX 78760	N/A PC	GENERAL & UNRESTRICTED	50
TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR PO BOX 19454 AUSTIN, TX 78760	N/A PC	GENERAL & UNRESTRICTED	381
		TOTAL CONTRIBUTIONS PAID	3,397,228

Part XV (Form 990-PF) - Distributions of Property Value at Fair Market Value at Date of Distribution

Method for Determining Value of Donated Items: *Purchase Price*

Description of Property	Date of Distribution	Grant Recipient	Fair Market Value of Property	Book Value of Property	Value of Cash Portion of Grant	Total Amount of Grant
Gift Cards & Cards	12/12/2013	TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR	$ 258	$ 258		$ 258
Gift Cards	12/12/2013	TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR	$ 50	$ 50		$ 50
Gift Cards	12/12/2013	TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR	$ 150	$ 150		$ 150
Toys, Outfits and Linens	12/12/2013	TRAVIS CTY DOMESTIC VIOLENCE & SEXUAL ASSAULT CTR	$ 381	$ 381		$ 381
Total			$ 839	$ 839		