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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation CASTAWAYS FOUNDATION		A Employer identification number 36-3738769
Number and street (or P O box number if mail is not delivered to street address) Room/suite 414 N ORLEANS ST No 301		B Telephone number (see instructions) (312) 226-6400
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 606544466		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"/>
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		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,693,994		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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) (see instructions))</small>		(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)	200,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	271	271		
	4 Dividends and interest from securities	46,856	46,856		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-10,618			
	b Gross sales price for all assets on line 6a 774,206				
	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	236,509	47,127			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	238	0		238
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,001	0		15,001
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	23,589	23,579		10
	24 Total operating and administrative expenses. Add lines 13 through 23	38,828	23,579		15,249
	25 Contributions, gifts, grants paid	104,000			104,000
26 Total expenses and disbursements. Add lines 24 and 25	142,828	23,579		119,249	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	93,681				
b Net investment income (if negative, enter -0-)		23,548			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	46,152	16,922	16,922	
	2 Savings and temporary cash investments	26,565	29,494	29,494	
	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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	963,967 <input type="checkbox"/>	1,291,966	1,481,014	
	c Investments—corporate bonds (attach schedule).	0 <input type="checkbox"/>	26,074	25,775	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	1,324,307 <input type="checkbox"/>	1,090,869	1,140,789	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	<input type="checkbox"/> 653 <input type="checkbox"/>	0 <input type="checkbox"/>	0 <input type="checkbox"/>		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,361,644	2,455,325	2,693,994		
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 (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
	23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	1,334,978	1,334,978		
	29 Retained earnings, accumulated income, endowment, or other funds	1,026,666	1,120,347		
30 Total net assets or fund balances (see page 17 of the instructions)	2,361,644	2,455,325			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,361,644	2,455,325			

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	2,361,644
2	Enter amount from Part I, line 27a	2	93,681
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,455,325
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	2,455,325

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)
1 a	PUBLICLY TRADED SECURITIES		2013-12-31	2013-12-31
b	PUBLICLY TRADED SECURITIES		2013-12-31	2013-12-31
c	BROOKFIELD PROPERTY PARTNERS LP	P	2013-12-31	2013-12-31
d	Capital Gains Dividends	P		
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	79,732		86,114	-6,382
b	676,023		697,291	-21,268
c	1,419		1,419	0
d	17,032			17,032
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) 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			-6,382
b			-21,268
c			0
d			17,032
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	-10,618
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	

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 page 18 of 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	107,042	2,326,212	0.046016
2011	100,000	2,403,962	0.041598
2010	118,271	2,295,686	0.051519
2009	118,638	2,188,771	0.054203
2008	139,196	2,180,523	0.063836

2	Total of line 1, column (d).	2	0.257172
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051434
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,578,390
5	Multiply line 4 by line 3.	5	132,617
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	235
7	Add lines 5 and 6.	7	132,852
8	Enter qualifying distributions from Part XII, line 4.	8	119,249

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Tax due. Total amount owed is 471.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, and substantial contributors. Includes Yes/No columns.

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of BRUCE A CROWN Telephone no (312) 226-6400 Located at 414 N ORLEANS ST SUITE 301 CHICAGO IL ZIP +4 606544466			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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 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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20___, 20___, 20___, 20___ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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 20___, 20___, 20___, 20___			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
DONNA LYNN CROWN 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	PRES/DIR 0 00	0	0	0
BRADLEY D CROWN 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	V P /DIR 0 00	0	0	0
BRUCE A CROWN 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	TREAS/DIR 0 00	0	0	0
LAURIE J CROWN 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	SEC/DIR 0 00	0	0	0

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

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

Total number of other employees paid over \$50,000. 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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		
2		
All other program-related investments. See page 24 of the instructions		
3		
Total. Add lines 1 through 3		0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,545,226
b	Average of monthly cash balances.	1b	72,429
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,617,655
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	2,617,655
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	39,265
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,578,390
6	Minimum investment return. Enter 5% of line 5.	6	128,920

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	128,920
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	471
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	471
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	128,449
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	128,449
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	128,449

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	119,249
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	119,249
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	119,249

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				128,449
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			94,873	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>119,249</u>				
a Applied to 2012, but not more than line 2a			94,873	
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.				24,376
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				104,073
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

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

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

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

a The name, address, and telephone number 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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 104,000
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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	271	
4 Dividends and interest from securities.			14	46,856	
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	-10,618	
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).		0		36,509	0
13 Total. Add line 12, columns (b), (d), and (e).					13 36,509

(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

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?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2014-05-13	*****	
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name DAVID L MILLER CPA	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01313557
	Firm's name <input type="checkbox"/> BEVBAR INC	Firm's EIN <input type="checkbox"/> 36-3628154			
	Firm's address <input type="checkbox"/> 414 N ORLEANS STE 301 CHICAGO, IL 60654	Phone no (312) 226-6400			

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ALPINE LEGAL SERVICES 0405 CASTLE CREEK RD ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER,CO 802214488	N/A	PUBLIC	UNRESTRICTED	500
AMERICAN ROSE SOCIETY 8877 JEFFERSON PAIGE ROAD SHREVEPORT,LA 711198817	N/A	PUBLIC	2014 ANNUAL FUND	250
ANTI-CRUELTY SOCIETY 157 W GRAND AVE CHICAGO,IL 60654	N/A	PUBLIC	UNRESTRICTED	500
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PUBLIC	UNRESTRICTED	500
ASPEN ANIMAL SHELTER101 ANIMAL SHELTER ROAD ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
ASPEN ART MUSEUM 590 N MILL ST ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
ASPEN COMMUNITY FOUNDATION 110 E HALLAM STE 126 ASPEN,CO 81611	N/A	PUBLIC	COMMUNITY FUND & CRADLE TO CAREER INITIATIVE FUND	2,000
ASPEN COUNTRY DAY SCHOOL 3 MUSIC SCHOOL ROAD ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
ASPEN EDUCATION FOUNDATION 400 E MAIN ST STE 2 ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
ASPEN HOPE CENTER PO BOX 1115 ASPEN,CO 81621	N/A	PUBLIC	UNRESTRICTED	1,000
ASPEN INSTITUTE ONE DUPONT CIRCLE NW STE 700 WASHINGTON,DC 20636	N/A	PUBLIC	ASPEN COMMUNITY FUND	1,500
ASPEN JUNIOR GOLF FOUNDATION PO BOX 3273 ASPEN,CO 81612	N/A	PUBLIC	UNRESTRICTED	500
ASPEN PUBLIC RADIO 110 E HALLAM STE 134 ASPEN,CO 81612	N/A	PUBLIC	UNRESTRICTED	500
ASPEN VALLEY MEDICAL FOUNDATION - ASPEN HOMELESS SHELTER PO BOX 1639 ASPEN,CO 81612	N/A	PUBLIC	ASPEN HOMELESS SHELTERASPEN HOPE CENTER	1,000
Total				104,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ASPEN VALLEY SKI & SNOWBOARD CLUB 300 ASVC DRIVE ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	500
BAL SWAN CHILDREN'S CENTER 1145 E 13TH AVE BROOMFIELD,CO 80020	N/A	PUBLIC	UNRESTRICTED	1,000
BESSIE'S HOPE 1761 OGDEN ST DENVER,CO 80212	N/A	PUBLIC	UNRESTRICTED	500
BIG HOUSE FOUNDATION 211 SAMFORD AVE OPELIKA,AL 36801	N/A	PUBLIC	UNRESTRICTED	1,000
CANINE THERAPY GROUP 1700 W IRVING PARK STE 311 CHICAGO,IL 60613	N/A	PUBLIC	UNRESTRICTED	2,000
CATHOLIC CHARITIES OF CENTRAL COLORADO 228 N CASCADE AVE CO SPRINGS,CO 80903	N/A	PUBLIC	MARIAN HOUSE SOUP KITCHEN	1,000
CHERRY CREEK DIVERSITY CONFERENCE 9300 E UNION AVENUE GREENWOOD VLG,CO 80111	N/A	PUBLIC	UNRESTRICTED	2,000
CHERRY HILLS VILLAGE ELEMENTARY PTCO 4700 S YOSEMITE ST GREENWOOD VLG,CO 80111	N/A	PUBLIC	ELEMENTARY PTCO	400
CHILDRENS HEALTH FOUNDATION 520 S THIRD ST 23 CARBONDALE,CO 81623	N/A	PUBLIC	LUNCH FOR LIFE PROGRAM	1,000
CO COALITION OF LAND TRUSTS 1245 E COLFAX AVE STE 203 DENVER,CO 80218	N/A	PUBLIC	UNRESTRICTED	500
COACHELLA VALLEY RESCUE MISSION 47-470 VAN BUREN INDIO,CA 922022564	N/A	PUBLIC	UNRESTRICTED	1,000
COLORADO BEGINNINGS 730 COLORADO BLVD STE 202 DENVER,CO 80206	N/A	PUBLIC	UNRESTRICTED	250
COLORADO CATTLEMEN'S AGRICULTURAL LAND TRUST 8833 RALSTON RD ARVADA,CO 80002	N/A	PUBLIC	UNRESTRICTED	500
COLORADO RAILROAD MUSEUM 17155 W 44TH AVENUE GOLDEN,CO 80403	N/A	PUBLIC	UNRESTRICTED	100
COLORADO SPRINGS FINE ART CENTER 30 W DALE ST CO SPRINGS,CO 80903	N/A	PUBLIC	UNRESTRICTED	2,000
Total				104,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COLORADO SPRINGS TEEN COURT PO BOX 2169 CO SPRINGS, CO 80901	N/A	PUBLIC	UNRESTRICTED	1,000
COLORADO STATE UNIVERSITY FOUNDATION 601 S HOWES ST FT COLLINS, CO 80523	N/A	PUBLIC	VETERINARY TEACHING HOSPITAL	250
COLORADO WATER TRUST 1420 OGDEN ST STE A2 DENVER, CO 80218	N/A	PUBLIC	UNRESTRICTED	250
COLORADO YOUTH MATTER 1650 FRANKLIN ST LL DENVER, CO 80218	N/A	PUBLIC	UNRESTRICTED	500
CREATIO 3290 W MILAN ENGLEWOOD, CO 80110	N/A	PUBLIC	RESTRICTED	2,000
DEBORAH'S PLACE 2822 W JACKSON CHICAGO, IL 60612	N/A	PUBLIC	UNRESTRICTED	500
DENVER POLICE BROTHERHOOD YOUTH BOXING TEAM 2090 S BANNOCK ST DENVER, CO 80223	N/A	PUBLIC	UNRESTRICTED	5,000
DENVER URBAN GARDENS 3377 BLAKE ST STE 113 DENVER, CO 80205	N/A	PUBLIC	UNRESTRICTED	500
DIVERS ALERT NETWORK 6 W COLONY PLACE DURHAM, NC 27705	N/A	PUBLIC	UNRESTRICTED	1,000
DIVINE FELINE INC 2600 W 2ND AVE DENVER, CO 80219	N/A	PUBLIC	THE FELINE FIX PROGRAM	500
EL CENTRO HUMANITARIO 2260 CALIFORNIA ST DENVER, CO 80205	N/A	PUBLIC	UNRESTRICTED	1,000
ELBERT COUNTY LIBRARIES FOUNDATION 651 W BEVERLY ST ELIZABETH, CO 80107	N/A	PUBLIC	UNRESTRICTED	1,000
ENGLISH IN ACTION PO BOX 4856 BASALT, CO 81621	N/A	PUBLIC	UNRESTRICTED	250
FAMILY VISITOR PROGRAMS PO BOX 1845 GLENWOOD SPRINGS, CO 81602	N/A	PUBLIC	UNRESTRICTED	1,000
FATHER WOODY'S HAVEN OF HOPE 1101 W 7TH AVENUE DENVER, CO 80204	N/A	PUBLIC	UNRESTRICTED	250
Total			3a	104,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FREEDOM SERVICE DOGS 2000 W UNION ENGLEWOOD,CO 80110	N/A	PUBLIC	UNRESTRICTED	500
GREATER CHICAGO FOOD DEPOSITORY 4100 WANN LURIE PL CHICAGO,IL 60632	N/A	PUBLIC	UNRESTRICTED	750
HUMANE SOCIETY OF THE SOUTH PLATTE VALLEY 2129 W CHENANGO AVE UNIT A LITTLETON,CO 80120	N/A	PUBLIC	UNRESTRICTED	500
ILLINOIS INSTITUTE OF TECHNOLOGY 10 W 35TH ST STE 1700 CHICAGO,IL 60616	N/A	PUBLIC	REHABILITATION PSYCHOLOGY ENDOWED FACULTY FUND	2,500
INTERNATIONAL HEARING DOG INC 5901 EAST 89TH AVENUE HENDERSON,CO 80640	N/A	PUBLIC	UNRESTRICTED	250
JAZZ ASPEN SNOWMASS 110 E HALLAM STE 104 ASPEN,CO 81611	N/A	PUBLIC	NATIONAL COUNCIL SEASON FEST	5,000
JOINT INITIATIVES FOR YOUTH & FAMILIES 2340 ROBINSON STREET CO SPRINGS,CO 80904	N/A	PUBLIC	UNRESTRICTED	1,000
LEGAL AID FOUNDATION OF COLORADO 1900 GRANT ST STE 1112 DENVER,CO 80203	N/A	PUBLIC	UNRESTRICTED	2,500
LIFT UP PITKIN COUNTY 800 RAILROAD AVE RIFLE,CO 81650	N/A	PUBLIC	UNRESTRICTED	500
LINCOLN PARK ZOOLOGICAL SOCIETY 2001 N CLARK ST CHICAGO,IL 60614	N/A	PUBLIC	UNRESTRICTED	2,500
LURIE CHILDREN'S HOSPITAL OF CHICAGO 225 E CHICAGO AVE BOX 4 CHICAGO,IL 60611	N/A	PUBLIC	SKYLIGHT TV FUND	2,500
MARYVILLE ACADEMY 1150 N RIVER ROAD DES PLAINES,IL 60016	N/A	PUBLIC	GOLF PROGRAM	750
NAPERVILLE AREA HUMANE SOCIETY 1600 W DIEHL RD NAPERVILLE,CO 60563	N/A	PUBLIC	UNRESTRICTED	2,000
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER,CO 80206	N/A	PUBLIC	FOOD ALLERGY PROGRAM	1,000
NORTHWESTERN MEMORIAL HOSPITAL FOUNDATION 251 E HURON STE 3-200 CHICAGO,IL 60611	N/A	PUBLIC	UNRESTRICTED	2,500
Total				104,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PARKER TASK FORCE 20118 E MAINSTREET UNIT D PARKER,CO 80138	N/A	PUBLIC	UNRESTRICTED	500
PATHFINDERS PO BOX 11799 ASPEN,CO 81612	N/A	PUBLIC	UNRESTRICTED	1,000
PAWS CHICAGO 1997 N CLYBOURN CHICAGO,IL 60614	N/A	PUBLIC	UNRESTRICTED	2,500
PRAYING HANDS RANCH 4825 E DALEY CIRCLE PARKER,CO 80138	N/A	PUBLIC	UNRESTRICTED	500
PROJECT LINUS PO BOX 5621 BLOOMINGTON,IL 617025621	N/A	PUBLIC	UNRESTRICTED	500
REHAB INSTITUTE OF CHICAGO WOMEN'S BOARD 345 E SUPERIOR CHICAGO,IL 60611	N/A	PUBLIC	2013-14 ANNUAL APPEAL CAMPAIGN	1,000
REHAB INSTITUTE OF CHICAGO 345 E SUPERIOR CHICAGO,IL 60611	N/A	PUBLIC	VOCATIONAL REHABILITATION	2,500
ROCKY MT IMMIGRANT ADVOCACY NETWORK 3489 W 72ND AVE STE 211 WESTMINSTER,CO 80030	N/A	PUBLIC	UNRESTRICTED	1,000
ROCKY MTN FELINE RESCUE 2390 S DELAWARE STREET DENVER,CO 80223	N/A	PUBLIC	UNRESTRICTED	500
ROCKY MTN MICROFINANCE INSTITUTE PO BOX 48138 DENVER,CO 80204	N/A	PUBLIC	UNRESTRICTED	1,000
RONALD MCDONALD HOUSE CHARITIES OF SO CO 311 N LOGAN CO SPRINGS,CO 80909	N/A	PUBLIC	UNRESTRICTED	1,000
ROOM TO READ 111 SUTTER ST 16TH FL SAN FRANCISCO,CA 94104	N/A	PUBLIC	IN SUPPORT OF GIRLS EDUCATION AND LITERACY	1,000
SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	UNRESTRICTED	3,000
SHRINERS HOSPITALS FOR CHILDREN - CHICAGO 2211 N OAK PARK AVE CHICAGO,IL 60707	N/A	PUBLIC	UNRESTRICTED	1,000
SKY CLIFF CENTER 4600 E HWY 86 PO BOX 1534 CASTLE ROCK,CO 80104	N/A	PUBLIC	UNRESTRICTED	500
Total				104,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SOUTHERN COLORADO AIDS PROJECT 1301 S EIGHTH ST STE200 CO SPRINGS,CO 80905	N/A	PUBLIC	UNRESTRICTED	2,000
THE BUDDY PROGRAM 110 E HALLAM STE 125 ASPEN,CO 81611	N/A	PUBLIC	UNRESTRICTED	750
THE GAZETTE EL POMAR FOUNDATION 30 E PIKES PEAK AVE STE 100 CO SPRINGS,CO 80903	N/A	PUBLIC	EMPTY STOCKING FUND	500
THE LEARNING SOURCE 455 S PIERCE STREET LAKEWOOD,CO 80226	N/A	PUBLIC	UNRESTRICTED	250
TOUCHING AFRICA MINISTRIES PO BOX 460459 AURORA,CO 80046	N/A	PUBLIC	UNRESTRICTED	500
TRASHMASTERS INTERNATIONAL PO BOX 6200 SNOWMASS VLG,CO 81615	N/A	PUBLIC	TRASHMASTER'S SCHOLARSHIP FUND	500
TRUST FOR PUBLIC LAND 1410 GRANT ST STE D210 DENVER,CO 80203	N/A	PUBLIC	UNRESTRICTED	250
TULANE UNIVERSITY 1555 POYDRAS ST STE 1100 NEWORLEANS,LA 70112	N/A	PUBLIC	MILDRED AND HERMAN CROWN MEMORIAL SCHOLARSHIP	4,000
TULANE UNIVERSITY 1555 POYDRAS ST STE 1100 NEWORLEANS,LA 70112	N/A	PUBLIC	IDA & ABRAHAM ROGOVIN MEMORIAL SCHOLARSHIP FUND	4,000
TWO ANGELS FOUNDATION PO BOX 740849 ARVADA,CO 80006	N/A	PUBLIC	UNRESTRICTED	1,000
UNIVERSITY OF DENVER 2190 E ASBURY AVE DENVER,CO 80208	N/A	PUBLIC	CORPORATE AND COMMERCIAL LAW GIFT FUND	2,000
UNIVERSITY OF DENVER 2190 E ASBURY AVE DENVER,CO 80208	N/A	PUBLIC	BARRY S CROWN MEMORIAL ENDOWED SCHOLARSHIP FUND	4,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON,WI 537264090	N/A	PUBLIC	MCBURNEY RESOURCE CENTER	1,000
URBAN PEAK 730 21ST ST DENVER,CO 80205	N/A	PUBLIC	UNRESTRICTED	500
WOMENS CRISIS CENTER PO BOX 367 CASTLE ROCK,CO 80104	N/A	PUBLIC	UNRESTRICTED	500
Total				104,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WORK OPTIONS FOR WOMEN 1200 FEDERAL BLVD DENVER, CO 80204	N/A	PUBLIC	UNRESTRICTED	500
Total				104,000

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

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization
CASTAWAYS FOUNDATION

Employer identification number
36-3738769

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 33¹/₃% 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 for 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 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 990PF, 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
CASTAWAYS FOUNDATION

Employer identification number
36-3738769

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	BRUCE A CROWN c/o 414 N ORLEANS ST STE 301 CHICAGO, IL 60654	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
CASTAWAYS FOUNDATION

Employer identification number
36-3738769

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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
CASTAWAYS FOUNDATION

Employer identification number
36-3738769

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
_____ _____ _____	_____ _____ _____

**TY 2013 Investments Corporate
Bonds Schedule**

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25M MATTEL INC DUE 11/01/16	26,074	25,775

TY 2013 Investments Corporate Stock Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1135 SH BROOKFIELD ASSET MGMT	34,315	44,072
1255 SH WALGREEN COMPANY	0	0
1290 SH SUNCOR INC NEW	0	0
1955 SH AEROVIRONMENT INC.	52,322	56,969
1390 SH UNITEDHEALTH GROUP INC.	77,407	104,667
2585 SH POTASH CORP. SASK INC	103,195	85,202
525 SH APACHE CORP.	52,127	45,119
350 SH MC DONALDS CORP.	0	0
355 SH SEACOR HLDGS INC NEW	0	0
435 SH LAB CP AMER HLDG NEW	38,599	39,746
440 SH BERKSHIRE HATHAWAY B NEW	35,345	52,166
535 SH INTUIT INC.	29,738	40,831
56 SH GOOGLE INC. CLASS A	34,200	62,760
6085 SH ASHMORE GRP PLC ORD	36,567	40,434
630 SH NESTLE S A REG B ADR	40,183	46,362
855 SH JOY GLOBAL INC.	50,890	50,009
670 SH BAXTER INTL NEW	0	0
685 SH TARGET CORP.	0	0
730 SH VERIZON COMMUNICATIONS	0	0
124 SH AUTOZONE INC.	46,231	59,265
815 SH FREEPORT MCMORAN COPPER	0	0
905 SH EXELON CORP.	0	0
930 SH MEDTRONIC INC.	35,460	53,373
935 SH BCE INC NEW	40,434	40,476
299 SHS BAYERISCHE MOTR NEW	33,410	35,533
1315 SHS CARNIVAL CORP	47,167	52,824
1820 SHS CISCO SYSTEMS INC	41,128	40,823
685 SHS DISNEY WALT CO	41,154	52,334
990 SHS GAP INC	44,391	38,689
635 SHS HEINEKEN NV NEW	44,611	42,945

Name of Stock	End of Year Book Value	End of Year Fair Market Value
645 SHS LYONDELLBASELL INDS	42,675	51,781
77 SHS MASTERCARD INC	40,596	64,330
740 SHS NORDSTROM INC	43,421	45,732
1270 SHS ORACLE CORP	43,587	48,590
705 SHS ROCHE HLDG	43,201	49,491
145 SHS VOLKSWAGEN A G	34,025	39,440
505 SHS WELLPOINT INC	44,503	46,657
1110 SHS WELLS FARGO & CO	41,084	50,394

TY 2013 Investments - Other Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
11330.6980 OPPENHEIMER STEELPATH	AT COST	108,718	135,311
11845.4970 OPPENHEIMER INTL BD FD	AT COST	100,574	95,016
1564.30 TOCQUEVILLE GOLD FUND	AT COST	0	0
21775.6100 LORD ABBETT SHORT	AT COST	100,000	99,079
4697.207 MATTHEWS CHINA FUND	AT COST	110,000	107,284
2855 UNITS SPDR S&P REGIONAL BKING	AT COST	78,036	115,942
625 UNITS SPDR GOLD TRUST	AT COST	97,561	72,575
5499.1790 BUFFALO DISCOVERY FD	AT COST	0	0
6761.0440 MATTHEWS ASIAN G & I FD	AT COST	0	0
4817.0830 MILLER CONV FD CL A	AT COST	53,132	59,780
7819.6970 LOOMIS SAYLES BD FD	AT COST	115,000	117,999
6971.4710 WINTERGREEN FUND	AT COST	102,641	122,698
10525.6960 ABERDEEN ASIA BD FD INST	AT COST	115,000	102,731
11828.8730 EATON VANCE FLOATING	AT COST	110,207	112,374

TY 2013 Legal Fees Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	238	0		238

TY 2013 Other Assets Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	653		

TY 2013 Other Expenses Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	21,305	21,305		0
FOREIGN TAXES	2,242	2,242		0
STATE REPORT FILING FEES	10	0		10
OTHER FEES	32	32		0

TY 2013 Substantial Contributors Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Name	Address
BRUCE A CROWN	414 N ORLEANS ST STE 301 CHICAGO,IL 60654

TY 2013 Taxes Schedule

Name: CASTAWAYS FOUNDATION

EIN: 36-3738769

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	14,986	0		14,986
IL TAX	15	0		15