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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation HORACE DAWSON FOUNDATION		A Employer identification number 36-6059767
Number and street (or P O box number if mail is not delivered to street address) C/O JEANETTE KAHLENBERG 900 UNIVERSITY STREET		B Telephone number (see instructions) (206) 922-2641
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98101		
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,533,632.		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)
C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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 (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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		35.	35.		ATCH 1
4 Dividends and interest from securities		68,780.	68,780.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		887.			
b Gross sales price for all assets on line 6a		99,691.			
7 Capital gain net income (from Part IV, line 2)					
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) ATCH 3		-146.			
12 Total. Add lines 1 through 11		69,556.	68,815.		
13 Compensation of officers, directors, trustees, etc		4,200.	2,100.		2,100.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 4		69.	35.		34.
b Accounting fees (attach schedule) ATCH 5		5,350.	2,675.		2,675.
c Other professional fees (attach schedule) *		157.	150.		7.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 7		1,365.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 8		28.			25.
24 Total operating and administrative expenses. Add lines 13 through 23		11,169.	4,960.		4,841.
25 Contributions, gifts, grants paid		61,800.			61,800.
26 Total expenses and disbursements. Add lines 24 and 25		72,969.	4,960.	0	66,641.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-3,413.			
b Net investment income (if negative, enter -0-)			63,855.		
c Adjusted net income (if negative, enter -0-)					

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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		101,378.	220,124.	220,222.
	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 9		139,606.	110,360.	820,378.
	c	Investments - corporate bonds (attach schedule) ATCH 10		316,676.	276,676.	269,170.
Liabilities	11	Investments - land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 11		269,082.	240,388.	223,862.
	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)		826,742.	847,548.	1,533,632.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		826,742.	847,548.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, ▶ <input type="checkbox"/> 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				
	30	Total net assets or fund balances (see instructions)		826,742.	847,548.	
	31	Total liabilities and net assets/fund balances (see instructions)		826,742.	847,548.	

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	826,742.
2	Enter amount from Part I, line 27a	2	-3,413.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	31,450.
4	Add lines 1, 2, and 3	4	854,779.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	7,231.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	847,548.

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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			(i) 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	-1,316.	
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	64,834.	1,357,166.	0.047772
2011	56,570.	1,318,074.	0.042919
2010	54,270.	1,233,880.	0.043983
2009	64,723.	1,082,508.	0.059790
2008	71,905.	1,322,057.	0.054389
2 Total of line 1, column (d)			2 0.248853
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 0.049771
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,495,450.
5 Multiply line 4 by line 3			5 74,430.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 639.
7 Add lines 5 and 6			7 75,069.
8 Enter qualifying distributions from Part XII, line 4			8 66,641.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,277.
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	1,277.
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	1,277.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,360.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,360.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	83.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 83. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> JEANNETTE D. KAHLENBERG Telephone no <input type="checkbox"/> (206) 922-2641			
	Located at <input type="checkbox"/> 900 UNIVERSITY STREET, APT 903 SEATTLE, WA ZIP+4 <input type="checkbox"/> 98101-3721			
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 <input type="checkbox"/> 15 <input type="checkbox"/> N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/> N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ N/A ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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 14		4,200.	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 ☐ NONE

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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		
Total number of others receiving over \$50,000 for professional services		NONE

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	NONE ----- ----- -----	
2	----- ----- -----	
3	----- ----- -----	
4	----- ----- -----	

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

Part IV Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1 NONE		
2		
All other program-related investments See instructions		
3 NONE		
Total. Add lines 1 through 3		NONE

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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	1,348,769.
b	Average of monthly cash balances	1b	169,454.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,518,223.
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	1,518,223.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,773.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,495,450.
6	Minimum investment return. Enter 5% of line 5	6	74,773.

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	74,773.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,277.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,277.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	73,496.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	73,496.
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	73,496.

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	66,641.
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	66,641.
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	66,641.

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				73,496.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			66,254.	
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				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 66,641.				
a Applied to 2012, but not more than line 2a			66,254.	
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				387.
e Remaining amount distributed out of corpus				
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				
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				73,109.
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	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				

Form 990-PF (2013)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

b 85% of line 2a

C Qualifying distributions from Part XII, line 4 for each year listed .

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

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets . . .

(2) Value of assets qualifying under section

4942(j)(3)(B)(i). . . .

b "Endowment" alternative test-
enter 2/3 of minimum invest-
ment return shown in Part X,
line 6 for each year listed . . .

C "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income _____

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 15				
Total			3a	61,800.
b Approved for future payment				
Total			3b	NONE

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)		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.			

[illegible]



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
N/A		

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	<u>5/6/14</u> Date	 Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
--	-----------------------	--	---

Paid Preparer Use Only	Print/Type preparer's name Bernadette D. Zita	Preparer's signature <i>Bernadette D. Zita</i>	Date 04/28/14	Check <input type="checkbox"/> if self-employed	PTIN P00089845
	Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-656596	
	Firm's address ▶ 155 NORTH WACKER DRIVE CHICAGO, IL 60606			Phone no 312-879-2000	

Form 990-PF (2013)

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)	
40,000.		40,000 PAR VALUE GENERAL ELEC CAP COR CL PROPERTY TYPE: SECURITIES 40,000.				P	08/20/2007	02/15/2013
19,721.		1,700 ANNALY CAP MGMT INC PROPERTY TYPE: SECURITIES 29,216.				P	07/10/2012	11/01/2013
37,753.		565 BUCKEYE PARTNERS LP PROPERTY TYPE: SECURITIES 29,588.				P	07/10/2012	06/17/2013
14.		565 BUCKEYE PARTNERS LP 1231 PROPERTY TYPE: SECURITIES				P	VAR	VAR
							14.	
TOTAL GAIN (LOSS)							<u>-1,316.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH EMA INVESTMENTS	35.	35.
TOTAL	<u>35.</u>	<u>35.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH EMA INVESTMENTS DIVIDENDS	48,979.	48,979.
MERRILL LYNCH EMA INVESTMENTS INTEREST	19,796.	19,796.
BUCKEYE PARTNERS DIVIDENDS & INTEREST	5.	5.
TOTAL	<u>68,780.</u>	<u>68,780.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BUCKEYE PARTNERS ORDINARY INCOME	-146.
TOTALS	<u>-146.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	69.	35.		34.
TOTALS	<u>69.</u>	<u>35.</u>		<u>34.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION - EY	5,350.	2,675.		2,675.
TOTALS	<u>5,350.</u>	<u>2,675.</u>		<u>2,675.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MERRILL LYNCH BANK FEES	157.	150.	7.
TOTALS	<u>157.</u>	<u>150.</u>	<u>7.</u>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ESTIMATED TAX PAYMENTS	1,360.
TAXES FOR 2012	5.
TOTALS	<u>1,365.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
BUCKEYE PARTNERS NONDEDUCT EXP	3.	
IL SECRETARY OF STATE FILING	25.	25.
TOTALS	<u>28.</u>	<u>25.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AT&T (BELLSOUTH) - 2,501 SHS	6,561.	6,561.	87,935.
CONOCOPHILLIPS - 2,184 SHS	7,518.	7,517.	154,300.
PEPCO HOLDINGS - 800	18,848.	18,848.	15,304.
AT&T (SBC) - 3,526 SHS	8,737.	8,737.	123,974.
VERIZON - 1,484 SHS	8,864.	8,865.	72,924.
INTEGRYS ENERGY - 2,000 SHS	17,760.	17,760.	108,820.
NEXTERA ENERGY - 2,000 SHS	39,283.	39,283.	171,240.
FRONTIER COMM. - 356 SHS	585.	555.	1,655.
ANNALY CAP MGMT INC - 1700 SHS	29,216.		
PHILLIPS 66 SHS	2,234.	2,234.	84,226.
TOTALS	<u>139,606.</u>	<u>110,360.</u>	<u>820,378.</u>

EMA Fiscal Statement

HORACE DAWSON FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1,260	AT&T INC	09/14/77	4,397.40	44,301.60	39,904.20	2,319.00
614	AT&T INC	09/14/77	2,492.84	21,588.24	19,095.40	1,130.00
1,652	AT&T INC	09/14/77	1,846.32	58,084.32	56,238.00	3,040.00
2,501	AT&T INC	09/14/77	6,560.80	87,935.16	81,374.36	4,602.00
2,184	CONOCOPHILLIPS	03/24/62	7,517.47	154,299.60	146,782.13	6,028.00
201	FRONTIER COMMUNICATIONS CORP	09/14/77	284.53	934.65	650.12	81.00
155	FRONTIER COMMUNICATIONS CORP	09/14/77	270.63	720.75	450.12	62.00
2,000	INTEGRYS ENERGY GROUP INC	12/14/71	17,760.00	108,820.00	91,060.00	5,441.00
2,000	NEXTERA ENERGY INC SHS	12/30/93	39,283.00	171,240.00	131,957.00	5,281.00
800	PEPCO HLDGS INC	09/11/86	18,848.00	15,304.00	(3,544.00)	864.00
1,092	PHILLIPS 66 SHS	03/24/62	2,234.08	84,225.96	81,991.88	1,704.00
840	VERIZON COMMUNICATNS COM	09/14/77	4,578.38	41,277.60	36,699.22	1,781.00
644	VERIZON COMMUNICATNS COM	09/14/77	4,286.26	31,646.16	27,359.90	1,366.00
Total Equities			110,359.71	820,378.04	710,018.33	33,699.00

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BELL ATLANTIC PEN BONDS	49,068.	49,068.	49,244.
50,000 UNITS 6% DEC 1, 2028			
GENERAL ELECTRIC CAP CORP	40,000.		
AMERICAN GENERAL FINANCE	50,000.	50,000.	49,512.
ING GROUP NV	30,608.	30,608.	31,598.
GENERAL ELECTRIC CAP CORP	50,000.	50,000.	52,789.
SER NOTE - 50,000 SHS			
GENERAL ELECTRIC CAP CORP	42,000.	42,000.	42,327.
SER NOTE - 42,000 SHS			
WELLS FARGO & COMPANY	30,000.	30,000.	24,360.
SER NOTE - 1,200 SHS			
TELEPHONE & DATA SYSTEMS	25,000.	25,000.	19,340.
SER NOTE - 1,000 SHS			
TOTALS	<u>316,676.</u>	<u>276,676.</u>	<u>269,170.</u>

HORACE DAWSON FOUNDATION



Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		1,904.56	1,904.56			
161,215	ML BANK DEPOSIT PROGRAM	10/01/12	161,215.00	161,215.00			48.36
	Total Cash and Money Funds		163,119.56	163,119.56			48.36
Certificates of Deposit and Equivalents							
50,000	CD GOLDMAN SACHS BK USA NEW YORK, NY 03 350% FEB 04 2014	01/26/09	50,000.00	50,097.85	97.85	683.77	1,675.00
	Total Certificates of Deposit and Equivalents		50,000.00	50,097.85	97.85	683.77	1,675.00
Government Securities							
120,000	FEDERAL HOME LN MTG CORP CALLABLE SR NOTE 04 600% FEB 15 2030	02/22/10	120,000.00	116,905.20	(3,094.80)	245.33	5,520.00
	Total Government Securities		120,000.00	116,905.20	(3,094.80)	245.33	5,520.00
Corporate Bonds							
50,000	BELL ATLANTIC PENN COMPANY GUARNT 06 000% DEC 01 2028	02/16/99	49,067.85	49,244.00	176.15	250.00	3,000.00
50,000	GENERAL ELEC CAP CORP SER NOTZ 04 000% JUL 15 2018	07/26/10	50,000.00	52,789.00	2,789.00	922.22	2,000.00

PLEASE SEE REVERSE SIDE



EMASM Fiscal Statement

HORACE DAWSON FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
42,000	GENERAL ELEC CAP CORP SER NOTZ 04 500% OCT 15 2025	10/25/10	42,000.00	42,326.76	326.76	399.00	1,890.00
50,000	AMERICAN GENERAL FINANCE SER INCM 06.000% OCT 15 2014	10/04/07	50,000.00	49,512.00	(488.00)	633.33	3,000.00
1,244	ING GROUP NV PERP HYBRID CAPITAL SECS 7.375% PFD NON CUM	11/27/07	30,607.75	31,597.60	989.85		2,293.00
1,200	WELLS FARGO & COMPANY NON-CUM PERPETUAL CL A 5 125% PFD STK, SERIES O	11/13/12	30,000.00	24,360.00	(5,640.00)		1,538.00
1,000	TELEPHONE & DATA SYSTEMS SENIOR NOTES 5 875% DUE 12/01/2061	11/26/12	25,000.00	19,340.00	(5,660.00)		1,468.00
	Total Corporate Bonds		276,675.60	269,169.36	(7,506.24)	2,204.55	15,189.00

PLEASE SEE REVERSE SIDE
Statement Period
Year Ending 12/31/13
Account No
695-04A30

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL HOME LN MTG CORP	120,000.	120,000.	116,905.
BUCKEYE PARTNERS	28,694.		
FLAHERTY & CRUMRINE/CLAYMORE	30,491.	30,491.	28,000.
POWERSHARES PREFERRED	44,983.	44,983.	40,522.
SPDR WELLS FARGO PDF ETF	44,914.	44,914.	38,435.
TOTALS	<u>269,082.</u>	<u>240,388.</u>	<u>223,862.</u>

HORACE DAWSON FOUNDATION



Fiscal Statement

Interrilli Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		1,904.56	1,904.56			
161,215	ML BANK DEPOSIT PROGRAM	10/01/12	161,215.00	161,215.00			48.36
	Total Cash and Money Funds		163,119.56	163,119.56			48.36
Certificates of Deposit and Equivalents							
50,000	CD GOLDMAN SACHS BK USA NEW YORK, NY 03 350% FEB 04 2014	01/26/09	50,000.00	50,097.85	97.85	683.77	1,675.00
	Total Certificates of Deposit and Equivalents		50,000.00	50,097.85	97.85	683.77	1,675.00
Government Securities							
120,000	FEDERAL HOME LN MTG CORP CALLABLE SR NOTE 04 600% FEB 15 2030	02/22/10	120,000.00	116,905.20	(3,094.80)	245.33	5,520.00
	Total Government Securities		120,000.00	116,905.20	(3,094.80)	245.33	5,520.00
Corporate Bonds							
50,000	BELL ATLANTIC PENN COMPANY GUARNT 06 000% DEC 01 2028	02/16/99	49,067.85	49,244.00	176.15	250.00	3,000.00
50,000	GENERAL ELEC CAP CORP SER NOTZ 04 000% JUL 15 2018	07/26/10	50,000.00	52,789.00	2,789.00	922.22	2,000.00

PLEASE SEE REVERSE SIDE

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Statement Period Year Ending 12/31/13
Account No. 695-04A30





Fiscal Statement

HORACE DAWSON FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
1,600	FLAHERTY & CRUMRINE PFD SEC INC FD	07/10/12	30,491.05	28,000.00	(2,491.05)	2,612.00
3,015	POWERSHARES PREFERRED PORTFOLIO	09/25/12	44,983.19	40,521.60	(4,461.59)	2,747.00
975	SPDR WELLS FARGO PFD ETF	09/25/12	44,913.83	38,434.50	(6,479.33)	2,972.00
Total Mutual Funds/Closed End Funds/UIT			120,388.07	106,956.10	(13,431.97)	8,331.00

PLEASE SEE REVERSE SIDE
Page 8 of 18
Statement Period Year Ending 12/31/13
Account No. 695-04A30

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
2013 CONTRIBUTIONS NOT YET CLEARED	31,450.
TOTAL	<u>31,450.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

2012 CONTRIBUTION CHECKES CLEARED

7,200.

FRONTIER COMMUNICATIONS BASIS REDUCTIONS

31.

TOTAL

7,231.

HORACE DAWSON FOUNDATION

36-6059767

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

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
JEANNETTE D. KAHLBERG 900 UNIVERSITY STREET, APT. 903 SEATTLE, WA 98101	SEC./TREAS 1.00	4,200.
H. ANDREW ALKIRE 10 SPARROW COURT PLEASANT HILL, CA 94523	DIRECTOR 1.00	
JOY KAHLBERG FALLON 63 BEACON ST. BOSTON, MA 02642	DIRECTOR 1.00	
MARGARET D. ALKIRE 51 ROLLING GREEN CIRCLE PLEASANT HILL, CA 94523	PRESIDENT 1.00	
TRUDI K. PICCIANO 6206 30TH AVENUE NE SEATTLE, WA 98115	DIRECTOR 1.00	
RICHARD D KAHLBERG 7101 LOCH LOMOND DRIVE BETHESDA, MD 20817	DIRECTOR 1.00	

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

ATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
ROBERT L ALKIRE 4318 EAST BLANTON ROAD TUCSON, AZ 95712	DIRECTOR 1.00	
ELIZABETH A CHABIN 8090 E. FORT LOWELL ROAD TUCSON, AZ 85719	DIRECTOR 1.00	
GRAND TOTALS		<u>4,200.</u>

HORACE DAWSON FOUNDATION

36-6059767

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SIMPSON COLLEGE 701 NORTH C STREET INDIANOLA, IA 50125	NONE PC	THE FRANCES L. DAWSON SCHOLARSHIP FUND	5,000
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PKWY MARYVILLE, TN 37804	NONE PC	DAWSON FUND IN MEMORY OF WILLIAM R. AND HORACE DAWSON	5,000
GENEVA FOUNDATION OF PRESBYTERIAN HOMES 3200 GRANT STREET EVANSTON, IL 60201	NONE SO I	EMPLOYEE EDUCATION FUND	5,000
HIGH HOPES HEAD INJURY PROGRAM 2953 EDINGER AVE. TUSTIN, CA 92780	NONE PC	SUPPORT PROGRAM SERVICES	5,000
THE CENTURY FOUNDATION ONE WHITEHALL STREET NEW YORK, NY 10004	NONE EOF	SUPPORT PROGRAM SERVICES	1,500
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011-4211	NONE PC	SUPPORT PROGRAM SERVICES	1,000.

HORACE DAWSON FOUNDATION

36-6059767

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

ATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE BAY AREA CRISIS NURSERY 1506 MENDOCINO DRIVE CONCORD, CA 94521	NONE PC	SUPPORT PROGRAM SERVICES	1,000.
CLINICA AMISTAD Y SALUD PO BOX 27248 TUCSON, AZ 85726	NONE PC	SUPPORT PROGRAM SERVICES	800.
FOOD BANK OF CONTRA COSTA & SOLANO 4010 NELSON AVENUE CONCORD, CA 94520-1200	NONE PC	SUPPORT PROGRAM SERVICES	1,350
INTERFAITH COUNCIL OF CONTRA COSTA 1543 SUNNYVALE AVENUE WALNUT CREEK, CA 94597	NONE PC	WINTER NIGHTS SHELTER	1,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD ST NEW YORK, NY 10001	NONE PC	SUPPORT PROGRAM SERVICES	350
UNIVERSITY FOOD BANK 1413 NE 50TH ST SEATTLE, WA 98105	NONE PC	SUPPORT PROGRAM SERVICES	1,000.

HORACE DAWSON FOUNDATION

36-6059767

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KJZZ NATIONAL PUBLIC RADIO 2323 W 14TH STREET TEMPE, AZ 85281	NONE PC	SUPPORT PROGRAM SERVICES	500
COMMUNITY FOOD BANK PO BOX 26727 TUCSON, AZ 85726-6727	NONE PC	SUPPORT PROGRAM SERVICES	500.
UNITED STREET MINISTRY, TEEN FEED 4740-B UNIVERSITY WAY NE SEATTLE, WA 98105	NONE PC	SUPPORT PROGRAM SERVICES	500.
MOVERMOMS, INC 7101 LOCH LOWOND DR BETHESDA, MD 20817	NONE PC	SUPPORT PROGRAM SERVICES	2,600
SCOTCH RIDGE PRESBYTERIAN CHURCH 13015 SCOTCH RIDGE RD. CARLISLE, IA 50047	NONE PC	SUPPORT PROGRAM SERVICES	1,000.
OLD PUEBLO COMMUNITY SERVICES 4007 E PARADISE FALLS DR. SUITE 125 TUCSON, AZ 85712	NONE PC	SUPPORT PROGRAM SERVICES	550.

HORACE DAWSON FOUNDATION

36-6059767

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. MICHAEL'S PARISH DAY SCHOOL 602 N WILMONT RD TUCSON, AZ 85711	NONE PC	SUPPORT PROGRAM SERVICES	1,000
UNIVERSITY CONGREGATIONAL UNITED CHURCH OF CHRIST 4515 16TH AVE N E SEATTLE, WA 98105	NONE PC	SUPPORT PROGRAM SERVICES	1,500.
CHAPLAINS ON THE WAY PO BOX 812544 WELLESLEY, MA 02482	NONE PC	ST. PETER'S CHURCH DISCRETIONARY FUND	1,350
UNIVERSITY OF CHICAGO CREW CLUB 5801 S. ELLIS AVE CHICAGO, IL 60637	NONE PC	SUPPORT PROGRAM SERVICES	1,000.
COLLEGE PARK HIGH SCHOOL ATHLETIC BOOSTERS 201 VIKING DRIVE PLEASANT HILL, CA 94523-1809	NONE PC	SUPPORT PROGRAM SERVICES	2,000.
MUSCULAR DYSTROPHY ASSOCIATION 3300 EAST SUNRISE DRIVE TUCSON, AZ 85718-3208	NONE PC	SUPPORT PROGRAM SERVICES	6,350

HORACE DAWSON FOUNDATION

36-6059767

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHAUTAUQUA FOUNDATION PO BOX 28 CHAUTAUQUA, NY 14722	NONE PC	RICHARD W. AND JEANNETTE D KAHLLENBERG LECTURESHP FUND	9,350
GALLAUDET UNIVERSITY 800 FLORIDA AVENUE NE WASHINGTON, DC 20002-3695	NONE PC	MABEL SAWHILL SCHOLARSHIP	1,000.
BOSTON HEALTH CARE FOR THE HOMELES PROGRAM, INC. 780 ALBANY STREET BOSTON, MA 02118	NONE PC	SUPPORT PROGRAM SERVICES	1,000.
COLLEGE PARK HIGH SCHOOL FALCON FOUNDATION 201 VIKING DRIVE PLEASANT HILL, CA 94523	NONE PC	SUPPORT PROGRAM SERVICES	350
DORCHESTER YOUTH COLLABORATIVE 1514A DORCHESTER AVENUE DORCHESTER, MA 02122	NONE PC	SUPPORT PROGRAM SERVICES	1,000
MERCADO GLOBAL 33 NASSAU AVE. NO 93 BROOKLYN, NY 11222	NONE PC	SUPPORT PROGRAM SERVICES	250.

HORACE DAWSON FOUNDATION

36-6059767

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PLEASANT HILL COMMUNITY FOUNDATION PO BOX 23673 PLEASANT HILL, CA 94523	NONE PC		SUPPORT PROGRAM SERVICES	1,000.
UNIVERSITY HIGH SCHOOL FOUNDATION P O BOX 12548 TUCSON, AZ 85711	NONE PC		SUPPORT PROGRAM SERVICES	1,000
TOTAL CONTRIBUTIONS PAID				<u>61,800.</u>

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

HORACE DAWSON FOUNDATION

Employer identification number

36-6059767

Note: Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	37,767.	29,588.		8,179.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 8,179.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	59,721.	69,216.		-9,495.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 -9,495.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		8,179.
18	Net long-term gain or (loss):			
a	Total for year	18a		-9,495.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		-1,316.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000	20	(1,316.)
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Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21			
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23			
24	Add lines 22 and 23	24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	25			
26	Subtract line 25 from line 24. If zero or less, enter -0-	26			
27	Subtract line 26 from line 21. If zero or less, enter -0-	27			
28	Enter the smaller of the amount on line 21 or \$2,450	28			
29	Enter the smaller of the amount on line 27 or line 28	29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30			
31	Enter the smaller of line 21 or line 26	31			
32	Subtract line 30 from line 26.	32			
33	Enter the smaller of line 21 or \$11,950	33			
34	Add lines 27 and 30	34			
35	Subtract line 34 from line 33. If zero or less, enter -0-	35			
36	Enter the smaller of line 32 or line 35	36			
37	Multiply line 36 by 15%. ▶	37			
38	Enter the amount from line 31	38			
39	Add lines 30 and 36	39			
40	Subtract line 39 from line 38. If zero or less, enter -0-	40			
41	Multiply line 40 by 20% ▶	41			
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42			
43	Add lines 37, 41, and 42	43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44			
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45			

Schedule D (Form 1041) 2013

Form **8949**Department of the Treasury
Internal Revenue Service

Name(s) shown on return

HORACE DAWSON FOUNDATION

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013Attachment
Sequence No **12A**

Social security number or taxpayer identification number

36-6059767

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	565 BUCKEYE PARTNERS L	07/10/2012	06/17/2013	37,753.	29,588.			8,165.
	565 BUCKEYE PARTNERS L 1231			14.				14.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				37,767.	29,588.			8,179.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

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3X2615 2 000Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

HORACE DAWSON FOUNDATION

Social security number or taxpayer identification number

36-6059767

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	40,000 PAR VALUE GENERAL ELEC CAP CO	08/20/2007	02/15/2013	40,000.	40,000.			
	1,700 ANNALY CAP MGMT INC	07/10/2012	11/01/2013	19,721.	29,216.			-9,495.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				59,721.	69,216.			-9,495.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.