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

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

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

Clovis Foundation
650 Dundee Road #456
Northbrook, IL 60062

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 1,560,862.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
36-7214742

B Telephone number (see the instructions)
847-412-1300

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ▶ ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2.	2.	N/A	
4 Dividends and interest from securities	35,502.	35,502.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	25,079.			
b Gross sales price for all assets on line 6a	292,075.			
7 Capital gain net income (from Part IV, line 2)		25,079.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	60,583.	60,588.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule) See St 1	5,165.	2,575.		2,590.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 2	4,454.	4,454.		
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 3	832.	832.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	3,851.	3,803.		48.
24 Total operating and administrative expenses. Add lines 13 through 23	14,302.	11,664.		2,638.
25 Contributions, gifts, grants paid Part XV	83,500.			83,500.
26 Total expenses and disbursements. Add lines 24 and 25	97,802.	11,664.		86,138.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-37,219.			
b Net investment income (if negative, enter 0)		48,919.		
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	62,512.	61,069.	61,069.	
	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 sch)				
		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) Statement 5	774,506.	805,813.	1,316,827.	
	c	Investments — corporate bonds (attach schedule) Statement 6	268,027.	180,566.	161,468.	
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 7		20,676.	19,710.		
14	Land, buildings, and equipment, basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe See Statement 8)	2,089.	1,791.	1,788.		
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	1,107,134.	1,069,915.	1,560,862.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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 and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds	1,098,267.	1,033,759.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	8,867.	36,156.		
	30	Total net assets or fund balances (see instructions)	1,107,134.	1,069,915.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,107,134.	1,069,915.		

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	1,107,134.
2	Enter amount from Part I, line 27a	2	-37,219.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,069,915.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,069,915.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 9				
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	25,079.
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	775.

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 (column (b) divided by column (c))
2012	101,413.	1,333,286.	0.076062
2011	87,065.	1,385,069.	0.062860
2010	90,758.	1,350,364.	0.067210
2009	94,508.	1,270,076.	0.074411
2008	125,295.	1,827,696.	0.068554

2 Total of line 1, column (d)	2	0.349097
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	0.069819
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,464,631.
5 Multiply line 4 by line 3	5	102,259.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	489.
7 Add lines 5 and 6	7	102,748.
8 Enter qualifying distributions from Part XII, line 4	8	86,138.

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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☐ and enter 1% of Part I, line 27b		1	978.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	978.
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	978.
6 Credits/Payments.			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,788.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,788.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	810.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	810.	0.

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

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Michael E. Braude</u> Telephone no <u>847-412-1300</u> Located at <u>650 Dundee Road #456 Northbrook IL</u> ZIP + 4 <u>60062</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.**

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6 b X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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
Jonathan Green 650 Dundee Road #456 Northbrook, IL 60062	Trustee 0	0.	0.	0.
Brenda Berry Green 650 Dundee Road #456 Northbrook, IL 60062	Trustee 0	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 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	1,446,867.
b Average of monthly cash balances	1b	38,280.
c Fair market value of all other assets (see instructions)	1c	1,788.
d Total (add lines 1a, b, and c)	1d	1,486,935.
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	1,486,935.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,304.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,464,631.
6 Minimum investment return. Enter 5% of line 5	6	73,232.

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	73,232.
2a Tax on investment income for 2013 from Part VI, line 5	2a	978.	
b Income tax for 2013 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	978.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	72,254.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	72,254.
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	72,254.

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	86,138.
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	86,138.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,138.

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				72,254.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	34,240.			
b From 2009	31,498.			
c From 2010	23,734.			
d From 2011	18,115.			
e From 2012	35,351.			
f Total of lines 3a through e	142,938.			
4 Qualifying distributions for 2013 from Part XII, line 4. $\blacktriangleright$ \$ 86,138.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				72,254.
e Remaining amount distributed out of corpus	13,884.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	156,822.			
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				0.
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)	34,240.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	122,582.			
10 Analysis of line 9.				
a Excess from 2009	31,498.			
b Excess from 2010	23,734.			
c Excess from 2011	18,115.			
d Excess from 2012	35,351.			
e Excess from 2013	13,884.			

N/A

- (4) Gross investment income.**

[illegible]

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
<i>a Paid during the year</i> See Statement 10				
Total			3 a	83,500.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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	2.	
4	Dividends and interest from securities			14	35,502.	
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	25,079.	
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)				60,583.	
13	Total. Add line 12, columns (b), (d), and (e)					13 60,583.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

2013

Federal Statements

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Berlin & Braude	\$ 5,165.	\$ 2,575.		\$ 2,590.
Total	<u>\$ 5,165.</u>	<u>\$ 2,575.</u>		<u>\$ 2,590.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Gofen & Glossberg invest advis fee	\$ 4,454.	\$ 4,454.		
Total	<u>\$ 4,454.</u>	<u>\$ 4,454.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
12 excise tax paid in 13	\$ 301.	\$ 301.		
Foreign tax withheld	531.	531.		
Total	<u>\$ 832.</u>	<u>\$ 832.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank custody fees	\$ 3,801.	\$ 3,801.		
Delivery service	33.			\$ 33.
Depository fee	2.	2.		
IL Charity Bureau Fund	15.			15.
Total	<u>\$ 3,851.</u>	<u>\$ 3,803.</u>		<u>\$ 48.</u>

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Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Stocks	Cost	\$ 805,813.	\$ 1,316,827.
	Total	<u>\$ 805,813.</u>	<u>\$ 1,316,827.</u>

Statement 6
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bonds	Cost	\$ 0.	\$ 0.
Short term fixed income	Cost	180,566.	161,468.
	Total	<u>\$ 180,566.</u>	<u>\$ 161,468.</u>

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Realty trust	Cost	\$ 20,676.	\$ 19,710.
	Total	<u>\$ 20,676.</u>	<u>\$ 19,710.</u>

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Deposit of excise tax on investmt income	\$ 1,788.	
Rounding	3.	
Total	<u>\$ 1,791.</u>	<u>\$ 0.</u>

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Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Adelphia Communications settlement	Purchased		2/13/2013
2	Adelphia Communications settlement	Purchased		5/15/2013
3	1000 sh. EMC Corp.	Purchased	10/09/2012	12/17/2013
4	100 sh. IBM	Purchased	12/05/2001	11/19/2013
5	200 sh. Monsanto Co.	Purchased	9/09/2008	11/19/2013
6	50,000 Morgan Stanley Zero Cpn due 4/28/17	Purchased	4/25/2013	4/18/2013
7	500 sh. Procter & Gamble	Purchased	8/07/2001	11/19/2013
8	\$100,000 UBS AG Jersey Notes due 7/31/13	Purchased	7/28/2008	8/01/2013
9	2955.606 sh. Vanguard GNMA Fund	Purchased	Various	9/16/2013
10	71.953 sh. Vanguard GNMA Fund	Purchased	Various	9/16/2013
11	97.023 sh. Vanguard GNMA Fund	Purchased	Various	9/16/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	275.		0.	275.				\$ 275.
2	10.		0.	10.				10.
3	23,690.		26,438.	-2,748.				-2,748.
4	18,475.		12,030.	6,445.				6,445.
5	21,930.		19,964.	1,966.				1,966.
6	52,915.		52,425.	490.				490.
7	42,146.		14,210.	27,936.				27,936.
8	100,169.		107,479.	-7,310.				-7,310.
9	30,709.		32,604.	-1,895.				-1,895.
10	748.		796.	-48.				-48.
11	1,008.		1,050.	-42.				-42.
Total								\$ 25,079.

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Bainbridge Island One Call for All P.O. Box 10487 Bainbridge Island, WA 98110		PC	Unrestricted	\$ 2,500.
Bainbridge Island Land Trust P.O. Box 10144 Bainbridge Island, WA 98110		PC	Unrestricted	2,500.
Bainbridge Public Library 1270 Madison Ave. N Bainbridge Island, WA 98110		PC	Unrestricted	1,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Doctors Without Borders 333 7th Ave. New York, NY 10001	PC		Unrestricted	\$ 5,000.
Fred Hutchinson Cnrc Rsch Ctr P.O. Box 19024 Seattle, WA 98109	PC		Unrestricted	5,000.
Global Source Education Box 11316 Bainbridge Island, WA 98110	PC		EduCulture Project	1,000.
Housing Resources Board PO Box 11391 Bainbridge Island, WA 98110	PC		Unrestricted	2,500.
Music of Remembrance 6310 NE 74th St. Seattle, WA 98115	PC		Unrestricted	5,000.
Nature Conservancy 4245 N. Fairfax Dr. Arlington, VA 22203	PC		Unrestricted	2,500.
Northwest Harvest P.O. Box 12272 Seattle, WA 98102	PC		Unrestricted	2,500.
Planned Parenthood Fed'n Amer 434 W. 33rd St New York, NY 10001	PC		Unrestricted	5,000.
Seva Foundation 1786 Fifth St. Berkeley, CA 94710	PC		Unrestricted	2,500.
USA for UNHCR 1775 K St. NW Washington, DC 20006	PC		Unrestricted	2,500.
Washington University One Brookings Dr. St. Louis, MO 63130	PC		Arts and Science	5,000.
Partners in Health 641 Huntington Ave. Boston, MA 02115	PC		Unrestricted	2,500.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Breast Cancer Action 55 New Montgomery #323 San Francisco, CA 94105		PC	Unrestricted	\$ 1,000.
Bainbridge Island Football Club P.O. Box 10949 Bainbridge Island, WA 98110		PC	Unrestricted	1,500.
New Course 4098 Mattson Pl NE Bainbridge Island, WA 98110		PC	Unrestricted	20,000.
Jane Goodall Institute 4245 N. Fairfax Dr. #600 Arlington, VA 22203		PC	Unrestricted	2,500.
N Amer Friends IOLR 778 W. Frontage Rd #119 Northfield, IL 60093		PC	Unrestricted	5,000.
Bainbridge Schools Foundation 8489 Madison Avenue NE Bainbridge Island, WA 98110		PC	Unrestricted	1,000.
Make a Difference Fdn P.O. Box 1941 Suwanee, GA 30024		PC	Unrestricted	1,000.
Bainbridge Island Museum of Art P.O. Box 11413 Bainbridge Island, WA 98110		PC	Unrestricted	1,000.
Somaly Mam Fdn P.O. Box 4569 New York, NY 10163		PC	Unrestricted	2,500.
Oxfam America 226 Causeway Street Boston, MA 02114		PC	Unrestricted	1,000.

Total \$ 83,500.

CLOVIS FOUNDATION
 EIN 36-7214742
 ATTACHMENT TO 2013 IRS FORM 990-PF

SCHEDULE OF CORPORATE STOCK
 (Part II, Line 10b)

	Price	Quantity	Value
US Large Cap Equity			
AMERICAN AIRLINES GROUP INC 02376R-10-2 AAL	25 25	1,000 000	25,250 00
BERKSHIRE HATHAWAY INC DEL CL B 084670-70-2 BRK B	118.56	250.000	29,640.00
BOEING CO 097023-10-5 BA	136 49	400 000	54,596 00
CATERPILLAR INC 149123-10-1 CAT	90.81	400 000	36,324 00
CELGENE CORPORATION 151020-10-4 CELG	168 97	500 000	84,484 00
ECOLAB INC 278865-10-0 ECL	104 27	1,000.000	104,270 00
EXXON MOBIL CORP 30231G-10-2 XOM	101.20	500 000	50,600 00
GENERAL ELECTRIC CO 369604-10-3 GE	28 03	1,000 000	28,030 00
INTERCONTINENTALEXCHANGE GROUP, INC 45866F-10-4 ICE	224 92	200.000	44,984.00
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	187 57	500 000	93,785.00
JOHNSON & JOHNSON 478160-10-4 JNJ	91.59	800 000	73,272 00
JP MORGAN CHASE & CO 46625H-10-0 JPM	58 48	1,500 000	87,720 00
MONSANTO CO 61166W-10-1 MON	116 55	200 000	23,310 00
ORACLE CORP 68389X-10-5 ORCL	38 26	600 000	22,956.00
PPL CORP 69351T-10-6 PPL	30 09	1,500.000	45,135 00
QUALCOMM INC 747525-10-3 QCOM	74 25	400.000	29,700 00
SCHLUMBERGER LTD 806857-10-8 SLB	90.11	500 000	45,055.00
SOUTHWESTERN ENERGY CO 845467-10-9 SWN	39.33	500 000	19,665 00

CLOVIS FOUNDATION
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 ATTACHMENT TO 2013 IRS FORM 990-PF

SCHEDULE OF CORPORATE STOCK
 (Part II, Line 10b)

(continued)

	Price	Quantity	Value
US Large Cap Equity			
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113.80	500.000	56,900.00
WESTERN UNION CO 959802-10-9 WU	17.25	2,500.000	43,125.00
Total US Large Cap Equity			\$998,801.00

Non-US Equity

GLAXOSMITHKLINE PLC SPONS ADR 37733W-10-5 GSK	53.39	400.000	21,356.00
LUXOTTICA GROUP S P A SPONS ADR 55068R-20-2 LUX	53.92	600.000	32,352.00
NATIONAL GRID TRANSCO PLC SPONS ADR 636274-30-0 NGG	65.32	1,000.000	65,320.00
NOVARTIS A G ADR 66987V-10-9 NVS	80.38	500.000	40,190.00
UBS AG LONDON BRH CALL WT LKD 18 90271M-47-6	12,780.50	3.000	38,341.50
UNILEVER N V 904784-70-9 UN	40.23	1,000.000	40,230.00
Total Non-US Equity			\$237,789.50

EAFE Equity

ISHARES MSCI EAFE SMALL CAP 464288-27-3 SCZ	50.98	1,000.000	50,980.00
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Emerging Market Equity

ISHARES MSCI EMERGING MARKET INDEX 464287-23-4 EEM	41.80	700.000	29,256.50
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CLOVIS FOUNDATION
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SCHEDULE OF CORPORATE BONDS
(Part II, Line 10c)

	Price	Quantity	Value
US Fixed Income			
BARCLAYS FINL LLC BD LKD VAR 14 FLOATING RATE JAN 31 2014 DTD 10/31/2011 067387-CC-2	93 96	50,000 00	46,980.00
HSBC BANK USA NA CERT OF DEPOSIT ZERO CPN JUL 29 2016 DTD 07/29/2011 40431G-UR-8	74 35	25,000 00	18,587.50
JPMORGAN CHASE & CO ZERO CPN 07/31/2019 DTD 07/26/2013 48126N-JJ-7	95.90	100,000 00	95,900.00
Total US Fixed Income			\$161,467.50

CLOVIS FOUNDATION
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ATTACHMENT TO 2013 IRS FORM 990-PF

SCHEDULE OF OTHER INVESTMENTS
(Part II, Line 13)

Alternative Assets Detail

	Quantity/Original Commitment Amount	Estimated Value
Real Estate & Infrastructure		
KITE REALTY GROUP TRUST 49803T-10-2 KRG	3,000.00	19,710 00