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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation PAUL F AND FRANCA G OREFFICE FOUNDATION C/O GARY GUDMUNSEN		A Employer identification number 38-2705906	
Number and street (or P O box number if mail is not delivered to street address) 224 E LARKIN ST		B Telephone number (see instructions) (989) 631-6236	
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, MI 48642		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 2,842,832	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	49	49		
	4 Dividends and interest from securities.	97,811	97,811		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	611			
	b Gross sales price for all assets on line 6a _____ 611				
	7 Capital gain net income (from Part IV, line 2) . . .		611		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	98,471	98,471		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,020	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,506	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,974	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	13,500	0		0
	25 Contributions, gifts, grants paid	190,420			190,420
	26 Total expenses and disbursements. Add lines 24 and 25	203,920	0		190,420
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-105,449			
	b Net investment income (if negative, enter -0-)		98,471		
	c Adjusted net income (if negative, enter -0-)				

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	1,402	13,599	13,599
	2	Savings and temporary cash investments	373,276	43,388	43,388
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	692,088	692,087	1,158,717
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	892,571	1,104,814	1,627,128
	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)	1,959,337	1,853,888	2,842,832
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ 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	1,959,337	1,853,888	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,959,337	1,853,888	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,959,337	1,853,888	

Part III

Analysis of Changes in Net Assets or Fund Balances

Form 990-PF (2013)

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a CAPITAL GAINS DIVIDENDS		P		
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 611			611
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			611
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	611
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	149,236	2,735,578	0 054554
2011	165,021	2,604,388	0 063363
2010	171,034	2,360,603	0 072454
2009	166,543	1,926,236	0 086460
2008	167,725	2,517,343	0 066628

2 Total of line 1, column (d).	2	0 343459
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 068692
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,960,827
5 Multiply line 4 by line 3.	5	203,385
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	985
7 Add lines 5 and 6.	7	204,370
8 Enter qualifying distributions from Part XII, line 4. 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	8	190,420

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	1,969
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	1,969
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	1,969
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,632	
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	5,632
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,663
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,663 Refunded		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
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?		2	No
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		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
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?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of PAUL F OREFFICE Telephone no (480) 948-8015 Located at 6850 E CUARENTA CT PARADISE VALLEY AZ ZIP+4 85253			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		
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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		Yes	No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).		Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL F OREFFICE	PRESIDENT	0	0	0
6850 E CUARENTA CT	1 00			
PARADISE VALLEY,AZ 85253				
FRANCA G OREFFICE	DIRECTOR	0	0	0
3747 PEACHTREE RD NE	0 00			
ATLANTA,GA 303191333				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,890,796
b	Average of monthly cash balances.	1b	115,120
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,005,916
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	3,005,916
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	45,089
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,960,827
6	Minimum investment return. Enter 5% of line 5.	6	148,041

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	148,041
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,969
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,969
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	146,072
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	146,072
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	146,072

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	190,420
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	190,420
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	190,420
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				146,072
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.	43,988			
b From 2009.	72,085			
c From 2010.	57,026			
d From 2011.	36,556			
e From 2012.	18,087			
f Total of lines 3a through e.	227,742			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 190,420				
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.				146,072
e Remaining amount distributed out of corpus	44,348			
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	272,090			
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). . . .	43,988			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	228,102			
10 Analysis of line 9				
a Excess from 2009. . . .	72,085			
b Excess from 2010. . . .	57,026			
c Excess from 2011. . . .	36,556			
d Excess from 2012. . . .	18,087			
e Excess from 2013. . . .	44,348			

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 See Additional Data Table				
Total			3a	190,420
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part XV Line 1a - 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).

PAUL F OREFFICE
FRANCA G OREFFICE

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADOPT A PLATOON P O BOX 9570 PUEBLO,CO 81008	NONE	PUBLIC	GENERAL FUND	2,120
AMERICAN ENTERPRISE INSTITUTE 1150 17TH STREET WASHINGTON,DC 20036	NONE	PUBLIC	GENERAL FUND	60,000
ARTHRITIS FOUNDATION 1313 E OSBORN RD PHOENIX,AZ 85014	NONE	PUBLIC	GENERAL FUND	500
ASU FOUNDATION 300 E UNIVERSITY DR TEMPE,AZ 85281	NONE	PUBLIC	GENERAL FUND	7,500
BANNER HEALTH FOUNDATION 2025 N 3RD ST 250 PHOENIX,AZ 85004	NONE	PUBLIC	GENERAL FUND	20,000
BELMONT CHILD CARE ASSOCIATION 2150 HEMPSTEAD TURNPIKE BELMONT,NY 11003	NONE	PUBLIC	GENERAL FUND	7,000
BLINDED VETERANS ASSOCIATION 477 H STREET NW WASHINGTON,DC 200012694	NONE	PUBLIC	GENERAL FUND	2,500
DISABLED AMERICAN VETERANS P O BOX 14301 CINCINNATI,OH 45250	NONE	PUBLIC	GENERAL FUND	500
GRAYSON - JOCKEY CLUB FOUNDATION 821 CORPORATE DRIVE LEXINGTON,KY 40503	NONE	PUBLIC	GENERAL FUND	10,000
HELP OUR WOUNDED 402 W PALM VALLEY BLVD SUITE A ROUND ROCK,TX 78664	NONE	PUBLIC	GENERAL FUND	500
NATIONAL MUSEUM OF RACING 191 INION AVENUE SARATOGA SPRINGS,NY 128663566	NONE	PUBLIC	GENERAL FUND	10,000
NATIONAL PARKINSON FOUNDATION 1501 NW 9TH AVENUE MIAMI,FL 331361494	NONE	PUBLIC	GENERAL FUND	25,000
OPERATION HOMEFRONT 8030 FOURWINDS DR STE 340 SAN ANTONIO,TX 78239	NONE	PUBLIC	GENERAL FUND	1,000
PARALYZED VETERNS OF AMERICA 801 18TH STREET WASHINGTON,DC 20006	NONE	PUBLIC	GENERAL FUND	2,500
RACING MEDICATION AND TESTING CONSORTIUM 821 CORPORATE DRIVE LEXINGTON,KY 40503	NONE	PUBLIC	GENERAL FUND	1,000
Total  3a				190,420

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOLDIERS ANGELS 1792 E WASHINGTON BLVD PASADENA,CA 91104	NONE	PUBLIC	GENERAL FUND	2,500
WOUNDED WARRIORS PROJECT 4899 BELFORT RD STE 300 JACKSONVILLE,FL 32256	NONE	PUBLIC	GENERAL FUND	1,000
MAYO CLINIC 13400 E SHEA BLVD SCOTTSDALE,AZ 85259	NONE	PUBLIC	GENERAL FUND	10,000
SARATOGA WARHORSE FOUNDATION PO BOX 461 SARATOGA SPRINGS,NY 12866	NONE	PUBLIC	GENERAL FUND	10,000
TYLERS HOPE 13351 PROGRESS BLVD ALACHUA,FL 32615	NONE	PUBLIC	GENERAL FUND	2,500
BUILDING FOR AMERICAS BRAVEST 2361 HYLAN BLVD STATEN ISLAND,NY 10306	NONE	PUBLIC	GENERAL FUND	2,000
STEADMON-PHILIIPPON RESEARCH FOUNDATION 181 W MEADOW DR VAIL,CO 81657	NONE	PUBLIC	GENERAL FUND	2,000
BREAST CANCER RESEARCH FOUNDATION 60 E 56ST ST NEWYORK,NY 10022	NONE	PUBLIC	GENERAL FUND	2,000
RONALD MCDONALD HOUSE CHARITIES 26345 NETWORK PL CHICAGO,IL 60673	NONE	PUBLIC	GENERAL FUND	1,500
LYMPHOMA AND LEUKEMIA SOCIETY 1311 MAMARONNECK AV STE 310 WHITE PLAINS,NY 10605	NONE	PUBLIC	GENERAL FUND	1,000
NATIONAL KIDNEY FOUNDATION 4203 E INDIAN SCHOOL RD PHOENIX,AZ 85018	NONE	PUBLIC	GENERAL FUND	1,000
HEADLY WHITNEY MUSEUM 4435 OLD FRANKFORT PIKE LEXINGTON,KY 40510	NONE	PUBLIC	GENERAL FUND	1,000
PERMANENTLY DISABLED JOCKEY FUND PO BOX 803 ELMHURST,IL 60126	NONE	PUBLIC	GENERAL FUND	1,000
PURDUE UNIVERSITY FOUNDATION 463 W WOOD ST WEST LAFAYETTE,IN 47907	NONE	PUBLIC	GENERAL FUND	1,000
OLD FRIENDS INC 1841 PAYNES DEPOT RD GEORGETOWN,KY 40324	NONE	PUBLIC	GENERAL FUND	500
Total  3a				190,420

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL RIGHT TO WORK FOUNDATION 8001 BRADDOCK RD SPRINGFIELD, VA 22160	NONE	PUBLIC	GENERAL FUND	300
BREEDERS CUP CHARITIES 2525 HARRODSBURG RD STE 500 LEXINGTON, KY 40544	NONE	PUBLIC	GENERAL FUND	1,000
Total ▶ 3a				190,420

TY 2013 Accounting Fees Schedule

Name: PAUL F AND FRANCA G OREFFICE FOUNDATION
C/O GARY GUDMUNSEN

EIN: 38-2705906

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX FEES	2,020	0		0

**TY 2013 Investments Corporate
Stock Schedule**

Name: PAUL F AND FRANCA G OREFFICE FOUNDATION
C/O GARY GUDMUNSEN

EIN: 38-2705906

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2000 SHS. COSTCO WHOLESALE CORP	107,220	238,040
1000 SHS COSTCO WHOLESALE CORP	82,134	119,020
2346 SHS. DOW CHEMICAL CO 12/15/88 @ 19.17 ADJUSTED FOR SPLITS	44,972	104,162
2000 SHS. DOW CHEMICAL CO 11/29/93 @ 19.40 ADJUSTED FOR SPLITS	38,792	88,800
4500 SHS. JOHNSON & JOHNSON	282,815	412,155
2000 SHS VERIZON COMMUNICATIONS	59,124	98,280
2000 SHS VERIZON COMMUNICATIONS	77,030	98,260

TY 2013 Investments - Other Schedule

Name: PAUL F AND FRANCA G OREFFICE FOUNDATION

C/O GARY GUDMUNSEN

EIN: 38-2705906

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
2000 SHS VENTAS INC -- REIT	AT COST	93,345	114,560
13100 SHS. VENTAS INC - REIT	AT COST	228,996	750,368
3000 SHS VENTAS INC --REIT	AT COST	166,159	171,840
5000 OMEGA HEALTHCARE INV REIT	AT COST	115,682	149,000
4000 OMEGA HEALTHCARE INV REIT	AT COST	111,040	119,200
2000 SPDR GOLD TRUST	AT COST	287,249	232,240
4000 PIMCO DYNAMIC CREDIT INCOME	AT COST	102,343	89,920

TY 2013 Other Expenses Schedule

Name: PAUL F AND FRANCA G OREFFICE FOUNDATION
C/O GARY GUDMUNSEN

EIN: 38-2705906

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH ANNUAL FEE	150	0		0
OFFICE SUPPLIES AND EXPENSE	1,824	0		0

TY 2013 Taxes Schedule

Name: PAUL F AND FRANCA G OREFFICE FOUNDATION
C/O GARY GUDMUNSEN

EIN: 38-2705906

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	9,506	0		0