Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: MARCUS MCCOY FOUNDATION

A Employer identification number: 41-1989867

Number and street (or P O box number if mail is not delivered to street address): 4610 BROWNDALE AVENUE | Room/suite

B Telephone number: 952-563-5838

City or town, state or province, country, and ZIP or foreign postal code: EDINA, MN 55447

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 4,477,455.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	104,482.	104,482.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,430.			
	b Gross sales price for all assets on line 6a 853,984.				
	7 Capital gain net income (from Part IV, line 2)		10,430.		
	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)				
	11 Other income				
	12 **Total** Add lines 1 through 11	114,912.	114,912.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	3,200.	800.	0.	2,400.
	c Other professional fees STMT 3	20,686.	20,686.	0.	0.
	17 Interest				
	18 Taxes STMT 4	383.	383.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	7,098.	0.	0.	7,098.
	24 **Total operating and administrative expenses** Add lines 13 through 23	31,367.	21,869.	0.	9,498.
	25 Contributions, gifts, grants paid	207,365.			207,365.
	26 **Total expenses and disbursements.** Add lines 24 and 25	238,732.	21,869.	0.	216,863.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-123,820.			
	b **Net investment income** (if negative, enter -0-)		93,043.		
	c **Adjusted net income** (if negative, enter -0-)			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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	34,997.	185,823.	185,823.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 6	200,000.	199,705.	203,290.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 7	131,251.	131,296.	143,135.
	11 Investments land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	3,339,275.	3,064,879.	3,945,207.
	14 Land, buildings, and equipment: basis ▶ 1,660.			
	Less accumulated depreciation STMT 9 ▶ 1,660.			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	3,705,523.	3,581,703.	4,477,455.
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			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	3,705,523.	3,581,703.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	3,705,523.	3,581,703.	
	31 **Total liabilities and net assets/fund balances**	3,705,523.	3,581,703.	

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	3,705,523.
2 Enter amount from Part I, line 27a	2	-123,820.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,581,703.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,581,703.

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	CHARLES SCHWAB - SEE ATTACHED		01/01/13	12/10/13
b	CHARLES SCHWAB - SEE ATTACHED		06/03/10	12/04/13
c	CAPITAL GAINS DIVIDENDS			
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	110,105.		131,454.	-21,349.
b	729,771.		712,100.	17,671.
c	14,108.			14,108.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-21,349.
b				17,671.
c				14,108.
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 — 10,430.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	207,761.	4,201,992.	.049443
2011	223,309.	4,201,968.	.053144
2010	172,000.	4,096,749.	.041985
2009	192,555.	3,871,511.	.049736
2008	235,557.	4,521,118.	.052101

2	**Total** of line 1, column (d)	2	.246409
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	.049282
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,310,314.
5	Multiply line 4 by line 3	5	212,421.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	930.
7	Add lines 5 and 6	7	213,351.
8	Enter qualifying distributions from Part XII, line 4	8	216,863.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	930.
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	930.
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	930.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,089.		
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	2,089.
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	1,159.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,159. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 952-563-5838
Located at ▶ 4610 BROWNDALE AVENUE, EDINA, MN ZIP+4 ▶ 55447

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 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **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? 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? **6b** X (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? N/A **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.

(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
JOAN M. ASHTON 1010 ZANZIBAR LANE PLYMOUTH , MN 55447	PRESIDENT, DIRETOR 20.00	0.	0.	0.
NANCY ASHTON 1010 ZANZIBAR LANE PLYMOUTH , MN 55447	SECR., TREAS., DIRECTOR 1.00	0.	0.	0.
SALLY ANN STORY 1010 ZANZIBAR LANE PLYMOUTH , MN 55447	DIRECTOR 1.00	0.	0.	0.
KREEA ASHTON 1010 ZANZIBAR LANE PLYMOUTH , MN 55447	DIRECTOR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	4,258,269.
b	Average of monthly cash balances	1b	117,684.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,375,953.
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	4,375,953.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,639.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,310,314.
6	**Minimum investment return** Enter 5% of line 5	6	215,516.

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	215,516.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 930.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	930.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	214,586.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	214,586.
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	214,586.

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	216,863.
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	216,863.
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	5	930.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	215,933.

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				214,586.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			5,070.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 216,863.				
a Applied to 2012, but not more than line 2a			5,070.	
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				211,793.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,793.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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 investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CE TEMPOXCALLI 179 ROBIE STREET SUITE #274 SAINT PAUL , MN 55107	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
CHARITY WATER 200 VARICK STREET SUITE 201 NEW YORK , NY 10014	NONE	501(C)(3)	GENERAL SUPPORT	20,000.
CYCLES FOR CHANGE 712 UNIVERISTY AVE E ST. PAUL , MN 55104	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
KIPP ACADEMY 1601 LAUREL AVE MINNEAPOLIS , MN 55403	NONE	501(C)(3)	GENERAL SUPPORT	110,000.
LAKE COUNTRY SCHOOL MONTESSORI LEARNING ENVIRONMENTS 3755 PLEASANT AVE MINNEAPOLIS , MN 55409	NONE	501(C)(3)	GENERAL SUPPORT	23,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	207,365.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	104,482.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	10,430.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		114,912.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 114,912.

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

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

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

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

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

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

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

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: [signature] Date: 5-9-14 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LANCE R. MADSON	[signature] CPA	04/30/14		P00131735

Firm's name ▶ BOULAY PLLP — Firm's EIN ▶ 41-0887288

Firm's address ▶ 7500 FLYING CLOUD DRIVE, #800 MINNEAPOLIS, MN 55344 — Phone no. 952-893-9320

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
M.C.A.D. 2501 STEVENS AVE MINNEAPOLIS , MN 55404	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
MPIRG 2722 UNIVERISTY AVE SE MINNEAPOLIS , MN 55414	NONE	501(C)(3)	GENERAL SUPPORT	365.
PAX CHRIST YOUTH CAMP 12100 PIONEER TRAIL EDEN PRAIRIE , MN 55347	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
SEEDS OF CHANGE 1680 SHADYWOOD ROAD WAYZATA , MN 55391	NONE	501(C)(3)	GENERAL SUPPORT	14,000.
Total from continuation sheets				34,365.

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05-01-13

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year They may be helpful for, but not limited to, Schedule D
Please consult with your tax advisor or financial advisor regarding specific questions

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
ISHARES TRUST ETF JP	464288281	330 00	10/04/12	06/24/13	$	34,104 90	$	40,156 03	$	0 00	$	(6,051 13)
Security Subtotal					**$**	**34,104.90**	**$**	**40,156.03**	**$**	**0.00**	**$**	**(6,051.13)**
JANUS SHORT TERM BD T	471023887	190 25	08/31/12	08/28/13	$	582 19	$	589 80	$	0 00	$	(7 61)
JANUS SHORT TERM BD T	471023887	132 51	09/28/12	08/28/13	$	405 50	$	410 80	$	0 00	$	(5 30)
JANUS SHORT TERM BD T	471023887	151 45	10/31/12	08/28/13	$	463 44	$	471 01	$	0 00	$	(7 57)
JANUS SHORT TERM BD T	471023887	160 64	11/30/12	08/28/13	$	491 58	$	499 61	$	0 00	$	(8 03)
JANUS SHORT TERM BD T	471023887	172 95	12/31/12	12/13/13	$	532 71	$	532 71	$	0 00	$	0 00
JANUS SHORT TERM BD T	471023887	337 74	12/31/12	12/13/13	$	1,040 26	$	1,040 26	$	0 00	$	0 00
JANUS SHORT TERM BD T	471023887	542 15	12/31/12	12/13/13	$	1,669 84	$	1,669 84	$	0 00	$	0 00
JANUS SHORT TERM BD T	471023887	139 20	01/31/13	12/13/13	$	428 74	$	428 74	$	0 00	$	0 00
JANUS SHORT TERM BD T	471023887	165 40	02/28/13	12/13/13	$	509 45	$	511 10	$	0 00	$	(1 65)
JANUS SHORT TERM BD T	471023887	154 36	03/28/13	12/13/13	$	475 43	$	476 98	$	0 00	$	(1 55)
JANUS SHORT TERM BD T	471023887	144 60	04/30/13	12/13/13	$	445 37	$	446 82	$	0 00	$	(1 45)
JANUS SHORT TERM BD T	471023887	170 98	05/31/13	12/13/13	$	526 64	$	526 64	$	0 00	$	0 00
JANUS SHORT TERM BD T	471023887	109 52	09/30/13	12/13/13	$	337 32	$	336 23	$	0 00	$	1 09
JANUS SHORT TERM BD T	471023887	124 44	10/31/13	12/13/13	$	383 28	$	383 28	$	0 00	$	0 00

Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JANUS SHORT TERM BD T	471023887	138 64	11/29/13	12/13/13	$ 427 02	$ 427 02	$ 0 00	$ 0 00
Security Subtotal					**$ 8,718.77**	**$ 8,750.84**	**$ 0.00**	**$ (32.07)**
PIMCO REAL RETURN FUND	693391682	10 36	12/12/12	12/04/13	$ 115 17	$ 129 27	$ 0 00	$ (14 10)
PIMCO REAL RETURN FUND	693391682	12 81	12/12/12	12/04/13	$ 142 39	$ 159 82	$ 0 00	$ (17 43)
PIMCO REAL RETURN FUND	693391682	8 66	12/27/12	12/04/13	$ 96 21	$ 106 60	$ 0 00	$ (10 39)
PIMCO REAL RETURN FUND	693391682	0 67	12/31/12	12/04/13	$ 7 54	$ 8 33	$ 0 00	$ (0 79)
PIMCO REAL RETURN FUND	693391682	0 66	01/31/13	12/04/13	$ 7 42	$ 8 14	$ 0 00	$ (0 72)
PIMCO REAL RETURN FUND	693391682	0 62	02/28/13	12/04/13	$ 6 90	$ 7 58	$ 0 00	$ (0 68)
PIMCO REAL RETURN FUND	693391682	0 68	03/28/13	12/04/13	$ 7 65	$ 8 44	$ 0 00	$ (0 79)
PIMCO REAL RETURN FUND	693391682	0 67	04/30/13	12/04/13	$ 7 45	$ 8 28	$ 0 00	$ (0 83)
PIMCO REAL RETURN FUND	693391682	0 76	05/31/13	12/04/13	$ 8 44	$ 8 94	$ 0 00	$ (0 50)
PIMCO REAL RETURN FUND	693391682	0 64	06/28/13	12/04/13	$ 7 13	$ 7 19	$ 0 00	$ (0 06)
PIMCO REAL RETURN FUND	693391682	0 69	07/31/13	12/04/13	$ 7 68	$ 7 81	$ 0 00	$ (0 13)
PIMCO REAL RETURN FUND	693391682	0 74	08/30/13	12/04/13	$ 8 31	$ 8 27	$ 0 00	$ 0 04
PIMCO REAL RETURN FUND	693391682	0 62	09/30/13	12/04/13	$ 6 90	$ 7 02	$ 0 00	$ (0 12)
PIMCO REAL RETURN FUND	693391682	0 69	10/31/13	12/04/13	$ 7 70	$ 7 86	$ 0 00	$ (0 16)
PIMCO REAL RETURN FUND	693391682	0 69	11/29/13	12/04/13	$ 7 74	$ 7 82	$ 0 00	$ (0 08)
Security Subtotal					**$ 444.63**	**$ 491.37**	**$ 0.00**	**$ (46.74)**
STAPLES INC	855030102	100 00	05/08/12	01/08/13	$ 1,190 79	$ 1,500 44	$ 0 00	$ (309 65)
STAPLES INC	855030102	100 00	05/08/12	01/08/13	$ 1,190 79	$ 1,500 44	$ 0 00	$ (309 65)

Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
STAPLES INC	855030102	100 00	05/08/12	01/08/13	$ 1,190 79	$ 1,500 45	$ 0 00	$ (309 66)
STAPLES INC	855030102	300 00	05/08/12	01/08/13	$ 3,572 38	$ 4,501 34	$ 0 00	$ (928 96)
STAPLES INC	855030102	400 00	05/08/12	01/08/13	$ 4,763 18	$ 6,001 75	$ 0 00	$ (1,238 57)
STAPLES INC	855030102	500 00	05/08/12	01/08/13	$ 5,953 97	$ 7,502 09	$ 0 00	$ (1,548 12)
STAPLES INC	855030102	500 00	05/08/12	01/08/13	$ 5,953 97	$ 7,502 24	$ 0 00	$ (1,548 27)
STAPLES INC	855030102	3,000 00	05/10/12	01/08/13	$ 35,723 85	$ 44,708 95	$ 0 00	$ (8,985 10)
Security Subtotal					**$ 59,539.72**	**$ 74,717.70**	**$ 0.00**	**$ (15,177.98)**
WELLS FARGO ADVTG INTL	94985D624	78 71	12/20/12	12/10/13	$ 854 08	$ 924 92	$ 0 00	$ (70 84)
WELLS FARGO ADVTG INTL	94985D624	30 80	12/09/13	12/10/13	$ 334 20	$ 332 66	$ 0 00	$ 1 54
WELLS FARGO ADVTG INTL	94985D624	562 97	12/09/13	12/10/13	$ 6,108 32	$ 6,080 17	$ 0 00	$ 28 15
Security Subtotal					**$ 7,296.60**	**$ 7,337.75**	**$ 0.00**	**$ (41.15)**
Total Short-Term *(Cost basis is reported to the IRS)*					**$ 110,104.62**	**$ 131,453.69**	**$ 0.00**	**$ (21,349.07)**
Total Short-Term					**$ 110,104.62**	**$ 131,453.69**	**$ 0.00**	**$ (21,349.07)**

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
JANUS SHORT TERM BD T	471023887	5 24	10/09/10	12/13/13	$	16 16	$	16 43	$	0 27	$	0 00
JANUS SHORT TERM BD T	471023887	54 29	10/09/10	12/13/13	$	167 22	$	169 93	$	2 71	$	0 00
JANUS SHORT TERM BD T	471023887	55 69	10/09/10	12/13/13	$	171 54	$	174 33	$	2 79	$	0 00
JANUS SHORT TERM BD T	471023887	123 34	10/11/10	12/13/13	$	379 89	$	384 82	$	4 93	$	0 00
JANUS SHORT TERM BD T	471023887	11 28	10/31/10	12/13/13	$	34 75	$	35 20	$	0 45	$	0 00
JANUS SHORT TERM BD T	471023887	13 24	11/07/10	12/13/13	$	40 79	$	41 59	$	0 80	$	0 00
JANUS SHORT TERM BD T	471023887	182 92	01/31/12	12/13/13	$	563 41	$	563 41	$	0 00	$	0 00
JANUS SHORT TERM BD T	471023887	221 45	02/29/12	12/13/13	$	682 07	$	684 28	$	0 00	$	(2 21)
JANUS SHORT TERM BD T	471023887	203 58	03/30/12	12/13/13	$	627 04	$	629 07	$	0 00	$	(2 03)
JANUS SHORT TERM BD T	471023887	192 24	04/30/12	12/13/13	$	592 13	$	594 05	$	0 00	$	(1 92)
JANUS SHORT TERM BD T	471023887	160 13	05/31/12	12/13/13	$	493 23	$	494 83	$	0 00	$	(1 60)
JANUS SHORT TERM BD T	471023887	159 79	06/29/12	12/13/13	$	492 18	$	493 78	$	0 00	$	(1 60)
JANUS SHORT TERM BD T	471023887	144 36	07/31/12	12/13/13	$	444 64	$	447 53	$	0 00	$	(2 89)
Security Subtotal					**$**	**4,705.05**	**$**	**4,729.25**	**$**	**11.95**	**$**	**(12.25)**
PIMCO REAL RETURN FUND	693391682	0 62	01/31/12	12/04/13	$	6 93	$	7 55	$	0 00	$	(0 62)
PIMCO REAL RETURN FUND	693391682	0 62	02/29/12	12/04/13	$	6 93	$	7 52	$	0 00	$	(0 59)
PIMCO REAL RETURN FUND	693391682	0 69	03/30/12	12/04/13	$	7 67	$	8 25	$	0 00	$	(0 58)
PIMCO REAL RETURN FUND	693391682	1 24	04/30/12	12/04/13	$	13 85	$	15 19	$	0 00	$	(1 34)
PIMCO REAL RETURN FUND	693391682	5 33	05/31/12	12/04/13	$	59 31	$	66 03	$	0 00	$	(6 72)
PIMCO REAL RETURN FUND	693391682	2 41	06/29/12	12/04/13	$	26 79	$	29 61	$	0 00	$	(2 82)

Long-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PIMCO REAL RETURN FUND	693391682	0 65	07/31/12	12/04/13	$ 7 31	$ 8 23	$ 0 00	$ (0 92)
PIMCO REAL RETURN FUND	693391682	0 73	08/31/12	12/04/13	$ 8 17	$ 9 17	$ 0 00	$ (1 00)
PIMCO REAL RETURN FUND	693391682	0 58	09/28/12	12/04/13	$ 6 51	$ 7 36	$ 0 00	$ (0 85)
PIMCO REAL RETURN FUND	693391682	0 67	10/31/12	12/04/13	$ 7 44	$ 8 47	$ 0 00	$ (1 03)
PIMCO REAL RETURN FUND	693391682	1 37	11/30/12	12/04/13	$ 15 27	$ 17 46	$ 0 00	$ (2 19)
Security Subtotal					**$ 166.18**	**$ 184.84**	**$ 0.00**	**$ (18.66)**
WELLS FARGO ADVTG INTL	94985D624	220 67	06/25/12	12/10/13	$ 2,394 27	$ 2,462 68	$ 0 00	$ (68 41)
WELLS FARGO ADVTG INTL	94985D624	116 07	12/07/12	12/10/13	$ 1,259 39	$ 1,362 70	$ 0 00	$ (103 31)
Security Subtotal					**$ 3,653.66**	**$ 3,825.38**	**$ 0.00**	**$ (171.72)**
Total Long-Term *(Cost basis is reported to the IRS)*					**$ 8,524.89**	**$ 8,739.47**	**$ 11.95**	**$ (202.63)**

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES TR TIPS BOND	464287176	480 00	10/20/09	06/21/13	$ 53,085 16	$ 50,009 43	$ 0 00	$ 3,075 73
ISHARES TR TIPS BOND	464287176	14 00	11/11/09	06/21/13	$ 1,548 32	$ 1,469 70	$ 0 00	$ 78 62
ISHARES TR TIPS BOND	464287176	25 00	11/11/09	06/21/13	$ 2,764 85	$ 2,624 46	$ 0 00	$ 140 39

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description		CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
ISHARES TR TIPS	BOND	464287176	27 00	11/11/09	06/21/13	$	2,986 04	$	2,834 42	$	0 00	$	151 62
ISHARES TR TIPS	BOND	464287176	84 00	11/11/09	06/21/13	$	9,289 90	$	8,818 20	$	0 00	$	471 70
ISHARES TR TIPS	BOND	464287176	110 00	08/24/09	06/24/13	$	11,978 33	$	11,199 83	$	0 00	$	778 50
ISHARES TR TIPS	BOND	464287176	500 00	09/17/09	06/24/13	$	54,446 95	$	51,084 81	$	0 00	$	3,362 14
ISHARES TR TIPS	BOND	464287176	20 00	10/20/09	06/24/13	$	2,177 88	$	2,083 73	$	0 00	$	94 15
ISHARES TR TIPS	BOND	464287176	500 00	08/06/09	12/03/13	$	55,541 67	$	49,864 75	$	0 00	$	5,676 92
ISHARES TR TIPS	BOND	464287176	100 00	08/13/09	12/03/13	$	11,108 33	$	10,050 94	$	0 00	$	1,057 39
ISHARES TR TIPS	BOND	464287176	100 00	08/13/09	12/03/13	$	11,108 33	$	10,050 94	$	0 00	$	1,057 39
ISHARES TR TIPS	BOND	464287176	300 00	08/13/09	12/03/13	$	33,325 00	$	30,152 85	$	0 00	$	3,172 15
ISHARES TR TIPS	BOND	464287176	390 00	08/24/09	12/03/13	$	43,322 50	$	39,708 50	$	0 00	$	3,614 00
ISHARES TR TIPS	BOND	464287176	500 00	09/09/09	12/03/13	$	55,541 67	$	50,829 81	$	0 00	$	4,711 86
Security Subtotal						**$**	**348,224.93**	**$**	**320,782.37**	**$**	**0.00**	**$**	**27,442.56**
JANUS SHORT TERM BD T		471023887	14,894 52	07/16/10	08/28/13	$	45,577 25	$	46,173 03	$	0 00	$	(595 78)
JANUS SHORT TERM BD T		471023887	277 33	07/17/10	08/28/13	$	848 65	$	859 75	$	0 00	$	(11 10)
JANUS SHORT TERM BD T		471023887	5 24	10/09/10	08/28/13	$	16 05	$	16 37	$	0 32	$	0 00
JANUS SHORT TERM BD T		471023887	55 69	10/09/10	08/28/13	$	170 42	$	173 77	$	3 35	$	0 00
JANUS SHORT TERM BD T		471023887	177 63	10/09/10	08/28/13	$	543 55	$	554 21	$	10 66	$	0 00
JANUS SHORT TERM BD T		471023887	281 32	10/29/10	08/28/13	$	860 84	$	877 71	$	0 68	$	(16 19)
JANUS SHORT TERM BD T		471023887	13 24	11/07/10	08/28/13	$	40 53	$	41 46	$	0 93	$	0 00
JANUS SHORT TERM BD T		471023887	19,326 31	11/11/09	12/13/13	$	59,525 02	$	59,331 77	$	0 00	$	193 25

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JANUS SHORT TERM BD T	471023887	212 05	11/30/09	12/13/13	$ 653 12	$ 653 12	$ 0 00	$ 0 00
JANUS SHORT TERM BD T	471023887	24 40	12/22/09	12/13/13	$ 75 17	$ 74 93	$ 0 00	$ 0 24
JANUS SHORT TERM BD T	471023887	251 73	12/31/09	12/13/13	$ 775 35	$ 772 83	$ 0 00	$ 2 52
JANUS SHORT TERM BD T	471023887	193 80	01/29/10	12/13/13	$ 596 93	$ 598 87	$ 0 00	$ (1 94)
JANUS SHORT TERM BD T	471023887	228 81	02/26/10	12/13/13	$ 704 74	$ 707 03	$ 0 00	$ (2 29)
JANUS SHORT TERM BD T	471023887	184 10	03/31/10	12/13/13	$ 567 03	$ 567 03	$ 0 00	$ 0 00
JANUS SHORT TERM BD T	471023887	178 46	04/30/10	12/13/13	$ 549 67	$ 551 45	$ 0 00	$ (1 78)
JANUS SHORT TERM BD T	471023887	184 88	05/28/10	12/13/13	$ 569 43	$ 569 43	$ 0 00	$ 0 00
JANUS SHORT TERM BD T	471023887	165 46	06/30/10	12/13/13	$ 509 64	$ 511 29	$ 0 00	$ (1 65)
JANUS SHORT TERM BD T	471023887	129 43	07/16/10	12/13/13	$ 398 65	$ 401 23	$ 0 00	$ (2 58)
JANUS SHORT TERM BD T	471023887	2,742 34	07/16/10	12/13/13	$ 8,446 42	$ 8,501 26	$ 1 12	$ (53 72)
JANUS SHORT TERM BD T	471023887	394 78	12/22/10	12/13/13	$ 1,215 95	$ 1,215 95	$ 0 00	$ 0 00
JANUS SHORT TERM BD T	471023887	874 04	12/22/10	12/13/13	$ 2,692 07	$ 2,692 07	$ 0 00	$ 0 00
JANUS SHORT TERM BD T	471023887	325 36	12/31/10	12/13/13	$ 1,002 13	$ 1,002 13	$ 0 00	$ 0 00
JANUS SHORT TERM BD T	471023887	314 73	01/31/11	12/13/13	$ 969 38	$ 972 53	$ 0 00	$ (3 15)
JANUS SHORT TERM BD T	471023887	328 57	02/28/11	12/13/13	$ 1,012 00	$ 1,012 00	$ 0 00	$ 0 00
JANUS SHORT TERM BD T	471023887	273 20	03/31/11	12/13/13	$ 841 47	$ 841 47	$ 0 00	$ 0 00
JANUS SHORT TERM BD T	471023887	295 35	04/29/11	12/13/13	$ 909 71	$ 912 66	$ 0 00	$ (2 95)
JANUS SHORT TERM BD T	471023887	251 92	08/31/11	12/13/13	$ 775 94	$ 775 94	$ 0 00	$ 0 00

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRSReport on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
JANUS SHORT TERM BD T	471023887	236 71	10/31/11	12/13/13	$	729 07	$	726 70	$	0 00	$	2 37
Security Subtotal					**$**	**131,576.18**	**$**	**132,087.99**	**$**	**17.06**	**$**	**(494.75)**
MICROSOFT CORP	594918104	25 00	06/03/10	04/04/13	$	710 61	$	668 84	$	0 00	$	41.77
MICROSOFT CORP	594918104	660 00	06/03/10	04/04/13	$	18,760 27	$	17,657 45	$	0 00	$	1,102 82
MICROSOFT CORP	594918104	1,215 00	06/03/10	04/04/13	$	34,535 96	$	32,505 76	$	0 00	$	2,030 20
Security Subtotal					**$**	**54,006.84**	**$**	**50,832.05**	**$**	**0.00**	**$**	**3,174.79**
PIMCO REAL RETURN FUND	693391682	999 16	09/28/11	12/04/13	$	11,100 74	$	12,000 00	$	0 00	$	(899 26)
PIMCO REAL RETURN FUND	693391682	0 08	09/30/11	12/04/13	$	0 92	$	0 99	$	0 00	$	(0 07)
PIMCO REAL RETURN FUND	693391682	2 25	10/31/11	12/04/13	$	25 02	$	27 48	$	0 00	$	(2 46)
PIMCO REAL RETURN FUND	693391682	1 50	11/30/11	12/04/13	$	16 75	$	18 37	$	0 00	$	(1 62)
PIMCO REAL RETURN FUND	693391682	13 26	12/07/11	12/04/13	$	147 34	$	156 62	$	0 00	$	(9 28)
PIMCO REAL RETURN FUND	693391682	19 79	12/07/11	12/04/13	$	219 94	$	233 80	$	0 00	$	(13 86)
PIMCO REAL RETURN FUND	693391682	4 30	12/28/11	12/04/13	$	47 85	$	50 86	$	0 00	$	(3 01)
PIMCO REAL RETURN FUND	693391682	0 73	12/30/11	12/04/13	$	8 20	$	8 70	$	0 00	$	(0 50)
Security Subtotal					**$**	**11,566.76**	**$**	**12,496.82**	**$**	**0.00**	**$**	**(930.06)**
WELLS FARGO ADVTG INTL	94985D624	8,710 80	09/17/09	12/10/13	$	94,512 19	$	100,000 00	$	0 00	$	(5,487 81)
WELLS FARGO ADVTG INTL	94985D624	4,280 82	10/20/09	12/10/13	$	46,446 92	$	50,000 00	$	0 00	$	(3,553 08)
WELLS FARGO ADVTG INTL	94985D624	1,750 72	11/11/09	12/10/13	$	18,995 37	$	20,606 03	$	0 00	$	(1,610 66)
WELLS FARGO ADVTG INTL	94985D624	136 08	12/10/09	12/10/13	$	1,476 54	$	1,589 50	$	0 00	$	(112 96)

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
WELLS FARGO ADVTG INTL	94985D624	190 00	03/11/10	12/10/13	$	2,061 50	$	2,154 60	$	0 00	$	(93 10)
WELLS FARGO ADVTG INTL	94985D624	168 86	06/10/10	12/10/13	$	1,832 15	$	1,789 95	$	0 00	$	42 20
WELLS FARGO ADVTG INTL	94985D624	18 77	12/10/10	12/10/13	$	203 67	$	214 74	$	0 00	$	(11 07)
WELLS FARGO ADVTG INTL	94985D624	100 96	12/10/10	12/10/13	$	1,095 44	$	1,155 00	$	0 00	$	(59 56)
WELLS FARGO ADVTG INTL	94985D624	302 13	12/17/10	12/10/13	$	3,278 20	$	3,386 97	$	0 00	$	(108 77)
WELLS FARGO ADVTG INTL	94985D624	164 53	03/25/11	12/10/13	$	1,785 24	$	1,905 35	$	0 00	$	(120 11)
WELLS FARGO ADVTG INTL	94985D624	80 81	12/09/11	12/10/13	$	876 88	$	940 72	$	0 00	$	(63 84)
WELLS FARGO ADVTG INTL	94985D624	304 77	12/16/11	12/10/13	$	3,306 80	$	3,446 99	$	0 00	$	(140 19)
Security Subtotal					$	**175,870.90**	$	**187,189.85**	$	**0.00**	$	**(11,318.95)**
Total Long-Term *(Transactions are not reported on Form 1099-B or to the IRS)*					$	**721,245.61**	$	**703,389.08**	$	**17.06**	$	**17,873.59**
Total Long-Term					$	**729,770.50**	$	**712,128.55**	$	**29.01**	$	**17,670.96**

Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS Report on Form 8949, Part I, with Box A checked)*	$ 110,104.62	$ 131,453.69	$ 0.00	$ (21,349.07)
Total Short-Term Realized Gain or (Loss)	$ 110,104.62	$ 131,453.69	$ 0.00	$ (21,349.07)
Total Long-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS Report on Form 8949, Part II, with Box A checked)*	$ 8,524.89	$ 8,739.47	$ 11.95	$ (202.63)
Total Long-Term Realized Gain or (Loss) *(Transactions are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II with Box C checked)*	$ 721,245.61	$ 703,389.08	$ 17.06	$ 17,873.59
Total Long-Term Realized Gain or (Loss)	$ 729,770.50	$ 712,128.55	$ 29.01	$ 17,670.96
TOTAL REALIZED GAIN OR (LOSS)	$ 839,875.12	$ 843,582.24	$ 29.01	$ (3,678.11)

Marcus McCoy Foundation
Detail of Investments Held
12/31/2013

	Security	Cost Basis at 12/31/13	FMV at 12/31/13
Corporate Bonds	Goldman Sachs 5 625%17	131,296 13	143,135 46
	Total	131,296.13	143,135.46
Municipal Bonds	Pennsylvania TRN 5 16%14	199,705 00	203,290 00
	Total	199,705 00	203,290 00
Equities	CIT Group Inc New	45,606 40	47,125.52
	Pfizer Incorporated	50,069.95	101,079 00
	Total	95,676 35	148,204 52
Bond Funds	Eaton Vance Floating	212,937 24	215,259 29
	Janus Short Term BD T	243,622 26	244,929 49
	Lord Abbett Floating	90,331 27	90,236 63
	Lord Abbett Short Dur	180,510.71	180,115 44
	PIMCO Unconstrained Bd	191,777 36	188,923 75
	Templeton Global Bond	50,345 27	50,423 87
	TIAA Cref High Yield	217,804 06	220,066 75
	Total	1,187,328 17	1,189,955 22
Equity Funds	Artisan Intl Fund Inv	127,094 52	208,137 22
	Harbor International	26,529 70	32,794 60
	Matthews Asia Growth Fd	28,091 38	34,740 56
	Oakmark Intl Fd Class I	26,825 84	38,564.70
	PIMCO All Asset Instl Cl	178,163 11	176,649 45
	PIMCO Commodity Real	18,166 44	11,492 80
	Third Avenue Value Fd	72,072 84	109,119 11
	Van Eck Global Hard	27,606 65	27,646 90
	Total	504,550 48	639,145 34
Other Funds	ISHARES Silver Trust	25,007.35	17,961 60
	ISHARES TR Bond	136,927 03	135,389 40
	ISHARES TR Intl	25,006 65	34,525 40
	ISHARES Trust ETF	116,418 50	107,078 40
	Lehman Bros Hldg 5 75XXX	158,574 98	41,750 00
	PIMCO ETF	189,534 30	192,511 60
	SPDR S&P 500 ETF TR	421,573 37	967,775 60
	SPDR S&P Midcap 400 ETF	113,939 33	346,764 00
	Vanguard Div Appreciation	90,342 35	124,146 00
	Total	1,277,323 86	1,967,902 00

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMORTIZATION OF BOND PREMIUM/DISCOUNT	-384.	0.	-384.	-384.	-384.
CHARLES SCWHAB	118,974.	14,108.	104,866.	104,866.	104,866.
TO PART I, LINE 4	118,590.	14,108.	104,482.	104,482.	104,482.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,200.	800.	0.	2,400.
TO FORM 990-PF, PG 1, LN 16B	3,200.	800.	0.	2,400.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	20,686.	20,686.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	20,686.	20,686.	0.	0.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	383.	383.	0.	0.
TO FORM 990-PF, PG 1, LN 18	383.	383.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	6,408.	0.	0.	6,408.
STATE FILING FEE	25.	0.	0.	25.
MISCELLANEOUS EXPENSE	665.	0.	0.	665.
TO FORM 990-PF, PG 1, LN 23	7,098.	0.	0.	7,098.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS		X	199,705.	203,290.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			199,705.	203,290.
TOTAL TO FORM 990-PF, PART II, LINE 10A			199,705.	203,290.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	131,296.	143,135.
TOTAL TO FORM 990-PF, PART II, LINE 10C	131,296.	143,135.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS	COST	1,187,328.	1,189,955.
EQUITY FUNDS	COST	504,550.	639,145.
OTHER FUNDS	COST	1,277,325.	1,967,902.
EQUITIES	COST	95,676.	148,205.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,064,879.	3,945,207.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,660.	1,660.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,660.	1,660.	0.

2013 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	COMPUTER	031804	200DB	5.00	16	1,660.			1,660.	1,660.		0.
	* TOTAL 990-PF PG 1 DEPR					1,660.		0.	1,660.	1,660.	0.	0.

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction