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
BLACKBIRD FOUNDATION, INC.

A Employer identification number
45-2897943

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2 BALLANTRAE CT

B Telephone number
314-560-4141

City or town, state or province, country, and ZIP or foreign postal code
ST. LOUIS, MO 63131

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: ☒ 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)* ▶$ 1,476,978.

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))

		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	38,266.	38,266.	38,266.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	182,389.			
	b Gross sales price for all assets on line 6a 1,514,766.				
	7 Capital gain net income (from Part IV, line 2)		182,389.		
	8 Net short-term capital gain			N/A	
	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	220,655.	220,655.	38,266.	
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	800.	800.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	370.	370.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	9,867.	9,867.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,037.	11,037.	0.	0.
	25 Contributions, gifts, grants paid	239,000.			239,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	250,037.	11,037.	0.	239,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-29,382.			
	b **Net investment income** (if negative, enter -0-)		209,618.		
	c **Adjusted net income** (if negative, enter -0-)			38,266.	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	138,487.	63,193.	63,193.
	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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 5	1,242,285.	1,328,300.	1,413,785.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,380,772.	1,391,493.	1,476,978.
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 ▶ ☐ 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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,380,772.	1,391,493.	
	30	**Total net assets or fund balances**	1,380,772.	1,391,493.	
	31	**Total liabilities and net assets/fund balances**	1,380,772.	1,391,493.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,380,772.
2	Enter amount from Part I, line 27a	2	-29,382.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO BOOK VALUE	3	40,103.
4	Add lines 1, 2, and 3	4	1,391,493.
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	1,391,493.

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 - A/C# 2037 - SEE ATTACHED			
b	STMT	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB - A/C# 2037 - SEE ATTACHED			
d	STMT	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b	116,274.		109,150.	7,124.
c				
d	1,388,478.		1,223,227.	165,251.
e	10,014.			10,014.

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				
b				7,124.
c				
d				165,251.
e				10,014.

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	182,389.
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	7,124.

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	27,730.	1,453,470.	.019078
2011	0.	1,380,743.	.000000
2010			
2009			
2008			

2	Total of line 1, column (d)	2	.019078
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	.009539
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,480,129.
5	Multiply line 4 by line 3	5	14,119.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,096.
7	Add lines 5 and 6	7	16,215.
8	Enter qualifying distributions from Part XII, line 4	8	239,000.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	2,096.
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	2,096.
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	2,096.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
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	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	6.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,102.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		**Refunded** ▶	11	

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) ▶ MO			
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)*

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 ▶ NATALIE HORNSBY Telephone no. ▶ 314-560-4141

Located at ▶ 2 BALLANTRAE CT, ST. LOUIS, MO ZIP+4 ▶ 63131

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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

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
JULIE HORNSBY 2 BALLANTRAE CT ST. LOUIS, MO 63131	DIRECTOR 0.50	0.	0.	0.
NATALIE HORNSBY 2 BALLANTRAE CT ST. LOUIS, MO 63131	DIRECTOR 0.50	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	1,401,829.
b	Average of monthly cash balances			1b	100,840.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,502,669.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	1,502,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	22,540.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,480,129.
6	**Minimum investment return.** Enter 5% of line 5			6	74,006.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	74,006.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,096.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,096.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	71,910.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	71,910.
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	71,910.

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	239,000.
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	239,000.
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	2,096.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	236,904.

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					71,910.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				44,404.	
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: ▶ $	239,000.				
a Applied to 2012, but not more than line 2a				44,404.	
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					71,910.
e Remaining amount distributed out of corpus		122,686.			
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		122,686.			
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					0.
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		122,686.			
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	122,686.				

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.

JULIE HORNSBY

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*				
SAFE CONNECTIONS 2165 HAMPTON AVE. ST. LOUIS, MO 63139		PUBLIC CHARITY	TO ASSIST IN MAKING A SAFE AND HEALTHY COMMUNITY FOR ALL	89,000.
OPPORTUNITY INTERNATIONAL 2122 YORK ROAD, SUITE 150 OAK BROOK, IL 60523		PUBLIC CHARITY	EMPOWER PEOPLE LIVING IN POVERTY TO TRANSFORM THEIR LIVES & THEIR CHILDREN'S FUTURES	150,000.
Total			▶ 3a	239,000.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	38,266.	
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			14	182,389.	
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.		220,655.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 220,655.

(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).

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

Date 5/14/2014

Title DIRECTOR

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
STEPHEN R. BROOKS	STEPHEN R. BROOKS	5/13/14		P00735984

Firm's name ▶ ROI BUSINESS SERVICES, LLC

Firm's EIN ▶ 35-2224633

Firm's address ▶ 12125 WOODCREST EXE. DR. STE 206
ST. LOUIS, MO 63141

Phone no. 636-699-5144

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
CHARLES SCHWAB	48,280.	10,014.	38,266.	38,266.	38,266.
TO PART I, LINE 4	48,280.	10,014.	38,266.	38,266.	38,266.

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	800.	800.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	800.	800.	0.	0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	370.	370.	0.	0.
TO FORM 990-PF, PG 1, LN 18	370.	370.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL ADVISOR FEES	9,867.	9,867.	0.	0.
TO FORM 990-PF, PG 1, LN 23	9,867.	9,867.	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHWAB - 2037	COST	1,328,300.	1,413,785.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,328,300.	1,413,785.

matter.
FAMILY OFFICE

Realized Gains and Losses By Category
Fiscal Year Ending 12/31/2013

Blackbird Foundation Inc Hornsby CORP FOUNDATION Acct #· 56742037

Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Account Number	Date Acquired	Cost	Date Sold	Sell Method	Quantity	Net Proceeds	Short Term Gains
American Beacon Small	56742037	12/20/2012	272.62	02/28/2013	Beneficial	12.745	294.82	22.20
American Beacon Small	56742037	12/20/2012	586.48	02/28/2013	Beneficial	27.418	634.24	47.76
			859.10			40.163	929.06	69.96
American Fd Capital	56742037	03/19/2012	123.01	02/28/2013	Beneficial	3.443	132.84	9.83
American Fd Capital	56742037	06/18/2012	313.88	02/28/2013	Beneficial	9.509	366.88	53.00
American Fd Capital	56742037	09/24/2012	133.53	02/28/2013	Beneficial	3.650	140.82	7.29
American Fd Capital	56742037	12/28/2012	0 00	02/28/2013	Beneficial	5 901	227.67	227.67
			570.42			22.503	868.21	297.79
Aqr Mgd Futures Strat Fd	56742037	12/28/2012	0.00	02/28/2013	Beneficial	31.443	313.42	313.42
Blackrock Small Cap	56742037	12/07/2012	59.07	02/28/2013	Beneficial	2.596	65.33	6.26
Blackrock Small Cap	56742037	12/07/2012	991.92	02/28/2013	Beneficial	43.601	1,097.31	105.39
Blackrock Small Cap	56742037	12/07/2012	1,242.77	02/28/2013	Beneficial	54.627	1,374.80	132.03
			2,293.76			100 824	2,537.44	243.68
Cohen & Steers Intl	56742037	06/29/2012	630.86	02/28/2013	Beneficial	63.403	734.16	103.30
Cohen & Steers Intl	56742037	12/28/2012	0.00	02/28/2013	Beneficial	246.494	2,854.21	2,854.21
			630.86			309.897	3,588.37	2,957.51
Crm Mid Cap Value Fund	56742037	12/12/2012	279.90	02/28/2013	Beneficial	9.207	302.08	22.18
Dodge & Cox Stock Fund	56742037	03/27/2012	481.14	02/28/2013	Beneficial	4.176	544 08	62.94
Dodge & Cox Stock Fund	56742037	06/26/2012	576.25	02/28/2013	Beneficial	5.419	706.02	129.77
Dodge & Cox Stock Fund	56742037	09/25/2012	373.94	02/28/2013	Beneficial	3.138	408.84	34.90
Dodge & Cox Stock Fund	56742037	12/19/2012	408.03	02/28/2013	Beneficial	3.326	433.33	25.30
			1,839.36			16.059	2,092.27	252.91

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2013

Blackbird Foundation Inc Hornsby   CORP FOUNDATION   Acct #: 56742037

Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Account Number	Date Acquired	Cost	Date Sold	Sell Method	Quantity	Net Proceeds	Short Term Gains
HARBOR CAP APPREC FUND	56742037	12/28/2012	0.00	02/28/2013	Beneficial	9.724	428.53	428.53
Jpmorgan Core Bond Sel	56742037	03/04/2013	50,000.00	04/23/2013	Beneficial	4,155.578	50,107.88	107.88
Loomis Sayles Bond Fund	56742037	03/04/2013	19,801.55	10/18/2013	Beneficial	1,302.083	19,950.05	148.50
Meridian Growth Fund #75	56742037	12/28/2012	0.00	02/28/2013	Beneficial	78.466	3,330.50	3,330.50
Ohio St Wtr Dev 12/01/2021 3 742%	56742037	04/12/2012	10,788.72	02/28/2013	Beneficial	10,000.000	10,345.00	-443.72
Palmer Square Absolute	56742037	12/28/2012	98.82	02/28/2013	Beneficial	10.304	100.86	2.04
Pimco Unconstrained Bd	56742037	03/04/2013	20,597.47	10/18/2013	Beneficial	1,779.359	19,950.05	-647.42
Stone Harbor Local Mkts	56742037	05/25/2012	69.44	02/28/2013	Beneficial	6.781	75.46	6.02
Stone Harbor Local Mkts	56742037	08/24/2012	69.84	02/28/2013	Beneficial	6.479	72 10	2.26
Stone Harbor Local Mkts	56742037	11/27/2012	70.23	02/28/2013	Beneficial	6.373	70.92	0.69
Stone Harbor Local Mkts	56742037	12/19/2012	5.41	02/28/2013	Beneficial	0.484	5.39	-0.02
Stone Harbor Local Mkts	56742037	12/19/2012	14.12	02/28/2013	Beneficial	1.264	14.07	-0.05
Stone Harbor Local Mkts	56742037	12/19/2012	64.73	02/28/2013	Beneficial	5.795	64.49	-0.24
Stone Harbor Local Mkts	56742037	02/22/2013	71.07	02/28/2013	Beneficial	6.340	70.55	-0 52
			364.84			33.516	372.98	8 14
Touchstone Emrg Mkts	56742037	03/21/2012	3.15	02/28/2013	Beneficial	0.250	3.19	0.04
Touchstone Emrg Mkts	56742037	09/13/2012	118.26	02/28/2013	Beneficial	9.725	124.22	5.96
Touchstone Emrg Mkts	56742037	12/27/2012	50.73	02/28/2013	Beneficial	3.951	50.47	-0.26
			172.14			13.926	177.88	5.74
William Blair Intl	56742037	12/19/2012	852.60	02/28/2013	Beneficial	37.264	879.37	26.77
Short Term Gains (Sales)			109,149.54				116,273.95	7,124.41

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2013

Blackbird Foundation Inc Hornsby CORP FOUNDATION Acct #· 56742037

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Account Number	Date Acquired	Cost	Date Sold	Sell Method	Quantity	Net Proceeds	Long Term Gains
Alderwood Wash 12/01/2028 5.45%	56742037	08/25/2011	62,569.65	02/28/2013	Beneficial	60,000.000	64,758.00	2,188.35
American Beacon Small	56742037	09/02/2011	4,265.00	02/28/2013	Beneficial	247.813	5,732.48	1,467.48
American Beacon Small	56742037	09/09/2011	4,265.00	02/28/2013	Beneficial	251.479	5,817.27	1,552.27
American Beacon Small	56742037	09/22/2011	4,265.00	02/28/2013	Beneficial	265.459	6,140.67	1,875.67
American Beacon Small	56742037	11/21/2011	4,265.00	02/28/2013	Beneficial	236.769	5,477.00	1,212.00
American Beacon Small	56742037	12/22/2011	85.03	02/28/2013	Beneficial	4.454	103.03	18.00
			17,145.03			1,005.974	23,270.45	6,125.42
American Fd Capital	56742037	09/02/2011	5,515.00	02/28/2013	Beneficial	169.231	6,529.31	1,014.31
American Fd Capital	56742037	09/09/2011	5,515.00	02/28/2013	Beneficial	176.000	6,790.47	1,275.47
American Fd Capital	56742037	09/19/2011	59.24	02/28/2013	Beneficial	1.840	71.00	11.76
American Fd Capital	56742037	09/22/2011	5,515.00	02/28/2013	Beneficial	184.564	7,120.89	1,605.89
American Fd Capital	56742037	11/21/2011	5,515 00	02/28/2013	Beneficial	176.508	6,810.06	1,295.06
American Fd Capital	56742037	12/19/2011	192.76	02/28/2013	Beneficial	6.186	238.67	45.91
			22,312.00			714.329	27,560.40	5,248.40
Aqr Mgd Futures Strat Fd	56742037	09/02/2011	10,015.00	02/28/2013	Beneficial	993.049	9,898.48	-116.52
Aqr Mgd Futures Strat Fd	56742037	09/09/2011	10,015.00	02/28/2013	Beneficial	996.016	9,928.05	-86.95
Aqr Mgd Futures Strat Fd	56742037	09/22/2011	10,015.00	02/28/2013	Beneficial	995.025	9,918.17	-96.83
Aqr Mgd Futures Strat Fd	56742037	11/21/2011	10,015.00	02/28/2013	Beneficial	1,035.197	10,318.59	303.59
Aqr Mgd Futures Strat Fd	56742037	12/16/2011	8.52	02/28/2013	Beneficial	0.880	8.77	0.25
Aqr Mgd Futures Strat Fd	56742037	12/16/2011	138.82	02/28/2013	Beneficial	14.194	141.49	2.67
Aqr Mgd Futures Strat Fd	56742037	12/16/2011	154.43	02/28/2013	Beneficial	15.954	159.02	4.59
			40,361.77			4,050.315	40,372.57	10.80
Blackrock Small Cap	56742037	09/02/2011	4,390.00	02/28/2013	Beneficial	206.173	5,188.76	798.76
Blackrock Small Cap	56742037	09/09/2011	4,390.00	02/28/2013	Beneficial	209.832	5,280.85	890 85
Blackrock Small Cap	56742037	09/22/2011	4,290.00	02/28/2013	Beneficial	211.529	5,323.58	1,033.58
Blackrock Small Cap	56742037	11/21/2011	4,390.00	02/28/2013	Beneficial	193.927	4,880.57	490.57
Blackrock Small Cap	56742037	12/06/2011	494.33	02/28/2013	Beneficial	21.071	530.29	35.96
			17,954.33			842.532	21,204.05	3,249.72

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2013

Blackbird Foundation Inc Hornsby CORP FOUNDATION Acct #: 56742037

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Account Number	Date Acquired	Cost	Date Sold	Sell Method	Quantity	Net Proceeds	Long Term Gains
Burlington Northn 02/01/2014 7.00%	56742037	08/25/2011	31,884.73	02/28/2013	Beneficial	30,000.000	31,629.00	-255.73
Caterpillar Fin 02/17/2014 6.125%	56742037	08/26/2011	26,326.87	02/28/2013	Beneficial	25,000.000	26,331.00	4.13
Cohen & Steers Intl	56742037	09/02/2011	10,015.00	02/28/2013	Beneficial	991.080	11,475.93	1,460.93
Cohen & Steers Intl	56742037	09/09/2011	10,015.00	02/28/2013	Beneficial	1,029.866	11,925.04	1,910.04
Cohen & Steers Intl	56742037	09/22/2011	10,015.00	02/28/2013	Beneficial	1,124.859	13,024.98	3,009.98
Cohen & Steers Intl	56742037	11/21/2011	10,015.00	02/28/2013	Beneficial	1,119.821	12,966.64	2,951.64
Cohen & Steers Intl	56742037	12/15/2011	490.55	02/28/2013	Beneficial	55.304	640.37	149.82
			40,550.55			4,320.930	50,032.96	9,482.41
Crm Mid Cap Value Fund	56742037	09/02/2011	4,390.00	02/28/2013	Beneficial	168.854	5,539.99	1,149.99
Crm Mid Cap Value Fund	56742037	09/09/2011	4,390.00	02/28/2013	Beneficial	173.405	5,689.30	1,299.30
Crm Mid Cap Value Fund	56742037	09/22/2011	4,390.00	02/28/2013	Beneficial	179.377	5,885.24	1,495.24
Crm Mid Cap Value Fund	56742037	11/21/2011	4,390.00	02/28/2013	Beneficial	170.432	5,591.76	1,201.76
Crm Mid Cap Value Fund	56742037	12/14/2011	139.88	02/28/2013	Beneficial	5.477	179.69	39.81
			17,699.88			697.545	22,885 98	5,186.10
Dodge & Cox Stock Fund	56742037	09/02/2011	21,765.00	02/28/2013	Beneficial	223.950	29,177.76	7,412.76
Dodge & Cox Stock Fund	56742037	09/09/2011	21,765.00	02/28/2013	Beneficial	230.183	29,989.84	8,224.84
Dodge & Cox Stock Fund	56742037	09/22/2011	21,765.00	02/28/2013	Beneficial	237.757	30,976.64	9,211.64
Dodge & Cox Stock Fund	56742037	09/27/2011	276.76	02/28/2013	Beneficial	2.894	377.05	100.29
Dodge & Cox Stock Fund	56742037	11/21/2011	21,765.00	02/28/2013	Beneficial	226.303	29,484.32	7,719.32
Dodge & Cox Stock Fund	56742037	12/20/2011	418.17	02/28/2013	Beneficial	4.179	544.47	126.30
			87,754.93			925.266	120,550.08	32,795.15
Emerson Elec Co 05/01/2013 4.50%	56742037	09/14/2011	30,350.94	02/28/2013	Beneficial	30,000.000	30,127.20	-223.74
GENERAL ELECTRIC 02/01/2013 5.00%	56742037	09/06/2011	30,094.99	02/01/2013	First In Fir	30,000.000	30,000.00	-94.99

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2013

Blackbird Foundation Inc Hornsby   CORP FOUNDATION   Acct #. 56742037

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Account Number	Date Acquired	Cost	Date Sold	Sell Method	Quantity	Net Proceeds	Long Term Gains
Georgia St 10/01/2018 2.97%	56742037	09/07/2011	31,315.01	02/28/2013	Beneficial	30,000.000	31,937.70	622.69
HARBOR CAP APPREC FUND	56742037	09/02/2011	21,765.00	02/28/2013	Beneficial	603.329	26,588.42	4,823.42
HARBOR CAP APPREC FUND	56742037	09/09/2011	21,765.00	02/28/2013	Beneficial	609.244	26,849.10	5,084.10
HARBOR CAP APPREC FUND	56742037	09/22/2011	21,765.00	02/28/2013	Beneficial	613.713	27,046.05	5,281.05
HARBOR CAP APPREC FUND	56742037	11/21/2011	21,765.00	02/28/2013	Beneficial	601.826	26,522.19	4,757.19
HARBOR CAP APPREC FUND	56742037	12/16/2011	103.58	02/28/2013	Beneficial	2.862	126.13	22.55
			87,163.58			2,430.974	107,131.89	19,968.31
Hatteras Hedged	56742037	09/02/2011	10,000.00	02/28/2013	Beneficial	1,034 130	10,690.79	690.79
Hatteras Hedged	56742037	09/09/2011	10,000.00	02/28/2013	Beneficial	1,036 270	10,712.90	712.90
Hatteras Hedged	56742037	09/22/2011	10,000.00	02/28/2013	Beneficial	1,042.750	10,779.90	779.90
Hatteras Hedged	56742037	11/21/2011	10,000.00	02/28/2013	Beneficial	1,031.990	10,668.66	668.66
			40,000.00			4,145.140	42,852.25	2,852.25
iShares Cohen & Steers	56742037	09/02/2011	9,977.11	02/28/2013	Beneficial	148.000	12,007.90	2,030.79
iShares Cohen & Steers	56742037	09/09/2011	3,463.69	02/28/2013	Beneficial	52.000	4,218.99	755.30
			13,440.80			200.000	16,226.89	2,786.09
iShares Cohen & Steers	56742037	09/09/2011	3,197.26	02/28/2013	Beneficial	48.000	3,894.45	697.19
iShares Cohen & Steers	56742037	09/09/2011	3,327.00	02/28/2013	Beneficial	50.000	4,056.73	729.73
iShares Cohen & Steers	56742037	11/21/2011	129.79	02/28/2013	Beneficial	2.000	162.27	32.48
			6,654 05			100.000	8,113.45	1,459.40
iShares Cohen & Steers	56742037	09/22/2011	309.50	02/28/2013	Beneficial	5.000	405.68	96.18
iShares Cohen & Steers	56742037	09/22/2011	3,100.50	02/28/2013	Beneficial	50.000	4,056.72	956.22
iShares Cohen & Steers	56742037	09/22/2011	6,197.43	02/28/2013	Beneficial	100.000	8,113.43	1,916.00
iShares Cohen & Steers	56742037	11/21/2011	2,920.30	02/28/2013	Beneficial	45.000	3,651.06	730.76
			12,527.73			200.000	16,226.89	3,699.16

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Blackbird Foundation Inc Hornsby CORP FOUNDATION Acct #. 56742037

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Account Number	Date Acquired	Cost	Date Sold	Sell Method	Quantity	Net Proceeds	Long Term Gains
iShares Cohen & Steers	56742037	11/21/2011	6,943.84	02/28/2013	Beneficial	107.000	8,681.39	1,737.55
			39,566.42			607.000	49,248.62	9,682.20
Jpmorgan Chase & 09/30/2013 1.65%	56742037	08/26/2011	30,028.09	02/28/2013	Beneficial	30,000.000	30,174.30	146.21
Menomonee Falls Wis 10/01/2013 2.00%	56742037	10/04/2011	60,404.75	02/28/2013	Beneficial	60,000.000	59,770.40	-634.35
Mercer Cnty N J 09/15/2014 1.51%	56742037	01/09/2012	25,092.31	02/28/2013	Beneficial	25,000.000	25,100.25	7.94
Meridian Growth Fund #75	56742037	09/06/2011	4,390.00	02/28/2013	Beneficial	107.257	4,552.56	162.56
Meridian Growth Fund #75	56742037	09/12/2011	4,140.00	02/28/2013	Beneficial	101.501	4,308.23	168.23
Meridian Growth Fund #75	56742037	09/23/2011	4,115.00	02/28/2013	Beneficial	104.220	4,423.64	308.64
Meridian Growth Fund #75	56742037	11/21/2011	4,390.00	02/28/2013	Beneficial	101.390	4,303.52	-86.48
Meridian Growth Fund #75	56742037	12/15/2011	7.32	02/28/2013	Beneficial	0.181	7.68	0.36
Meridian Growth Fund #75	56742037	12/15/2011	29.84	02/28/2013	Beneficial	0.737	31.28	1.44
Meridian Growth Fund #75	56742037	12/15/2011	1,348.15	02/28/2013	Beneficial	33.279	1,412.54	64.39
			18,420.31			448.565	19,039.45	619.14
Natl Rural Util 09/16/2015 3.875%	56742037	08/29/2011	31,704.34	02/28/2013	Beneficial	30,000.000	32,334.00	629.66
Palmer Square Absolute	56742037	09/02/2011	10,015.00	02/28/2013	Beneficial	1,046 025	10,238.63	223.63
Palmer Square Absolute	56742037	09/09/2011	10,015.00	02/28/2013	Beneficial	1,042.753	10,206.60	191.60
Palmer Square Absolute	56742037	09/22/2011	10,015.00	02/28/2013	Beneficial	1,048.218	10,260.09	245.09
Palmer Square Absolute	56742037	11/21/2011	10,015 00	02/28/2013	Beneficial	1,059.322	10,368.77	353.77
			40,060.00			4,196.318	41,074.09	1,014.09
Pennsylvania St 07/15/2019 4.05%	56742037	08/29/2011	31,965.23	02/28/2013	Beneficial	30,000.000	33,396.90	1,431.67

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2013

Blackbird Foundation Inc Hornsby   CORP FOUNDATION   Acct #: 56742037

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Account Number	Date Acquired	Cost	Date Sold	Sell Method	Quantity	Net Proceeds	Long Term Gains
Shell Intl Fin 09/22/2019 4.30%	56742037	08/26/2011	33,075.13	02/28/2013	Beneficial	30,000.000	34,674.00	1,598.87
Southern Co 09/15/2015 2.375%	56742037	09/26/2011	30,449.00	02/28/2013	Beneficial	30,000.000	31,059.00	610.00
Stone Harbor Local Mkts	56742037	09/02/2011	3,015.00	02/28/2013	Beneficial	266.904	2,970.12	-44.88
Stone Harbor Local Mkts	56742037	09/09/2011	3,015.00	02/28/2013	Beneficial	271.739	3,023.92	8.92
Stone Harbor Local Mkts	56742037	09/22/2011	3,015.00	02/28/2013	Beneficial	299.700	3,335.05	320.05
Stone Harbor Local Mkts	56742037	11/21/2011	3,015.00	02/28/2013	Beneficial	290.416	3,231.77	216.77
Stone Harbor Local Mkts	56742037	11/29/2011	135.45	02/28/2013	Beneficial	13.411	149.24	13.79
Stone Harbor Local Mkts	56742037	12/21/2011	68.53	02/28/2013	Beneficial	6.765	75.29	6.76
Stone Harbor Local Mkts	56742037	02/24/2012	91.91	02/28/2013	Beneficial	8.355	92.98	1.07
			12,355.89			1,157.290	12,878.37	522.48
Touchstone Emrg Mkts	56742037	09/02/2011	3,015.00	02/28/2013	Beneficial	243.704	3,112.94	97.94
Touchstone Emrg Mkts	56742037	09/09/2011	3,015.00	02/28/2013	Beneficial	249.169	3,182.76	167.76
Touchstone Emrg Mkts	56742037	09/22/2011	3,015.00	02/28/2013	Beneficial	280.374	3,581.36	566.36
Touchstone Emrg Mkts	56742037	11/21/2011	3,015.00	02/28/2013	Beneficial	268.577	3,430.67	415.67
Touchstone Emrg Mkts	56742037	12/15/2011	16.77	02/28/2013	Beneficial	1.530	19.54	2.77
Touchstone Emrg Mkts	56742037	12/15/2011	72.76	02/28/2013	Beneficial	6.639	84.80	12.04
Touchstone Emrg Mkts	56742037	12/29/2011	108.05	02/28/2013	Beneficial	9.823	125.47	17.42
			12,257.58			1,059.816	13,537.54	1,279.96
Utah St 07/01/2021 3 369%	56742037	08/29/2011	31,015.36	02/28/2013	Beneficial	30,000.000	32,048.10	1,032.74
Vanguard Growth	56742037	09/02/2011	9,994.83	02/28/2013	Beneficial	171.000	12,868.49	2,873.66
Vanguard Growth	56742037	09/02/2011	11,697.29	02/28/2013	Beneficial	200.000	15,050.87	3,353.58
Vanguard Growth	56742037	09/09/2011	21,764.38	02/28/2013	Beneficial	378.000	28,446.15	6,681.77
Vanguard Growth	56742037	09/22/2011	10,440.91	02/28/2013	Beneficial	185.000	13,922.06	3,481.15
Vanguard Growth	56742037	11/21/2011	15,766.55	02/28/2013	Beneficial	266.000	20,017.66	4,251.11
			69,663.96			1,200.000	90,305.23	20,641.27

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Blackbird Foundation Inc Hornsby   CORP FOUNDATION   Acct #. 56742037

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Account Number	Date Acquired	Cost	Date Sold	Sell Method	Quantity	Net Proceeds	Long Term Gains
Vanguard Growth	56742037	09/22/2011	5,643.74	02/28/2013	Beneficial	100.000	7,525.33	1,881.59
Vanguard Growth	56742037	09/22/2011	5,643.73	02/28/2013	Beneficial	100.000	7,525.33	1,881.60
Vanguard Growth	56742037	11/21/2011	5,927.27	02/28/2013	Beneficial	100.000	7,525.33	1,598.06
			86,878.70			1,500.000	112,881.22	26,002.52
Vanguard Value	56742037	09/02/2011	21,706.98	02/28/2013	Beneficial	443.000	28,172.85	6,465.87
Vanguard Value	56742037	09/09/2011	21,694.91	02/28/2013	Beneficial	452.000	28,745 20	7,050.29
Vanguard Value	56742037	09/22/2011	21,023.49	02/28/2013	Beneficial	455.000	28,935.99	7,912.50
Vanguard Value	56742037	11/21/2011	21,702.19	02/28/2013	Beneficial	442.000	28,109.24	6,407.05
			86,127.57			1,792 000	113,963.28	27,835.71
Virginia Colleg 02/01/2017 3.875%	56742037	08/26/2011	26,562.48	02/28/2013	Beneficial	25,000.000	27,063.25	500.77
Washington St 08/01/2019 4.019%	56742037	09/26/2011	21,651.62	02/28/2013	Beneficial	20,000.000	22,192.00	540.38
William Blair Intl	56742037	09/02/2011	5,515.00	02/28/2013	Beneficial	275.000	6,489.54	974.54
William Blair Intl	56742037	09/09/2011	5,515.00	02/28/2013	Beneficial	283.067	6,679.90	1,164.90
William Blair Intl	56742037	09/22/2011	5,515.00	02/28/2013	Beneficial	305 386	7,206.60	1,691.60
William Blair Intl	56742037	11/21/2011	5,515.00	02/28/2013	Beneficial	293.960	6,936.96	1,421.96
William Blair Intl	56742037	12/15/2011	67.95	02/28/2013	Beneficial	3.655	86.25	18 30
			22,127.95			1,161.068	27,399.25	5,271.30
Long Term Gains (Sales)			1,223,226.99				1,388,477.55	165,250.56
Total Gains (Sales)			1,332,376.53				1,504,751.50	172,374.97