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Return of Private Foundation

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

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

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

AL & CHAR HATFIELD FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

4800 OCEAN BLVD

A Employer identification number

45-4111437

City or town, state or province, country, and ZIP or foreign postal code

SARASOTA, FL 34242

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

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

I Fair market value of all assets at end of year J Accounting method: Cash Accrual
 (from Part II, col. (c), line 16) Other (specify)
 ► \$ 7,706,561. (Part I, column (d) must be on cash basis.)

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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances 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	265,637. 69,692. 1,554,309. 69,692. 335,329.	265,637. 69,692. 335,329.	N/A STATEMENT 1 STATEMENT 1	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	0. 0. 0. 29,125. 29,125. 7,547. 7,547. 128,900. 128,900. 165,572. 165,572. 262,500. 262,500. 428,072. 428,072. <92,743.> 295,855.	0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0.	0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0.	RECEIVED NOV 06 2014 OGDEN, UT

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			
	2	Savings and temporary cash investments		61,698.	146,911.
	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	STMT 5	3,591,197.	4,183,269.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 6	2,774,044.	3,376,381.
	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)		6,426,939.	7,706,561.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		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		6,426,939.	7,706,561.
	30	Total net assets or fund balances		6,426,939.	7,706,561.
	31	Total liabilities and net assets/fund balances		6,426,939.	7,706,561.

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	6,426,939.
2	Enter amount from Part I, line 27a	2	<92,743.>
3	Other increases not included in line 2 (itemize) ► <u>UNREALIZED GAIN ON INVESTMENTS</u>	3	1,372,365.
4	Add lines 1, 2, and 3	4	7,706,561.
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	7,706,561.

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					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	1,554,309.		1,484,617.	69,692.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				69,692.	
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	69,692.
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	500.	5,627,768.	.000089
2011	0.	205,210.	.000000
2010			
2009			
2008			

2 Total of line 1, column (d)

2 .000089

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 .000045

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 6,960,750.

5 Multiply line 4 by line 3

5 313.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,959.

7 Add lines 5 and 6

7 3,272.

8 Enter qualifying distributions from Part XII, line 4

8 262,500.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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 2,840.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 2,000.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►

1,881.

11 Refunded ►

11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b Yes No

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Yes No

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

1d Yes No

(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.

1e Yes No

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 Yes No

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3 Yes No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a Yes No

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 Yes No

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 Yes No

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

7 Yes No

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8a Yes No

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 Yes No

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 Yes No

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 Yes No

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	X
Website address ► N/A				
14	The books are in care of ► THE ORGANIZATION Located at ► 4800 OCEAN BLVD, SARASOTA, FL	Telephone no. ► 612-810-8082		
		ZIP+4 ► 34242		
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	<input checked="" type="checkbox"/>	X
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>	X

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

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

Organizations relying on a current notice regarding disaster assistance check here ►

N/A

5b

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
M. ALLEN HATFIELD 222 BEACH ROAD #10 SARASOTA, FL 34242	DIRECTOR 1.00	0.	0.	0.
CHARLENE DUBOIS HATFIELD 222 BEACH ROAD #10 SARASOTA, FL 34242	DIRECTOR 1.00	0.	0.	0.
LARRY JEDELLOH 222 BEACH ROAD #10 SARASOTA, FL 34242	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.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	6,962,446.
b Average of monthly cash balances	1b	104,305.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	7,066,751.
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	7,066,751.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,001.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,960,750.
6 Minimum investment return. Enter 5% of line 5	6	348,038.

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	348,038.
2a Tax on investment income for 2013 from Part VI, line 5	2a	2,959.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,959.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	345,079.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	345,079.
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	345,079.

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	262,500.
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	262,500.
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	2,959.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	259,541.

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				345,079.
2 Undistributed income, if any, as of the end of 2013			55,188.	
a Enter amount for 2012 only				
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: ► \$ 262,500.			55,188.	
a Applied to 2012, but not more than line 2a				
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				207,312.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		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				137,767.
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 ► 4942(j)(3) or 4942(j)(5)

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

		Prior 3 years				(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	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).)

SEE STATEMENT 7

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HAITI OUTREACH 15119 MINNETONKA BLVD MINNETONKA, MN 55345	NONE	501(C)(3)	PROGRAM SUPPORT	2,000.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	NONE	501(C)(3)	PROGRAM SUPPORT	100,000.
GIVE DIRECT INC PO BOX 3221 NEW YORK, NY 10008	NONE	501(C)(3)	PROGRAM SUPPORT	5,000.
UNIVERSITY OF VIRGINIA PO BOX 400173 CHARLOTTESVILLE, VA 22904-4173	NONE	501(C)(3)	TO ESTABLISH THE AL AND CHAR HATFIELD FAMILY FOUNDATION ENDOWMENT FUND	100,000.
SECOND HARVEST HEARTLAND 1140 GERVAIS AVE ST. PAUL, MN 55109-2020	NONE	501(C)(3)	PROGRAM SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 262,500.
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		
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	265,637.
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	69,692.
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.	335,329.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	335,329.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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

10/21/14

► DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature or officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	LINDA M. NELSON		LINDA M. NELSON	10/30/14	PTIN
	Firm's name ► OLSEN THIELEN & CO., LTD			Firm's EIN ► 41-1360831	
Firm's address ► 2675 LONG LAKE ROAD ST. PAUL, MN 55113			Phone no. 651-483-4521		

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 FROM PARTNERSHIP K-1'S					
b S/T SEE ATTACHED SCHEDULE					
c L/T SEE ATTACHED SCHEDULE					
d CASH IN LIEU					
e TCW SECURITIZED OPPORTUNITIES					
f CAPITAL GAINS DIVIDENDS					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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 179,442.		957.	<957.>		
b 239,942.		185,600.	<6,158.>		
c 15.		241,629.	<1,687.>		
e 1,083,362.		1,056,431.	15.		
f 51,548.			26,931.		
g			51,548.		
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<957.>		
b			<6,158.>		
c			<1,687.>		
d			15.		
e			26,931.		
f			51,548.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	69,692.	
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			3	N/A	

Part XV | Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE SALVATION ARMY 2445 PRIOR AVENUE NORTH ROSEVILLE, MN 55113	NONE	501(C)(3)	PROGRAM SUPPORT	20,000.
W.C. HEIAM MEDICAL FOUNDATION P.O. BOX 1195 COOK, MN 55723	NONE	501(C)(3)	PROGRAM SUPPORT	10,000.
LAKE VERMILLION FIRE BRIGADE P.O. BOX 490 COOK, MN 55723	NONE	501(C)(3)	PROGRAM SUPPORT	5,000.
CAMP CHIPPEWA FOUNDATION 11427 N PINEHURST CIR MEQUON, WI 53092	NONE	501(C)(3)	PROGRAM SUPPORT	10,000.
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL STREET NEW YORK, NY 10005	NONE	501(C)(3)	PROGRAM SUPPORT	500.
Total from continuation sheets				45,500.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP DIVIDEND INCOME	7,341.	0.	7,341.	7,341.	
PARTNERSHIP INTEREST INCOME	2,855.	0.	2,855.	2,855.	
STIFEL NICOLAUS DIVIDEND INCOME	247,445.	29,398.	218,047.	218,047.	
STIFEL NICOLAUS INTEREST INCOME	2,696.	0.	2,696.	2,696.	
TCW SECURITIZED OPPT	56,848.	22,150.	34,698.	34,698.	
TO PART I, LINE 4	317,185.	51,548.	265,637.	265,637.	

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES - STIFEL NICOLAUS	21,148.	21,148.		0.
ADVISORY FEES - TCW	7,977.	7,977.		0.
TO FORM 990-PF, PG 1, LN 16C	29,125.	29,125.		0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	6,244.	6,244.		0.
FOREIGN TAX PAID FROM PARTNERSHIP K-1	1,303.	1,303.		0.
TO FORM 990-PF, PG 1, LN 18	7,547.	7,547.		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
OTHER PARTNERSHIP INVESTMENT EXPENSES NET	6,176.	2,802.		0.
OTHER PARTNERSHIP UNRELATED BUSINESS LOSS-REPORTED ON 990-T	122,724.	0.		0.
TO FORM 990-PF, PG 1, LN 23	128,900.	2,802.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STIFEL NICOLAUS - EQUITIES (DETAIL ATTACHED)	3,924,254.	3,924,254.
STIFEL NICOLAUS - PREFERREDS (DETAIL ATTACHED)	259,015.	259,015.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,183,269.	4,183,269.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STIFEL NICOLAUS - MUTUAL FUNDS (DETAIL ATTACHED)	FMV	1,075,840.	1,075,840.
STIFEL NICOLAUS - PUBLICALLY TRADED PARTNERSHIPS (DETAIL ATTACHED)	FMV	2,300,541.	2,300,541.
TCW SECURITIZED OPPORTUNITIES	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,376,381.	3,376,381.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

M. ALLEN HATFIELD
CHARLENE DUBOIS HATFIELD

GENERAL EXPLANATION

STATEMENT 8

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF - FOUNDATION START-UP PERIOD 2012 THROUGH 2015 DISCLOSURE

EXPLANATION:

FOUNDATION START-UP PERIOD 2012 THROUGH 2015 DISCLOSURE

1) AL & CHAR HATFIELD FAMILY FOUNDATION WAS INCORPORATED ON DECEMBER 23, 2011. THE FOUNDATION'S START-UP PERIOD IS 2012 THROUGH 2015. THE FOUNDATION IS CALCULATING ITS MINIMUM DISTRIBUTION FOR ITS START-UP PERIOD PURSUANT TO REG. 53.4942(A)-3(B)(4)(II).

2) AMOUNTS SET ASIDE WILL ACTUALLY BE PAID WITHIN THE START-UP PERIOD (2012-2015) PURSUANT TO REG. 53.4942(A)-3(B)(4)(II).

3) THE START-UP PERIOD WILL NOT BE COMPLETED BEFORE THE END OF THE ABOVE REFERENCED TAX YEAR (DECEMBER 31, 2012).

4) ATTACHED AS EXHIBIT I IS A LIST OF THE DISTRIBUTABLE AMOUNTS DETERMINED IRC SEC. 4942(D) FOR ALL TAX YEARS TO-DATE IN THE FOUNDATION'S START-UP PERIOD.

5) ATTACHED AS EXHIBIT II IS A LIST OF ACTUAL PAYMENTS MADE IN CASH OR ITS EQUIVALENT FOR EXEMPT PURPOSES DURING EACH TAX YEAR TO-DATE IN THE TAXPAYER'S START-UP PERIOD.

EXHIBIT I
DISTRIBUTABLE AMOUNTS UNDER IRC SEC. 4942(D)

.....	DISTRIBUTABLE.....	MINIMUM.	
YEAR.....	AMOUNT.....	PERCENTAGE.....	AMOUNT.
2012....	278,439.	20.00%	55,688.
2013....	345,079.	40.00%	138,032.
2014.....		60.00%
2015.....		80.00%

TOTAL DISTRIBUTABLE AMOUNTS

EXHIBIT II
ACTUAL PAYMENTS FOR EXEMPT PURPOSES DURING EACH TAX YEAR

YEAR	ACTUAL PAYMENTS
2011	0
2012	500
2013	262,500
2014	
2015	

TOTAL ACTUAL PAYMENTS...263,000.

FORM 990-PF, PAGE 9, PART XIII, LINE 2A(C) - UNDISTRIBUTED INCOME AT 12/31/2012 UNDER START-UP RULES IS \$55,188 (\$55,688-\$500).

STIFEL

Al & Char Hatfield Family Foundation
EIN 45-4111437
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AL & CHAR HATFIELD
FAMILY FOUNDATION
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ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary, and upon sale, you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value
AT&T INC CUSIP: 00206R102	T Cash	3,336	35.1600 117,293.76
AMERICAN INTL GROUP INC NEW CUSIP: 026874784	AIG Cash	5,000	51.0500 255,250.00
APPLE INC CUSIP: 037833100	AAPL Cash	200	561.0200 112,204.00
ARES CAPITAL CORP CUSIP: 04010L103	ARCC Cash	3,947	17.7700 70,138.19
BCE INC NEW CUSIP: 05634B760	BCE Cash	2,460	43.2900 106,493.40
BANK MONTREAL QUEBEC CUSIP: 063671101	BMO Cash	1,703	66.6600 113,521.98

STIFEL

Al & Char Hatfield Family Foundation
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ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value
CBL & ASSOCIATES PROPERTIES INC CUSIP: 124830100	CBL Cash	5,541	17,9600 99,516.36
CANADIAN OIL SANDS LTD CUSIP: 13643E105	COSWF Cash	4,210	18,8100 79,190.10
CONAGRA FOODS INC CUSIP: 205887102	CAG Cash	1,855	33,7000 62,513.50
DONNELLEY R R & SONS COMPANY CUSIP: 257867101	RRD Cash	7,522	20,2800 152,546.16
DUKE REALTY CORP NEW CUSIP: 2644411505 Original Cost: 99,539.18	DRE Cash	7,150	15,0400 107,536.00
EXCEL TRUST INC CUSIP: 30068C109 Original Cost: 100,220.03	EXL Cash	7,956	11,3900 90,618.84
EXTENDICARE INC CDA CUSIP: 302247B63	EXETF Cash	1,466	6,4400 9,441.04
GENERAL ELECTRIC COMPANY CUSIP: 369604103	GE Cash	5,293	28,0300 148,362.79
HOME PROPERTIES INC CUSIP: 437306103 Original Cost: 61,173.15	HME Cash	1,101	53,6200 59,035.62
INVEST REAL ESTATE INVT TR UNIT CUSIP: 45771T132	IVRVE Cash	17,970	4,3951 78,979.94
KIMBERLY CLARK CORP CUSIP: 494368103	KMB Cash	691	104,4600 72,181.86
KINDER MORGAN MGMT LLC CUSIP: 49455U100	KMR Cash	3,057.567	75,6600 23,335.51
LIBERTY PROPERTY TR CUSIP: 531172104 Original Cost: 99,498.12	LRY Cash	2,951	33,8700 99,950.37

STIFEL

Al & Char Hatfield Family Foundation
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ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

<u>Equities</u>	<u>Symbol/ Type</u>	<u>Quantity</u>	<u>Current Price/ Current Value</u>
LOCKHEED MARTIN CORP CUSIP: 539830109	LMT Cash	618	148.6600 91,871.88
MERCK & COMPANY INC NEW CUSIP: 58933Y105	MRK Cash	2,600	50.0500 130,130.00
NEW RESIDENTIAL INV CORP CUSIP: 64828T102	NRZ Cash	5,000	6.6800 33,400.00
NEWCASTLE INVESTMENT CORP CUSIP: 65105M108	NCT Cash	5,000	5.7400 28,700.00
NORTHSTAR REALTY FINANCIAL CORP CUSIP: 66704R100	NRF Cash	18,174	13.4500 244,440.30
PENNANTPARK INVESTMENT CORP CUSIP: 708062104	PNNT Cash	9,101	11.6000 105,571.60
PFIZER INC CUSIP: 711081103	PFE Cash	4,576	30.6300 140,162.88
PHILIP MORRIS INTL INC CUSIP: 718172109	PM Cash	655	87.1300 57,070.15
QUMU CORP CUSIP: 749063103	QUMU Cash	10,000	12.8000 128,000.00
RAIT FINANCIAL TR CUSIP: 749227609 Original Cost: 99,666.10	RAS Cash	17,209	8.9700 154,364.73
ROYAL BANK CANADA MONTREAL CUSIP: 780087102	RY Cash	1,841	67.2300 123,770.43
SENIOR HOUSING PROPERTIES TRUST SBI CUSIP: 81721M109 Original Cost: 48,891.12	SNH Cash	2,232	22.2300 49,617.36

STIFEL

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ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

<u>Equities</u>	<u>Symbol/ Type</u>	<u>Quantity</u>	<u>Current Price/ Current Value</u>
SOUTHERN COMPANY CUSIP: 842587107	SO Cash	1,112	41.1100 45,714.32
STARWOOD PROPERTY TRUST INC CUSIP: 855571B05	STWD Cash	3,253	27.7000 90,108.10
TOTAL S.A. SPONSORED ADR CUSIP: 89151E109	TOT Cash	977	61.2700 59,860.79
VERIZON COMMUNICATIONS INC CUSIP: 82343Y104	VZ Cash	2,589	49.1400 127,223.46
WASTE MANAGEMENT INC DEL CUSIP: 94106L109	WM Cash	1,490	44.8700 66,856.30
SHIP FIN INTL LTD CUSIP: G81075106	SFL Cash	5,985	16.3800 98,034.30
GOLAR LNG PARTNERS REPSLT LTD PARTNER INT CUSIP: Y2745C102	GMLP Cash	2,752	30.2500 83,248.00
Total Equities			\$3,924,254.02
<u>Preferreds</u>	<u>Symbol/ Type</u>	<u>Quantity</u>	<u>Current Price/ Current Value</u>
HERCULES TECH GROWTH CAP SR NT 7% DUE 09/30/19 CALL 09/30/15 @ 25.00 CUSIP: 422096870	HTGY Cash	1,500	25.4000 38,100.00
NORTHSTAR REALTY FINANCE CORP SER B PFD CUM 8.25% PERPETUAL CUSIP: 66704R308	NRFB Cash	4,000	22.6900 90,760.00
NORTHSTAR RLTY FIN CORP CUM REDEEM PFD SER C PERPETUAL 8.875% CUSIP: 66704R506	NRFC Cash	1,000	23.9000 23,900.00

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ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Preferreds	Symbol/ Type	Quantity	Current Price/ Current Value
TCF FINANCIAL CORP SER B PERPETUAL PFD 6.45% CUSIP: 872277405	TCBC Cash	5,000	21,2509 106,254.50
Total Preferreds			\$259,014.50

Mutual Funds <i>Open-End Funds</i>	Symbol/ Type	Quantity	Current Price/ Current Value
AQR MOMENTUM CL.L CUSIP: 00203H701 <i>Dividend Option: Reinvest</i>	AMOMX Cash	26,411.139	20,6900 546,446.46
AQR SMALL CAP MOMENTUM CL.L CUSIP: 00203H800 <i>Dividend Option: Reinvest</i>	ASMDX Cash	19,264.073	22,3400 430,359.39
Mutual Funds <i>Closed-End Funds</i>	Symbol/ Type	Quantity	Current Price/ Current Value
EATON VANCE SENIOR INCOME TRUST CUSIP: 27826S103	EVF Cash	14,332	6,9100 99,034.12
Total Mutual Funds			\$1,075,839.97

STIFEL

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ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Other Investments	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(Loss)*	Estimated Annualized Income	Estimated Yield %
Investments classified as Other Investments, such as partnerships, private equity, hedge funds, and real estate trusts, are generally illiquid, and a formal trading market may not exist. The current values shown on this statement for such investments have been provided by the management, administrator, or sponsor of each program and have not been evaluated by Stifel Nicolaus. These estimates may be generated monthly, quarterly, or less frequently, depending on the specific investment. Therefore, the values shown herein will not necessarily be realized upon the sale of the securities. If a value is not provided, such information is not currently available. Unregistered securities are not covered by SIPC.							
BUCKEYE PARTNERS LTD PARTNERSHIP CUSIP: 118230101 Original Cost: 99,264.92	BPL Cash	1,609	71,0100 114,255.09				
CRESTWOOD EQUITY PARTNERS LP UNIT LTD PARTNERSHIP INT CUSIP: 226344109 Original Cost: 108,944.39	CEQP Cash	6,142	13,8300 84,943.86				
CRESTWOOD MIDSTREAM PARTNERS LP NEW UNIT LTD PARTNERSHIP INT CUSIP: 226378107 Original Cost: 207,035.45	CMLP Cash	2,653	24,8900 66,033.17				
DCP MIDSTREAM PARTNERS LIMITED PARTNERSHIP CUSIP: 23311P100 Original Cost: 212,589.08	DPM Cash	4,473	50,3500 225,215.55				
ENERGY TRANSFER EQUITY COMMON UNIT LIMITED PARTNERSHIP CUSIP: 29273V100 Original Cost: 209,037.30	ETE Cash	5,149	81,7400 420,879.26				
ENTERPRISE PRODUCTS PARTNERS LTD PARTNERSHIP CUSIP: 293792107 Original Cost: 211,769.94	EPD Cash	4,430	66,3000 293,709.00				
MARKWEST ENERGY PARTNERS MVE LTD PARTNERSHIP CUSIP: 570759100 Original Cost: 211,769.94		3,804	66,1300 251,558.52				

STIFEL

AL & Char Hatfield Family Foundation		
EIN 45-4111437		
Investments at Fair Market Value		
December 31, 2013		

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Other Investments	Symbol/ Type	Quantity	Current Price/ Current Value
NORTHERN TIER ENERGY CLA LTD PARTNERSHIP CUSIP: 665826103 Original Cost: 172,259.40	NTT Cash	6,000	24,600.00 147,600.00
PAA NATURAL GAS STORAGE RPSTG LP INTERESTS CUSIP: 693139107 Original Cost: 98,346.51	PNG Cash	5,325	23,000.00 122,475.00
PLAINS ALL AMERICAN PIPELINE LP CUSIP: 726505105 Original Cost: 209,283.14	PAA Cash	5,676	51,770.00 293,846.52
SPECTRA ENERGY PARTNERS LP UNITS REPRESENTING LTD PARTNER INTERESTS CUSIP: 84756N109 Original Cost: 99,018.24	SEP Cash	3,064	45,350.00 138,952.40
SUBURBAN PROPANE PARTNERS LTD PARTNERSHIP CUSIP: 864482104	SPH Cash	663	46,900.00 31,094.70
TEEKAY LNG PARTNERS LIMITED PARTNERSHIP UNIT CUSIP: Y8564M105 Original Cost: 99,415.40	TGP Cash	2,575	42,710.00 109,978.25
Total Other Investments			\$2,300,541.32
Total Portfolio Assets - Held at Stifel			\$7,559,649.81
Total Net Portfolio Value			\$7,843,561.24

¹ Original Investment: Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

² Cumulative Return: Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

Please note 'Unrealized Gain/(Loss)' does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

AL & CHAR HATFIELD
FAMILY FOUNDATION
HORIZON ACCOUNT

January 1 -
December 31, 2013
Account Number:

Page 9 of 28
GMD1 8058

Schedule of Realized Gains and Losses

2013 Tax Year

Prepared For:
****-8058

AL & CHAR HATFIELD
FAMILY FOUNDATION
HORIZON ACCOUNT
222 BEACH RD #10
SIESTA KEY FL 34242-3304

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Short											
1,282	ARTIS REAL ESTAT INVT TR	ARESF	2/6/2012 ^c	20,081.76 ^h	15,6644	1/8/2013	20,240.09	15,7883	158.33	0.79	
1,282	ARTIS REAL ESTAT INVT TR	ARESF	2/8/2012 ^c	20,108.43 ^h	15,6852	1/8/2013	20,240.09	15,7883	131.66	0.65	
1,259	ARTIS REAL ESTAT INVT TR	ARESF	2/17/2012 ^c	19,983.10 ^h	15,8722	1/8/2013	19,876.97	15,7883	-106.13	-0.53	
1,177	ARTIS REAL ESTAT INVT TR	ARESF	2/27/2012 ^c	18,613.08 ^h	15,8140	1/8/2013	18,582.38	15,7883	-30.70	-0.16	
1,280	ARTIS REAL ESTAT INVT TR	ARESF	2/27/2012 ^c	20,400.06 ^h	15,8140	2/11/2013	20,333.61	15,7628	-66.45	-0.33	
2,274	EXTENDICARE INC CDA	EXETF	2/6/2012 ^c	20,011.20 ^h	8,8000	1/7/2013	18,255.26	8,0280	-1,755.94	-8.77	
2,274	EXTENDICARE INC CDA	EXETF	2/8/2012 ^c	20,124.90 ^h	8,8500	1/7/2013	18,255.26	8,0280	-1,869.64	-9.29	
452	EXTENDICARE INC CDA	EXETF	2/17/2012 ^c	3,825.05 ^h	8,4625	1/7/2013	3,628.58	8,0280	-196.47	-5.14	
1,900	EXTENDICARE INC CDA	EXETF	2/17/2012 ^c	16,078.75 ^h	8,4625	1/8/2013	15,211.05	8,0060	-867.70	-5.40	
3,100	EXTENDICARE INC CDA	EXETF	2/27/2012 ^c	26,373.26 ^h	8,5075	1/8/2013	24,818.05	8,0060	-1,555.21	-5.90	
										179,441.34	-6,158.25
Long											
485	AMER ELEC PWR CO INC	AEP	1/12/2012 ^c	19,986.55 ^h	41,2300	5/30/2013	22,542.53	46,4803	2,545.98	12.73	
485	AMER ELEC PWR CO INC	AEP	1/13/2012 ^c	20,020.80 ^h	41,2800	5/30/2013	22,542.54	46,4803	2,521.74	12.60	
247	AMER ELEC PWR CO INC	AEP	1/25/2012 ^c	10,062.76 ^h	40,7399	5/30/2013	11,480.43	46,4803	1,417.67	14.09	
660	DIEBOLD INC	DBD	1/12/2012 ^c	19,973.12 ^h	30,2623	1/28/2013	19,674.60	29,8107	-288.52	-1.49	
660	DIEBOLD INC	DBD	1/13/2012 ^c	19,863.36 ^h	30,0960	1/28/2013	19,674.60	29,8107	-188.76	-0.95	
313	DIEBOLD INC	DBD	1/25/2012 ^c	9,986.56 ^h	31,9379	1/28/2013	9,330.53	29,8107	-666.03	-6.66	
1,939	MISSION WEST PPTYS INC	605ESC-10-2	2/8/2012 ^c	20,075.24 ^h	10,2477	9/18/2013	333.22	0,1701	-19,742.02	-98.34	
1,939	MISSION WEST PPTYS INC	605ESC-10-2	2/8/2012 ^c	20,077.20 ^h	10,2487	9/18/2013	333.22	0,1701	-19,743.98	-98.34	
1,961	MISSION WEST PPTYS INC	605ESC-10-2	2/17/2012 ^c	20,180.06 ^h	10,2907	9/18/2013	333.56	0,1701	-19,846.50	-98.35	
3,944	MISSION WEST PPTYS INC	605ESC-10-2	2/27/2012 ^c	39,773.27 ^h	10,0845	9/18/2013	90,845.89	0,1701	51,072.62	-98.31	
										241,628.92	-1,687

Misc
1,140 DUNDEE REIT TR A NEW
265270-20-7
3/27/2012^c
41,610
2/1/2013
42,861.30
37,5697
971.30

ⁿ

239,942.12
-1,687

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ► **X**
• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. AL & CHAR HATFIELD FAMILY FOUNDATION	Employer identification number (EIN) or 45-4111437
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 222 BEACH ROAD, NO. 10	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SARASOTA, FL 34242	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE ORGANIZATION

• The books are in the care of ► **222 BEACH ROAD, NO. 10 – SARASOTA, FL 34242**
Telephone No. ► **612-810-8082** Fax No. ►
• If the organization does not have an office or place of business in the United States, check this box ►
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year **2013** or
► tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,840.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,840.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. AL & CHAR HATFIELD FAMILY FOUNDATION	Employer identification number (EIN) or 45-4111437
	Number, street, and room or suite no. If a P.O. box, see instructions. 222 BEACH ROAD, NO. 10	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SARASOTA, FL 34242	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	.11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE ORGANIZATION

- The books are in the care of ► **222 BEACH ROAD, NO. 10 – SARASOTA, FL 34242**
Telephone No. ► **612-810-8082** Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.
 5 For calendar year **2013**, or other tax year beginning , and ending .
 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO ASSEMBLE THE INFORMATION NECESSARY FOR
PREPARATION OF A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 4,840.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 4,840.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Luisa M. Deacon Title ► CPA

Date ► **8/7/14**

Form 8868 (Rev. 1-2014)