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**Return of Private Foundation**

**2013**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

Open to Public Inspection

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

Name of foundation  
**M & T FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address)  
**P.O. BOX 676370**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code  
**RANCHO SANTA FE, CA 92067**

**A** Employer identification number  
**45-4482686**

**B** Telephone number  
**858-756-1154**

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

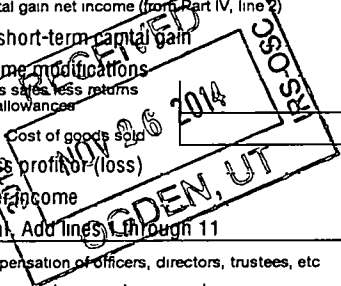
**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16)  
**\$ 23,863,282.** (Part I, column (d) must be on cash basis)

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

<b>Part I Analysis of Revenue and Expenses</b> (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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		21,615.	21,615.		STATEMENT 1
4 Dividends and interest from securities		80,685.	80,685.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		422,261.			
b Gross sales price for all assets on line 6a <b>4,811,250.</b>					
7 Capital gain net income (from Part IV, line 2)			422,261.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,612,037.	1,612,037.		STATEMENT 3
12 Total. Add lines 1 through 11		2,136,598.	2,136,598.		
13 Compensation of officers, directors, trustees, etc		68,751.	58,438.		10,313.
14 Other employee salaries and wages		6,750.	5,738.		1,013.
15 Pension plans, employee benefits		54,830.	46,606.		8,224.
16a Legal fees STMT 4		6,785.	0.		6,785.
b Accounting fees STMT 5		8,270.	0.		8,270.
c Other professional fees STMT 6		348.	296.		52.
17 Interest					
18 Taxes STMT 7		12,297.	4,471.		7,826.
19 Depreciation and depletion		5,997.	0.		
20 Occupancy		23,496.	11,748.		11,748.
21 Travel, conferences, and meetings		9,361.	0.		9,361.
22 Printing and publications					
23 Other expenses STMT 8		952,507.	690,841.		256,737.
24 Total operating and administrative expenses. Add lines 13 through 23		1,149,392.	818,138.		320,329.
25 Contributions, gifts, grants paid		1,648,900.			1,648,900.
26 Total expenses and disbursements. Add lines 24 and 25		2,798,292.	818,138.		1,969,229.
27 Subtract line 26 from line 12		<661,694.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,318,460.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		571,103.	571,103.
	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		17,586.	17,586.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 11	0.	11,361,180.	13,815,022.
	c Investments - corporate bonds STMT 12	0.	137,215.	68,588.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13	0.	11,614,351.	8,019,087.	
14 Land, buildings, and equipment basis ▶ 93,179.				
Less accumulated depreciation STMT 14 ▶	0.	9,474.	9,474.	
15 Other assets (describe ▶ STATEMENT 15)	0.	344,554.	1,362,422.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	0.	24,055,463.	23,863,282.	
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 ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted		24,055,463.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	0.	24,055,463.		
31 Total liabilities and net assets/fund balances	0.	24,055,463.		

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	0.
2 Enter amount from Part I, line 27a	2	<661,694.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	24,717,157.
4 Add lines 1, 2, and 3	4	24,055,463.
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	24,055,463.

**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)
<b>1a CAPITAL GAIN - CHARLES SCHWAB</b>	P		
<b>b CAPITAL GAIN - AMERITRADE</b>	P		
<b>c CAPITAL GAIN FROM PASSTHROUGH ENTITIES</b>	P		
<b>d CAPITAL GAINS DIVIDENDS</b>			
<b>e</b>			

(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)
<b>a 3,390,385.</b>		<b>3,182,225.</b>	<b>208,160.</b>
<b>b 1,199,468.</b>		<b>1,206,764.</b>	<b>&lt;7,296.&gt;</b>
<b>c 220,468.</b>			<b>220,468.</b>
<b>d 929.</b>			<b>929.</b>
<b>e</b>			

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	
<b>a</b>			<b>208,160.</b>
<b>b</b>			<b>&lt;7,296.&gt;</b>
<b>c</b>			<b>220,468.</b>
<b>d</b>			<b>929.</b>
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<b>422,261.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	<b>N/A</b>

**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	2,840,073.	21,579,195.	.131612
2011	1,615,100.	23,458,936.	.068848
2010	1,159,900.	25,710,565.	.045114
2009	1,655,030.	25,651,896.	.064519
2008	1,784,795.	34,450,123.	.051808

<b>2 Total of line 1, column (d)</b>	2	<b>.361901</b>
<b>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</b>	3	<b>.072380</b>
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>	4	<b>22,435,796.</b>
<b>5 Multiply line 4 by line 3</b>	5	<b>1,623,903.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	6	<b>13,185.</b>
<b>7 Add lines 5 and 6</b>	7	<b>1,637,088.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	<b>1,969,229.</b>

**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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	13,185.
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	13,185.
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	13,185.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,000.	
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	12,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	113.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,298.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ FRANK POTENZIANI Telephone no ▶ 858-756-1154 Located at ▶ PO BOX 676370, RANCHO SANTA FE, CA ZIP+4 ▶ 92067-6370			
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			
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 ▶		Yes	No 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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input checked="" type="checkbox"/> Yes <input 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.)	3b	X
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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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). N/A

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?  Yes  No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
SEE STATEMENT 16		68,750.	24,643.	21,188.

**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 PROVIDE CHARITABLE FUNDS FOR MEDICAL, EDUCATIONAL & SOCIOLOGICAL PURSUITS. VOLUNTEER FOR SOCIOLOGICAL ACTIVITIES.	1,648,900.
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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	12,663,135.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	662,089.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	9,452,234.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	22,777,458.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	22,777,458.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	341,662.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	22,435,796.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	1,121,790.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,121,790.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	13,185.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	1,357.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	14,542.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	1,107,248.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,107,248.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	1,107,248.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	1,969,229.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,969,229.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	<b>5</b>	13,185.
<b>6</b>	Adjusted qualifying distributions Subtract line 5 from line 4	<b>6</b>	1,956,044.

**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				1,107,248.
2 Undistributed income, if any, as of the end of 2013			0.	
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				1,435,724.
f Total of lines 3a through e	1,435,724.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,969,229.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,107,248.
e Remaining amount distributed out of corpus	861,981.			
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:	2,297,705.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	2,297,705.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	1,435,724.			
e Excess from 2013	861,981.			

**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		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

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

NONE

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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed  
**FRANK A. POTENZIANI, 858-756-1154**  
**P.O. BOX 676370, RANCHO SANTA FE, CA 92067**

**b** The form in which applications should be submitted and information and materials they should include  
**APPLICATIONS SHOULD BE SUBMITTED IN WRITTEN LETTER FORM.**

**c** Any submission deadlines  
 N/A

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

**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
<p><b>a</b> Paid during the year</p> <p>ABS-CBN FOUNDATION INTERNATIONAL 150 SHORELINE DR REDWOOD CITY, CA 94065</p>	NONE		TYPHOON YOLANDA	500.
<p>AIDS WAL SAN DIEGO 3909 CENTRE STREET SAN DIEGO, CA 92103</p>	NONE		OPERATING FUND	500.
<p>ALPHA PROJECT 3737 FIFTH AVE, SUITE 203 SAN DIEGO, CA 92103</p>	NONE		OPERATING FUND	3,125.
<p>BENEDICTINE COLLEGE 1020 N. SECOND STREET ATCHISON, KS 66002</p>	NONE		STUDENT INTERNATIONAL BUSINESS COUNCIL	30,000.
<p>BIG BROTHERS/BIG SISTERS OF NORTHERN NEW MEXICO 1222 S. ST. FRANCIS DR., STE C SANTA FE, NM 87505</p>	NONE		OPERATING FUND	12,500.
<p><b>Total</b> SEE CONTINUATION SHEET(S) ▶ <b>3a</b></p>				1,648,900.
<p><b>b</b> Approved for future payment</p> <p>NONE</p>				
<p><b>Total</b> ▶ <b>3b</b></p>				0.





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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALIFORNIA PROFESSIONAL FIREFIGHTERS PO BOX 417490 SACRAMENTO, CA 95841	NONE		OPERATING FUND	125.
CENTER FOR CIVIC EDUCATION 5115 DOUGLAS FIR RD, STE J CALABASAS, CA 91302	NONE		WE THE PEOPLE PROGRAMS	18,750.
CHILD NUTRITION PROGRAM OF SOUTHERN CALIFORNIA 7777 ALVARADO RD, STE 700 LA MESA, CA 91942	NONE		OPERATING FUND	500.
COLORADO ROCKY MOUNTAIN SCHOOL 1493 COUNTRY RD CARBONDALE, CO 81623	NONE		OPERATING FUND	12,500.
DEL SUR FOUNDATION 15665 PASEO DEL SUR SAN DIEGO, CA 92127	NONE		OPERATING FUND	6,275.
ENCINITAS EDUCATIONAL FOUNDATION 1690 WANDERING RD ENCINITAS, CA 92024	NONE		FLORA VIST ELEMENTARY SCHOOL	6,250.
GILMOUR ACADEMY 34001 CEDAR RD GATES MILLS, OH 44040	NONE		ENDOWMENT	25,000.
GOOD SHEPHERD CATHOLIC CHURCH 8200 GOLD COAST DRIVE SAN DIEGO, CA 92126	NONE		OPERATING FUND	750.
GOOD SHEPHERD CENTER 213 IRON SW ALBUQUERQUE, NM 87103	NONE		OPERATING FUND	6,500.
JUST IN TIME FOR FOSTER YOUTH PO BOX 81292 SAN DIEGO, CA 92138	NONE		OPERATING FUND	1,875.
<b>Total from continuation sheets</b>				<b>1,602,275.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARINE CORPS SCHOLARSHIP FOUNDATION 443 MORRO HILLS RD FALLBROOK, CA 92028	NONE		MARINE CHILDREN'S SCHOLARSHIP	5,000.
MARMION DEVELOPMENT FUND 1000 BUTTERFIELD RD AURORA, IL 60504	NONE		SCHOLARSHIPS	2,500.
MUSICAL THEATRE SOUTHWEST PO BOX 81052 ALBUQUERQUE, NM 87198	NONE		OPERATING FUND	8,750.
PUSD SPECIAL EDUCATION FOUNDATION PO BOX 722841 SAN DIEGO, CA 92172	NONE		OPERATING FUND	2,500.
SAINT MARY'S COLLEGE 110 LE MANS NOTRE SAME, IN 46556	NONE		1962 ENDOWED SCHOLARSHIP	12,500.
SAINT THOMAS AQUINAS SCHOOL 1100 HOOD RD RIO RANCHO, NM 84124	NONE		OPERATING FUND	3,000.
SAN DIEGO ANTI-DEFAMATION LEAGUE 4950 MURPHY CANYON RD, STE 250 SAN DIEGO, CA 92123	NONE		OPERATING FUND	750.
SAN DIEGO SECOND CHANCE 6145 IMPERIAL AVE SAN DIEGO, CA 92114	NONE		OPERATING FUND	3,125.
SAN YSIDRO PARISH PO BOX 182 CORRALES, NM 87048	NONE		OPERATING FUND	6,000.
SCRIPPS FOUNDATION 10666 N. TORREY PINES RD, 109N LA JOLLA, CA 92037	NONE		SCRIPPS CLINIC DIVISION OF NEUROLOGY	123,325.
Total from continuation sheets				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CHURCH OF THE NATIVITY SCHOOL PO BOX 8770 RANCHO SANTA FE, CA 92067	NONE		DAVID A. POTENZIANI MEMORIAL GARDEN	7,500.
THE VILLAGE COMMUNITY PRESBYTERIAN CHURCH PO BOX 704 RANCHO SANTA FE, CA 92067	NONE		OPERATING FUND	1,875.
UNIVERSITY OF NOTRE DAME 400 MAIN BUILDING NOTRE DAME, IN 46556	NONE		DAVID A. POTENZIANI MEMORIAL PROGRAM, AIM CLASS ENDOWMENT, PRESIDENT'S CIRCLE, ST. EDWARDS HALL	83,750.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110	NONE		SIBC ENDOWMENT, PEACE THROUGH LEADERSHIP	25,000.
UNIVERSITY OF NEW MEXICO FOUNDATION PO BOX 27814 ALBUQUERQUE, NM 87125	NONE		JUSTICE SERNA SPONSORSHIP	1,500.
M&T FOUNDATION PO BOX 676370 RANCHO SANTA FE, CA 92067	RELATED ENTITY		PLUS: AMOUNT FROM M&T FOUNDATION EIN 23-7177691 (SEE STATEMENT 9)	1,236,675.
<b>Total from continuation sheets</b>				

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	21,615.	21,615.	
TOTAL TO PART I, LINE 3	21,615.	21,615.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	81,614.	929.	80,685.	80,685.	
TO PART I, LINE 4	81,614.	929.	80,685.	80,685.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	2,390.	2,390.	
PLUS: AMOUNT FROM M&T FOUNDATION EIN 23-7177691 (SEE STATEMENT 9)	1,609,647.	1,609,647.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,612,037.	1,612,037.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,785.	0.		6,785.
TO FM 990-PF, PG 1, LN 16A	6,785.	0.		6,785.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER ACCOUNTING AUDIT FEES	670. 7,600.	0. 0.		670. 7,600.
TO FORM 990-PF, PG 1, LN 16B	8,270.	0.		8,270.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING	348.	296.		52.
TO FORM 990-PF, PG 1, LN 16C	348.	296.		52.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,260.	4,471.		789.
OTHER TAXES	7,037.	0.		7,037.
TO FORM 990-PF, PG 1, LN 18	12,297.	4,471.		7,826.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	2,018.	1,009.		1,009.
BANK CHARGES	93.	0.		93.
UTILITIES & TELEPHONE	4,604.	2,302.		2,302.
INVESTMENT MANAGEMENT FEES	70,335.	70,335.		0.
OTHER CHARITABLE EXPENSES	2,164.	0.		2,164.

OFFICE EXPENSES	1,390.	695.	695.
OTHER EXPENSES	142.	0.	142.
REPAIR & MAINTENANCE	4,792.	1,190.	3,602.
POSTAGE	248.	0.	248.
LIABILITY INSURANCE	3,414.	1,707.	1,707.
ACCRUAL TO CASH ADJUSTMENT	18,116.	0.	18,116.
PLUS: AMOUNT FROM M&T FOUNDATION EIN 23-7177691 (SEE STATEMENT 9)	845,191.	613,603.	226,659.
TO FORM 990-PF, PG 1, LN 23	952,507.	690,841.	256,737.

## FOOTNOTES

STATEMENT 9

THIS STATEMENT IS SUBMITTED IN ACCORDANCE WITH REG. 1.6043-3 AND FORM 990-PF GENERAL INSTRUCTION T TO REPORT THE MERGER AND RECEIPT OF ALL OF THE FOUNDATION'S ASSETS [PURSUANT TO IRC SEC. 507(B)(2)] FROM M&T FOUNDATION A PRIVATE FOUNDATION EXEMPT FROM TAXES UNDER IRC SEC. 501(C)(3).

THE RECEIPT OF THE FOUNDATION'S ASSETS WAS MADE IN ACCORDANCE TO A PLAN OF LIQUIDATION AND MERGER AGREEMENT BETWEEN THE ORGANIZATIONS AND WAS EFFECTIVE 09/30/13.

TRANSFEROR'S NAME: M&T FOUNDATION F/K/A DALE J. BELLAMAH  
FOUNDATION  
EIN: 23-7177691  
ADDRESS: PO BOX 676370, RANCHO SANTA FE, CA 92067  
ASSETS TRANSFERRED: CASH & CASH EQUIVALENT, FIXED ASSETS,  
AND INVESTMENTS  
FMV OF ASSETS TRANSFERRED: \$22,627,449

THE FOUNDATION IS ALSO CLAIMING THE EXCESS DISTRIBUTION CARRYOVER FROM M&T FOUNDATION AS FOLLOWS:

EXCESS FROM 2012 - \$1,435,724

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**FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10**


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DESCRIPTION	AMOUNT
TRANSFER OF ASSET PURSUANT TO IRC SEC. 507(B)(2)	24,717,157.
TOTAL TO FORM 990-PF, PART III, LINE 3	24,717,157.

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**FORM 990-PF CORPORATE STOCK STATEMENT 11**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT	11,361,180.	13,815,022.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,361,180.	13,815,022.

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**FORM 990-PF CORPORATE BONDS STATEMENT 12**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT	137,215.	68,588.
TOTAL TO FORM 990-PF, PART II, LINE 10C	137,215.	68,588.

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**FORM 990-PF OTHER INVESTMENTS STATEMENT 13**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT	COST	11,614,351.	8,019,087.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,614,351.	8,019,087.

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**FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT 14**


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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CA FURNITURE AND EQUIPMENT	1,205.	1,205.	0.
DCL SCREEN - CA OFFICE	920.	920.	0.
CA OFFICE EQUIPMENT	1,298.	1,234.	64.
CA OFFICE EQUIPMENT	2,092.	1,499.	593.
NM OFFICE EQUIPMENT	5,455.	5,455.	0.
CA FURNITURE AND EQUIPMENT	31,409.	31,409.	0.
CA OFFICE EQUIPMENT	9,263.	9,263.	0.
CA OFFICE EQUIPMENT	540.	540.	0.
CA OFFICE EQUIPMENT	18,839.	10,362.	8,477.
CA LEASE IMP - REAMIN BAS	15,814.	15,814.	0.
CA LEASEHOLD IMPROVEMENTS	4,088.	3,748.	340.
CA LEASEHOLD IMPROVEMENTS	2,256.	2,256.	0.
<b>TOTAL TO FM 990-PF, PART II, LN 14</b>	<b>93,179.</b>	<b>83,705.</b>	<b>9,474.</b>

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**FORM 990-PF      OTHER ASSETS      STATEMENT 15**


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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ANNUITIES AT COST	0.	340,472.	1,358,340.
DEPOSITS	0.	4,082.	4,082.
<b>TO FORM 990-PF, PART II, LINE 15</b>	<b>0.</b>	<b>344,554.</b>	<b>1,362,422.</b>

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANK A. POTENZIANI PO BOX 676370 RANCHO SANTA FE, CA 92067	CHAIR & PRES. 40.00	43,750.	0.	8,361.
WILLIAM M. POTENZIANI PO BOX 676370 RANCHO SANTA FE, CA 92067	VP, CHAIR ADMIN 1.00	0.	17,143.	4,591.
KATHLEEN P. GUGGINO PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	7,500.	0.
MARTHA POTENZIANI PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	0.	0.
FRED G. BOTEK PO BOX 676370 RANCHO SANTA FE, CA 92067	EXECUTIVE VP, TREASURER 1.00	0.	0.	0.
GREGORY L. POTENZIANI PO BOX 676370 RANCHO SANTA FE, CA 92067	VICE PRESIDENT 40.00	12,500.	0.	3,317.
CHERYL L. POTENZIANI PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	0.	0.
PATRICIA P. VICK PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	0.	0.
CYRENA K. POTENZIANI PO BOX 676370 RANCHO SANTA FE, CA 92067	SECRETARY 1.00	0.	0.	0.
FREDRICK A. POTENZIANI PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	0.	0.
MICHELLE PELLETIER PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	0.	0.

JAMES BRENNEIS PO BOX 676370 RANCHO SANTA FE, CA 92067	VICE PRESIDENT 40.00	12,500.	0.	4,919.
JACK C. PETERSON PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	0.	0.
JIM KRENN PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	0.	0.
DARREN BECKETT PO BOX 676370 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>68,750.</u>	<u>24,643.</u>	<u>21,188.</u>

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	CA FURNITURE AND EQUIPMENT	01/01/05	SL	5.00		16	1,205.				1,205.	1,205.	0.	0.	1,205.
2	DCI. SCREEN -- CA OFFICE	01/30/06	SL	5.00		16	920.				920.	920.	0.	0.	920.
3	CA OFFICE EQUIPMENT	12/31/09	SL	5.00		16	1,298.				1,298.	974.	260.	260.	1,234.
4	CA OFFICE EQUIPMENT	02/28/11	SL	5.00		16	2,092.				2,092.	1,081.	418.	418.	1,499.
5	NM OFFICE EQUIPMENT	01/01/00	SL	5.00		16	5,455.				5,455.	5,455.	0.	0.	5,455.
6	CA FURNITURE AND EQUIPMENT	01/01/00	SL	5.00		16	31,409.				31,409.	31,409.	0.	0.	31,409.
8	CA OFFICE EQUIPMENT	06/30/07	SL	5.00		16	9,263.				9,263.	9,263.	0.	0.	9,263.
9	CA OFFICE EQUIPMENT	06/30/08	SL	5.00		16	540.				540.	540.	0.	0.	540.
10	CA OFFICE EQUIPMENT	01/01/12	SL	5.00		16	18,839.				18,839.	6,594.	3,768.	3,768.	10,362.
11	CA LEASE IMP -- REMAIN BAS	06/30/08	SL	3.00		16	15,814.				15,814.	15,814.	0.	0.	15,814.
12	CA LEASEHOLD IMPROVEMENTS	01/01/12	SL	3.00		16	4,088.				4,088.	2,385.	1,363.	1,363.	3,748.
13	CA LEASEHOLD IMPROVEMENTS	12/31/10	SL	3.00		16	2,256.				2,256.	2,068.	188.	188.	2,256.
	* TOTAL 990-PF PG 1 DEPR						93,179.				93,179.	77,708.	5,997.	5,997.	83,705.