Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
SKILLBUILDERS FUND

A Employer identification number
48-0984713

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4701 COLLEGE BLVD SUITE 214

B Telephone number (see instructions)
(913) 608-7545

City or town, state or province, country, and ZIP or foreign postal code
LEAWOOD, KS 66211

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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)* ▶$ 4,888,042

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	146,887	146,887		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	261,888			
	b	Gross sales price for all assets on line 6a 2,118,235				
	7	Capital gain net income (from Part IV, line 2)		261,888		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	408,775	408,775		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	25,000			25,000
	14	Other employee salaries and wages	13,746			13,746
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	113			113
	b	Accounting fees (attach schedule)	9,040			9,040
	c	Other professional fees (attach schedule)	27,158	25,358		1,800
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,419	1,359		1,060
	19	Depreciation (attach schedule) and depletion	286			
	20	Occupancy	7,800			7,800
	21	Travel, conferences, and meetings	1,368			1,368
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,829			5,828
	24	**Total operating and administrative expenses.** Add lines 13 through 23	92,759	26,717		65,755
	25	Contributions, gifts, grants paid	154,900			154,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	247,659	26,717		220,655
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	161,116			
	b	**Net investment income** (if negative, enter -0-)		382,058		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	20,821	52,784	52,784
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,546,814	2,202,348	2,748,564
	c	Investments—corporate bonds (attach schedule)	2,579,388	1,769,220	1,790,376
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		278,088	283,199
	14	Land, buildings, and equipment basis ▶ 2,242			
		Less accumulated depreciation (attach schedule) ▶ 286		1,956	1,956
	15	Other assets (describe ▶)	11,163	11,163	11,163
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,158,186	4,315,559	4,888,042
Liabilities	17	Accounts payable and accrued expenses	849		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	849	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,157,337	4,315,559	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,157,337	4,315,559	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,158,186	4,315,559	

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	4,157,337
2	Enter amount from Part I, line 27a	2	161,116
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,318,453
5	Decreases not included in line 2 (itemize) ▶	5	2,894
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,315,559

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	261,888
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	10,612

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	232,792	4,575,382	0 050879
2011	195,108	4,593,226	0 042477
2010	208,900	4,475,364	0 046678
2009	189,718	4,643,894	0 040853
2008	224,425	4,726,330	0 047484

2	**Total** of line 1, column (d).	2	0 228371
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 045674
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,776,813
5	Multiply line 4 by line 3.	5	218,176
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,821
7	Add lines 5 and 6.	7	221,997
8	Enter qualifying distributions from Part XII, line 4.	8	222,896

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	3,821
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	
3	Add lines 1 and 2		3	3,821
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	3,821
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 761		
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	761
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	19
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	3,079
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶KS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶SKILLBUILDERSFUND ORG

14 The books are in care of ▶BARBARA P ALLEN Telephone no ▶(913) 608-7545

Located at ▶4701 COLLEGE BLVD SUITE 214 4701 COLLEGE BLVD SUITE 214 LEAWOOD KS ZIP+4 ▶66211

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,737,849
b	Average of monthly cash balances	1b	100,544
c	Fair market value of all other assets (see instructions)	1c	11,163
d	**Total** (add lines 1a, b, and c)	1d	4,849,556
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,849,556
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	72,743
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,776,813
6	**Minimum investment return.** Enter 5% of line 5	6	238,841

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	238,841
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,821		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,821
3	Distributable amount before adjustments Subtract line 2c from line 1			3	235,020
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	235,020
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	235,020

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	220,655
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	2,241
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	222,896
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,821
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	219,075

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				235,020
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 7,701				
f **Total** of lines 3a through e.	7,701			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 222,896				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				222,896
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	7,701			7,701
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,423
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
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)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

SKILLBUILDERS FD-ATTN BARBARA ALLEN
4701 COLLEGE BLVD SUITE 214
OVERLAND PARK, KS 66211
(913) 608-7545
BALLEN@SKILLBUILDERSFUND ORG

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

APPLICATION SHOULD BE SUBMITTED IN SIMPLE LETTER FORM, NOT MORE THAN THREE PAGES IN LENGTH AND SHOULD INCLUDE THE FOLLOWING INFORMATION 1 NEED OF THE GRANT 2 PURPOSE OF THE GRANT 3 LIST OF THE BOARD OF DIRECTORS OF THE REQUESTING ORGANIZATION 4 OTHER CONTRIBUTIONS 5 PROJECT BUDGET

c Any submission deadlines

NONE

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

THE PRIMARY PURPOSE OF THE SKILLBUILDERS FUND IS TO PROVIDE FUNDS TO ORGANIZATIONS, AS DESCRIBED IN SECTIONS 501C(3)(3), 170, 2055 & 2522 OF THE INTERNAL REVENUE CODE, THAT ENHANCE THE CAPABILITIES OF WOMEN OF ALL AGES TO REALIZE THEIR FULL POTENTIAL, WITH EMPHASIS ON WOMEN IN THE KANSAS CITY AREA

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				154,900
b *Approved for future payment*				
BRIDGING THE GAP 1427 W 9TH STREET KANSAS CITY, MO 64101	N/A	NON PROF ORG	FINCL SUPPORT OF ENVIRONMENTAL ORG	20,000
WOMEN IN POLITICS FOUNDATION 14210 W 117TH STREET OLATHE, KS 66062	N/A	NON PROF ORG	FINCL SUPP OF POLITICAL EQUAL ORG	7,500
Total . . . . ▶ **3b**				27,500

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	146,887	
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			26	261,888	
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). .				408,775	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 408,775
(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-05-28	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
KELLY N BOAN CPA		2014-06-09		P01386178

Firm's name	KMB-CPAS LLC	Firm's EIN
Firm's address	8717 W 110TH STREET SUITE 540 OVERLAND PARK, KS 662102126	Phone no (913) 912-7052

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ABBOT LABORATORIES - 315 SHS	P	2011-12-12	2013-01-17
VANGUARD INFLATION PROT SECS - 250 6	P	2012-12-31	2013-02-01
VANGRD TOTAL STK MKT IDX SIGNAL-3388	P	2010-12-31	2013-09-11
ABBVIE INC - 315 SHS	P	2011-12-12	2013-01-17
DFA US SMALL CAP VALUE PORTF - 602 1	P	2012-12-31	2013-02-08
ENERGEN CORP - 300 SHS	P	2010-01-06	2013-11-01
ARROW ELECTRONICS INC - 360 SHS	P	2011-02-03	2013-01-17
VANGUARD ST INV GR FD ADMIRAL-18761	P	2012-12-31	2013-02-08
OPPENHEIMER STEELPATH MLP SLCT-23314	P	2010-12-31	2013-11-20
JPMORGAN HIGHBRIDGE DYNAMIC COM-9351	P	2010-12-31	2013-02-21
ROCKWOOD HOLDINGS INC - 335 SHS	P	2013-01-17	2013-04-08
ANGEL OAK MULTI STRAT INCM FD-509 79	P	2012-12-31	2013-12-17
VANGUARD INFLATION PROT SECS-6345 35	P	2010-12-31	2013-02-01
MATTHEWS ASIAN GRW & INC FUND - 1791	P	2011-04-15	2013-04-11
ANGEL OAK MULTI STRAT INCM FD-3632 7	P	2010-12-31	2013-12-17
ALLERGAN INC - 50 SHS	P	2011-09-20	2013-02-08
OPPENHEIMER STEELPATH MLP SLCT-2517	P	2010-09-22	2013-04-11
COLGATE-PALMOLIVE CO - 50 SHS	P	2006-05-26	2013-02-08
SLM CORPORATION - 1000 SHS	P	2013-01-17	2013-05-29
COSTCO WHSL CORP - 70 SHS	P	2006-05-26	2013-02-08
NUVEEN TACTICAL MKT OPPTY FD-2434 15	P	2012-12-31	2013-06-20
DFA US SMALL CAP VALUE PORTF-8127 24	P	2010-12-31	2013-02-08
NUVEEN TACTICAL MKT OPPTY FD-16606 8	P	2012-02-17	2013-06-20
GOOGLE INC CL A - 9 SHS	P	2008-12-31	2013-02-08
FORWARD SELECT INC INSTL CL-791 14	P	2013-02-08	2013-07-09
HELMERICH & PAYNE INC - 105 SHS	P	2007-12-10	2013-02-08
FORWARD SELECT INC INSTL CL-205 376	P	2011-04-15	2013-07-09
INTL BUSINESS MACHINES - 30 SHS	P	2009-09-15	2013-02-08
LOOMIS SAYLES BOND FD CL I - 2692 40	P	2007-10-30	2013-07-09
PFIZER INC - 230 SHS	P	2009-09-15	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
VANGRD INTM TR INV GR ADMIRALSH-2818	P	2012-12-31	2013-08-15
VANGUARD TOTAL STK MKT INDEX - 2717	P	2011-04-15	2013-02-08
VANGRD INTM TR INV GR ADMIRALS-23161	P	2010-12-31	2013-08-15
YUM BRANDS INC - 95 SHS	P	2006-05-26	2013-02-08
ORACLE CORPORATION - 560 SHS	P	2006-05-26	2013-09-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,338		8,149	2,189
7,070		7,165	-95
140,000		102,437	37,563
11,437		8,837	2,600
17,157		15,239	1,918
22,604		14,612	7,992
13,620		14,868	-1,248
203,130		201,369	1,761
278,781		202,830	75,951
130,209		188,322	-58,113
20,198		17,065	3,133
6,149		6,212	-63
179,018		159,692	19,326
35,000		32,670	2,330
43,815		43,740	75
5,364		4,228	1,136
30,000		22,213	7,787
5,529		3,030	2,499
23,534		16,986	6,548
7,185		3,815	3,370
26,282		27,212	-930
231,580		129,739	101,841
179,310		185,050	-5,740
7,064		2,782	4,282
19,848		20,018	-170
6,730		3,910	2,820
5,152		4,810	342
6,038		3,580	2,458
40,000		40,339	-339
6,164		3,735	2,429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
27,409		28,899	-1,490
100,000		87,359	12,641
225,312		235,147	-9,835
6,209		2,445	3,764
17,969		7,843	10,126

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,189
			-95
			37,563
			2,600
			1,918
			7,992
			-1,248
			1,761
			75,951
			-58,113
			3,133
			-63
			19,326
			2,330
			75
			1,136
			7,787
			2,499
			6,548
			3,370
			-930
			101,841
			-5,740
			4,282
			-170
			2,820
			342
			2,458
			-339
			2,429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,490
			12,641
			-9,835
			3,764
			10,126

Form 990PF Part VIII Line 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
BARBARA P ALLEN 9851 ASH DRIVE 9851 ASH DRIVE OVERLAND PARK, KS 66207	CHAIRPERSON/ 30 00	25,000	0	0
BETSY VANDER VELDE 444 MINNESOTA AVE STE 200 444 MINNESTOA AVE STE 200 KANSAS CITY, KS 66101	VICE-CHAIRPE 1 00	0	0	0
DEBBIE SOSLAND-EDELMAN 2913 W 124TH STREET 2913 W 124TH STREET LEAWOOD, KS 66209	SEC /TREAS / 1 00	0	0	0
DEBBIE ALLEN 455 ROBINSON AVE SE 455 ROBINSON AVE SE ATLANTA, GA 303154435	DIRECTOR 1 00	0	0	0
MARGO QUIRICONI 203 E 66TH TERRACE 203 E 66TH TERRACE KANSAS CITY, MO 64113	DIRECTOR 1 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BELOVED ATLANTA 426 DEERING RD NW ATLANTA, GA 30309	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	3,000
CHILDREN'S AID & FAMILY SERVICES 200 ROBIN ROAD PARAMUS, NJ 07652	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	1,000
CHILDREN'S MERCY HOSPITAL 2401 GILLHAM ROAD KANSAS CITY, MO 64108	N/A	HOSPITAL	FINCL SUPPORT OF HOSPITAL	500
GIRLS ON THE RUN 2110 W 75TH STREET PRAIRIE VILLAGE, KS 66208	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	13,500
GREEN WORKS 4743 TROOST AVE 200 KANSAS CITY, MO 64110	N/A	NON PROF ORG	FINCL SUPPORT OF ENVIRONMENTAL EDUC	11,400
KIDS TLC 480 ROGERS ROAD OLATHE, KS 66062	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	3,000
KU ENDOWMENT ASSOCIATON 1891 CONSTANT AVE LAWRENCE, KS 66047	N/A	EDUC ORG	FINCL SUPPORT OF EDUCATIONAL ORG	10,000
MILES OF SMILES INC 6301 N OAK TRAFFICWAY KANSAS CITY, MO 64118	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	10,000
MUSEUM OF PRAIRIEFIRE W 137TH STREET OVERLAND PARK, KS 66224	N/A	MUSEUM	FINCL SUPPORT OF MUSEUM	1,000
PAUL MESNER PUPPETS 1006 LINWOOD BLVD KANSAS CITY, MO 64109	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	2,200
ST LUKE'S COLLEGE -HEALTH SCIENCES 624 WESTPORT ROAD KANSAS CITY, MO 64111	N/A	EDUC ORG	FINCL SUPPORT OF EDUCATIONAL ORG	15,000
THE FAMILY CONSERVANCY 444 MINNESOTA AVE KANSAS CITY, KS 66101	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	12,500
VAAD HUKASHRUTH OF KC 9900 ANTIOCH OVERLAND PARK, KS 66212	N/A	REL ORG	FINCL SUPPORT OF RELIGIOUS ORG	1,000
WILDWOOD OUTDOOR EDUC CENTER 7095 W 399TH STREET LACYGNE, KS 66040	N/A	PUB CHARITY	SUPPORT OF COUNCIL CTR & LEARNING	20,000
WOMEN'S EMPLOYMENT NETWORK 920 MAIN STREET STE 100 KANSAS CITY, MO 64105	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	50,000
Total . . . . ▶ **3a**				154,900

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WOMEN'S FDTN OF GREATER KC 6950 SQUIBB RD STE 220 MISSION, KS 66202	N/A	PUB CHARITY	FINCL SUPPORT OF PUBLIC CHARITY	800
Total . . . . ▶ **3a**				154,900

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Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172
2013
Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
SKILLBUILDERS FUND	INDIRECT DEPRECIATION	48-0984713

Part I Election To Expense Certain Property Under Section 179

***Note:** If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	286

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	286
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? Yes No | **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					

43 Amortization of costs that began before your 2013 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2013 Accounting Fees Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVS - KMB-CPAS, LLC	9,040			9,040

TY 2013 Compensation Explanation

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Person Name	Explanation
BARBARA P ALLEN	
BETSY VANDER VELDE	
DEBBIE SOSLAND-EDELMAN	
DEBBIE ALLEN	
MARGO QUIRICONI	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOP / COMPUTER EQ	2013-05-14	2,030		S/L	5 0000	271			
OFFICE EQUIPMENT	2013-06-30	141		S/L	5 0000	14			
OFFICE FURNITURE-CHAIR	2013-11-29	71		S/L	7 0000	1			

TY 2013 Investments Corporate Bonds Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANGEL OAK MULT STRATEGY INC FD	235,262	235,014
DOUBLELINE TOTAL RETURN FUND	399,743	385,579
GUGGENHEIM FLOATING RATE FUND	231,606	232,653
PIMCO LOW DURATION FUND	385,155	378,180
NUVEEN TACTICAL MKT FUND		
VANGUARD INFLATION PROT SEC FD		
VANGUARD INTERM TERM INV GR FD		
VANGUARD SHORT TERM BOND FUND		
JPMORGAN HIGHBRIDGE COMM FD		
FORWARD SELECT INCOME FUND	203,562	229,033
LOOMIS SAYLES BOND FUND	313,892	329,917
OPPENHEIMER STEELPATH MLP SLCT 40		

TY 2013 Investments Corporate Stock Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DFA EMERGING MARKETS FUND	314,447	363,103
DFA REAL ESTATE FUND	243,994	237,522
DFA US SMALL CAP VALUE FUND		
DFA US VECTOR EQTY PORT FD	329,570	412,834
DFA INTL VECTOR EQUITY FUND	124,521	179,568
FIRST EAGLE OVERSEAS FD	222,089	235,640
MATISSE DISCOUNTED FUND	240,609	233,365
MATTHEWS ASIAN GROWTH FUND	226,820	268,171
VANGUARD TOTAL STK MKT FD	153,042	286,064
ABBOTT LABS		
ALLERGAN INC	12,683	16,662
ARROW ELECTRONICS INC		
BUNGE LIMITED	17,121	19,296
CATERPILLAR INC	16,854	18,162
COLGATE PALMOLIVE	9,091	19,563
COSTCO WHOLESALE	11,992	26,184
DRESSER RAND GROUP INC	16,984	16,398
DUN & BRADSTREET CORP	15,388	25,778
EMC CORP	16,988	16,976
ENERGEN CORP		
EXXON MOBIL CORP.	16,914	22,264
GENERAL MOTORS CO	17,063	25,339
GOOGLE INC CLASS A	8,037	29,139
HELMERICH & PAYNE INC	12,102	27,326
HARRIS CORPORATION	15,099	23,735
IBM	10,741	16,881
JOHNSON & JOHNSON	15,165	22,898
JP MORGAN CHASE & CO	14,970	22,222
MICROSOFT CORP	11,687	22,446
ORACLE CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
O REILLY AUTOMOTIVE NEW	17,138	25,099
OCCIDENTAL PETROLEUM CO	9,319	18,069
PFIZER INC	11,206	21,135
SEABOARD CORP	16,526	16,770
SIRONA DENTAL SYSTEMS	17,146	18,252
TARGET CORPORATION	15,595	20,246
WALGREEN COMPANY	13,983	19,530
YUM BRANDS INC	7,464	21,927

TY 2013 Investments - Other Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JP MORGAN EXCH TRADED NOTE	AT COST	278,088	283,199

TY 2013 Legal Fees Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES-SWANSON MIDGLEY,	113			113

TY 2013 Other Assets Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OIL LEASE	11,163	11,163	11,163

TY 2013 Other Decreases Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Description	Amount
INV STMTS COST BASIS ADJS	2,894

TY 2013 Other Expenses Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INSURANCE	2,645			2,645
DUES / FEES/ SUBSCRIPTIONS	917			917
OFFICE EXPENSES	1,260			1,259
PRINTING, DESIGN & WEBSITE	503			503
IT SERVICES	504			504

TY 2013 Other Professional Fees Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INV MGMT FEES - BRIDGEWATER ADVS	25,358	25,358		
CONSULTANT FEES - KAREN DEHAIS	1,800			1,800

TY 2013 Taxes Schedule

Name: SKILLBUILDERS FUND

EIN: 48-0984713

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	1,060			1,060
FOREIGN TAXES	1,359	1,359		

TY 2013 IRS Payment

Name:	SKILLBUILDERS FUND
EIN:	48-0984713
Routing Transit Number:	031100157
Bank Account Number:	7036177068
Type of Account:	Checking
Payment Amount in Dollars and Cents:	3,102
Requested Payment Date:	2014-06-09
Taxpayer's Daytime Phone Number:	(913) 608-7545