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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ Information about Form 990-PF and its 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 THE WILLIAM D RHODES FOUNDATION		A Employer identification number 65-6076105	
Number and street (or P O box number if mail is not delivered to street address) 417 CABRILLO TERRACE		Room/suite	B Telephone number (see instructions) (949) 721-8613
City or town, state or province, country, and ZIP or foreign postal code CORONA DEL MAR, CA 92625		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 2,373,135		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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.	147	147		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	232,577			
	b Gross sales price for all assets on line 6a 712,171				
	7 Capital gain net income (from Part IV, line 2) . . .		232,577		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	232,724	232,724		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	3,235	805		2,430
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	30	10		20
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	3,275	815		2,450
	25 Contributions, gifts, grants paid	122,500			122,500
	26 Total expenses and disbursements. Add lines 24 and 25	125,775	815		124,950
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	106,949			
	b Net investment income (if negative, enter -0-)		231,909		
	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	330,788	702,315	702,315
	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)	1,296,985	1,670,820	1,670,820
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,627,773	2,373,135	2,373,135
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,627,773	2,373,135	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,627,773	2,373,135	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,627,773	2,373,135	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	1,627,773
2	Enter amount from Part I, line 27a	2	106,949
3	Other increases not included in line 2 (itemize) ▶ _____	3	638,413
4	Add lines 1, 2, and 3	4	2,373,135
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	2,373,135

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	232,577
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	

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	102,780	1,707,361	0 060198
2011	88,689	1,938,907	0 045742
2010	94,129	1,691,785	0 055639
2009	75,626	1,356,459	0 055753
2008	91,807	1,286,781	0 071346

2	Total of line 1, column (d).	2	0 288678
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 057736
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,119,511
5	Multiply line 4 by line 3.	5	122,372
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,319
7	Add lines 5 and 6.	7	124,691
8	Enter qualifying distributions from Part XII, line 4. 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	124,950

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	2,319
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	2,319
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,319
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	800
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	800
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	29
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,548
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			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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		No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): ☒ CA, ☐ FL			
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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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 N/A				
14	The books are in care of ROSS BARTLETT Telephone no (949) 721-8613 Located at 417 CABRILLO TERRACE CORONA DEL MAR CA ZIP+4 92625			
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		
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	Yes	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)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 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
ROSS BARTLETT	TRUSTEE	0	0	0
417 CABRILLO TERRACE	4 00			
CORONA DEL MAR,CA 92625				
SALLY W RHODES	TRUSTEE	0	0	0
2601 ISLAND VIEW DRIVE	4 00			
CORONA DEL MAR,CA 92625				
ANDREW BARTLETT	TRUSTEE	0	0	0
2000 VISTA CAUDEL	4 00			
NEWPORT BEACH,CA 92660				
MITCHELL BARTLETT	TRUSTEE	0	0	0
2850 GALE ROAD	4 00			
WOODLAND,MN 55391				
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.				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 (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.		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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,529,891
b	Average of monthly cash balances.	1b	621,897
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,151,788
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,151,788
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	32,277
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,119,511
6	Minimum investment return. Enter 5% of line 5.	6	105,976

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	105,976
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,319
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,319
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	103,657
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	103,657
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	103,657

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	124,950
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	124,950
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	2,319
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	122,631
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				103,657
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			25,621	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 124,950				
a Applied to 2012, but not more than line 2a			25,621	
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.				99,329
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,328
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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. . . .

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:

■ 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))

• 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	122,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
150 SHS ATHENAHEALTH INC			2013-09-16
100 SHS ATHENAHEALTH INC			2013-10-16
100 SHS ATHENAHEALTH INC			2013-10-16
41 SHS ATHENAHEALTH INC			2013-10-16
9 SHS ATHENAHEALTH INC			2013-10-16
100 SHS ATHENAHEALTH INC			2013-10-23
100 SHS ATHENAHEALTH INC			2013-10-23
50 SHS ATHENAHEALTH INC			2013-10-23
2000 SHS DEALERTRACK TECHNOLOGIES			2013-02-19
400 SHS DEALERTRACK TECHNOLOGIES			2013-02-19
400 SHS DEALERTRACK TECHNOLOGIES			2013-02-19
100 SHS DEALERTRACK TECHNOLOGIES			2013-02-19
100 SHS DEALERTRACK TECHNOLOGIES			2013-02-19
500 SHS DEALERTRACK TECHNOLOGIES			2013-09-16
1016 SHS DEALERTRACK TECHNOLOGIES			2013-10-22
384 SHS DEALERTRACK TECHNOLOGIES			2013-10-22
100 SHS DEALERTRACK TECHNOLOGIES			2013-10-22
3000 SHS DIGITAL GENERATION INC			2013-10-22
800 SHS MARINE PRODUCTS CORP			2013-10-21
100 SHS MARINE PRODUCTS CORP			2013-10-21
100 SHS MARINE PRODUCTS CORP			2013-10-21
4443 SHS MOVE INC NEW			2013-02-19
557 SHS MOVE INC NEW			2013-02-19
5000 SHS MOVE INC NEW			2013-02-21
1199 SHS SHUTTERFLY INC			2013-02-19
300 SHS SHUTTERFLY INC			2013-02-19
1 SHS SHUTTERFLY INC			2013-02-19
499 SHS SHUTTERFLY INC			2013-10-16
300 SHS SHUTTERFLY INC			2013-10-16
100 SHS SHUTTERFLY INC			2013-10-16

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)
58 SHS SHUTTERFLY INC			2013-10-16
43 SHS SHUTTERFLY INC			2013-10-16
2000 SHS US AUTO PARTS NETWORK			2013-02-21
1467 SHS US AUTO PARTS NETWORK			2013-03-04
501 SHS US AUTO PARTS NETWORK			2013-03-04
32 SHS US AUTO PARTS NETWORK			2013-03-04
2500 SHS US AUTO PARTS NETWORK			2013-03-06
3500 SHS US AUTO PARTS NETWORK			2013-03-11
200 SHS VISTAPRINT N V F			2013-10-16
100 SHS VISTAPRINT N V F			2013-10-16
88 SHS VISTAPRINT N V F			2013-10-16
74 SHS VISTAPRINT N V F			2013-10-16
38 SHS VISTAPRINT N V F			2013-10-16
14800 SHS ZYNGA INC			2013-02-19
200 SHS ZYNGA INC			2013-02-19
3000 SHS ZYNGA INC			2013-06-05
2000 SHS ZYNGA INC			2013-06-05
20000 SHS ZYNGA INC			2013-06-07
10000 SHS ZYNGA INC			2013-06-07

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)
17,034		4,130	12,904
10,752		2,753	7,999
10,754		2,753	8,001
4,408		1,129	3,279
968		248	720
13,937		2,753	11,184
13,937		2,753	11,184
6,970		1,377	5,593
66,173		32,004	34,169
13,235		6,401	6,834
13,235		6,401	6,834
3,309		1,600	1,709
3,311		1,600	1,711
20,071		8,001	12,070
41,853		16,258	25,595
15,818		6,145	9,673
4,119		1,600	2,519
38,360		73,505	-35,145
7,449		4,801	2,648
931		600	331
931		600	331
44,242		28,628	15,614
5,539		5,074	465
48,490		39,804	8,686
50,110		15,206	34,904
12,538		3,805	8,733
42		13	29
27,241		6,638	20,603
16,377		3,991	12,386
5,459		1,330	4,129

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)
3,166		772	2,394
2,347		572	1,775
3,171		15,504	-12,333
1,945		11,372	-9,427
664		3,884	-3,220
42		248	-206
3,416		19,395	-15,979
4,576		27,172	-22,596
11,176		5,506	5,670
5,588		2,753	2,835
4,918		2,422	2,496
4,135		2,037	2,098
2,123		1,046	1,077
47,942		31,083	16,859
648		420	228
8,964		6,301	2,663
5,976		4,200	1,776
55,790		42,004	13,786
27,991		21,002	6,989

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	
			12,904
			7,999
			8,001
			3,279
			720
			11,184
			11,184
			5,593
			34,169
			6,834
			6,834
			1,709
			1,711
			12,070
			25,595
			9,673
			2,519
			-35,145
			2,648
			331
			331
			15,614
			465
			8,686
			34,904
			8,733
			29
			20,603
			12,386
			4,129

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	
			2,394
			1,775
			-12,333
			-9,427
			-3,220
			-206
			-15,979
			-22,596
			5,670
			2,835
			2,496
			2,098
			1,077
			16,859
			228
			2,663
			1,776
			13,786
			6,989

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AGAINST MALARIA FOUNDATION PO BOX 7247-6370 PHILADELPHIA,PA 191706370		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
ALZHEIMERS ASSOCIATION 17771 COWAN 200 IRVINE,CA 92614		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
AMERICAN HEART ASSOCIATION 4600 CAMPUS DR IRVINE,CA 92612		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
AMERICAN RED CROSS PO BOX 11364 SANTA ANA,CA 92711		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
BLACK HILLS AREA COMMUNITY FOUNDATION 825 ST JOSEPH ST 3RD PO BOX 231 RAPID CITY,SD 55709		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	2,000
BRAD EVANS FOUNDATION PO BOX 456 BALBOA ISLAND,CA 92662		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	500
CASA 1615 E17TH ST SANTA ANA,CA 92705		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	15,000
CTI 8100 TRANSFER RD 6 ST PAUL,MN 55114		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE 2ND FLOOR NEW YORK,NY 10001		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
ECKERD COLLEGE 4200 54TH AVE SOUTH ST PETERSBURG,FL 33711		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	1,000
EPILEPSY FOUNDATION 4351 GARDEN CITY DR LANDOVER,MD 20785		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
FOODWAVES 2870 SE ROSWELL ST MILWAUKIE,OR 97222		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	1,500
HOAG HOSPITAL FOUNDATION 1 HOAG DR PO BOX 6100 NEWPORT BEACH,CA 92658		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
INDIANA KELLY SCHOOL PO BOX 500 BLOOMINGTON,IN 47408		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	2,500
LITERACY VOLUNTEERS OF UNION COUNTY 121-125 CHESTNUT ST ROSELLE,NJ 07203		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	2,000
Total  3a				122,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL PARKINSONS FOUNDATION PO BOX 5018 HAGERSTOWN,MD 21741		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
PENCILS OF PROMISE 37 WEST 28TH STREET 3RD FLOOR NEWYORK,NY 10001		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	25,000
PLANNED PARENTHOOD 700 S TUSTIN ST ORANGE,CA 92866		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
RESTLESS LEG SYNDROME FUND 1610 14TH ST NW 300 ROCHESTER,MN 55901		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
RIPBERGER LIBRARY 117 S BROAD STREET KENBRIDGE,VA 23944		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	1,000
SHEPARDS STAFF PO BOX 53640 ALBUQUERQUE,NM 87153		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
ST PETERSBURG FREE CLINIC 814 4TH AVE NO ST PETERSBURG,FL 33701		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	1,000
SUNCOAST HOSPICE 5771 ROOSEVELT BLVD CLEARWATER,FL 33760		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	1,000
THE SMILE TRAIN ARTHRITIS FOUNDATION 800 WEST 6TH LOS ANGELES,CA 90017		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
THE SMILE TRAIN 41 MADISON 28TH FL NEWYORK,NY 10010		PUBLIC CHARITY	FURTHERANCE OF EXEMPT PURPOSE	5,000
Total  3a				122,500

TY 2013 Accounting Fees Schedule

Name: THE WILLIAM D RHODES FOUNDATION

EIN: 65-6076105

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,235	805		2,430

TY 2013 Investments Corporate Stock Schedule

Name: THE WILLIAM D RHODES FOUNDATION

EIN: 65-6076105

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB - NOMINEE	1,670,820	1,670,820

TY 2013 Other Expenses Schedule

Name: THE WILLIAM D RHODES FOUNDATION

EIN: 65-6076105

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	30	10		20

TY 2013 Other Increases Schedule

Name: THE WILLIAM D RHODES FOUNDATION

EIN: 65-6076105

Description	Amount
NET UNREALIZED GAIN - CHARLES SCHWAB	638,413

TY 2013 Taxes Schedule

Name: THE WILLIAM D RHODES FOUNDATION

EIN: 65-6076105

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CALIFORNIA STATE TAX	10	0		0