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Form **990-PF**

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

OMB No 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

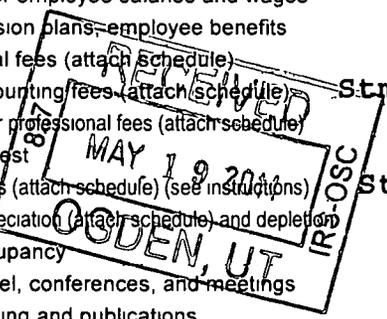
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>Constance Hartwell Charitable Trust</b>		A Employer identification number <b>68-6251551</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1348 10th Street</b>	Room/suite	B Telephone number (see instructions) <b>310-458-7548</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Santa Monica CA 90401</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>12,720,277</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16,249	16,249	16,249	
	4 Dividends and interest from securities	252,993	250,118	252,993	
	5a Gross rents	27,125	27,125	27,125	
	b Net rental income or (loss) <b>13,474</b>				
	6a Net gain or (loss) from sale of assets not on line 10 <b>Stmt 1</b>	195,102			
	b Gross sales price for all assets on line 6a <b>3,914,667</b>				
	7 Capital gain net income (from Part IV, line 2)		167,636		
	8 Net short-term capital gain			0	
	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) <b>Stmt 2</b>	93,135	93,135	93,135		
12 Total. Add lines 1 through 11	584,604	554,263	389,502		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	117,291	117,291		
	14 Other employee salaries and wages				
	15 Pension plans—employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>Stmt 3</b>	2,850	2,850		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>Stmt 4</b>	515	430		85
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (att sch) <b>Stmt 5</b>	13,748	13,748	13,651		
24 Total operating and administrative expenses. Add lines 13 through 23	134,404	134,319	13,651	85	
25 Contributions, gifts, grants paid	574,912			574,912	
26 Total expenses and disbursements. Add lines 24 and 25	709,316	134,319	13,651	574,997	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-124,712				
b Net investment income (if negative, enter -0-)		419,944			
c Adjusted net income (if negative, enter -0-)			375,851		

CANNED MAY 27 2014  
 Operating and Administrative Expenses



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		76,321	29,393	29,393
	2	Savings and temporary cash investments		1,236,245	676,642	676,642
	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 (att. schedule) ▶ <b>See Wrk</b>	600,000			
		Less: allowance for doubtful accounts ▶	0	450,000	600,000	600,000
	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) <b>See Stmt 6</b>		8,547,607	9,479,426	10,764,242
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶	510,000			
	Less: accumulated depreciation (attach sch.) ▶ <b>Stmt 7</b>		510,000	510,000	650,000	
12	Investments – mortgage loans					
13	Investments – other (attach schedule) <b>See Statement 8</b>		600,000			
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)		11,420,173	11,295,461	12,720,277	
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	<b>Total liabilities</b> (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. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		11,420,173	11,295,461		
30	<b>Total net assets or fund balances</b> (see instructions)		11,420,173	11,295,461		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		11,420,173	11,295,461		

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)	11,420,173
2	Enter amount from Part I, line 27a	-124,712
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	11,295,461
5	Decreases not included in line 2 (itemize) ▶	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	11,295,461

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Capital gain distributions</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 167,636			167,636	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>			167,636	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	167,636
<b>3</b> 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 <span style="font-size: small;">}</span>			<b>3</b>	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	586,323	11,533,446	0.050837
2011	571,395	11,820,257	0.048340
2010	530,904	11,495,924	0.046182
2009	587,115	10,658,875	0.055082
2008	659,850	11,860,655	0.055634
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.256075
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.051215
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 11,636,758
<b>5</b> Multiply line 4 by line 3			<b>5</b> 595,977
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 4,199
<b>7</b> Add lines 5 and 6			<b>7</b> 600,176
<b>8</b> 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			<b>8</b> 574,997

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,399
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	8,399
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	8,399
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,700
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	1,700
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	6,699
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

**Part VII-A Statements Regarding Activities**

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

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <b>Joseph Ferry</b> <b>1348 10th Street</b> Located at ▶ Santa Monica CA ZIP+4 ▶ 90401 Telephone no ▶ 310-458-7548			
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		X 2,875
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X



**Part 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 N/A	
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 instructions	
3	

Total. Add lines 1 through 3 ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,254,667
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,009,301
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	1,550,000
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	11,813,968
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	11,813,968
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	177,210
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,636,758
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	581,838

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	581,838
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	8,399
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	8,399
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	573,439
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	573,439
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	573,439

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	574,997
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	574,997
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	574,997

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				<b>573,439</b>
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			<b>574,912</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <b>574,997</b>				
<b>a</b> Applied to 2012, but not more than line 2a			<b>574,912</b>	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2013 distributable amount				<b>85</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				<b>573,354</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> 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 foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

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

**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  
**N/A**

**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  
**N/A**

**b** The form in which applications should be submitted and information and materials they should include  
**N/A**

**c** Any submission deadlines  
**N/A**

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year <b>Porterville Developmental</b> 26501 Avenue 140 Porterville CA 93258		non-profit Philanthropic		143,728
<b>Sonoma Developmental</b> 15000 Arnold Drive Eldridge CA 95431		non-profit Philanthropic		143,728
<b>Fairview Developmental</b> 2501 Harbor Blvd Costa Mesa CA 92626		non-profit Philanthropic		143,728
<b>Lanterman Developmental</b> 3530 West Pomona Blvd Pomona CA 91769		non-profit Philanthropic		143,728
<b>Total</b>			▶ 3a	574,912
<b>b</b> Approved for future payment N/A				
<b>Total</b>			▶ 3b	





<b>Form 990-PF</b>	<b>Other Notes and Loans Receivable</b>	<b>2013</b>
For calendar year 2013, or tax year beginning _____, and ending _____		

Name <b>Constance Hartwell Charitable Trust</b>	Employer Identification Number <b>68-6251551</b>
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**Form 990-PF, Part II, Line 7 - Additional Information**

Name of borrower	Relationship to disqualified person
(1) \$450,000 note - Anderson 2003 Trust	
(2) \$100,000 note - Valerie G Noyes Trus	
(3) \$200,000 note - Sandra J Thornton Tr	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value
(1)	450,000	300,000	300,000
(2)		100,000	100,000
(3)		200,000	200,000
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
<b>Totals</b>	<b>450,000</b>	<b>600,000</b>	<b>600,000</b>

**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Whom Sold	Description	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
				Sale Price	Cost			
1000900shs	MFS Cash Reserve Fund	12/31/12	1/04/13	\$ 1,000,888	\$ 1,000,900	\$	\$	-12
110000 shs	Invesco Cash Reserves	2/15/12	1/11/13	109,989	110,000			-11
80000 shs	American Funds MM	11/07/12	1/11/13	79,989	80,000			-11
325000 shs	Columbia MM	2/15/12	1/11/13	324,989	325,000			-11
39037.433shs	Fidelity Adv Short Fix	5/03/12	1/11/13	364,989	363,800			1,189
185000 shs	Franklin MM	5/03/12	1/11/13	184,988	185,000			-12
600 shs	Seaspan	5/18/12	1/14/13	10,580	9,087			1,493
360000 shs	Invesco Cash	2/15/12	1/16/13	359,989	360,000			-11
172500 shs	American Funds MM	2/01/12	1/16/13	172,488	172,500			-12
7209.278 shs	Columbia Marsico	10/14/08	1/16/13	99,260	90,930			8,330
116000 shs	Columbia MM	2/15/12	1/16/13	115,989	116,000			-11
17112.299 shs	Fidelity Adv Short Fix	5/03/12	1/16/13	159,988	159,463			525
407.332 shs	Fidelity Adv Real Estate	2/08/07	1/16/13	8,229	10,005			-1,776
1533.095 shs	Fidelity Adv Global Bal	7/11/12	1/16/13	35,891	33,975			1,916
200000 shs	Franklin Money Fund	5/03/12	1/16/13	199,989	200,000			-11
31550.802 shs	Fidelity Adv Short Fix	5/03/12	1/17/13	295,000	294,610			390
120 shs	Boeing Co	5/16/12	1/23/13	8,869	8,724			145

**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
180 shs Heinz HJ Co.		6/01/13	2/20/13	Purchase	13,021 \$	9,469 \$	\$	\$	3,552
300 shs Johnson CTLS		1/09/13	5/15/13	Purchase	10,847	9,448			1,399
225 shs Modelez Intl		9/11/12	5/15/13	Purchase	6,834	5,871			963
674.413 shs Invesco Mid Cap		3/01/07	5/24/13	Purchase	21,952	21,122			830
4931 shs Columbia Income Opp		1/15/13	5/24/13	Purchase	50,592	50,000			592
5616 shs Columbia Income Opp		2/09/06	5/24/13	Purchase	57,621	60,005			-2,384
500 shs Safeway		5/18/12	9/23/13	Purchase	15,462	9,217			6,245
200 shs Cliffs Nat. Res		5/29/12	11/12/13	Purchase	5,499	10,361			-4,862
130 shs Norfolk Southern		8/02/13	11/12/13	Purchase	11,160	9,887			1,273
350 shs Vodafone		5/18/12	11/12/13	Purchase	12,974	9,149			3,825
150 shs Walgreen		2/02/12	11/12/13	Purchase	8,965	5,042			3,923
Total					\$ 3,747,031 \$	\$ 3,719,565 \$	\$ 0 \$	\$ 0 \$	\$ 27,466

**Federal Statements**

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Pacific Life annuity	\$ 54,052	\$ 54,052	\$ 54,052
John Hancock annuity	39,083	39,083	39,083
<b>Total</b>	<b>\$ 93,135</b>	<b>\$ 93,135</b>	<b>\$ 93,135</b>

**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Clarida & Ludeke CPAs, Inc	\$ 2,850	\$ 2,850	\$	\$
<b>Total</b>	<b>\$ 2,850</b>	<b>\$ 2,850</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2012 FTB tax; Form 199	\$ 10	\$	\$	\$ 10
Registry of Charitable Trusts	75			75
Estimated tax payment for 2013	430	430		
<b>Total</b>	<b>\$ 515</b>	<b>\$ 430</b>	<b>\$ 0</b>	<b>\$ 85</b>

**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
762 & 764 Spencer Street Plumbing	\$ 941	941	941	
Gardener	224	224	224	
Utilities	973	973	973	
<b>Total</b>	<b>\$ 2,138</b>	<b>\$ 2,138</b>	<b>\$ 2,138</b>	<b>\$ 0</b>

**Federal Statements**

**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Earthquake insurance	\$ 206	206	\$ 206	\$
Homeowner's insurance	964	964	964	
Repairs and maintenance	944	944	944	
Property taxes	5,664	5,664	5,664	
Termite service	3,735	3,735	3,735	
Expenses				
Administrative Expense	97	97		
<b>Total</b>	<b>\$ 13,748</b>	<b>13,748</b>	<b>\$ 13,651</b>	<b>\$ 0</b>

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1198 shs American Fund MM	\$ 426,198	1,198	Cost	\$ 1,198
8190 shs American High Income Trust	100,005	100,005	Cost	93,038
2058 shs Capital World Growth & Inco	71,840	71,840	Cost	93,291
6419 shs Columbia Acorn	94,697	195,767	Cost	229,654
5616 shs Columbia High Income OpFund	60,004		Cost	
7209 shs Columbia Marisco 21st Cent	90,930		Cost	
13268 shs Columbia Mid Cap Value	162,183	198,253	Cost	237,360
149 shs Columbia MM Fund	656,141	149	Cost	149
16924 shs Columbia Corp Income Fund	160,004	160,004	Cost	167,721
3206 shs Europacific Growth Fund	86,330	136,329	Cost	157,308
4155 shs Fidelity Adv. International	34,448	34,448	Cost	46,455
250 shs Fidelity Adv. Energy	10,005	10,005	Cost	10,337
407 shs Fidelity Adv. Real Estate	10,005		Cost	
1316 shs Fidelity Adv Biotechnology	10,005	95,005	Cost	153,497
1721 shs Fidelity Adv. (Focus)Consum	29,016	29,016	Cost	34,813
530 shs Fidelity Adv. (Focus) Tech	10,005	10,005	Cost	18,023
431 shs Fidelity Adv. (Focus) Financ	10,005	10,005	Cost	6,348
431 shs Fidelity Adv. (Focus) Health	10,005	10,005	Cost	14,069
1495 shs Fidelity Adv. Short Fixed	830,282	13,976	Cost	13,946
13629 Fidelity Adv. Strategic Income	160,004	160,004	Cost	164,906

**Federal Statements**

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
8634 shs Fidelity Adv. Emerging Mkts	\$ 39,472	\$ 124,472	Cost	\$ 117,418
1533 shs Fidelity Adv Global Balance	33,976		Cost	
1542 shs Fidelity Adv New Insights	33,209	33,209	Cost	40,595
1463 shs Fidelity Adv Convertible	34,259	34,259	Cost	45,379
1235 shs Fidelity Adv Materials	35,600	85,600	Cost	104,429
6717 shs. Fidelity Adv. Small-Cap Va	32,151	107,151	Cost	132,938
91318 shs Franklin Income Fund	232,089	232,089	Cost	220,989
1959 shs Franklin Utilities	23,512	23,512	Cost	29,270
61905 shs Franklin High Income Fund	80,004	130,004	Cost	130,619
2850 shs Franklin Rising Div	33,411	108,411	Cost	138,163
799 shs Franklin Money Fund	585,799	799	Cost	799
919 shs Franklin Mutual Financial	20,751	20,751	Cost	15,592
2030 shs Franklin Real Estate Securi	53,863	53,863	Cost	34,614
3765 shs Franklin Dynatech	33,025	33,025	Cost	47,067
4406 shs Growth Fund of America	94,641	144,641	Cost	189,443
12313 shs Income Fund of America	210,009	232,509	Cost	254,265
5259 shs MFS Bond Fund		75,005	Cost	72,107
3681 shs MFS Intl. Value		100,004	Cost	124,107
6988 shs MFS Intl Diver.		100,005	Cost	115,024
4647 shs MFS Blended		75,004	Cost	97,909
5128 shs MFS Equity Opp		100,005	Cost	138,000
17109 shs MFS Diver. Income		200,004	Cost	204,448
100 shs MFS Cash Reserves		100	Cost	100
4649 shs MFS New Discovery		100,005	Cost	125,152
4005 shs MFS Growth		200,004	Cost	261,954
2690 shs MFS Utilities		50,905	Cost	56,092
6332 shs Mutual Series Shares	124,482	124,482	Cost	178,065
3414 shs Mutual Global Discovery	22,936	97,937	Cost	113,487
10288 shs Pimco Global	100,005	100,005	Cost	103,909
16957 shs Pimco Total Return	180,277	180,277	Cost	181,266
3483 shs Invesco Developing Markets	43,135	115,087	Cost	112,770
832,888 shs Invesco Cash Reserves	832,888	2,932	Cost	2,932
2075 shs Invesco Charter Fund	34,426	34,426	Cost	45,359
2706 shs Invesco Global Real	10,005	35,005	Cost	31,689
1684 shs Invesco Energy Fund	32,888	67,888	Cost	76,389
3267 shs Invesco Int. Growth Fund	43,136	93,136	Cost	110,587
674 shs Invesco Mid Cap Growth	21,122		Cost	

**Federal Statements**

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1237 shs Invesco Asia Pacific Growth	\$ 14,672	\$ 64,672	Cost	\$ 65,662
6884 shs American Balanced Fund	86,648	136,648	Cost	168,112
7260 shs Pimco Real Return Fund	80,005	80,005	Cost	79,637
9643 shs Pimco Foreign Bond	100,005	100,005	Cost	101,446
9116 shs Pimco GMNA Fund	100,005	100,005	Cost	100,000
5693 shs Pimco Mortgage Backed	60,004	60,004	Cost	57,951
6167 shs Pimco Emerging Markets Bond	70,004	70,004	Cost	65,991
21917 shs PL Portfolio Optimization	251,170	251,170	Cost	304,865
23962 shs PL Portfolio Opt. Moderate	276,284	276,284	Cost	297,611
29362 shs Pimco Investment Grade Cor	313,282	313,282	Cost	300,665
6245 shs Pimco Income Fund	72,004	72,004	Cost	76,559
9449 shs Pimco Sm. Cap	72,005	72,005	Cost	90,803
12950 shs Pimco Fundamental Index	72,004	72,004	Cost	85,597
30000 units Behringer Harvard Reit I	300,000	300,000	Cost	300,000
8640 Allianz NFJ Dividend Value	92,502	95,284	Cost	137,377
250 units Commonwealth Income & Grow	50,000	50,000	Cost	50,000
12332 shs Columbia Contrarian Core	64,843	200,916	Cost	252,808
1998 shs Invesco European Growth	21,073	71,073	Cost	78,786
11295 shs Invesco Diversified Divid	51,322	151,322	Cost	191,343
600 shs Seaspian Corp	9,087		Cost	
18 shs Apple Inc	9,519	9,519	Cost	10,098
250 shs BP PLC	9,592	9,592	Cost	12,153
120 shs Boeing	8,723		Cost	
225 shs Canon Inc.	9,254	9,254	Cost	7,200
100 shs Caterpillar	9,236	9,236	Cost	9,081
100 shs Chevron	10,181	10,181	Cost	12,491
275 shs Cliffs Nat	20,241	9,879	Cost	7,208
700 shs Corning Inc	9,099	9,099	Cost	12,474
300 shs Dow Chem	10,157	10,157	Cost	13,320
250 shs Freeport-McMoran Copper & Go	9,601	9,601	Cost	9,435
250 shs General Mills	9,509	9,509	Cost	12,478
220 shs GlaxoSmithKline	9,861	9,861	Cost	11,746
5000 shs HealthCare Tr	25,000	49,332	Cost	49,200
180 shs Heinz Co	9,468		Cost	
375 shs Intel	9,868	9,868	Cost	9,733
150 shs Johnson & Johnson	9,836	9,836	Cost	13,739
300 shs Johnson CTLS	8,758	8,758	Cost	15,390

**Federal Statements**

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
5312 shs JP Morgan Mid Cap Value	\$	150,005	Cost	\$ 183,357
5444 shsJP Morgan Disciplined Equity		100,004	Cost	120,033
6886 shs JP Morgan Value Advanced		151,009	Cost	186,323
15015 shs JP Morgan Income Builder		150,009	Cost	154,505
14313 shs JP Morgan Equity Income		150,009	Cost	184,208
12195 shs JP Morgan High Yield		100,009	Cost	96,951
11751 shs JP Morgan Core Plus Bond		100,005	Cost	95,887
9775 shs JP Morgan Growth Adv		100,005	Cost	133,040
150 shs Kellogg	7,601	7,601	Cost	9,161
75 shs Kraft Foods	3,174	3,174	Cost	4,043
100 shs McDonalds	9,166	9,166	Cost	9,703
260 shs Merck & Co	9,763	9,763	Cost	13,013
350 shs Microsoft	9,372	9,372	Cost	13,094
225 shs Mondelez Intl	5,871		Cost	
100 shs Northwest Natl Gas Co.	4,461	4,461	Cost	4,282
12518 shs Oppenheimer Discov Mid Cap		175,005	Cost	218,687
3981 shs Oppenheimer Intl Growth		125,004	Cost	152,667
7564 shs Oppenheimer Intl Bond		50,005	Cost	45,991
6637 shs Oppenheimer Equity Income		176,004	Cost	208,983
11990 shs Oppenheimer Sr. Floating R		100,005	Cost	101,079
4268 shs Oppenheimer Real Estate		100,004	Cost	98,720
10717 shs Oppenheimer International		125,005	Cost	151,444
4164 shs Oppenheimer Developing Mkts		150,004	Cost	158,329
250 shs Paychex Inc.	7,814	7,814	Cost	11,383
150 shs Pepsico Inc	9,968	9,968	Cost	12,441
160 shs Procter & Gamble	10,184	10,184	Cost	13,026
300 shs Public SVC	9,508	9,508	Cost	9,612
500 shs Safeway Inc.	9,218		Cost	
225 shs Scotts Miracle Group	9,520	9,520	Cost	14,000
400 shs Vodafone Group	9,149	9,956	Cost	15,724
300 shs Walgreen Co.	10,085	5,042	Cost	8,616
300 shs Waste MGMT	9,748	9,748	Cost	13,461
2500 shs Healthcare Trust of Amer RE	25,000		Cost	
280 shs Textainer Group	9,985	9,985	Cost	11,262
290 shs AT&T	9,923	9,923	Cost	10,196
215 shs Dupont	10,009	10,009	Cost	13,969
180 shs Express Scripts	9,936	9,936	Cost	12,643

**Federal Statements**

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
470 shs General Electric	\$ 9,954		Cost	\$ 13,174
230 shs IAC Interactive	9,916		Cost	15,790
60 shs IBM	10,578		Cost	11,254
125 shs L3 Communications	9,870		Cost	13,358
130 shs Mead Johnson Nut	9,717		Cost	10,889
140 shs Norfolk Southern	9,945		Cost	12,996
370 shs Pfizer	9,911		Cost	11,333
450 shs Southern Co	19,837		Cost	18,500
250 shs Teva Pharmaceutical	9,351		Cost	10,020
520 shs Ishares Emerging Mkts	25,255		Cost	25,366
540 shs Ishares MSCI Emerging Mkts	24,977		Cost	25,731
<b>Total</b>	<b>\$ 8,547,607</b>	<b>\$ 9,479,426</b>		<b>\$ 10,764,242</b>

**Statement 7 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments**

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Rental Property	\$ 510,000	\$ 510,000	\$	\$ 650,000
<b>Total</b>	<b>\$ 510,000</b>	<b>\$ 510,000</b>	<b>\$ 0</b>	<b>\$ 650,000</b>

**Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
John Hancock Venture III nonqual ann	\$ 300,000		Cost	\$
Pacific Life Variable Nonqual annuit	300,000		Cost	
<b>Total</b>	<b>\$ 600,000</b>	<b>\$ 0</b>		<b>\$ 0</b>