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

OMB No. 1545-0052

2013

SCANNED MAY 23 2014

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

Name of foundation: THE JOULLIAN FOUNDATION, INC.	A Employer identification number: 73-1463646
Number and street (or P O box number if mail is not delivered to street address): 9800 NORTH OKLAHOMA AVENUE — Room/suite:	B Telephone number (see the instructions): (405) 748-9400
City or town, state or province, country, and ZIP or foreign postal code: OKLAHOMA CITY OK 73114-7406	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 ► ☐
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, column (c), line 16) ► $ 2,242,716. — 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	(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 (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	572.	572.		
	4 Dividends and interest from securities	69,022.	68,257.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	53,542.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 502,536.				
	7 Capital gain net income (from Part IV, line 2)		53,542.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	123,136.	122,371.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	50,719.	2,596.		48,123.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	3,975.	1,987.		1,988.
	c Other prof fees (attach sch) Attm. 3				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt Attm. 1	1,692.	618.		83.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt Attm. 1	5,065.	5,024.		
	24 Total operating and administrative expenses. Add lines 13 through 23	61,451.	10,225.		50,194.
	25 Contributions, gifts, grants paid	17,500.			17,500.
	26 Total expenses and disbursements. Add lines 24 and 25	78,951.	10,225.		67,694.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	44,185.			
	b Net investment income (if negative, enter -0-)		112,146.		
	c Adjusted net income (if negative, enter -0-)			0.	

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0301 10/18/13 Form 990-PF (2013)

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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	9,184.	15,673.	15,673.
	2 Savings and temporary cash investments	71,077.	267,601.	267,601.
	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 sch) ►			
	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) Attm. 4.	1,148,450.	1,036,607.	1,370,348.
	c Investments — corporate bonds (attach schedule) Attm. 5.	629,130.	581,973.	589,094.
	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)	1,857,841.	1,901,854.	2,242,716.
LIABILITIES	17 Accounts payable and accrued expenses	121.	-51.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	121.	-51.	
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 ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,857,720.	1,901,905.	
	30 **Total net assets or fund balances** (see instructions)	1,857,720.	1,901,905.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,857,841.	1,901,854.	

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	1,857,720.
2	Enter amount from Part I, line 27a	2	44,185.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,901,905.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,901,905.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	WAMU LITIGATION PROCEEDS	P	Various	11/01/13
b	405.186 SH JPM LARGE CAP GROWTH FD	P	04/11/11	01/09/13
c	100 SH ISHARES RUSSELL MIDCAP INDEX FUND	P	09/18/08	01/09/13
d	20000 SH BNP DELTA ONE MSCI WORLD	P	05/25/12	06/14/13
e	See Columns (a) thru (d) Attm. 1 & 2			

	(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	88.		0.	88.
b	10,000.		8,825.	1,175.
c	11,641.		8,818.	2,823.
d	25,200.		20,000.	5,200.
e	See Columns (e) thru (h)		411,351.	44,256.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	88.
b				1,175.
c				2,823.
d				5,200.
e	See Columns (i) thru (l) Attm. 2 & 3	0.	0.	44,256.

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	53,542.
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	-4,720.

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 (column (b) divided by column (c))
2012	87,506.	1,948,523.	0.044909
2011	165,155.	2,028,942.	0.081400
2010	162,244.	2,090,511.	0.077610
2009	152,860.	1,891,222.	0.080826
2008	98,201.	2,229,956.	0.044037

2	**Total** of line 1, column (d)	2	0.328782
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	0.065756
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,093,347.
5	Multiply line 4 by line 3	5	137,650.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,121.
7	Add lines 5 and 6	7	138,771.
8	Enter qualifying distributions from Part XII, line 4	8	67,694.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a 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 instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	2,243.
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	2,243.
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	2,243.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 1,132.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	1,132.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	0.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,111.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
*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?	1 c		X
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? *If 'Yes,' attach a detailed description of the activities.*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK - Oklahoma			
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*	8 b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	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		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?	13	X	

Website address ► N/A

14 The books are in care of ► MARION STORY Telephone no. ► (405) 748-9217

Located at ► 9800 NORTH OKLAHOMA AVENUE OKLAHOMA CITY OK ZIP + 4 ► 73114-7406

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 |

		Line	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		X
	See the 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.

		Line	Yes	No
1 a	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 instructions)?	1 b		X
	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?	1 c		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? ☐ 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.)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20 __ , 20 __ , 20 __ , 20 __ .			
3 a	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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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** N/A

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? N/A ☐ Yes ☐ No

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

6 a 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: X

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

7 a 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** N/A

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
MARION J. STORY 9800 NORTH OKLAHOMA AVENUE OKLAHOMA CITY OK 73114-7406	PRESIDENT 30.00	49,519.	0.	0.
E. CAREY JOULLIAN IV 9800 NORTH OKLAHOMA AVENUE OKLAHOMA CITY OK 73114-7406	VICE PRESIDENT 1.00	0.	0.	0.
LETITIA R. JOULLIAN 9800 NORTH OKLAHOMA AVENUE OKLAHOMA CITTY OK 73114-7406	SECRETARY 1.00	0.	0.	0.
ALICE B. MEARES 9800 NORTH OKLAHOMA AVENUE OKLAHOMA CITY OK 73114-7406	ASSISTANT SEC/TREAS. 3.00	1,200.	0.	0.

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 ► None

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 ▶		None

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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	2,005,073.
b	Average of monthly cash balances	1b	120,152.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,125,225.
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	2,125,225.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	31,878.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,093,347.
6	**Minimum investment return.** Enter 5% of line 5	6	104,667.

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	104,667.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,243.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,243.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	102,424.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	102,424.
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	102,424.

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	67,694.
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	
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	67,694.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	67,694.

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					102,424.
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	59,139.				
c From 2010	58,638.				
d From 2011	64,482.				
e From 2012					
f **Total** of lines 3a through e		182,259.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 67,694.					
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					67,694.
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).)*		34,730.			34,730.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		147,529.			
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					
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					0.
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)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		147,529.			
10 Analysis of line 9:					
a Excess from 2009	24,409.				
b Excess from 2010	58,638.				
c Excess from 2011	64,482.				
d Excess from 2012	0.				
e Excess from 2013	0.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

LETITIA R. JOULLIAN

See Information Regarding Foundation Managers Attm. 3

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 of the person to whom applications should be addressed:

MARION JOULLIAN STORY
9800 NORTH OKLAHOMA AVENUE
OKLAHOMA CITY OK 73114-7406 (405) 748-9400

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

WRITTEN REQUESTS, INCLUDING EXEMPT PURPOSE, INFORMATION ABOUT THE ORGANIZATION AND PROOF OF EXEMPT STATUS UNDER SECTION 501(C)(3)

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.

LIMITED TO 501(C)(3) ORGANIZATIONS

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*				
THE NATURE CONSERVANCY 1001 NW 63RD STREET, SUITE 260 OKLAHOMA CITY OK 73116	N/A	N/A	GENERAL DONATION	1,000.
YMCA OF GREATER OKLAHOMA CITY 500 NORTH BROADWAY, SUITE 500 OKLAHOMA CITY OK 73102	N/A	N/A	GENERAL DONATION	1,500.
OKLAHOMA CENTENNIAL HORSE SHOW P.O. BOX 30426 EDMOND OK 73003	N/A	N/A	GENERAL DONATION	5,000.
THE COLONIAL WILLAMSBURG FOUNDATION PO BOX 1776 WILLIAMSBURG VA 23187	N/A	N/A	GENERAL DONATION	10,000.
Total . . . . . . ► **3a**				17,500.
***b** Approved for future payment* N/A				
Total . . . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	572.	
4 Dividends and interest from securities			14	69,022.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	53,542.	
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)				123,136.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 123,136.

(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.)
	N/A

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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
	N/A		

2 a 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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: X [signature] Date: 5/8/2014 Title: VPresident

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ERIC F. PERCIVAL	[signature]	5-6-14		P00295636

Firm's name ► HSPG AND ASSOCIATES, PC Firm's EIN ► 20-5861398

Firm's address ► 5400 NORTH GRAND BLVD STE 330 OKLAHOMA CITY OK 73112 Phone no. (405) 844-9995

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2013

Name	Employer Identification Number
THE JOULLIAN FOUNDATION, INC.	73-1463646

Asset Information:

Description of Property: WAMU-LITIGATION PROCEEDS
Date Acquired: Various How Acquired: Purchased
Date Sold: 11/01/13 Name of Buyer:
Sales Price: 88. Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): 88. Accumulation Depreciation:

Description of Property: 405.186 SH JPM LARGE CAP GROWTH FD
Date Acquired: 04/11/11 How Acquired: Purchased
Date Sold: 01/09/13 Name of Buyer:
Sales Price: 10,000. Cost or other basis (do not reduce by depreciation): 8,825.
Sales Expense: Valuation Method:
Total Gain (Loss): 1,175. Accumulation Depreciation:

Description of Property: 100 SH ISHARES RUSSELL MIDCAP INDEX FUND
Date Acquired: 09/18/08 How Acquired: Purchased
Date Sold: 01/09/13 Name of Buyer:
Sales Price: 11,641. Cost or other basis (do not reduce by depreciation): 8,818.
Sales Expense: Valuation Method:
Total Gain (Loss): 2,823. Accumulation Depreciation:

Description of Property: 20000 SH BNP DELTA ONE MSCI WORLD
Date Acquired: 05/25/12 How Acquired: Purchased
Date Sold: 06/14/13 Name of Buyer:
Sales Price: 25,200. Cost or other basis (do not reduce by depreciation): 20,000.
Sales Expense: Valuation Method:
Total Gain (Loss): 5,200. Accumulation Depreciation:

Description of Property: 775.494 SH JPM US LARGE CAP CORE PLUS FD
Date Acquired: 02/06/07 How Acquired: Purchased
Date Sold: 06/14/13 Name of Buyer:
Sales Price: 20,000. Cost or other basis (do not reduce by depreciation): 14,990.
Sales Expense: Valuation Method:
Total Gain (Loss): 5,010. Accumulation Depreciation:

Description of Property: 20000 SH DB DELTA ONE MSCI WORLD TR
Date Acquired: 06/01/12 How Acquired: Purchased
Date Sold: 06/19/13 Name of Buyer:
Sales Price: 25,978. Cost or other basis (do not reduce by depreciation): 20,000.
Sales Expense: Valuation Method:
Total Gain (Loss): 5,978. Accumulation Depreciation:

Description of Property: 415 SH ISHARES MSCI CHINA INDEX FD
Date Acquired: Various How Acquired: Purchased
Date Sold: 07/10/13 Name of Buyer:
Sales Price: 16,785. Cost or other basis (do not reduce by depreciation): 20,201.
Sales Expense: Valuation Method:
Total Gain (Loss): -3,416. Accumulation Depreciation:

Description of Property: See Net Gain or Loss from Sale of Assets
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Form 990-PF, Part I, Lines 6a
Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . . . 1824.74 SH JPM INTL CURRENCY INCOME FD
Business Code . Exclusion Code. . . . 18
Date Acquired . . 11/25/09 How Acquired . Purchased
Date Sold . . . . 07/22/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 20,255. Cost or other basis (do not reduce by depreciation) . . 19,920.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 335. Accumulated Depreciation . . . .

Description of Property . . . . . . 225 SH VANGUARD FTSE EMERGING MARKETS ETF
Business Code . Exclusion Code. . . . 18
Date Acquired . . 02/05/13 How Acquired . Purchased
Date Sold . . . . 08/13/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 9,013. Cost or other basis (do not reduce by depreciation) . . 10,010.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -997. Accumulated Depreciation . . . .

Description of Property . . . . . . 481 SH VANGUARD FTSE EMERGING MARKETS ETF
Business Code . Exclusion Code. . . . 18
Date Acquired . . 09/09/10 How Acquired . Purchased
Date Sold . . . . 08/28/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 19,269. Cost or other basis (do not reduce by depreciation) . . 20,578.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -1,309. Accumulated Depreciation . . . .

Description of Property . . . . . . 20000 SH BARC BREN ASIA BASKET
Business Code . Exclusion Code. . . . 18
Date Acquired . . 08/03/12 How Acquired . Purchased
Date Sold . . . . 08/21/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 22,800. Cost or other basis (do not reduce by depreciation) . . 20,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 2,800. Accumulated Depreciation . . . .

Description of Property . . . . . . 20000 SH CS BREN EAFE
Business Code . Exclusion Code. . . . 18
Date Acquired . . 08/10/12 How Acquired . Purchased
Date Sold . . . . 08/28/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 23,840. Cost or other basis (do not reduce by depreciation) . . 20,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,840. Accumulated Depreciation . . . .

Description of Property . . . . . . 30000 SH UBS CONT BUFF EQ
Business Code . Exclusion Code. . . . 18
Date Acquired . . 08/17/12 How Acquired . Purchased
Date Sold . . . . 09/05/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 34,500. Cost or other basis (do not reduce by depreciation) . . 30,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 4,500. Accumulated Depreciation . . . .

Form 990-PF, Part I, Lines 6a — Continued

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . . . 324.044 SH DREYFUS EMG MKT DEBT
Business Code . ______ Exclusion Code. . . . 18
Date Acquired . . 01/09/13 How Acquired . Purchased
Date Sold . . . . 09/11/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 4,491. Cost or other basis (do not reduce by depreciation) . . 5,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -509. Accumulated Depreciation . . . .

Description of Property . . . . . . 1626.901 SH DREYFUS EMG MKTS DEBT
Business Code . ______ Exclusion Code. . . . 18
Date Acquired . . 11/12/10 How Acquired . Purchased
Date Sold . . . . 09/11/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 22,549. Cost or other basis (do not reduce by depreciation) . . 24,274.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -1,725. Accumulated Depreciation . . . .

Description of Property . . . . . . 20000 SH CS BREN ASIA BASKET
Business Code . ______ Exclusion Code. . . . 18
Date Acquired . . 08/31/12 How Acquired . Purchased
Date Sold . . . . 09/18/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 23,000. Cost or other basis (do not reduce by depreciation) . . 20,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,000. Accumulated Depreciation . . . .

Description of Property . . . . . . 20000 SH JPM BREN EAFE
Business Code . ______ Exclusion Code. . . . 18
Date Acquired . . 10/05/12 How Acquired . Purchased
Date Sold . . . . 10/23/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 23,580. Cost or other basis (do not reduce by depreciation) . . 20,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,580. Accumulated Depreciation . . . .

Description of Property . . . . . . 125 SH SPDR S&P 500 ETF TRUST
Business Code . ______ Exclusion Code. . . . 18
Date Acquired . . 10/19/12 How Acquired . Purchased
Date Sold . . . . 10/30/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 22,039. Cost or other basis (do not reduce by depreciation) . . 18,113.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,926. Accumulated Depreciation . . . .

Description of Property . . . . . . 20000 SH GS CONT BUFF EQ SPX
Business Code . ______ Exclusion Code. . . . 18
Date Acquired . . 10/26/12 How Acquired . Purchased
Date Sold . . . . 11/14/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 23,000. Cost or other basis (do not reduce by depreciation) . . 20,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,000. Accumulated Depreciation . . . .

Form 990-PF, Part I, Lines 6a Continued
Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . . . 15000 SH GS 95% PP CMIT BASKET
Business Code . Exclusion Code. . . . 18
Date Acquired . . 11/11/11 How Acquired . Purchased
Date Sold . . . . 11/18/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 14,250. Cost or other basis (do not reduce by depreciation) . . 15,733.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -1,483. Accumulated Depreciation . . . .

Description of Property . . . . . . 20000 SH GS BREN EAFE
Business Code . Exclusion Code. . . . 18
Date Acquired . . 11/02/12 How Acquired . Purchased
Date Sold . . . . 11/20/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 23,308. Cost or other basis (do not reduce by depreciation) . . 20,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,308. Accumulated Depreciation . . . .

Description of Property . . . . . . 20000 SH GS CONT BUFF EQ SPX
Business Code . Exclusion Code. . . . 18
Date Acquired . . 12/07/12 How Acquired . Purchased
Date Sold . . . . 12/26/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 23,000. Cost or other basis (do not reduce by depreciation) . . 20,000.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,000. Accumulated Depreciation . . . .

Description of Property . . . . . . 15000 SH BARC 93% PPN BRIC BASKET
Business Code . Exclusion Code. . . . 18
Date Acquired . . 09/16/11 How Acquired . Purchased
Date Sold . . . . 09/19/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 13,950. Cost or other basis (do not reduce by depreciation) . . 15,638.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -1,688. Accumulated Depreciation . . . .

Description of Property . . . . . . 413.051 SH AMERICAN CENTURY EQUITY INCOME FUND
Business Code . Exclusion Code. . . . 18
Date Acquired . . Various How Acquired . Purchased
Date Sold . . . . 02/05/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 3,404. Cost or other basis (do not reduce by depreciation) . . 3,202.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 202. Accumulated Depreciation . . . .

Description of Property . . . . . . 1407.337 SH AMERICAN CENTURY EQUITY INCOME FUND
Business Code . Exclusion Code. . . . 18
Date Acquired . . Various How Acquired . Purchased
Date Sold . . . . 02/05/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 11,596. Cost or other basis (do not reduce by depreciation) . . 8,232.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,364. Accumulated Depreciation . . . .

Form 990-PF, Part I, Lines 6a Continued

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . . . 1205.992 SH EDGEWOOD GROWTH FUND
Business Code . Exclusion Code. . . . 18
Date Acquired . . Various How Acquired . Purchased
Date Sold . . . . 02/05/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 15,000. Cost or other basis (do not reduce by depreciation) . . 12,161.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 2,839. Accumulated Depreciation . . . .

Description of Property . . . . . . 995.619 SH JPM LARGE CAP GROWTH FUND
Business Code . Exclusion Code. . . . 18
Date Acquired . . Various How Acquired . Purchased
Date Sold . . . . 02/05/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 25,000. Cost or other basis (do not reduce by depreciation) . . 20,997.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 4,003. Accumulated Depreciation . . . .

Description of Property . . . . . . 636.402 SH JPM US LARGE CAP CORE PLUS FD
Business Code . Exclusion Code. . . . 18
Date Acquired . . 02/06/07 How Acquired . Purchased
Date Sold . . . . 02/05/13 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 15,000. Cost or other basis (do not reduce by depreciation) . . 12,302.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 2,698. Accumulated Depreciation . . . .

Underpayment Penalty Statement 2013

► Attach to return

Name	Employer Identification No
THE JOULLIAN FOUNDATION, INC.	73-1463646

'Event'	Date	Amount Due	Amount Paid	Balance Due (Overpayment)	Percent	# of Days	Penalty
Amount Due	05/15/13	282.		282.	3.00	0	
Payment	05/15/13		283.	-1.	3.00		
Amount Due	06/15/13	283.		282.	3.00	4	0.09
Payment	06/19/13		283.	-1.	3.00		
Amount Due	09/15/13	283.		282.	3.00	0	
Payment	09/15/13		283.	-1.	3.00		
Amount Due	12/15/13	283.		282.	3.00	0	
Payment	12/15/13		283.	-1.	3.00		
Date Filed	05/15/14			-1.	3.00		

Total Penalty 0.09

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PAYROLL TAXES	92.	9.		83.
EXCISE TAX	991.			
FOREIGN TAXES	609.	609.		
Total	1,692.	618.		83.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
MISCELLANEOUS	41.			
BANK CHARGES	5,024.	5,024.		
Total	5,065.	5,024.		

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
775.494 SH JPM US LARGE CAP CORE PLUS FD	P	02/06/07	06/14/13
20000 SH DB DELTA ONE MSCI WORLD TR	P	06/01/12	06/19/13
415 SH ISHARES MSCI CHINA INDEX FD	P	Various	07/10/13
1824.74 SH JPM INTL CURRENCY INCOME FD	P	11/25/09	07/22/13
225 SH VANGUARD FTSE EMERGING MARKETS ETF	P	02/05/13	08/13/13
481 SH VANGUARD FTSE EMERGING MARKETS ETF	P	09/09/10	08/28/13
20000 SH BARC BREN ASIA BASKET	P	08/03/12	08/21/13
2000 SH CS BREN EAFE	P	08/10/12	08/28/13
30000 SH UBS CONT BUFF EQ	P	08/17/12	09/05/13
324.044 SH DREYFUS EMG MKT DEBT	P	01/09/13	09/11/13
1626.901 SH DREYFUS EMG MKTS DEBT	P	11/12/10	09/11/13
20000 SH CS BREN ASIA BASKET	P	08/31/12	09/18/13
20000 SH JPM BREN EAFE	P	10/05/12	10/23/13
125 SH SPDR S&P 500 ETF TRUST	P	10/19/12	10/30/13
20000 SH GS CONT BUFF EQ SPX	P	10/26/12	11/14/13
15000 SH GS 95% PP CMIT BASKET	P	11/11/11	11/18/13
20000 SH GS BREN EAFE	P	11/02/12	11/20/13
20000 SH GS CONT BUFF EQ SPX	P	12/07/12	12/26/13
15000 SH BARC 93% PPN BRIC BASKET	P	09/16/11	09/19/13
413.051 SH AMERICAN CENTURY EQUITY INCOME FUND	P	Various	02/05/13
1407.337 SH AMERICAN CENTURY EQUITY INCOME FUND	P	Various	02/05/13
1205.992 SH EDGEWOOD GROWTH FUND	P	Various	02/05/13
995.619 SH JPM LARGE CAP GROWTH FUND	P	Various	02/05/13
636.402 SH JPM US LARGE CAP CORE PLUS FD	P	02/06/07	02/05/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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)
20,000.		14,990.	5,010.
25,978.		20,000.	5,978.
16,785.		20,201.	-3,416.
20,255.		19,920.	335.
9,013.		10,010.	-997.
19,269.		20,578.	-1,309.
22,800.		20,000.	2,800.
23,840.		20,000.	3,840.
34,500.		30,000.	4,500.
4,491.		5,000.	-509.
22,549.		24,274.	-1,725.
23,000.		20,000.	3,000.
23,580.		20,000.	3,580.
22,039.		18,113.	3,926.
23,000.		20,000.	3,000.
14,250.		15,733.	-1,483.
23,308.		20,000.	3,308.
23,000.		20,000.	3,000.
13,950.		15,638.	-1,688.
3,404.		3,202.	202.
11,596.		8,232.	3,364.
15,000.		12,161.	2,839.
25,000.		20,997.	4,003.
15,000.		12,302.	2,698.
Total		411,351.	44,256.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			5,010.
			5,978.
			-3,416.
			335.
			-997.
			-1,309.
			2,800.
			3,840.
			4,500.
			-509.
			-1,725.
			3,000.
			3,580.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income **Columns (i) thru (l)** Continued

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			3,926.
			3,000.
			-1,483.
			3,308.
			3,000.
			-1,688.
0.	0.	0.	202.
0.	0.	0.	3,364.
0.	0.	0.	2,839.
0.	0.	0.	4,003.
			2,698.
Total	0.	0.	44,256.

Form 990-PF, Page 10, Part XV, Line 1a
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).)

E. CAREY JOULLIAN
MARION STORY

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KPMG, LLP	TAX PREPARATION	3,975.	1,987.		1,988.
Total		3,975.	1,987.		1,988.

THE JOULLIAN FOUNDATION, INC.
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PAGE 2, PART II, BALANCE SHEETS

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INVESTMENTS - CORPORATE STOCK (LINE 10b)

		(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) End of Year Fair Market Value
5,406	JPM LARGE CAP CORE PLUS FD	124,872	97,580	149,968
3,358	MATHEWS PACIFIC TIGER FUND	68,277	68,278	83,858
970	ISHARES RUSSELL MID. INDEX FD	76,324	67,505	145,481
10,749	AMERICAN CENTURY EQ INCOME FD	68,033	64,172	92,116
2,004	DODGE & COX INT'L STOCK	62,732	87,732	86,269
735	SPDR S&P 500 ETF TRUST	115,191	97,078	135,747
0	VANGUARD EMERGING MARKET ETF	20,577	0	0
2,886	EDGEWOOD GROWTH FUND	45,000	32,839	54,078
2,146	JPM LARGE CAP GROWTH FD-SEL	75,000	45,178	68,207
1,450	JPM TR I MIDCAP CORE-SEL	25,000	25,000	31,381
1,643	ARTISAN INTL VALUE FUND-INV	44,628	44,628	60,419
0	CS BREN EAFE	20,000	0	0
0	GS BREN EAFE	20,000	0	0
1,425	ISHARES MSCI EAFE INDEX FUND	43,785	89,669	95,610
1,885	DELAWARE EMERGING MARKETS FUND	19,031	29,031	30,673
0	GS CONT BUFF EQ SPX 12/26/13	20,000	0	0
0	GS CONT BUFF EQ SPX 11/14/13	20,000	0	0
0	UBS CONT BUFF EQ SPX 09/05/13	30,000	0	0
6,112	CAPITAL PRIVATE CLIENT SVCS	60,000	60,000	72,919
0	JPM BREN EAFE 10/23/13	20,000	0	0
20,000	JPM BREN EAFE 01/10/14	20,000	20,000	23,158
20,000	DB MARKET PLUS SX5E 03/19/14	20,000	20,000	24,017
0	BARC BREN ASIA BASKET 08/21/13	20,000	0	0
0	CS BREN ASIA BASKET 09/18/13	20,000	0	0
0	BNP DELTA ONE MSCI WORLD TR	20,000	0	0
0	DB DELTA ONE MSCI WORLD TR	20,000	0	0
3,613	SIT MUT FDS INC DIVIDENT GROWTH	50,000	50,000	63,800
30,000	SG REN SPX 10/16/14	0	30,000	32,019
20,000	JPM BREN EAFE 02/05/14	0	20,000	22,890
375	VANGUARD FTSE EUROPE ETF	0	21,417	22,050
904	JPM CHINA REGION FD-SEL	0	16,500	19,193
3,169	JPM GLOBAL RES ENH INDEX FD-SEL	0	50,000	56,496
		1,148,450	1,036,607	1,370,348

THE JOULLIAN FOUNDATION, INC.
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PAGE 2, PART II, BALANCE SHEETS

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		(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) End of Year Fair Market Value
INVESTMENTS - CORPORATE BONDS (LINE 10c):				
12,302	JPMORGAN HIGH YIELD BOND FUND	88,519	96,875	98,172
13,392	JPMORGAN SHORT DUR BOND FD	142,620	142,621	145,835
6,124	JPMORGAN TOTAL RETURN FUND	59,576	61,567	60,445
5,888	JPMORGAN STRATEGIC INCOME	68,499	68,499	70,010
8,551	EATON VANCE MUT FDS TR	74,911	74,911	78,587
0	JPMORGAN TR I	32,500	0	0
0	DREYFUS/LAUREL FDS TR	24,273	0	0
3,799	JPMORGAN TR I MLT SC INC	37,500	37,500	39,172
0	JPMORGAN INTL CURRENCY INCOME	19,920	0	0
0	BARC 93% PPN BRIC BASKET	15,406	0	0
0	GS 95% PP CMIT BASKET	15,406	0	0
0	DOUBLELINE FDS TR	50,000	0	0
3,224	JPM TAX AWARE R/R FD	0	32,500	32,113
6,007	DOUBLELINE TOTAL RET BD-I	0	67,500	64,760
		629,130	581,973	589,094