Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
THE CUESTA FOUNDATION INC

A Employer identification number
73-6091550

Number and street (or P O box number if mail is not delivered to street address)
2932 NW 122ND STREET
ROOM/SUITE D

Room/suite

B Telephone number (see instructions)
(405) 755-5571

City or town, state or province, country, and ZIP or foreign postal code
OKLAHOMA CITY, OK 731201955

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, col. (c), line 16)* ▶$ 3,847,191

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))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	61,299	61,299		
	5a	Gross rents				
	b	Net rental income or (loss) ____________				
	6a	Net gain or (loss) from sale of assets not on line 10	162,113			
	b	Gross sales price for all assets on line 6a 3,356,555				
	7	Capital gain net income (from Part IV, line 2) . . .		162,744		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-90			
	12	**Total.** Add lines 1 through 11	223,322	224,043		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	64,620	51,416		13,204
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6	6		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	906			906
	24	**Total operating and administrative expenses.** Add lines 13 through 23	65,532	51,422		14,110
	25	Contributions, gifts, grants paid	154,500			154,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	220,032	51,422		168,610
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,290			
	b	**Net investment income** (if negative, enter -0-)		172,621		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X

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

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	97,269	187,966	187,966
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,284,624	2,545,969	2,545,969
	c	Investments—corporate bonds (attach schedule)	580,820	58,289	58,289
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,617,498	1,054,861	1,054,861
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	106	106	106
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,580,317	3,847,191	3,847,191
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
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	3,580,317	3,847,191	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,580,317	3,847,191	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,580,317	3,847,191	

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	3,580,317
2	Enter amount from Part I, line 27a	2	3,290
3	Other increases not included in line 2 (itemize) ▶	3	267,056
4	Add lines 1, 2, and 3	4	3,850,663
5	Decreases not included in line 2 (itemize) ▶	5	3,472
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,847,191

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)
1 a	SMITH BARNEY 318-119663-235 ST - SEE	P	2013-01-01	2013-12-31
b	SMITH BARNEY 318-119663-235 LT - SEE	P	2011-11-11	2013-12-31
c	BOKF PRIVATE EQUITY ST - SEE K-1	P	2013-01-01	2013-12-31
d	BOKF PRIVATE EQUITY LT - SEE K-1	P	2011-12-15	2013-12-31
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	1,287,202		1,264,500	22,702
b	2,069,353		1,928,600	140,753
c			389	-389
d			322	-322
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
a				22,702
b				140,753
c				-389
d				-322
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	**2**	162,744
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**	22,313

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (col (b) divided by col (c))
2012	132,390	3,427,442	0 038626
2011	65,315	3,472,144	0 018811
2010	166,450	3,304,808	0 050366
2009	274,591	3,089,705	0 088873
2008	256,627	4,393,071	0 058416

2	**Total** of line 1, column (d).	**2**	0 255092
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 051018
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	**4**	3,633,815
5	Multiply line 4 by line 3.	**5**	185,390
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	1,726
7	Add lines 5 and 6.	**7**	187,116
8	Enter qualifying distributions from Part XII, line 4.	**8**	168,610

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ___________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	**1**	3,452
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	**2**	
3	Add lines 1 and 2	**3**	3,452
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	**4**	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	**5**	3,452
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 2,881		
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**	2,881
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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**	571
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	**10**	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	**11**	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶N/A

14 The books are in care of ▶FOUNDATION MANAGEMENT INC Telephone no ▶(405) 755-5571

Located at ▶2932 NW 122 SUITE D OKLAHOMA CITY OK ZIP+4 ▶731201955

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ▶ **15**

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,504,594
b	Average of monthly cash balances	1b	184,452
c	Fair market value of all other assets (see instructions)	1c	106
d	**Total** (add lines 1a, b, and c)	1d	3,689,152
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	3,689,152
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,337
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,633,815
6	**Minimum investment return.** Enter 5% of line 5	6	181,691

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	181,691
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,452		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,452
3	Distributable amount before adjustments Subtract line 2c from line 1			3	178,239
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	178,239
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	178,239

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	168,610
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	168,610
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	168,610

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				178,239
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			167,793	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 168,610				
a Applied to 2012, but not more than line 2a			167,793	
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.				817
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				177,422
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

CUESTA FOUNDATION
C/O FOUNDATION MANAGEMENT INC
2932 NW 122ND STREET SUITE D
OKLAHOMA CITY, OK 731201955
(405) 755-5571

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

ONLINE GRANT APPLICATION AVAILABLE AT WWW FOUNDATIONMANAGEMENTINC COM/FOUNDATIONS/

c Any submission deadlines

JULY 15

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				154,500
b *Approved for future payment*				
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					
4 Dividends and interest from securities			14	61,299	
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	162,744	-631
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue **a** LOSSES FROM K-1					-90
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				224,043	-721

13 Total. Add line 12, columns (b), (d), and (e) **13** 223,322

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** 2014-10-24 ******

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ELLAN WRIGHT		2014-11-13		P00112450

Firm's name ▶ COLE & REED PC

Firm's EIN ▶ 73-1312422

Firm's address ▶ 531 COUCH DR OKLAHOMA CITY, OK 731022251

Phone no (405) 239-7961

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ARLINE OLIPHANT 2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120	TRUSTEE 1 00	0	0	0
ERIC OLIPHANT 2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120	TRUSTEE, PRE 1 00	0	0	0
GREG OLIPHANT 2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120	TRUSTEE, VP 1 00	0	0	0
THOMAS OLIPHANT 2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120	TRUSTEE 1 00	0	0	0
JAMIE OLIPHANT 2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120	TRUSTEE 1 00	0	0	0
KARI KOSTER 2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120	SECRETARY 1 00	0	0	0
SHERRIE SCHROEDER 2932 NW 122ND ST SUITE D OKLAHOMA CITY, OK 73120	TREASURER 1 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ADVANTAGE LAFORTUNE PARK TENNIS 5302 S HUDSON TULSA, OK 74135	NONE	501C3	DISCRETIONARY GRANT - UNRESTRICTED	1,500
ARTS & HUMANITIES COUNCIL OF TULSA 2210 S MAIN TULSA, OK 74114	NONE	501C3	CAMPAIGN FOR THE HARDESTY ARTS CENTE	10,000
CENTER FOR INDIVIDUALS PHYSICAL CHA 815 S UTICA TULSA, OK 74104		501C3	REHABILITATIVE FITNESS	5,000
CHILD ABUSE NETWORK 2829 S SHERIDAN AVE TULSA, OK 74129	NONE	501C3	CHILD ABUSE MULTIDISCIPLINARY TEAM	2,500
COUNSELING AND RECOVERY SERVICES 7010 S YALE 215 TULSA, OK 74012		501(C)(3)	CALM CENTER	3,500
CROSSTOWN LEARNING CENTER 2501 E ARCHER ST TULSA, OK 74110	NONE	501C3	UNRESTRICTED GIFT FOR OPERATING EXP	20,000
CROSSTOWN LEARNING CENTER 2501 E ARCHER ST TULSA, OK 74110	NONE	501C3	DISCRETIONARY GRANT- OLD BAGS SCHOLA	2,500
DOMESTIC VIOLENCE INTERVENTION SERV 4300 S HARVARD AVE TULSA, OK 74135	NONE	501C3	UNRESTRICTED GIFT FOR OPERATIONS	3,500
FAMILY & CHILDREN'S SERVICES INC 650 S PEORIA TULSA, OK 74120		501C3	UNRESTRICTED	3,000
FIRST PERSON CARE CLINIC 1200 S 4TH ST LAS VEGAS, NV 89104		501C3	DISCRETIONARY - OPERATIONAL SUPPORT	5,000
IRON GATE AT TRINITY INC 501 S CINCINNATI AVE TULSA, OK 74104	NONE	501C3	FEEDING HUNGRY FAMILIES	5,000
LIVING ARTS 307 E BRADY ST TULSA, OK 74120		501C3	DISCRETIONARY - WARD BUILDING PROJEC	10,000
OKLAHOMA AQUARIUM FOUNDATION PO BOX 910 JENKS, OK 74037	NONE	501C3	SEA TURTLE EXPERIENCE EXHIBIT	10,000
OKLAHOMA CENTENNIAL BOTANICAL GARDE 2 WEST 6TH STREET TULSA, OK 74119	NONE	501C3	DISCRETIONARY GRANT - FUNDS DRIVE	1,500
OKLAHOMA CENTER FOR NONPROFITS 1145 S UTICA AVE TULSA, OK 74014	NONE	501C3	TULSA CAPACITY BLDG PROGRAM	5,000
Total . . . . ▶ **3a**				154,500

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PLANNED PARENTHOOD OF AR AND OK 1171 7TH ST DES MOINES, IA 50314		501C3	HEALTH SERVICES FOR LOW-INCOME WOMEN	2,500
PLOWSHARES INSTITUTE PO BOX 243 SIMSBURY, CT 06070	NONE	501C3	PEACE THROUGH YOUTH	10,000
TULSA ADVOCATES FOR PROTECTION CHIL PO BOX 14044 TULSA, OK 74159		501C3	LAURA DESTER SHELTER GENERAL SUPPORT	3,500
TULSA CHILDRENS MUSEUM PO BOX 701620 TULSA, OK 74170	NONE	501C3	SUPPORT FOR GALA	2,500
TULSA CHILDRENS MUSEUM PO BOX 701620 TULSA, OK 74170	NONE	501C3	UNRESTRICTED GIFT FOR OPERATING EXP	10,000
TULSA DAY CENTER FOR THE HOMELESS 415 WEST ARCHER TULSA, OK 74103	NONE	501C3	EVICTION PREVENTION PROGRAM	5,000
TULSA ZOO FRIENDS INC 6421 EAST 36TH STREET NOR TULSA, OK 74115	NONE	501C3	DISCRETIONARY - WALTZ ON THE WILD	7,000
TULSA ZOO FRIENDS INC 6421 EAST 36TH STREET NOR TULSA, OK 74115	NONE	501C3	AFRICAN PLAINS RHINOS EXHIBIT	10,000
UNIVERSITY OF TULSA FOUNDATION 800 S TUCKER DR TULSA, OK 74104	NONE	501C3	OLIPHANT HALL ENDOWMENT	10,000
UNIVERSITY OF TULSA FOUNDATION 800 S TUCKER DR TULSA, OK 74104	NONE	501C3	A G OLIPHANT PRESIDENTIAL SCHOLARSH	6,000
Total . . . . ▶ **3a**				154,500

TY 2013 Compensation Explanation

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Person Name	Explanation
ARLINE OLIPHANT	
ERIC OLIPHANT	
GREG OLIPHANT	
THOMAS OLIPHANT	
JAMIE OLIPHANT	
KARI KOSTER	
SHERRIE SCHROEDER	

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TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
POWERSHARES ST - SEE K-1	2013-01	PURCHASE	2013-12			36			-36	
POWERSHARES LT - SEE K-1	2012-12	PURCHASE	2013-12			595			-595	

TY 2013 Investments Corporate Bonds Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BOND INVESTMENT	58,289	58,289

TY 2013 Investments Corporate Stock Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SMITH BARNEY - CORPORATE STOCK	2,545,969	2,545,969

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TY 2013 Investments - Other Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BOKF PRIVATE EQUITY LTD PARTNERSHIP	FMV	93,396	93,396
SMITH BARNEY MUTUAL FUNDS	FMV	961,465	961,465

TY 2013 Other Assets Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATIONAL EXPENSE	106	106	106

TY 2013 Other Decreases Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Description	Amount
DISALLOWED LOSSES WASH SALES	3,472

TY 2013 Other Expenses Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INSURANCE	761			761
MEETING EXPENSE	126			126
OFFICE EXPENSE	19			19

TY 2013 Other Income Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LOSSES FROM K-1	-90		

TY 2013 Other Increases Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Description	Amount
UNREALIZED GAINS/LOSS ON INVESTMENTS	267,056

TY 2013 Other Professional Fees Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	20,004	8,000		12,004
PORTFOLIO MANAGEMENT FEES	43,416	43,416		
OTHER PROFESSIONAL FEES	1,200			1,200

TY 2013 Taxes Schedule

Name: THE CUESTA FOUNDATION INC

EIN: 73-6091550

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES & ADR FEES	6	6		

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
A G C O CORP	11/11/11	12/18/13	13.000	$741.01	$602.94	$138.07	
ALASKA AIR GROUP INCORPORATED	11/11/11	12/03/13	1.000	75.42	33.85	41.57	
	12/19/11	12/03/13	4.000	301.66	149.30	152.36	
	06/22/12	12/03/13	8.000	603.33	290.00	313.33	
AMAZON COM INC	11/11/11	12/02/13	2.000	781.85	433.65	348.20	
	11/11/11	12/30/13	2.000	785.94	433.65	352.29	
APPLE INC	11/11/11	12/19/13	3.000	1,633.58	1,148.86	484.72	
	11/11/11	12/19/13	1.000	544.79	382.96	161.83	
	11/11/11	12/19/13	1.000	544.80	382.96	161.84	
BOB EVANS FARMS INC	07/23/12	12/05/13	3.000	152.16	114.47	37.69	
CASEY'S GENERAL STORES INC	10/16/12	12/18/13	3.000	215.58	150.99	64.59	
	11/16/12	12/18/13	7.000	503.01	325.80	177.21	
CH ROBINSON WORLDWIDE INC NEW	02/27/12	12/19/13	12.000	676.97	805.27	(128.30)	
	11/25/11	12/20/13	3.000	170.17	204.17	(34.00)	H
	11/25/11	12/20/13	1.000	56.72	68.05	(11.33)	H
	12/11/11	12/20/13	8.000	453.79	550.80	(97.01)	H
	12/11/11	12/20/13	1.000	56.72	68.85	(12.13)	H
	12/19/11	12/20/13	4.000	226.89	261.83	(34.94)	H

Account Detail

Select UMA Active Assets Account
318-119663-235

CUESTA FOUNDATION, INC.
C/O FOUNDATION MANAGEMENT, INC

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	01/02/12	12/20/13	1.000	56.72	65.06	(8.34)	H
	02/09/12	12/20/13	3.000	170.17	188.92	(18.75)	H
	02/09/12	12/20/13	1.000	56.72	63.53	(6.81)	H
	02/27/12	12/20/13	1.000	56.73	66.36	(9.63)	H
Basis Adjustment Due To Wash Sale: $164.61							
CHEMTURA CORP COM NEW	11/20/12	12/18/13	19.000	509.05	371.37	137.68	
	11/20/12	12/23/13	32.000	883.59	625.47	258.12	
COBALT INTL ENERGY	12/19/11	12/02/13	7.000	129.43	70.91	58.52	
	04/19/12	12/02/13	7.000	129.42	188.51	(59.09)	
DUNKIN BRANDS GROUP INC	12/08/11	12/02/13	14.000	680.38	353.59	326.79	
ECOLAB INC	11/11/11	12/16/13	3.000	306.96	167.75	139.21	
FACEBOOK INC CL-A	05/25/12	12/13/13	3.000	157.33	95.12	62.21	
	07/19/12	12/13/13	7.000	367.10	203 68	163.42	
FIRSTMERIT CORPORATION	10/15/12	12/17/13	30.000	656.55	428.43	228.12	
GILEAD SCIENCE	10/04/12	12/10/13	15.000	1,091.17	522.44	568.73	
	10/04/12	12/11/13	8.000	565.80	278.63	287.17	
	10/04/12	12/12/13	10.000	708.24	347.74	360.50	
	10/04/12	12/12/13	1.000	70.82	34.83	35.99	
IAC INTERACTIVECORP COM	11/11/11	12/18/13	8.000	469.36	331.12	138.24	
IDEX CORPORATION DELAWARE	11/11/11	12/12/13	2.000	139.87	71.50	68.37	
L BRANDS INC COM	05/17/12	12/04/13	5.000	317.17	232.64	84.53	
	05/17/12	12/05/13	1.000	62.30	46.53	15.77	
	05/29/12	12/05/13	4.000	249.18	187.39	61.79	
OIL STATES INTL INC	11/11/11	12/04/13	2.000	205.22	146.96	58.26	
	11/17/11	12/04/13	1.000	102.61	69.20	33.41	
	02/09/12	12/04/13	2.000	205.22	169.80	35.42	
PERRIGO CO	07/20/12	12/19/13	1.000	0.01	0.01	0.00	
	07/20/12	12/19/13		155.34	113.64	41.70	
	07/31/12	12/19/13	1.000	0.01	0.01	0.00	
	07/31/12	12/19/13	1.000	0.01	0.01	0.00	
	07/31/12	12/19/13		155.34	113.99	41.35	
	07/31/12	12/19/13		155.34	113.99	41.35	
	08/11/12	12/19/13	1.000	0.01	5.56	(5.55)	H
	08/11/12	12/19/13	1.000	0.01	5.56	(5.55)	H
	08/14/12	12/19/13	1.000	0.01	1.02	(1.01)	H
	08/14/12	12/19/13	1.000	0.01	1.01	(1.00)	H
	09/14/12	12/19/13	4.000	0.04	0.03	0.01	
	09/14/12	12/19/13	1 000	0.01	0 01	0.00	
	09/14/12	12/19/13	1.000	0.01	0.01	0.00	

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	09/14/12	12/19/13	1.000	0.01	0.01	0.00	
	09/14/12	12/19/13		521.36	451.75	169.61	
	09/14/12	12/19/13		155.34	112.93	42.41	
	09/14/12	12/19/13		155.34	112.93	42.41	
	09/14/12	12/19/13		155.34	112.93	42.41	
	09/20/12	12/19/13	2.000	0.02	0.01	0.01	
	09/20/12	12/19/13		310.68	229.60	81.08	
	09/21/12	12/19/13	2.000	0.02	0.01	0.01	
	09/21/12	12/19/13		310.68	231.83	78.85	
Basis Adjustment Due To Wash Sale: $13.11							
PRICELINE.COM INC NEW	11/11/11	12/30/13	1.000	1,150.97	534.67	616.30	
PROSPERITY BANCSHARES	12/15/11	12/06/13	4.000	252.67	154.08	98.59	
	12/19/11	12/06/13	2.000	126.33	75.30	51.03	
	12/19/11	12/13/13	1.000	61.52	37.65	23.87	
RACKSPACE HOSTING INC COM	05/14/12	12/02/13	2.000	78.65	114.38	(35.73)	H
	05/30/12	12/02/13	7.000	275.28	351.97	(76.69)	
	05/30/12	12/02/13	4.000	157.30	201.12	(43.82)	
	05/30/12	12/02/13	4.000	157.30	201.12	(43.82)	
	05/30/12	12/02/13	1.000	39.33	50.28	(10.95)	
	05/31/12	12/02/13	5.000	196.63	243.05	(46.42)	
	05/31/12	12/02/13	1.000	39.32	48.61	(9.29)	
	05/31/12	12/02/13	1.000	39.33	48.61	(9.28)	
	06/27/12	12/02/13	2.000	78.65	88.10	(9.45)	
	06/29/12	12/02/13	3.000	117.96	130.97	(13.01)	
Basis Adjustment Due To Wash Sale: $25.07							
TELEDYNE TECH INC	11/11/11	12/17/13	3.000	268.45	166.08	102.37	
	11/11/11	12/23/13	4.000	365.47	221.44	144.03	
	12/28/11	12/23/13	5.000	456.84	284.10	172.74	
	02/09/12	12/23/13	1.000	91.37	59.96	31.41	
TRAVELERS COMPANIES INC COM	11/11/11	12/09/13	8.000	708.36	466.86	241.50	
TRINITY IND DELAWARE	10/25/12	12/31/13	18.000	988.71	554.18	434.53	
VERISIGN INC	11/11/11	12/12/13	7.000	395.02	232.68	162.34	
Long-Term This Period				**$25,091.90**	**$17,607.94**	**$7,483.96**	
Long-Term Year to Date				**$2,069,353.48**	**$1,928,726.62**	**$140,626.86**	

Account Detail

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ALLIANCE DATA SYSTEMS CORP	07/23/13	12/11/13	2.000	489.65	377.38	112.27	
BAZAARVOICE INC	10/08/13	11/13/13	29.000	266.50	279.11	(12.61)	W
BORG WARNER INC	03/19/13	12/03/13	7.000	731.38	542.25	189.13	
	03/19/13	12/11/13	4.000	425.97	309.86	116.11	
	08/05/13	12/11/13	4.000	425.97	388.72	37.25	
	09/19/13	12/11/13	2.000	212.99	202.26	10.73	
CH ROBINSON WORLDWIDE INC NEW	01/10/13	12/19/13	1.000	56.41	64.38	(7.97)	
	01/10/13	12/19/13	1.000	56.41	64.38	(7.97)	
	01/10/13	12/19/13	1.000	56.41	64.38	(7.97)	
	01/10/13	12/19/13	1.000	56.41	64.38	(7.97)	
	01/14/13	12/19/13	3.000	169.24	193.93	(24.69)	
	01/14/13	12/19/13	2.000	112.84	129.28	(16.44)	
	01/31/13	12/20/13	2.000	113.45	132.95	(19.50)	
	02/06/13	12/20/13	5.000	283.62	301.65	(18.03)	
	02/06/13	12/20/13	2.000	113.45	120.66	(7.21)	
	02/08/13	12/20/13	1.000	56.72	59.73	(3.01)	
	02/08/13	12/20/13	1.000	56.72	59.72	(3.00)	
	03/15/13	12/20/13	10.000	567.24	589.79	(22.55)	
	03/15/13	12/20/13	1.000	56.72	58.92	(2.20)	
	03/15/13	12/20/13	1.000	56.72	58.92	(2.20)	
	03/18/13	12/20/13	8.000	453.79	472.78	(18.99)	
	03/18/13	12/20/13	2.000	113.45	118.22	(4.77)	
	08/14/13	12/20/13	13.000	737.41	723.75	13.66	
	08/14/13	12/20/13	2.000	113.45	111.36	2.09	
CHEMTURA CORP COM NEW	11/13/13	12/23/13	7.000	193.28	167.16	26.12	
DIAGEO PLC SPON ADR NEW	03/06/13	12/05/13	2.000	250.22	241.34	8.88	
	03/08/13	12/05/13	3.000	375.32	357.49	17.83	
FHLMC 30G G07102 3 1/2 8-01-42	08/15/13	12/15/13	22.740	22.74	22.73	0.01	
FIRST HORIZON NATL CORP	05/31/13	12/04/13	23.000	254.14	268.41	(14.27)	
	05/31/13	12/04/13	4.000	44.20	46.69	(2.49)	H
	08/05/13	12/04/13	44.000	486.19	550.77	(64.58)	
	09/19/13	12/04/13	22.000	243.09	248.72	(5.63)	
	11/13/13	12/04/13	31.000	342.55	345.34	(2.79)	
Basis Adjustment Due To Wash Sale: $1.47							
FNMA POOL AJ7689 4.000 12-01-41	08/15/13	12/25/13	18.930	18.93	19.60	(0.67)	
OIL STATES INTL INC	08/05/13	12/04/13	3.000	307.83	278.49	29.34	
	09/19/13	12/04/13	2.000	205.22	209.60	(4.38)	
	11/13/13	12/04/13	2.000	205.23	212.58	(7.35)	
ORIENT CORP COMMON	06/27/12	01/03/13	2.000	171.68	142.04	29.64	

Account Detail

Select UMA Active Assets Account
318-119663-235

CUESTA FOUNDATION, INC.
C/O FOUNDATION MANAGEMENT, INC

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
PERRIGO CO	01/31/13	12/19/13		155.34	105.15	50.19	H
	01/31/13	12/19/13		155.34	105.15	50.19	H
	03/13/13	12/19/13	1.000	0.01	0.01	0.00	
	03/13/13	12/19/13		155.34	118.25	37.09	H
	03/13/13	12/19/13		155.34	118.24	37.10	H
	03/13/13	12/19/13		155.34	117.24	38.10	
	03/15/13	12/19/13	2.000	0.02	0.01	0.01	
	03/15/13	12/19/13	1.000	0.01	0.01	0.00	
	03/15/13	12/19/13		310.67	232.41	78.26	
	03/15/13	12/19/13		155.34	116.18	39.16	
	03/21/13	12/19/13	8.000	0.08	0.06	0.02	
	03/21/13	12/19/13		1,242.71	945.14	297.57	
	07/29/13	12/19/13	1.000	0.01	0.01	0.00	
	07/29/13	12/19/13		155.34	126.24	29.10	
	07/30/13	12/19/13	2.000	0.02	0.02	0.00	
	07/30/13	12/19/13		310.68	254.81	55.87	
	08/02/13	12/19/13	2.000	0.02	0.02	0.00	
	08/02/13	12/19/13	1.000	0.01	0.01	0.00	
	08/02/13	12/19/13		310.68	253.64	57.04	
	08/02/13	12/19/13		155.34	126.82	28.52	
	08/05/13	12/19/13	2.000	0.02	0.02	0.00	
	08/05/13	12/19/13	1.000	0.01	0.01	0.00	
	08/05/13	12/19/13		310.68	254.94	55.74	
	08/05/13	12/19/13		155.34	127.43	27.91	
	11/13/13	12/19/13	1.000	0.01	0.01	0.00	
	11/13/13	12/19/13	1.000	0.01	0.01	0.00	
	11/13/13	12/19/13		155.34	150.32	5.02	
	11/13/13	12/19/13		155.34	150.32	5.02	
Basis Adjustment Due To Wash Sale: $13.11							
PETROFAC LTD LONDON UNSPON ADR	05/15/13	12/05/13	124.000	1,181.15	1,284.64	(103.49)	
	08/05/13	12/05/13	49.000	466.75	478.24	(11.49)	
	09/19/13	12/05/13	44.000	419.12	495.00	(75.88)	
	11/13/13	12/05/13	58.000	552.47	653.08	(100.61)	
PROSPERITY BANCSHARES	11/13/13	12/13/13	10.000	615.16	633.60	(18.44)	
PROTECTIVE LIFE CP	03/12/13	12/05/13	8.000	379.04	280.37	98.67	
	03/12/13	12/05/13	4.000	189.52	140.19	49.33	
	03/12/13	12/05/13	2.000	94.76	70.09	24.67	
QUINTILES TRANSNATIONAL HLDGS	05/10/13	12/11/13	7.000	307.03	294.55	12.48	
SIGNET JEWELERS LIMITED	05/15/13	12/04/13	18.000	1,360.05	1,260.00	100.05	

Account Detail

Select UMA Active Assets Account
318-119663-235

CUESTA FOUNDATION, INC.
C/O FOUNDATION MANAGEMENT, INC

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
TELEDYNE TECH INC	11/13/13	12/23/13	2.000	182.73	176.50	6.23	
WHITING PETROLEUM CORP	02/13/13	12/09/13	3.000	170.87	147.00	23.87	
	05/08/13	12/09/13	1.000	56.96	47.70	9.26	
	05/08/13	12/16/13	3.000	181.09	143.11	37.98	
	05/08/13	12/16/13	3.000	181.09	143.11	37.98	
	05/08/13	12/16/13	1.000	60.33	47.70	12.63	
	07/25/13	12/16/13	1.000	60.32	50.42	9.90	
WOLSELEY PLC JERSEY SPNSRD ADR	12/03/13	12/03/13		3.39	0.00	3.39	Cash in Lieu
Short-Term This Period				**$19,121.58**	**$17,826.35**	**$1,295.23**	
Short-Term Year to Date				**$1,287,201.84**	**$1,267,971.76**	**$19,230.08**	
Net Realized Gain/(Loss) This Period				**$44,213.48**	**$35,434.29**	**$8,779.19**	
Net Realized Gain/(Loss) Year to Date				**$3,356,555.32**	**$3,196,698.38**	**$159,856.94**	

Disallowed Loss Based On Wash Sale Year to Date: $3,471.91

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

H - Wash sale rules apply to this tax lot. The cost basis and acquisition date (trade date) have been adjusted to account for disallowed loss of a related wash sale transaction. The aggregate amount of the basis adjustment is identified in italics under the Security Description.
W - Wash sale rules apply to this realized tax lot. Disallowed loss for covered securities will be reported on Form 1099-B for the current tax year. The aggregate disallowed loss amount is identified in italics under the Security Description. Net Realized Gain/(Loss) for "This Period" and "Year to Date" includes disallowed losses.

MESSAGES

FINRA BrokerCheck
FINRA has established the public disclosure program, known as BrokerCheck, to provide certain information regarding the disciplinary history of FINRA members and their associated persons. The BrokerCheck Hotline Number is 1-800-289-9999. The FINRA web site address is www.finra.org. An investor brochure that includes information describing FINRA BrokerCheck may be obtained from FINRA.
eDelivery Enhancement: Enrollment Flexibility for Statements
It's now your choice - choose to receive printed statements for accounts you select and enjoy the convenience of eDelivery for other accounts that you do not want to receive in the mail. Customize your delivery preferences, account-by-account, for statements and other document types at www.morganstanley.com/online/edelivery or contact your Financial Advisor or Private Wealth Advisor for more information.
Important tax information related to your international securities holdings
You may be eligible to benefit from a reduction of the amount of foreign taxes you pay on dividends on international securities in your account. These taxes are withheld by foreign tax authorities. Contact your Financial Advisor to determine qualification eligibility and requirements.

DJIA 16 639 28 +24 4[illegible] | NASDAQ 4 432 [illegible] | S&P 1 946 18 +0 90

Morgan Stanley

Realized Gain/Loss

For former Smith Barney Clients: Please review both **Realized Gain / Loss** and **CGMI Realized Gain / Loss (Citi-SB)** for Tax Year 2012

Realized Gain/Loss Filter **All Accounts** **2013 Annual**

All Accounts - 2013 Annual

Proceeds $3,358,091 36

Total Cost $3 200 522 00 Adjusted Cost $3 198 108 66 Gain/Loss* +$159 992 70

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Name/Symbol	Quantity	Period / Acquired Date	Sale Date	Unit Cost	Total Cost - Adjusted Cost	Wash Sale Cost Adjust	Proceeds	Wash Sale Loss Disallowed	Gain / Loss - Adjusted Gain / Loss
3M COMPANY [MMM]	22 000			87 49	1,924 82 1,924 82	–	2 287 06	–	362 24
A G C O CORP [AGCO]	45 000			46 38	2 087 10 2,087 10	–	2,533 59	–	446 49
AB ELECTROLOX SPON ADR [ELUXY]	73 000			58 02	4,235 66 4,235 66	–	3,648 46	–	587 20
ABBOTT LABORATORIES [ABT]	15 000			70 62	1,059 23 1,059 23	–	507 29	$551 94	-551 94
ABBVIE INC COM [ABBV]	160 000			31 25	4,999 31 4,999 31	–	5,572 61	–	573 30
ACCENTURE PLC IRELAND CL A [ACN]	8 000			58 92	471 34 471 34	–	581 31	–	109 97 **C**
ACE INA HOLDINGS 5 700 2-15-17	5,000 000			113 09	5,866 32 5,654,72	–	5,736 89	–	-129 43 82 17
ACI WORLDWIDE INC [ACIW]	15 000			30 64	459 60 459 60	–	701 66	–	242 06
ACME PACKET INC [APKT]	62 000			24 78	1,536 11 1,536 11	–	1,814 32	–	278 21
ACTAVIS INC COM	22 000			75 43	1,659 38 1,659 38	–	2 944 32	–	1 284 94
ACTAVIS PLC [ACT]	0 160			188.70	27,95 27 95	–	23 19	–	-4 76
ACTIVISION BLIZZARD INC [ATVI]	38 000			12 83	487 43 487 43	–	488 12	–	0 69
AFC ENTERPRISES INC	77 000			15 70	1,209 00 1 209 00	–	2 648 36	–	1 439 36
AGILENT TECHNOLOGIES [A]	8 000			34 05	272 43 272 43	–	411 35	–	138 92
AIRGAS INC [ARG]	4 000			72 93	291 71 291 71	–	437 95	–	146 24
AKAMAI TECHNOLOGIES INC [AKAM]	20 000			43 70	874 03 874 03	$43 68	695 88	$43 68	-178 15
ALASKA AIR GROUP INCORPORATED [ALK]	29 000			34 99	1,014 67 1 014 67	–	2,133 58	–	1 118 91
ALBEMARLE CORPORATION [ALB]	12 000			53 69	644.28 644 28	–	770 14	–	125 86
ALEXION PHARM INC [ALXN]	26 000			64 28	1 671 28 1,671 28	–	2,430 97	–	759 69
ALLEGIANT TRAVEL CO [ALGT]	19 000			53 30	1,012 78 1,012 78	–	1,945 52	–	932 74

Name/Symbol	Quantity	Period / Acquired Date	Sale Date	Unit Cost	Total Cost - Adjusted Cost	Wash Sale Cost Adjust	Proceeds	Wash Sale Loss Disallowed	Gain / Loss - Adjusted Gain / Loss
ALLERGAN INC [AGN]	34 000			85 17	2,895 56 2,895 56	–	3,449 16	–	553 60
ALLIANCE DATA SYSTEMS CORP [ADS]	12 000			143 62	1 723 39 1,723 39	–	2,873 26	–	1 149 87
ALLIED WORLD ASSUR CO HLDG LTD [AWH]	37 000			60 22	2 228 01 2,228 01	–	3,320 76	–	1 092 75
ALLSTATE CORP [ALL]	9 000			26 66	239 91 239 91	–	474 20	–	234 29
ALTERA CP [ALTR]	46 000			39 07	1,797 41 1,797 41	$81 87	1,492 55	$81 87	304 86
ALTRA HLDGS INC [AIMC]	50 000			16 95	847 42 847 42	–	1 335 56	–	488 14
AMARIN CORP PLC AMERICAN [AMRN]	200 000			7 97	1,593 26 1,593 26	–	332 25	–	-1 261 01
AMAZON COM INC [AMZN]	13 000			216 82	2,818 71 2,818 71	–	4,038 83	–	1 220 12
AMER FINANCIAL GP INC HLDG CO [AFG]	31 000			40 60	1,258 50 1,258 50	–	1,615 71	–	357 21
AMERICAN CAMPUS CMMTYS INC [ACC]	90 000			45 63	4,106 65 4,106 65	–	3,289 24	–	-817 41
AMERICAN TOWER REIT COM [AMT]	72 000			69 15	4,978 72 4,978 72	–	5,151 77	–	173 05
AMERIPRISE FINCL INC [AMP]	10 000			47 02	470 20 470 20	–	666 00	–	195 80 **C**
AMERISOURCEBERGEN CORP [ABC]	60 000			42 24	2,534 47 2,534 47	$8 99	3 409 52	–	875 05
AMERN AXLE & MFG HLDGS INC [AXL]	19 000			19 72	374 70 374 70	–	348 45	$26 25	-26 25 **C,W**
AMETEK INC NEW [AME]	8 000			28,08	224 65 224 65	–	324 53	–	99 88 **C**
AMEX 6 150 8-28-17	5,000 000			111 93	5,769 20 5,596 49	–	5,890 92	–	121 72 294 43
AMPHENOL CORP NEW CL A [APH]	5 000			46 85	234 25 234 25	–	386 30	–	152 05
					Totals	**$3,104.47**	**3,358,091 36**	**$3,471.91**	157,569 36 159,982.70

Short-term Gain Loss Total.	$19,108 22
Short-term Wash Sale Loss Disallowed Total	$1,173.43
Short-term Wash Sale Cost Adjust Total	$1,027.92
Long-term Gain Loss Total	$140,874.48
Long-term Wash Sale Loss Disallowed Total	$2,298 48
Long-term Wash Sale Cost Adjust Total	$2,076 55

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C - Tax lot is covered under cost basis reporting requirements

W - Wash sale rules apply to this tax lot Disallowed loss will be reported on Form 1099-B for the current tax year

H - Wash sale rules apply to this tax lot The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction

Non-covered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

*Securities without cost basis information are not included in gain/loss reporting

The Estimated Gain and Loss information is provided for informational purposes only and may not be relied upon in making any tax, accounting or regulatory filing or report We recommend that you contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return This Estimated Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form) and should not be filed with your taxes The Total Cost, Unit Cost and Proceeds of eligible equity and options transactions with Choice SelectSM pricing do not include commissions paid on your purchases or sales and therefore may not equal the acquisition price or principal amount of the sale Cost basis adjustments for Choice Select Eligible Trades will be reflected in the account shortly after the calendar month-end The figures should be independently verified Estimated Gain and Loss information does not take into account a taxpayer's particular circumstances such as the existence of hedging transactions, constructive sales or marked-to-market pricing adjustments on certain options held at year-end Please note that although Morgan Stanley Smith Barney LLC makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events, including amortization of non-municipal bond premiums, exercise of unlisted stock options, securities deemed to have been sold and simultaneously repurchased; receipt of cash in lieu of fractional shares, or the net effect of wash sales and/or short sales against the box

Important Notice Regarding Pricing of Auction Rate Securities

The following message applies only to holders of Auction Rate Securities Depending on your current holdings this message may/may not be applicable to you

Due to recent market conditions, certain Auction Rate Securities are experiencing no or limited liquidity Therefore, the price(s) for any Auction Rate Securities shown on ClientServ may not reflect the price(s) you would receive upon a sale at auction or in a secondary market transaction There can be no assurance that a successful auction will occur or that a secondary market exists or will develop for a particular security The prices of any Auction Rate Securities on ClientServ are derived from various sources, and may differ from prices provided to us by outside pricing services and/or from our own internal bookkeeping valuations Please contact your Financial Advisor for more information about current conditions in the Auction Rate Securities market.

Morgan Stanley Smith Barney LLC Financial Statement | Morgan Stanley & Co LLC Financial Statement
Co-Browse

Account All Accounts
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