



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation ARTHUR L FUNK AND JOAN A FUNK CHARITABLE FOUNDATION			A Employer identification number 74-2587362	
Number and street (or P O box number if mail is not delivered to street address) 7056 E MAIN STREET			Room/suite	
City or town SCOTTSDALE		State AZ	ZIP code 85251	
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 822,348		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5	5		
	4 Dividends and interest from securities	19,124	19,124		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,192			
	b Gross sales price for all assets on line 6a	146,742			
	7 Capital gain net income (from Part IV, line 2)		15,192	15,192	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	34,321	34,321	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,000			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,710	6,710		
	b Accounting fees (attach schedule)	5,250	2,250	3,000	
	c Other professional fees (attach schedule)	6,051	6,051		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	605			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	121	121		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	27,737	15,132	0	3,000
	25 Contributions, gifts, grants paid	40,000			40,000
	26 Total expenses and disbursements. Add lines 24 and 25	67,737	15,132	0	43,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-33,416			
	b Net investment income (if negative, enter -0-)		19,189		
	c Adjusted net income (if negative, enter -0-)			0	

61424

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	3,461	5,664	5,664
	2	Savings and temporary cash investments	14,118	22,179	22,179
	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)	661,727	591,589	774,715
	c	Investments—corporate bonds (attach schedule)		19,958	19,790
Liabilities	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)	679,306	639,390	822,348
Net Assets or Fund Balances	17	Accounts payable and accrued expenses	6,500		
	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)	6,500	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		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 ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	672,806	639,390	
	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 instructions)	672,806	639,390	
	31	Total liabilities and net assets/fund balances (see instructions)	679,306	639,390	

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	672,806
2	Enter amount from Part I, line 27a	2	-33,416
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	639,390
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	639,390

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a 200 SH WELLS FARGO IX 5 625%			P	4/4/2000	2/4/2013
b 1000 SH H J HEINZ CO			P	4/4/2000	6/10/2013
c 1500 SH INTEL CORP			P	11/25/2003	6/26/2013
d 200 SH INT'L PAPER CO			P	7/11/2000	6/26/2013
e 3208 96 SH DWS GNMA FD INST CS			P	9/5/2012	11/5/2013
(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 5,000				4,760	240
b 50,750				25,460	25,290
c 36,187				44,436	-8,249
d 8,594				6,894	1,700
e 46,211				50,000	-3,789
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a					240
b					25,290
c					-8,249
d					1,700
e					-3,789
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		15,192
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		0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	44,000	794,346	0 055391
2011	24,000	824,931	0 029093
2010	47,000	798,861	0 058834
2009	47,200	715,303	0 065986
2008	47,350	946,529	0 050025

2 Total of line 1, column (d)	2	0 259329
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 051866
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4	8	0

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)

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► Refunded ►

6a		
6b		
6c		
6d		
7		0
8		
9		384
10		0
11		0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file **Form 1120-POL** for this year?

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

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
AZ

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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X
14	The books are in care of ► JAMES D. TROW CPA Located at ► 15830 N. 60TH ST. SCOTTSDALE AZ	Telephone no ► (602) 300-0834 ZIP+4 ► 85254	
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		► <input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> X

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

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

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

Part 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
SYDNEY J KINSELLA 910 CORNISH DR SAN DIEGO, CA 92107	PRES & DIR 2 00	3,000		
JOSEPH WORISCHECK 7056 E MAIN ST SCOTTSDALE, AZ 85251	SEC & DIR 00	0		
JAMES D TROW CPA 15830 N 60TH ST SCOTTSDALE, AZ 85254	TREAS & DIR 2 00	3,000		
BRADLEY KINSELLA 910 CORNISH DR SAN DIEGO, CA 92107	VP & DIR 2 00	3,000		

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 VII 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 grants, grants and other forms of assistance given, conferences convened, grants given to produce, etc.

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	NONE - THE FOUNDATION IS ENGAGED ONLY IN MAKING GRANTS TO OTHER EXEMPT ORGANIZATIONS
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.

1
2

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3

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

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 775,621
b	Average of monthly cash balances	1b 59,092
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 834,713
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	3 834,713
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 12,521
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 822,192
6	Minimum investment return. Enter 5% of line 5	6 41,110

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 41,110
2a	Tax on investment income for 2013 from Part VI, line 5	2a 384
b	Income tax for 2013 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 384
3	Distributable amount before adjustments Subtract line 2c from line 1	3 40,726
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 40,726
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 40,726

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 43,000
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 43,000
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 43,000

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				40,726
2 Undistributed income, if any, as of the end of 2013			0	
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 560				
b From 2009 12,101				
c From 2010 7,245				
d From 2011				
e From 2012 4,494				
f Total of lines 3a through e 24,400				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 43,000				
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 40,726				
e Remaining amount distributed out of corpus 2,274				
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 26,674				
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				
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 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) 560				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 26,114				
10 Analysis of line 9				
a Excess from 2009 12,101				
b Excess from 2010 7,245				
c Excess from 2011				
d Excess from 2012 4,494				
e Excess from 2013 2,274				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years		
	(a) 2013	(b) 2012	(c) 2011	(d) 2010
				(e) Total
				0
				0
				0
				0
				0
				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

NONE

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

NONE

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHILDREN'S HOSPITAL FOUNDATION 3020 CHILDREN'S WAY SAN DIEGO, CA 92123		PC	PECKAM CTR	10,000
NAU FOUNDATION PO BOX 4086 FLAAGSTAFF, AZ 86011		PC	COLLEGE OF EDUCATION	1,000
PHOENIX CHILDREN'S HOSP FOUNDATION 2929 E CAMELBACK RD #122 PHOENIX, AZ 85016		PC	GENERAL SUPPORT	1,500
SCRIPPS HEALTH FOUNDATION PO BOX 2669 LA JOLLA, CA 92038		PC	POLSTER BREAST CTR	20,000
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE LA JOLLA, CA 92093		PC	BIRCH AQUARIUM	2,000
UNIVERSITY OF ARIZONA FOUNDATION 1111 NORTH CHERRY AVE TUCSON, AZ 85721		PC	SCHOLARSHIP CRAD SCHOOL OF BUSINESS	3,000
FRIENDS OF VISTA HILL 8910 CLAREMONT MESA BLVD SAN DIEGO, CA 92123		PC	GENERAL SUPPORT	2,500
Total				► 3a 40,000
b Approved for future payment				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) 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	5
4	Dividends and interest from securities		14	19,124
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		14	15,192
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)		0	34,321
13	Total Add line 12, columns (b), (d), and (e)			34,321

(See worksheet in line 13 instructions to verify calculations)

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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

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.

**Sign
Here**

Signature of officer or trustee

Dat

TREASURER

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

1 Date

Check if

Game's END

Firm's name

Firm's EIN

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount													
Long Term CG Distributions													
Short Term CG Distributions													
Check "X" to include in Part IV													
1	X	200 SH WELLS FARGO IX 562	949792203	FOUNDATION	Purchaser		Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements
2	X	1000 SH H JHEINZ CO		FOUNDATION				4/4/2010	P	2/4/2013	5,000	4,760	
3	X	1500 SH INTEL CORP		FOUNDATION				4/4/2010	P	6/10/2013	50,750	25,460	
4	X	200 SH INT'L PAPER CO		FOUNDATION									
5	X	32028 96 SH DMS GNMA FD IN		FOUNDATION									
Totals								Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Capital Gains/Losses								146,742		131,550		15,192	
Other sales								0		0		0	
Adjustments												Net Gain or Loss	
												240	
												25,290	
												-8,249	
												1,700	
												-3,789	

Part I, Line 16a (990-PF) - Legal Fees

		6,710	6,710	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Joseph Worischeck	6,710	6,710		

Part I, Line 16b (990-PF) - Accounting Fees

		5,250	2,250	0	3,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	JAMES D TROW CPA	5,250	2,250		3,000

Part I, Line 16c (990-PF) - Other Professional Fees

		6,051	6,051	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	AMERICAN ASSET MANAGEMENT	6,051	6,051		

Part I, Line 18 (990-PF) - Taxes

		605	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES	173			
2	TAXES ON INVESTMENT INCOME	432			

Part I, Line 23 (990-PF) - Other Expenses

		121	121	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	BANK SERVICE CHARGES	121	121		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	FMV End of Year
1	AMERICAN STATES WATER	200	2,685	2,685	4,798	5,746	5,746
2	AMERICAN STATES WATER	400	7,154	7,154	9,596	11,492	11,492
3	AQUA AMERICA INC	250	4,901	4,901	5,084	5,898	5,898
4	AT&T INC	400	13,908	13,908	13,484	14,064	14,064
5	BHP BILLITON LTD	200	13,673	13,673	15,684	13,640	13,640
6	NEXTERA ENERGY INC	100	5,724	5,724	6,919	8,562	8,562
7	NEXTERA ENERGY INC	100	5,726	5,726	6,919	8,562	8,562
8	ABB LTD ADR	400	7,236	7,236	8,316	10,624	10,624
9	CANADIAN NATIONAL RAILWAY CO	400	8,020	8,020	18,202	22,808	22,808
10	CHEVRON CORP	200	7,117	7,117	21,628	24,982	24,982
11	CHINA MOBILE LTD ADR	100	2,425	2,425	5,872	5,229	5,229
12	CHINA MOBILE LTD ADR	100	4,859	4,859	5,872	5,229	5,229
13	COCA COLA COMPANY	200	5,295	5,295	7,250	8,262	8,262
14	COCA COLA COMPANY	200	6,700	6,700	7,250	8,262	8,262
15	COLGATE PALMOLIVE CO	600	15,993	15,993	31,362	39,126	39,126
16	CONOCOPHILLIPS	200	12,889	12,889	11,598	14,130	14,130
17	CONOCOPHILLIPS	100	7,310	7,310	5,799	7,065	7,065
18	CONSOLIDATED EDISON INC	200	8,724	8,724	11,108	11,056	11,056
19	CONSOLIDATED EDISON INC	100	5,929	5,929	5,554	5,528	5,528
20	DU PONT DE NEMOURS & CO	600	29,231	29,231	26,987	38,982	38,982
21	EXXON MOBIL CORPORATION	200	16,256	16,256	17,310	20,240	20,240
22	GOLDCORP NEW	100	1,381	1,381	3,670	2,167	2,167
23	GOLDCORP NEW	200	10,388	10,388	7,340	4,334	4,334
24	HALLIBURTON CO	600	19,019	19,019	20,814	30,450	30,450
25	HEINZ H J CO	600	20,015	0	34,608	0	0
26	INTEL CORP	1,000	34,108	0	20,620	0	0
27	INTERNATIONAL PAPER CO	1,000	34,468	27,574	39,840	39,224	39,224
28	JOHNSON & JOHNSON	500	26,344	26,344	35,050	45,795	45,795
29	MICROSOFT CORP	400	10,760	10,760	10,684	14,964	14,964
30	NATIONAL FUEL GAS CO	100	2,846	2,846	5,069	7,140	7,140
31	NATIONAL FUEL GAS CO	100	5,957	5,957	5,069	7,140	7,140
32	NEWMONT MINING CORP	100	4,633	4,633	4,644	2,303	2,303
33	NEWMONT MINING CORP	100	6,684	6,684	4,644	2,303	2,303
34	PIEDMONT NATURAL GAS CO	400	6,463	6,463	12,524	13,264	13,264
35	THE SOUTHERN CO	200	6,336	6,336	8,562	8,222	8,222
36	BRE PROPERTIES INC MD	200	4,451	4,451	10,166	10,942	10,942
37	ISHARES TR BARCLAYS BOND	1,200	101,195	101,195	101,304	101,256	101,256
38	ISHARES TR BARCLAYS TIPS	500	55,815	55,815	60,705	54,950	54,950
39	POWERSHARES EXCH TRAD FD TR	200	4,514	4,514	4,150	5,244	5,244
40	WELLS FARGO IX 5.625%34	200	4,760	0	5,016	0	0
41	ABB LTD ADR	400	7,076	7,076	8,316	10,624	10,624
42	BECKTON DICKINSON & CO	100	7,736	7,736	7,819	11,049	11,049
43	DOVER CORPORATION	100	6,363	6,363	6,571	9,654	9,654
44	GENUINE PARTS CO	100	6,367	6,367	6,358	8,319	8,319
45	HEINZ H J CO	100	5,444	0	5,768	0	0
46	INTEL CORP	500	10,328	0	10,310	0	0

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	FMV
47	MOTORS LIQ CO GUC TRUST	25	0	0	530	530	804
48	PHILLIPS 66	150	0	0	7,965	7,965	11,570
49	DWS GNMA FD INST CL SHRS	3,208	50,000	0	49,405	49,405	0
50	GENERAL MOTORS CLA 16WT	94	0	0	1,755	1,755	2,927
51	GENERAL MOTORS CLB 19WT	94	0	0	1,124	1,124	2,173
52	REALTY INCOME CORP	400	16,521	16,521	16,084	16,084	14,932
53	ABERDEEN ASIA PAC INCM	2,000	0	12,768	0	0	11,520
54	CATERPILLAR INC	200	0	16,754	0	0	18,162
55	GENERAL ELECTRIC COMPANY	400	0	10,541	0	0	11,212
56	GENERAL MOTORS CO	5	0	0	0	0	204
57	QUALCOMM INC	200	0	13,898	0	0	14,850
58	UNITEDHEALTH GROUP INC	100	0	7,450	0	0	7,530

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

Description		Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
1	STARBUCKS CORP 2% 18	2.00%	12/5/2018	0	9,970	0	9,923	
2	WELLPOINT INC 1 875% 18	1.88%	1/15/2018	0	9,988	0	9,867	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SYDNEY J KINSELLA		910 CORNISH DR	SAN DIEGO	CA	92107		PRES & DIR	200	3,000		
2	JOSEPH WORSHECK		7056 E MAIN ST	SCOTTSDALE	AZ	85251		SEC & DIR	000	0		
3	JAMES D TROW CPA		15830 N 60TH ST	SCOTTSDALE	AZ	85254		TREAS & DIR	200	3,000		
4	BRADLEY KINSELLA		910 CORNISH DR	SAN DIEGO	CA	92107		VP & DIR	200	3,000		
										9,000	0	0

PART X MINIMUM INVESTMENT RETURN

Line 1a - Average monthly fair market value of securities:

513,367	534,118	554,526	571,024	581,714	575,469	470,391	498,773	497,356	511,206	533,331	575,692	582,290	538,404
49,405	48,923	48,891	48,859	49,084	47,608	46,293	45,876	45,683	46,036	46,229	-	19,789	1,522
200,304	201,585	196,954	197,201	200,579	196,095	191,933	194,396	190,141	192,540	194,662	192,363	40,222	195,472
763,076	784,626	800,371	817,084	831,377	819,172	708,637	738,985	733,180	749,782	774,222	768,055	794,503	775,621
3,461	3,044	1,876	15,123	11,055	10,138	8,952	7,635	8,671	5,604	4,936	4,214	5,664	6,952
744	894	1,044	1,344	1,494	1,494	1,494	1,795	1,795	2,095	2,245	2,245	2,545	1,598
13,374	12,249	17,907	4,030	3,630	4,979	103,749	194,336	72,087	67,592	66,903	76,576	19634	50,542
17,579	16,187	20,827	20,197	16,029	16,611	114,195	203,766	82,553	75,291	74,084	83,035	27,843	59,092

Line 1b : Average of monthly cash balances:

Category	Sub-Category	Amount
Wells Fargo Bank A/C	Checking	3,461
Wells Fargo Bank A/C	Savings	744
Chas Schwab cash & money funds		13,374
Total cash		17,579