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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation THE KARAKIN FOUNDATION CO ATKINSON & CO		A Employer identification number 75-2692023	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 26867		B Telephone number (see instructions) (505) 843-6492	
City or town, state or province, country, and ZIP or foreign postal code ALBUQUERQUE, NM 87125		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 89,933,453		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	35,694			
	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.	1,745,510	1,745,510		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,020,776			
	b Gross sales price for all assets on line 6a 17,645,168				
	7 Capital gain net income (from Part IV, line 2) . . .		3,020,776		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 74,280				
Operating and Administrative Expenses	b Less Cost of goods sold 41,657				
	c Gross profit or (loss) (attach schedule)	32,623			
	11 Other income (attach schedule)	5,209,271	5,030,815		
	12 Total. Add lines 1 through 11	10,043,874	9,797,101		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	55,623	0		0
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,686	1,310		0
	b Accounting fees (attach schedule)	87,370	16,916		0
	c Other professional fees (attach schedule)	840	0		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	223,481	162,700		0
	19 Depreciation (attach schedule) and depletion . . .	753,172	706,777		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	217,905	203,834		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,342,077	1,091,537		0
	25 Contributions, gifts, grants paid	4,100,667			4,100,667
	26 Total expenses and disbursements. Add lines 24 and 25	5,442,744	1,091,537		4,100,667
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,601,130			
	b Net investment income (if negative, enter -0-)		8,705,564		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,783,776	2,786,360	2,786,360
	2	Savings and temporary cash investments	2,499,795	2,487,206	2,487,206
	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) ▶ _____ 13,000 Less allowance for doubtful accounts ▶ _____ 0	0	13,000	13,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	2,358,939	 2,047,503	1,886,816
	b	Investments—corporate stock (attach schedule)	32,816,645	 38,072,901	64,361,232
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,987,232	 3,347,842	18,125,866
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 289,792	 272,973	 272,973	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	43,736,179	49,027,785	89,933,453	
Liabilities	17	Accounts payable and accrued expenses	3,791	2,037	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	53,199		
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	56,990	2,037	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	43,679,189	49,025,748	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	43,679,189	49,025,748	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	43,736,179	49,027,785	

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 43,679,189
2	Enter amount from Part I, line 27a	2 4,601,130
3	Other increases not included in line 2 (itemize) ▶ _____ 	3 753,171
4	Add lines 1, 2, and 3	4 49,033,490
5	Decreases not included in line 2 (itemize) ▶ _____ 	5 7,742
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 49,025,748

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	PUBLICLY TRADED SECURITIES			
b	CARSON PRIVATE CAPITAL EUROPE FUND LP	P		2013-12-31
c	CPC/HMTF EQUITY FUND V LP	P		2013-12-31
d	FREESTONE SAWMILL PARTNERS LP	P		2013-11-30
e	TALON OIL & GAS LLC	P		2013-12-20

(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 17,617,768		14,613,332	3,004,436
b 2,577		2,577	0
c 7,234		7,372	-138
d		1,111	-1,111
e 17,589			17,589

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			3,004,436
b			0
c			-138
d			-1,111
e			17,589

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	3,020,776
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,105,099	60,981,855	0 050918
2011	2,787,378	55,612,753	0 050121
2010	1,739,613	45,518,101	0 038218
2009	240,000	36,800,479	0 006522
2008	69,500	18,588,634	0 003739

2 Total of line 1, column (d).	2	0 149518
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 029904
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	83,810,742
5 Multiply line 4 by line 3.	5	2,506,276
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	87,056
7 Add lines 5 and 6.	7	2,593,332
8 Enter qualifying distributions from Part XII, line 4.	8	4,100,667

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	87,056
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2.		3	87,056
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	87,056
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	60,784	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.		7	110,784
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	23,728
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 23,728 Refunded ☒		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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JOSEPH B MATTHEWS Telephone no ▶(505) 843-6492 Located at ▶PO BOX 25246 ALBUQUERQUE NM ZIP +4 ▶87125			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
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
JOSEPH B MATTHEWS	PRESIDENT	0	0	0
PO BOX 26867	0 50			
ALBUQUERQUE,NM 871256867				
DOUGLAS D COX	TREASURER	0	0	0
PO BOX 26867	0 50			
ALBUQUERQUE,NM 871256867				
KATE M SOUTHARD	SECRETARY	0	0	0
PO BOX 93367	0 50			
ALBUQUERQUE,NM 871993367				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	57,647,430
b	Average of monthly cash balances.	1b	6,759,841
c	Fair market value of all other assets (see instructions).	1c	20,679,777
d	Total (add lines 1a, b, and c).	1d	85,087,048
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	85,087,048
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,276,306
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	83,810,742
6	Minimum investment return. Enter 5% of line 5.	6	4,190,537

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	4,190,537
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	87,056
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	8,067
c	Add lines 2a and 2b.	2c	95,123
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,095,414
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,095,414
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	4,095,414

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	4,100,667
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,100,667
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	87,056
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,013,611
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				4,095,414
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				121,471
f Total of lines 3a through e.	121,471			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,100,667				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				4,095,414
e Remaining amount distributed out of corpus	5,253			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	126,724			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	126,724			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				121,471
e Excess from 2013.				5,253

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 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			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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))

JOSEPH B MATTHEWS

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 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

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	4,100,667
b Approved for future payment See Additional Data Table				
Total			3b	563,334

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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.

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.

Signature of officer or trustee

2014-11-13

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 STEPHANIE J CATASCA CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00003026	
Firm's name	ATKINSON & CO LTD			Firm's EIN	85-0211867
Firm's address	PO BOX 25246 ALBUQUERQUE, NM 87125			Phone no	(505) 843-6492

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALBUQUERQUE HEALTHCARE FOR THE HOMELESS 1001 GOLD AVE SW ALBUQUERQUE,NM 87102		501(C)(3)	PROVIDE SERVICES FOR THE REHABILITATION OF THE HOMELESS	50,000
ALL HANDS VOLUNTEERS PO BOX 546 CARLISLE,MA 01741		501(C)(3)	OPERATIONAL SUPPORT-50K, CAPITAL GRANT-140K	190,000
AMERICAN ENTERPRISE INTSTITUTE 1150 17TH ST NW WASHINGTON,DC 20036		501(C)(3)	ACTIVITIES AND RESEARCH	50,000
ARCA 11300 LOMAS BLVD NE ALBUQUERQUE,NM 87112		501(C)(3)	HELPING INDIVIDUALS WITH DEVELOPMENTAL DISABILITIES	350,000
BUSINESS KIND 2656 LARKIN STREET SAN FRANCISCO,CA 94109		501(C)(3)	EDUCATIONAL ACTIVITY IN CHIANG MAI	50,000
CAMPANILE FOUNDATION SDSU GUARDIAN SCHOLARS PROGRAM SAN DIEGO,CA 921828030		501(C)(3)	PROVIDE SUMMER HOUSING COST AND LAB FEES FOR 11 STUDENTS	50,000
CLALLAM CO YMCA JEFFERSON CO YMCA PORT ANGELES,WA 983623812		501(C)(3)	SAFETY NET PROGRAMMINGS TO JEFFERSON CO RESIDENTS	30,000
COMMUNITY FOUNDATION SERVING SW COLORADO PO BOX 1673 DURANGO,CO 81301		501(C)(3)	LA PLATA COMMUNITY CLINIC	200,000
DOWN HOME RANCH INC 20250 FM 619 ELGIN,TX 78621		501(C)(3)	FOUNDER'S LEGACY CAMPAIGN	830,000
EXPLORE AUSTIN PO BOX 203728 AUSTIN,TX 78720		501(C)(3)	LEADERSHIP, MENTORING PROGRAMS	120,000
FIRST LOVE INTERNATIONAL MINISTRIES PO BOX 15836 LOVES PARK,IL 61132		501(C)(3)	CHILDREN'S HOPE UKRAINE	25,000
FRIENDS OF FORT WORDEN 200 BATTERY WAY PORT TOWNSEND,WA 98368		501(C)(3)	EXPANDING ARTS AND CULTURAL OPPORTUNITIES AT THE CAMPUS FOR CREATIVE DEVELOPMENT	100,000
HAVEN HOUSE INC PO BOX 15611 RIO RANCHO,NM 87174		501(C)(3)	PROVIDE SHELTER AND SERVICES TO VICTIMS OF DOMESTIC VIOLENCE	25,000
JEFFERSON ARTS ALLIANCE PO BOX 65499 PORT LUDLOW,WA 98365		501(C)(3)	NORTHWIND ART CENTER HALF-TIME EXECUTIVE DIRECTOR	30,000
JEFFERSON CO HEALTHCARE HOSPITAL PO BOX 1346 PORT TOWNSEND,WA 98368		501(C)(3)	PURCHASE OF AN ECHOCARDIOGRAPHY MACHINE	219,000
Total  3a				4,100,667

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LIBRARY FOUNDATION INC 620 SW FIFTH AVE PORTLAND,OR 97204		501(C)(3)	EVERY CHILD INITIATIVE	50,000
MANHATTAN INST FOR POLICY RESEARCH 52 VANDERBILT AVE NEWYORK,NY 10017		501(C)(3)	ACTIVITIES AND RESEARCH	50,000
MANNA SOUP KITCHEN PO BOX 1196 DURANGO,CO 81302		501(C)(3)	NEW TEACHING FACILITY-50K,SAFETY NET PROGRAMMING-25K	75,000
MAUI MEMORIAL MEDICAL CENTER FDN INC 221 MAHALANI ST UNIT 25 WAILUKU,HI 96793		501(C)(3)	OPERATIONAL SUPPORT	50,000
MAUI UNITED WAY 270 HOOKAHI ST STE 301 WAILUKU,HI 96793		501(C)(3)	OPERATIONAL SUPPORT	50,000
METROPOLITAN ST UNIV OF DENVER FDN PO BOX 173362 DENVER,CO 80217		501(C)(3)	SCHOLARSHIPS FOR LOW-INCOME AND NON-TRADITIONAL STUDENTS	50,000
MONTCLAIR STATE UNIVERSITY FOUNDATION 1 NORMAL AVENUE MONTCLAIR,NJ 07043		501(C)(3)	FOSTER CARE STUDENT PROGRAM	50,000
NORTHWEST MARITIME CENTER 431 WATER STREET PORT TOWNSEND,WA 98368		501(C)(3)	IMPLEMENTATION OF A PLACE-BASED EDUCATION IN THE MARITIME COMMUNITY	200,000
PARTNERS ASIA PO BOX 813 NICASIO,CA 94946		501(C)(3)	BURMESE MIGRANTS EDUCATION PROJECT	100,000
PB&J FAMILY SERVICES INC 1101 LOPEZ RD SW ALBUQUERQUE,NM 87105		501(C)(3)	HELPING AT-RISK CHILDREN AND THEIR FAMILIES	150,000
PLACITAS COMMUNITY LIBRARY INC PO BOX 445 PLACITAS,NM 87043		501(C)(3)	INFORMATION, EDUCATIONAL AND CULTURAL NEEDS OF THE PLACITAS COMMUNITY	25,000
SMILE TRAIN 41 MAIDSON AVE 28TH FLOOR NEWYORK,NY 10010		501(C)(3)	CLEFT LIP AND PALATES AROUND THE WORLD	100,000
ST MARTIN'S HOSPITALITY CENTER PO BOX 27258 ALBUQUERQUE,NM 87125		501(C)(3)	ASSISTING THE HOMELESS AND NEAR HOMELESS	100,000
THE JEFFERSON FOOD BANK PORT TOWNSEND FOOD BANK PORT TOWNSEND,WA 98368		501(C)(3)	FOOD FOR THE HUNGRY	25,000
THE MAUI FARM INC PO BOX 1776 MAKAWAO,HI 96768		501(C)(3)	MISSION AND PROGRAMS	50,000
Total  3a				4,100,667

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE SERENGETI FOUNDATION ELEPHANT NATURE PARK AUSTIN,TX 78735		501(C)(3)	ELEPHANT NATURE PARK IN CHIANG MAI, THAILAND	10,000
HENDRIX COLLEGE 1600 WASHINGTON AVE CONWAY,AR 72032		501(C)(3)	A COMMITMENT TO NATIONAL LEADERSHIP	100,000
JUMPING MOUSE CHILDRENS CENTER 1809 SHERIDAN STREET PORT TOWNSEND, WA 98368		501(C)(3)	PROVIDE MENTAL HEALTH THERAPY	116,667
THE LAWRENCEVILLE SCHOOL BOX 6125 LAWRENCEVILLE,NJ 08648		501(C)(3)	PLACEMENT PLEDGE-100K, CAMPAIGN PLEDGE-200K, DIRECTOR OF STUDENT RESEARCH-100K	400,000
WOMEN'S RESOURCE CENTER 679 E SECOND AVE SUITE 6 DURANGO,CO 81301		501(C)(3)	OPERATIONAL SUPPORT	30,000
Total  3a				4,100,667

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2013
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Name of the organization THE KARAKIN FOUNDATION CO ATKINSON & CO	Employer identification number 75-2692023
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE KARAKIN FOUNDATION CO ATKINSON & CO	Employer identification number 75-2692023
--	---

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE KARAKIN FOUNDATION CO ATKINSON & CO	Employer identification number 75-2692023
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2013 Accounting Fees Schedule

Name: THE KARAKIN FOUNDATION CO ATKINSON & CO

EIN: 75-2692023

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	87,370	16,916		0

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE KARAKIN FOUNDATION CO ATKINSON & CO
EIN: 75-2692023

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT 2/STOCKS & MUTUAL FUNDS	38,072,901	64,361,232

TY 2013 Investments Government Obligations Schedule

Name: THE KARAKIN FOUNDATION CO ATKINSON & CO

EIN: 75-2692023

US Government Securities - End of

Year Book Value:

0

US Government Securities - End of

Year Fair Market Value:

0

**State & Local Government
Securities - End of Year Book**

Value:

2,047,503

**State & Local Government
Securities - End of Year Fair**

Market Value:

1,886,816

TY 2013 Investments - Other Schedule

Name: THE KARAKIN FOUNDATION CO ATKINSON & CO

EIN: 75-2692023

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE ATTACHMENT 3/PARTNERSHIP INTERESTS	AT COST	3,347,842	18,125,866

TY 2013 Legal Fees Schedule

Name: THE KARAKIN FOUNDATION CO ATKINSON & CO

EIN: 75-2692023

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	3,686	1,310		0

TY 2013 Other Assets Schedule

Name: THE KARAKIN FOUNDATION CO ATKINSON & CO

EIN: 75-2692023

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FIT ESTIMATES	85,840	123,984	123,984
DODGCO INC	3	3	3
CASH VALUE OF LIFE INSURANCE	203,949	148,986	148,986

TY 2013 Other Decreases Schedule**Name:** THE KARAKIN FOUNDATION CO ATKINSON & CO**EIN:** 75-2692023

Description	Amount
NONDEDUCTIBLE EXPENSES	620
DISALLOWED AT-RISK LOSS-AUXANO BIOMEDICAL LLC	238
DISALLOWED AT-RISK LOSS-ONEOK PARTNERS	6,884

TY 2013 Other Expenses Schedule

Name: THE KARAKIN FOUNDATION CO ATKINSON & CO

EIN: 75-2692023

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	19,672	19,672		0
INVESTMENT MGMT FEES	182,200	182,200		0
MISCELLANEOUS	1,962	1,962		0
OFFICE EXPENSE	14,071	0		0

TY 2013 Other Income Schedule**Name:** THE KARAKIN FOUNDATION CO ATKINSON & CO**EIN:** 75-2692023

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	1,410,501	1,410,501	1,410,501
PARTNERSHIP INCOME	3,675,277	3,675,277	3,675,277
PARTNERSHIP INCOME- UBI PORTION	177,388	0	177,388
OTHER INCOME	1,068	0	1,068
UNREALIZED LOSS	-54,963	-54,963	-54,963

TY 2013 Other Increases Schedule**Name:** THE KARAKIN FOUNDATION CO ATKINSON & CO**EIN:** 75-2692023

Description	Amount
PERCENTAGE DEPLETION/PARTNERSHIPS - ROYALTY INTERESTS	484,059
PERCENTAGE DEPLETION/PARTNERSHIPS - WORKING INTERESTS	46,395
PERCENTAGE DEPLETION - ROYALTY INCOME	211,575
PERCENTAGE DEPLETION KARAKIN PROPERTIES	11,142

TY 2013 Other Professional Fees Schedule

Name: THE KARAKIN FOUNDATION CO ATKINSON & CO

EIN: 75-2692023

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	840	0		0

TY 2013 Taxes Schedule**Name:** THE KARAKIN FOUNDATION CO ATKINSON & CO**EIN:** 75-2692023

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRODUCTION TAX ROYALTY	64,262	64,262		0
STATE WITHHOLDING TAX ON ROYALTIES	29	29		0
ADVALOREM TAX	69,995	69,995		0
FIT TAX EXPENSE	60,781	0		0
FOREIGN TAX WITHHELD	25,176	25,176		0
PROPERTY TAX	59	59		0
STATE TAXES PAID	3,179	3,179		0