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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 MEMBERY FOUNDATION		A Employer identification number 76-0260974	
Number and street (or P O box number if mail is not delivered to street address) 2606 RANCH ROAD 620 NORTH		B Telephone number (see instructions) (512) 261-3550	
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78734		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) ☒ \$ 19,719	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	249	249		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,450			
	b Gross sales price for all assets on line 6a 33,683				
	7 Capital gain net income (from Part IV, line 2) . . .		6,450		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	6,699	6,699		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	213	213		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,501	1		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5	5		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	3,719	219		0
	25 Contributions, gifts, grants paid	125,000			125,000
	26 Total expenses and disbursements. Add lines 24 and 25	128,719	219		125,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-122,020			
	b Net investment income (if negative, enter -0-)		6,480		
	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	17,123	13,615	13,615
	2	Savings and temporary cash investments	99,048	6,104	6,104
	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)	25,568	0	0
	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)			
	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)	141,739	19,719	19,719
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	141,739	19,719	
	30	Total net assets or fund balances (see page 17 of the instructions)	141,739	19,719	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	141,739	19,719	

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	141,739
2	Enter amount from Part I, line 27a	2	-122,020
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	19,719
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,719

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,450
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	278,223	251,101	1 108012
2011	39,985	93,875	0 425939
2010	0	75,122	0 000000
2009	0	77,180	0 000000
2008	207,060	219,832	0 941901

2	Total of line 1, column (d).	2	2 475852
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 495170
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	70,795
5	Multiply line 4 by line 3.	5	35,056
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	65
7	Add lines 5 and 6.	7	35,121
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	125,000

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	65
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	65
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	65
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	34
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	200
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.	7	234
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	169
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 169 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	Yes	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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 WILLARD M HANZLIK Telephone no (512) 261-3550 Located at 2606 RANCH ROAD 620 NORTH AUSTIN TX ZIP +4 78734			
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? 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?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLARD M HANZLIK	DIR , PRES , TREAS	0	0	0
2600 FM 620 NORTH AUSTIN,TX 78734	0 00			
TERRI LACY ANDREWS KURTH	DIRECTOR	0	0	0
600 TRAVIS STE 420 HOUSTON,TX 77002	0 00			
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 NONE	0
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	13,471
b	Average of monthly cash balances.	1b	58,402
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	71,873
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	71,873
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,078
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	70,795
6	Minimum investment return. Enter 5% of line 5.	6	3,540

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	3,540
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	65
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	65
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,475
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,475
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	3,475

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	125,000
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	125,000
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	65
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	124,935
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				3,475
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.				196,948
b From 2009.				
c From 2010.				
d From 2011.				35,321
e From 2012.				272,956
f Total of lines 3a through e.	505,225			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 125,000				
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.				3,475
e Remaining amount distributed out of corpus	121,525			
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	626,750			
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). . . .	196,948			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	429,802			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				35,321
d Excess from 2012. . . .				272,956
e Excess from 2013. . . .				121,525

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)

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))

WILLARD M HANZLIK

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

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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

(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)
AMERICAN INTERNATIONAL GROUP INC - 2 0000 SHS	P	2012-09-10	2013-06-10
AMERICAN INTERNATIONAL GROUP INC - 5 0000 SHS	P	2012-09-11	2013-06-10
AMERICAN INTERNATIONAL GROUP INC - 3 0000 SHS	P	2012-11-02	2013-06-10
ASHLAND INC NEW - 3 0000 SHS	P	2012-12-07	2013-06-10
AT&T INC - 4 0000 SHS	P	2012-07-24	2013-06-10
AT&T INC - 5 0000 SHS	P	2012-11-06	2013-06-10
BALL CORP COM - 4 0000 SHS	P	2012-07-25	2013-06-10
BANK OF AMERICA CORP - 2 0000 SHS	P	2012-09-11	2013-01-31
BANK OF AMERICA CORP - 37 0000 SHS	P	2012-09-11	2013-06-10
BANK OF AMERICA CORP - 13 0000 SHS	P	2012-11-06	2013-06-10
COMCAST CORP NEW CL A - 7 0000 SHS	P	2012-09-10	2013-06-10
CAPITAL ONE FINE - 6 0000 SHS	P	2012-11-13	2013-06-10
CANADIAN PACIFIC RAILWAY - 2 0000 SHS	P	2012-08-30	2013-06-10
CVS CAREMARK CORP - 3 0000 SHS	P	2012-07-02	2013-06-10
CONOCOPHILLIPS - 1 0000 SHS	P	2012-12-19	2013-01-31
CONOCOPHILLIPS - 3 0000 SHS	P	2012-12-19	2013-06-10
CARMAX INC - 1 0000 SHS	P	2012-11-28	2013-01-31
CARMAX INC - 7 0000 SHS	P	2012-11-28	2013-06-10
CONTINENTAL RESOURCES INC - 3 0000 SHS	P	2013-01-04	2013-06-10
CITIGROUP INC COM NEW - 10 0000 SHS	P	2012-10-25	2013-06-10
CITIGROUP INC COM NEW - 4 0000 SHS	P	2012-11-06	2013-06-10
CSF BRANDS INC SHS - 1 0000 SHS	P	2012-08-28	2013-06-10
CHICOS FAS INC COM - 7 0000 SHS	P	2012-09-12	2013-01-30
CHICOS FAS INC COM - 5 0000 SHS	P	2012-11-07	2013-01-30
CISCO SYSTEMS INC COM - 3 0000 SHS	P	2012-12-14	2013-06-10
CISCO SYSTEMS INC COM - 4 0000 SHS	P	2012-09-10	2013-06-10
D R NORTON INC - 1 0000 SHS	P	2012-02-16	2013-01-31
D R NORTON INC - 4 0000 SHS	P	2012-07-17	2013-06-10
EASTMAN CHEMICAL CO COM - 4 0000 SHS	P	2012-11-07	2013-06-10
EBAYINC COM - 1 0000 SHS	P	2012-06-14	2013-01-31

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

(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)
EBAYINC COM - 5 0000 SHS	P	2012-06-14	2013-05-07
EBAYINC COM - 2 0000 SHS	P	2012-08-22	2013-05-07
FAMILY DOLLAR STORES - 4 0000 SHS	P	2012-12-04	2013-01-03
FORD MOTOR CO - 19 0000 SHS	P	2013-01-10	2013-06-10
FOOT LOCKER INC NY COM - 7 0000 SHS	P	2012-12-05	2013-06-10
FIFTH THIRD BANCORP - 1 0000 SHS	P	2013-01-17	2013-01-31
FIFTH THIRD BANCORP - 17 0000 SHS	P	2013-01-17	2013-06-10
CAP INC DELAWARE - 6 0000 SHS	P	2012-09-12	2013-06-10
GOLDMAN SACHS GROUP INC - 1 0000 SHS	P	2012-11-07	2013-01-31
GOLDMAN SACHS GROUP INC - 2 0000 SHS	P	2012-11-07	2013-06-10
GOLDMAN SACHS GROUP INC - 1 0000 SHS	P	2012-12-19	2013-06-10
GENERAL ELECTRIC - 15 0000 SHS	P	2012-08-21	2013-06-10
GENERAL MILLS - 8 0000 SHS	P	2012-08-29	2013-06-10
HONEYWELL INTL INC DEL - 6 0000 SHS	P	2012-07-25	2013-06-10
HERTZ GLOBAL HOLDINGS IN - 1 0000 SHS	P	2012-12-06	2013-01-31
HERTZ GLOBAL HOLDINGS IN - 14 0000 SHS	P	2012-12-06	2013-06-10
HOLLYFRONTIER CORP - 4 0000 SHS	P	2012-11-15	2013-06-10
ILLINOIS TOOL WORKS INC - 3 0000 SHS	P	2012-08-28	2013-06-10
ILLINOIS TOOL WORKS INC - 3 0000 SHS	P	2012-08-30	2013-06-10
INTEL CORP - 8 0000 SHS	P	2012-11-06	2013-06-10
INTL BUSINESS MACHINES	P	2012-10-04	2013-06-10
INTL PAPER CO - 7 0000 SHS	P	2012-12-20	2013-06-10
KOHL'S CORP WISC PV 1CT - 5 0000 SHS	P	2012-08-30	2013-01-03
KROGER CO - 1 0000 SHS	P	2012-11-08	2013-01-31
KROGER CO - 10 0000 SHS	P	2012-11-08	2013-06-10
LYONDELLBASELL INDUSTRIE - 5 0000 SHS	P	2012-12-11	2013-06-10
MASTERCARD INC - 10000 SHS	P	2013-01-31	2013-06-10
MOTOROLA SOLUTIONS INC - 5 0000 SHS	P	2012-11-12	2013-06-10
MONDELEZ INTERNATIONAL - 13 0000 SHS	P	2012-12-20	2013-06-10
MAXIM INTEGRATED PRODS - 8 0000 SHS	P	2012-12-14	2013-06-10

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

(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)
NATIONAL-OILWELL VARCO - 1 0000 SHS	P	2012-09-11	2013-06-10
NEWS CORP CL A - 1 0000 SHS	P	2012-11-08	2013-01-31
NEWS CORP CL A - 14 0000 SHS	P	2012-11-08	2013-06-10
OASIS PETE INC NEW - 7 0000 SHS	P	2013-01-04	2013-06-10
ORACLE CORP \$0 01 DEL - 1 0000 SHS	P	2012-07-13	2013-01-31
ORACLE CORP \$0 01 DEL - 8 0000 SHS	P	2012-07-13	2013-06-10
ORACLE CORP \$0 01 DEL - 5 0000 SHS	P	2012-12-14	2013-06-10
ORACLE CORP \$0 01 DEL - 4 0000 SHS	P	2012-12-19	2013-06-10
ORACLE CORP \$0 01 DEL - 4 0000 SHS	P	2012-12-31	2013-06-10
PHILLIPS 66 SHS - 1 0000 SHS	P	2012-11-07	2013-01-31
PHILLIPS 66 SHS - 6 0000 SHS	P	2012-11-07	2013-06-10
PEPSICO INC - 2 0000 SHS	P	2012-11-06	2013-06-10
PIER 1 IMPORTS INC DEL - 1 0000 SHS	P	2012-12-20	2013-01-31
PIER 1 IMPORTS INC DEL - 4 0000 SHS	P	2012-12-20	2013-06-10
PIER 1 IMPORTS INC DEL - 4 0000 SHS	P	2012-12-21	2013-06-10
PROCTER GAMBLE CO - 4 0000 SHS	P	2012-10-25	2013-06-10
PROCTER GAMBLE CO - 3 0000 SHS	P	2012-10-25	2013-06-10
QUALCOMM INC - 3 0000 SHS	P	2012-11-28	2013-06-10
REGIONS FINE CORP - 1 0000 SHS	P	2012-07-25	2013-01-31
REGIONS FINE CORP - 46 0000 SHS	P	2012-07-25	2013-06-10
STARBUCKS CORP - 1 0000 SHS	P	2012-11-15	2013-01-31
STARBUCKS CORP - 6 0000 SHS	P	2012-11-15	2013-06-10
SUNTRUST BKS INC COM - 4 0000 SHS	P	2012-08-22	2013-06-10
SUNTRUST BKS INC COM - 6 0000 SHS	P	2012-09-05	2013-06-10
TJX COS INC NEW - 7 0000 SHS	P	2012-11-14	2013-06-10
TRIMBLE NAV LTD - 8 0000 SHS	P	2012-11-28	2013-05-07
TARGET CORP COM - 5 0000 SHS	P	2012-07-13	2013-06-10
UNION PACIFIC CORP - 1 0000 SHS	P	2012-06-27	2013-06-10
VALERO ENERGY CORP NEW - 4 0000 SHS	P	2012-08-22	2013-06-10
VALERO ENERGY CORP NEW - 5 0000 SHS	P	2012-08-28	2013-06-10

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

(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)
VERIZON COMMUNICATNS COM - 1 0000 SHS	P	2012-07-24	2013-01-17
VERIZON COMMUNICATNS COM - 5 0000 SHS	P	2012-11-06	2013-01-17
WALGREEN CO - 9 0000 SHS	P	2012-12-19	2013-06-10
WEYERHAEUSER CO - 1 0000 SHS	P	2012-08-30	2013-01-31
WEYERHAEUSER CO - 10 0000 SHS	P	2012-08-30	2013-06-10
WHOLE FOODS MKT INC COM - 3 0000 SHS	P	2012-02-10	2013-01-08
YUM BRANDS INC - 5 0000 SHS	P	2012-11-08	2013-01-30
YAHOO INC - 1 0000 SHS	P	2012-11-07	2013-01-31
YAHOO INC - 16 0000 SHS	P	2012-11-07	2013-06-10
WELLS FARGO CO NEW DEL - 3 0000 SHS	P	2012-12-19	2013-06-10
WESTLAKE CHEM CORP - 3 0000 SHS	P	2012-12-12	2013-06-10
APPLE INC - 1 0000 SHS	P	2012-01-18	2013-06-10
BALL CORP COM - 2 0000 SHS	P	2011-09-30	2013-06-10
BERKSHIRE HATHAWAYINC - 5 0000 SHS	P	2012-01-11	2013-06-10
COMCAST CORP NEWCL A - 7 0000 SHS	P	2012-02-15	2013-06-10
CVS CAREMARK CORP - 6 0000 SHS	P	2012-02-08	2013-06-10
CHEVRON CORP - 3 0000 SHS	P	2011-09-14	2013-06-10
CISCO SYSTEMS INC COM - 1 0000 SHS	P	2011-12-21	2013-01-31
CISCO SYSTEMS INC COM - 8 0000 SHS	P	2011-12-21	2013-06-10
CISCO SYSTEMS INC COM - 2 0000 SHS	P	2011-12-31	2013-06-10
CISCO SYSTEMS INC COM - 3 0000 SHS	P	2012-01-20	2013-06-10
D R NORTON INC - 9 0000 SHS	P	2012-02-16	2013-06-10
EOG RESOURCES INC - 2 0000 SHS	P	2012-01-11	2013-06-10
GENERAL ELECTRIC - 1 0000 SHS	P	2012-01-30	2013-01-31
GENERAL ELECTRIC - 7 0000 SHS	P	2012-01-30	2013-06-10
GOOGLE INC CL A - 1 0000 SHS	P	2011-12-21	2013-06-10
INTL BUSINESS MACHINES	P	2011-08-24	2013-06-10
JPMORGAN CHASE CO - 1 0000 SHS	P	2011-08-24	2013-06-10
MONSANTO CO NEW DEL COM - 4 0000 SHS	P	2012-01-12	2013-06-10
MICROSOFT CORP - 1 0000 SHS	P	2011-08-24	2013-06-10

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

(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)
NATIONAL-OILWELL VARCO - 4 0000 SHS	P	2012-02-08	2013-06-10
US BANCORP (NEW) - 4 0000 SHS	P	2012-02-10	2013-06-10
UNION PACIFIC CORP - 2 0000 SHS	P	2012-01-09	2013-06-10
WELLS FARCO CO NEW DEL - 1 0000 SHS	P	2012-01-13	2013-01-31
WELLS FARCO CO NEW DEL - 5 0000 SHS	P	2012-01-13	2013-06-10
WELLS FARCO CO NEW DEL - 8 0000 SHS	P	2012-02-10	2013-06-10
APPLE INC - 1 0000 SHS	P	2011-08-23	2013-06-10
CHEVRON CORP - 2 0000 SHS	P	2011-08-23	2013-06-10
CATERPILLAR INC DEL - 4 0000 SHS	P	2011-08-23	2013-06-10
CHUBB CORP - 3 0000 SHS	P	2011-08-23	2013-06-10
COCA COLA COM - 3 0000 SHS	P	2011-08-23	2013-01-10
COCA COLA COM - 7 0000 SHS	P	2011-08-23	2013-06-10
EXXON MOBIL CORP COM - 1 0000 SHS	P	2011-08-23	2013-01-31
EXXON MOBIL CORP COM - 11 0000 SHS	P	2011-08-23	2013-06-10
HOME DEPOT INC - 7 0000 SHS	P	2011-08-23	2013-06-10
JPMORGAN CHASE CO - 1 0000 SHS	P	2011-08-23	2013-01-31
JPMORGAN CHASE CO - 9 0000 SHS	P	2011-08-23	2013-06-10
MICROSOFT CORP - 1 0000 SHS	P	2011-08-23	2013-01-31
MICROSOFT CORP - 10 0000 SHS	P	2011-08-23	2013-06-10
PEPSICO INC - 1 0000 SHS	P	2011-08-23	2013-01-31
PEPSICO INC - 2 0000 SHS	P	2011-08-23	2013-06-10
QUALCOMM INC - 1 0000 SHS	P	2011-08-23	2013-01-31
QUALCOMM INC - 3 0000 SHS	P	2011-08-23	2013-06-10
SECTOR SPDR CONSMRS STPL - 1 0000 SHS	P	2011-08-23	2013-01-31
SECTOR SPDR CONSMRS STPL - 7 0000 SHS	P	2011-08-23	2013-06-10
US BANCORP (NEW) - 1 0000 SHS	P	2011-08-23	2013-01-31
US BANCORP (NEW) - 8 0000 SHS	P	2011-08-23	2013-06-10
UNITED TECHS CORP COM - 2 0000 SHS	P	2011-08-23	2013-06-10
VISA INC CL A SHRS - 3 0000 SHS	P	2011-08-23	2013-06-10
WAL-MART STORES INC - 3 0000 SHS	P	2011-08-23	2013-06-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
92		66	26
229		163	66
137		100	37
259		229	30
144		138	6
180		174	6
174		162	12
22		18	4
492		326	166
173		129	44
284		241	43
374		347	27
249		165	84
176		141	35
58		59	-1
186		178	8
39		35	4
327		248	79
256		232	24
518		375	143
207		154	53
32		23	9
123		134	-11
88		97	-9
73		60	13
97		77	20
23		14	9
92		74	18
282		241	41
56		40	16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
271		200	71
108		95	13
226		283	-57
298		262	36
246		246	0
16		16	0
317		276	41
249		213	36
147		120	27
334		240	94
167		128	39
356		315	41
384		317	67
470		343	127
18		16	2
363		224	139
184		168	16
211		178	33
211		177	34
199		175	24
205		211	-6
319		277	42
211		265	-54
28		25	3
347		247	100
325		271	54
566		516	50
282		268	14
388		338	50
222		238	-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
70		82	-12
28		25	3
447		345	102
283		232	51
35		29	6
272		236	36
170		160	10
136		136	0
136		133	3
61		50	11
390		298	92
165		139	26
22		20	2
95		82	13
95		81	14
312		281	31
234		210	24
186		187	-1
8		7	1
428		316	112
56		49	7
396		292	104
129		101	28
193		153	40
352		294	58
223		219	4
350		307	43
157		115	42
156		108	48
195		143	52

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
42		44	-2
211		222	-11
446		339	107
30		25	5
289		248	41
262		245	17
317		358	-41
20		17	3
429		279	150
124		105	19
283		231	52
442		427	15
87		63	24
575		388	187
284		202	82
353		263	90
367		290	77
21		18	3
194		145	49
49		41	8
73		61	12
207		130	77
263		208	55
22		19	3
166		132	34
885		628	257
205		166	39
54		36	18
425		323	102
35		25	10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
280		329	-49
142		116	26
313		219	94
35		29	6
206		145	61
330		242	88
442		363	79
245		182	63
335		360	-25
262		159	103
111		98	13
288		238	50
90		91	-1
1,001		854	147
547		179	368
47		23	24
488		305	183
27		26	1
353		258	95
73		64	9
165		128	37
66		52	14
186		161	25
37		25	12
284		197	87
33		26	7
285		210	75
189		136	53
546		265	281
227		157	70

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			26
			66
			37
			30
			6
			6
			12
			4
			166
			44
			43
			27
			84
			35
			-1
			8
			4
			79
			24
			143
			53
			9
			-11
			-9
			13
			20
			9
			18
			41
			16

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			71
			13
			-57
			36
			0
			0
			41
			36
			27
			94
			39
			41
			67
			127
			2
			139
			16
			33
			34
			24
			-6
			42
			-54
			3
			100
			54
			50
			14
			50
			-16

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-12
			3
			102
			51
			6
			36
			10
			0
			3
			11
			92
			26
			2
			13
			14
			31
			24
			-1
			1
			112
			7
			104
			28
			40
			58
			4
			43
			42
			48
			52

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2
			-11
			107
			5
			41
			17
			-41
			3
			150
			19
			52
			15
			24
			187
			82
			90
			77
			3
			49
			8
			12
			77
			55
			3
			34
			257
			39
			18
			102
			10

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-49
			26
			94
			6
			61
			88
			79
			63
			-25
			103
			13
			50
			-1
			147
			368
			24
			183
			1
			95
			9
			37
			14
			25
			12
			87
			7
			75
			53
			281
			70

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE MEMBERY FOUNDATION
EIN: 76-0260974

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARKETABLE SECURITIES	0	0

TY 2013 Other Expenses Schedule

Name: THE MEMBERY FOUNDATION

EIN: 76-0260974

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	5	5		0

TY 2013 Other Professional Fees Schedule

Name: THE MEMBERY FOUNDATION

EIN: 76-0260974

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	213	213		0

TY 2013 Taxes Schedule**Name:** THE MEMBERY FOUNDATION**EIN:** 76-0260974

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1	1		0
TAXES	3,500	0		0