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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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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 Tapeats Fund		A Employer identification number 76-0412011	
% c/o Foundation Source		B Telephone number (see instructions)	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123	Room/suite		
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 15,394,841	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	750,000			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,035	1,035		
	4 Dividends and interest from securities.	189,707	189,707		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	461,242			
	b Gross sales price for all assets on line 6a 2,883,805				
	7 Capital gain net income (from Part IV, line 2) . . .		461,242		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 105,445	92,651		
	12 Total. Add lines 1 through 11	1,507,429	744,635		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	 53,942	36,486		17,456
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 11,788	1		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	20,057			20,057
	21 Travel, conferences, and meetings	7,230			7,230
	22 Printing and publications				
	23 Other expenses (attach schedule)	 130,848	63,355		67,437
	24 Total operating and administrative expenses. Add lines 13 through 23	223,865	99,842		112,180
	25 Contributions, gifts, grants paid	603,161			603,161
	26 Total expenses and disbursements. Add lines 24 and 25	827,026	99,842		715,341
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	680,403			
	b Net investment income (if negative, enter -0-)		644,793		
	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			
	2	Savings and temporary cash investments	1,145,469	914,442	914,442
	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)	955,428	 697,103	724,918
	b	Investments—corporate stock (attach schedule)	3,978,853	 4,450,067	5,488,133
	c	Investments—corporate bonds (attach schedule).	1,753,745	 1,266,841	1,315,803
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,228,715	 5,414,160	6,951,545
	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)	12,062,210	12,742,613	15,394,841
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	12,062,210	12,742,613	
	30	Total net assets or fund balances (see page 17 of the instructions)	12,062,210	12,742,613	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,062,210	12,742,613	

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	12,062,210
2	Enter amount from Part I, line 27a	2	680,403
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	12,742,613
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,742,613

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	Passthrough K1 Capital Gain			
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 2,883,805		2,805,974	77,831
b			383,411
c			
d			
e			

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			
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	461,242
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	727,900	13,312,299	0 054679
2011	708,644	13,215,439	0 053622
2010	709,150	12,791,673	0 055438
2009	841,974	11,987,734	0 070236
2008	788,246	14,713,582	0 053573

2	Total of line 1, column (d).	2	0 287548
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 05751
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	15,091,133
5	Multiply line 4 by line 3.	5	867,891
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,448
7	Add lines 5 and 6.	7	874,339
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	715,341

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	12,896
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	12,896
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,896
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,050
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,817
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	13,867
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/>	10	970
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 970 Refunded <input type="checkbox"/>	11	

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<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>			
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
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): <input type="checkbox"/> 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				
14	The books are in care of <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	1b		No
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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000.

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Source	Administrative	63,242
55 Walls Drive 3rd Floor		
Fairfield, CT 06824		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	7,368,149
b	Average of monthly cash balances.	1b	1,136,183
c	Fair market value of all other assets (see instructions).	1c	6,816,615
d	Total (add lines 1a, b, and c).	1d	15,320,947
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	15,320,947
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	229,814
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,091,133
6	Minimum investment return. Enter 5% of line 5.	6	754,557

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	754,557
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	12,896
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,896
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	741,661
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	741,661
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	741,661

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	715,341
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	715,341
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	715,341
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				741,661
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			248,137	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 715,341				
a Applied to 2012, but not more than line 2a			248,137	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				467,204
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				274,457
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

Part XIV

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

1a

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

b

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

☐ 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 XV

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

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

NONE

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	603,161
b Approved for future payment				
Total			3b	

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 VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
David R Graham	Trustee 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Laurel A Graham	Executive VP / Trustee 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Robert H Graham	Pres / Treas / Trustee 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Spencer R Graham	Trustee 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Whitney G Mixon	Trustee 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Margaret Worden	Executive Dir / Sec 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				


Form 990PF Part XV Line 1a - 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).

LAUREL A GRAHAM
ROBERT H GRAHAM


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				
AMATEUR ATHLETIC UNION OF THE UNITED STATES 2951 MARINA BAY DR LEAGUE CITY,TX 77573	N/A	PC	General & Unrestricted	7,000
BAYOU PRESERVATION ASSOCIATION INC PO BOX 131563 HOUSTON,TX 77219	N/A	PC	General & Unrestricted	2,500
BOS PLACE 10050 BUFFALO SPDWAY HOUSTON,TX 77054	N/A	PC	General & Unrestricted	10,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE ST HOUSTON,TX 77002	N/A	PC	General & Unrestricted	10,000
CAMP ARANZAZU INC 5420 FM 1781 ROCKPORT,TX 78382	N/A	PC	General & Unrestricted	2,500
CAMP FOR ALL FOUNDATION 10500 N-W FREEWAY HOUSTON,TX 77092	N/A	PC	Care of Spot	5,000
CASA DE ESPERANZA DE LOS NINOS INCORPORATED PO BOX 66581 HOUSTON,TX 77266	N/A	PC	General & Unrestricted	2,500
CHILDHOOD CANCER FAMILY ALLIANCE INC 8323 SW FWY STE 435 HOUSTON,TX 77074	N/A	PC	Parent Consultant Program	5,000
CHILDRENS MUSEUM INC 1500 BINZ ST HOUSTON,TX 77004	N/A	PC	Eco-Station Project	5,000
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS,TX 77562	N/A	PC	annual A Celebration of Reading event	10,000
COLLABORATIVE FOR CHILDREN 1111 N LOOP W STE 600 HOUSTON,TX 77008	N/A	PC	General & Unrestricted	10,000
CRAIGHEAD INSTITUTE 201 S WALLACE AVE BOZEMAN,MT 59715	N/A	PC	wolverine conservation	5,000
CRISTO REY JESUIT HIGH SCHOOL OF HOUSTON INC 6700 MOUNT CARMEL ST HOUSTON,TX 77087	N/A	PC	General & Unrestricted	10,000
DEFY VENTURES INC 5 PENN PLZ 19TH FLR NEWYORK,NY 10001	N/A	PC	General & Unrestricted	5,000
DRESS FOR SUCCESS HOUSTON 3310 EASTSIDE ST HOUSTON,TX 77098	N/A	PC	Thumbs Up Program	5,000
Total  3a				603,161


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				
FOUNDATION FOR TEEN HEALTH 1504 TAUB LOOP HOUSTON,TX 77030	N/A	PC	General & Unrestricted	5,000
GEORGETOWN PROJECT PO BOX 957 GEORGETOWN,TX 78627	N/A	PC	General & Unrestricted	8,000
HEIFER INTERNATIONAL FOUNDATION 1 WORLD AVE LITTLE ROCK,AR 72202	N/A	PC	General & Unrestricted	8,000
HOUSTON ACHIEVEMENT PLACE 245 W 17TH ST HOUSTON,TX 77008	N/A	PC	Project CLASS	2,500
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON,TX 77024	N/A	PC	General & Unrestricted	2,500
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON,TX 77029	N/A	PC	General & Unrestricted	10,000
HOUSTON LIVESTOCK SHOW & RODEO INC 8334 FANNIN ST HOUSTON,TX 77054	N/A	PC	Opportunity student Scholarship fund	18,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON,TX 77024	N/A	PC	General & Unrestricted	5,000
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON,TX 77030	N/A	PC	Call of the Wild Speaker Series and the Emerging Wildlife Conservation Leadership Program	22,500
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON,TX 77030	N/A	PC	Ruaha Carnivore Project	25,000
KIPP INC 10711 KIPP WAY DR HOUSTON,TX 77099	N/A	PC	KIPP Through College Project	15,000
MEDICAL BRIDGES INC PO BOX 300245 HOUSTON,TX 77230	N/A	PC	General & Unrestricted	10,000
MGVP INC DRUID HILL PARK BALTIMORE,MD 21217	N/A	PC	Gorilla Doctors	25,000
MONTANA LAND RELIANCE PO BOX 355 HELENA,MT 59624	N/A	PC	General & Unrestricted	5,000
OPEN DOOR MISSION FOUNDATION PO BOX 9356 HOUSTON,TX 77261	N/A	PC	General & Unrestricted	2,500
Total  3a				603,161

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				
PATHWAYS FOR LITTLE FEET 8 GREENWAY PLZ STE 1000 HOUSTON,TX 77046	N/A	PC	Perpetual Family Fund	5,000
PATRIOT PAWS SERVICE DOGS 254 RANCH TRL ROCKWALL,TX 75032	N/A	PC	General & Unrestricted	5,000
PEREGRINE FUND INC 5668 W FLYING HAWK LN BOISE,ID 83709	N/A	PC	Recovering the Endangered Aplomado Falcon	5,000
PERIWINKLE FOUNDATION 3400 BISSONNET ST STE 185 HOUSTON,TX 77005	N/A	PC	General & Unrestricted	2,500
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW,CA 94043	N/A	PC	General & Unrestricted	10,000
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW,CA 94043	N/A	PC	Charitable Event	448
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW,CA 94043	N/A	PC	Charitable Event	1,741
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW,CA 94043	N/A	PC	printing underwriting for Positive Coaching Alliance	972
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW STE B HOUSTON,TX 77092	N/A	PC	General & Unrestricted	15,000
PRO-VISION INC 4590 WILMINGTON ST HOUSTON,TX 77051	N/A	PC	Project 180	5,000
RANCH HANDS RESCUE 8827 HWY 377 S ARGYLE,TX 76226	N/A	PC	General & Unrestricted	10,000
SCENIC TEXAS INC 3015 RICHMOND AVE STE 220 HOUSTON,TX 77098	N/A	PC	feasibility assessment of a potential airport corridor enhancement	2,500
SMALL STEPS NURTURING CENTER 1709 DEPELCHIN ST HOUSTON,TX 77007	N/A	PC	nutrition Program	2,500
SPARK PO BOX 1562 HOUSTON,TX 77251	N/A	PC	park construction at Houston area schools	2,500
SPAY-NEUTER ASSISTANCE PROGRAM INC PO BOX 70286 HOUSTON,TX 77270	N/A	PC	Houston Mobile Clinic	10,000
Total  3a				603,161

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				
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON,TX 77019	N/A	PC	Breakthrough Houston Program	10,000
STAR OF HOPE MISSION 6897 ARDMORE ST HOUSTON,TX 77054	N/A	PC	Stars of 2Morrow Project	5,000
STUDENT CONSERVATION ASSOCIATION INC PO BOX 550 CHARLESTOWN,NH 03603	N/A	PC	General & Unrestricted	5,000
TEACH FOR AMERICA HOUSTON 4669 SW FREEWAY STE 600 HOUSTON,TX 77027	N/A	PC	General & Unrestricted	20,000
TEXAS CHILDRENS HOSPITAL 1919 S BRAESWOOD BLVD FL 4 HOUSTON,TX 77030	N/A	PC	Texas Children's Cancer Center's research	5,000
TEXAS EQUUSEARCH PO BOX 395 DICKINSON,TX 77539	N/A	PC	General & Unrestricted	4,000
THE MONARCH SCHOOL INC 2815 ROSEFIELD DR HOUSTON,TX 77080	N/A	PC	Scholarship Fund	5,000
TREES FOR HOUSTON PO BOX 270477 HOUSTON,TX 77277	N/A	PC	To purchase, plant and grow trees throughout the greater Houston region	10,000
WOSCAR NEUHAUS MEMORIAL FOUNDATION 4433 BISSONNET ST BELLAIRE,TX 77401	N/A	PC	Teach For America Professional Development	7,500
WILD SKIES RAPTOR CENTER 3676 MISSOULA,MT 59806	N/A	PC	Building a Raptor Center Project	7,500
WILDLIFE CONSERVATION NETWORK INC 25745 BASSETT LN LOS ALTOS HLS,CA 94022	N/A	PC	Painted Dog Conservation, Cheetah Conservation Botswana, the Ethiopian Wolf Conservation Program, Snow Leopard Conservancy, Small Cat Conservation Alliance, Niassa Lion Project, and the Andean Cat Alliance Program	82,500
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX,NY 10460	N/A	PC	Conserving Wolverines in the American West Project	20,000
WOODS PROJECT INC 6 SLEEPY OAKS CIR HOUSTON,TX 77024	N/A	PC	General & Unrestricted	10,000
YELLOWSTONE ACADEMY INC 3000 TRULLEY ST HOUSTON,TX 77004	N/A	PC	General & Unrestricted	5,000
YELLOWSTONE PARK FOUNDATION INC 222 E MAIN ST STE 301 BOZEMAN,MT 59715	N/A	PC	Annual Fund	20,000
Total  3a				603,161

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>				
YELLOWSTONE PARK FOUNDATION INC 222 E MAIN ST STE 301 BOZEMAN, MT 59715	N/A	PC	Wolf Project	25,000
YES PREP PUBLIC SCHOOLS INC 6201 BONHOMME RD STE 168N HOUSTON, TX 77036	N/A	PC	General & Unrestricted	25,000
Total ▶ 3a				603,161

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

Name of the organization The Tapeats Fund	Employer identification number 76-0412011
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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).

[illegible]

Name of organization The Tapeats Fund	Employer identification number 76-0412011
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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 Tapeats Fund	Employer identification number 76-0412011
---	---

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
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Tapeats Fund

EIN: 76-0412011

**TY 2013 Investments Corporate
Bonds Schedule****Name:** The Tapeats Fund**EIN:** 76-0412011

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY FIN CORP -	159,585	172,105
CATERPILLAR INC NT - 5.700% -	103,836	111,489
CONOCOPHILLIPS GTD - 4.600% -	167,166	156,357
DU PONT E I DE NEMOURS - 6.000	179,025	174,139
GOLDMAN SACHS GRP INC - 5.125%	106,896	109,682
INTEL CORP NOTE - 3.300% - 10/	49,968	49,675
MERRILL LYNCH & CO NOTES - 5.0	47,437	52,097
ORACLE CORP - 5.250% - 01/15/2	98,705	109,160
PRAXAIR INC NT - 2.200% - 08/1	45,819	44,489
UNITED TECHNLGS CORP 5.375% 12	158,854	170,934
WAL MART STORES INC-3.25%-10/2	51,605	51,056
WELLS FARGO - 5.625% - 12/11/2	97,945	114,620

**TY 2013 Investments Corporate
Stock Schedule**

Name: The Tapeats Fund
EIN: 76-0412011

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AETNA INC.	16,042	33,952
ALLIANCE DATA SYSTEM CORP	4,402	20,509
ANADARKO PETROLEUM CORP	23,994	29,745
APACHE CORPORATION	20,400	21,313
APPLE INC.	37,138	57,785
AUTOMATIC DATA PROCESSING INC.	16,395	39,188
AVALONBAY CMNTYS INC	10,526	8,867
BANK OF AMERICA CORP	10,080	16,240
BLACKROCK INC	10,182	19,938
BOEING CO	15,555	28,663
CAPITAL ONE FINANCIAL CORP	18,563	27,197
CHECK POINT SOFTWARE TECHNOLOG	11,130	15,867
CISCO SYSTEMS INC	16,175	19,738
CITIGROUP INC	22,336	26,316
CITRIX SYSTEMS INC	17,502	18,343
COMCAST CORP CL A	9,971	29,831
COVIDIEN LTD	16,205	25,878
CROWN HOLDINGS INC	17,547	22,508
CVS CAREMARK CORP.	14,669	26,839
DANAHER CORP	16,458	33,968
DELAWARE US GROWTH	600,514	676,401
DIRECTV GROUP	12,749	17,956
DOLLAR GENERAL CORP	18,747	25,033
EMC CORP-MASS	23,242	24,396
EPOCH GLOBAL EQUITY SHAREHOLDE	459,623	551,284
EQT CORPORATION	5,111	15,981
EXPRESS SCRIPTS HOLDING CO.	29,086	47,552
FIDELITY NATIONAL INFORMATION	8,509	17,822
FISERV INC	11,116	32,714
FREEPORT-MCMORAN COPPER & GOLD	21,150	23,588

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC CO	42,726	41,204
GOOGLE INC	19,193	39,225
HOME DEPOT INC.	26,630	28,407
JOHNSON & JOHNSON	17,378	23,355
JP MORGAN CHASE & CO	21,472	37,135
KELLOGG CO	14,585	14,657
KINDER MORGAN INC	19,944	21,420
MARATHON OIL CORP COM	22,897	22,416
MARKETFIELD FUND	520,049	549,568
MATTHEWS PACIFIC TIGER FUND I	302,871	472,843
MCDONALD'S CORP	16,953	20,861
MERCK & CO INC.	14,203	25,676
MICROSOFT CORPORATION	21,329	31,611
NETAPP, INC.	10,818	11,931
ORACLE CORP	22,555	48,016
PEPSICO INC	9,443	12,607
PG & E CORP	15,201	14,581
PRAXAIR INC.	16,335	32,508
REPUBLIC SVCS INC.	15,396	18,658
RIDGEWORTH FDS SEIX FLOATING R	796,562	797,395
SIMON PPTY GROUP INC	20,722	19,933
STRYKER CORPORATION	15,369	24,045
TARGET CORPORATION	17,545	21,069
TERADATA CORPORATION	13,479	11,827
TJX COMPANIES INC	14,295	27,659
UNION PACIFIC	16,324	21,000
UNITED TECHNOLOGIES CORP	17,948	36,985
UNITEDHEALTH GROUP INC.	9,206	29,367
US BANCORP DEL	18,400	22,422
V F CORP	7,966	20,448

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VIRTUS EMERGING MARKETS OPPTS	238,844	222,753
VISA INC	7,307	22,268
WALGREEN CO	9,471	18,094
WALT DISNEY HOLDINGS CO.	21,476	25,594
WELLS FARGO & CO.	18,083	30,827
WILLIAMS COS	17,506	28,349
YACKTMAN FOCUSED FUND INST CL	524,469	686,007

TY 2013 Investments Government Obligations Schedule

Name: The Tapeats Fund

EIN: 76-0412011

**US Government Securities - End of
Year Book Value:**

697,103

**US Government Securities - End of
Year Fair Market Value:**

724,918

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

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011

TY 2013 Investments - Other Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AT MLP FUND		802,563	864,025
COUGAR INVESTMENT FUND LLC.		174,094	228,271
LIGHTHOUSE DIVERSIFIED FD LTD		750,000	905,264
MBA INVT FUND, LLC (GROWTH)		2,405,314	3,386,032
MBA INVT FUND, LLC (VALUE)		747,864	978,068
MBA INVT, LLC (ENDOWMENT)		34,325	37,668
PRISMA SPECTRUM FUND LTD.		500,000	552,217

TY 2013 Land, Etc. Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011

TY 2013 Other Expenses Schedule

Name: The Tapeats Fund

EIN: 76-0412011

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	63,242			63,242
Foundation Dues & Memberships	2,725			2,725
Indemnification Insurance	1,470			1,470
K-1 Exp AT MLP FUND	23,598	23,542		
K-1 Exp COUGAR INVESTMENT FUND	1,306	1,306		
K-1 EXP MBA INVT FUND, GROWTH	29,380	29,380		
K-1 EXP MBA INVT FUND,VALUE	8,758	8,758		
K-1 EXP MBA INVT,LLC ENDOWMENT	369	369		

TY 2013 Other Income Schedule

Name: The Tapeats Fund

EIN: 76-0412011

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss AT MLP FUND	28,213	15,419	
K-1 Inc/Loss COUGAR INVESTMENT FUND LLC	2,993	2,993	
K-1 Inc/Loss MBA Invt FUND LLC (GROWTH)	52,563	52,563	
K-1 Inc/Loss MBA Invt FUND, LLC (VALUE)	20,792	20,792	
K-1 Inc/Loss MBA Invt, LLC (ENDOWMENT)	884	884	

TY 2013 Other Professional Fees Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	36,486	36,486		
PROFESSIONAL MGMT SERVICES	17,456			17,456

TY 2013 Taxes Schedule

Name: The Tapeats Fund

EIN: 76-0412011

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	11,700			
Foreign Tax Paid	1	1		
IRS Miscellaneous Fee	87			