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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation SK FOUNDATION		A Employer identification number 76-0500154
Number and street (or P O box number if mail is not delivered to street address) 2001 KIRBY DRIVE,	Room/suite 510	B Telephone number 7135221693
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77019		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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,161,725.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	32.	32.		STATEMENT 1
4 Dividends and interest from securities	148,198.	147,848.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	182,904.			
b Gross sales price for all assets on line 6a	1,191,741.			
7 Capital gain net income (from Part IV, line 2)		182,904.		
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)				
11 Other income	659.	659.		STATEMENT 3
12 Total Add lines 1 through 11	331,793.	331,443.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,800.	1,400.		1,400.
c Other professional fees				
17 Interest	43.	43.		0.
18 Taxes	4,143.	1,393.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	13,873.	13,873.		0.
24 Total operating and administrative expenses Add lines 13 through 23	20,859.	16,709.		1,400.
25 Contributions, gifts, grants paid	263,750.			263,750.
26 Total expenses and disbursements. Add lines 24 and 25	284,609.	16,709.		265,150.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	47,184.			
b Net investment income (if negative, enter -0-)		314,734.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	52,356.	23,292.	23,292.
	2 Savings and temporary cash investments	52,327.	27,776.	27,776.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	5,197,558.	5,298,357.	6,110,657.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	5,302,241.	5,349,425.	6,161,725.	
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			
	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	5,302,241.	5,349,425.	
30 Total net assets or fund balances	5,302,241.	5,349,425.		
31 Total liabilities and net assets/fund balances	5,302,241.	5,349,425.		

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	5,302,241.
2 Enter amount from Part I, line 27a	2	47,184.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,349,425.
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	5,349,425.

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 BERNSTEIN-SEE ATTACHED SCHEDULE	P	VARIOUS	07/01/13
b BERNSTEIN-SEE ATTACHED SCHEDULE	P	VARIOUS	07/01/13
c BERNSTEIN-CASH IN LIEU	P	VARIOUS	05/10/13
d CAPITAL GAINS DIVIDENDS			
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 553,543.		523,974.	29,569.
b 615,815.		484,863.	130,952.
c 7.			7.
d 22,376.			22,376.
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			29,569.
b			130,952.
c			7.
d			22,376.
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	182,904.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	96,775.	5,375,578.	.018003
2011	34,000.	5,327,005.	.006383
2010	126,050.	4,892,599.	.025763
2009	108,275.	2,549,426.	.042470
2008	95,325.	795,882.	.119773

2 Total of line 1, column (d)	2	.212392
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	.042478
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,849,037.
5 Multiply line 4 by line 3	5	248,455.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,147.
7 Add lines 5 and 6	7	251,602.
8 Enter qualifying distributions from Part XII, line 4	8	265,150.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,147.
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	3,147.
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	3,147.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,516.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,516.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,369.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 1,369. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of W.A. STOCKARD, JR. Telephone no. 713-522-1693 Located at 2001 KIRBY DRIVE, SUITE 510, HOUSTON, TX ZIP+4 77019
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 N/A
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

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? Yes 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? Yes No **N/A**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SUE STOCKARD SCHAEFER 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	VICE-PRESIDENT 0.00	0.	0.	0.
JAN STOCKARD CATO 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	SEC/ TREASURY 0.00	0.	0.	0.
W.A. STOCKARD, JR. 2001 KIRBY DRIVE, SUITE 510 HOUSTON, TX 77019	PRESIDENT 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
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	5,873,376.
b	Average of monthly cash balances	1b	64,733.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,938,109.
e	Reduction claimed for mortgage 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	5,938,109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,072.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,849,037.
6	Minimum investment return. Enter 5% of line 5	6	292,452.

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	292,452.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,147.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,147.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	289,305.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	289,305.
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	289,305.

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	265,150.
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	265,150.
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	5	3,147.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	262,003.

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				289,305.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			259,537.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 265,150.				
a Applied to 2012, but not more than line 2a			259,537.	
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				5,613.
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))	0.			0.
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		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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				283,692.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
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				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT				263,750.
Total			▶ 3a	263,750.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN	32.	32.	
TOTAL TO PART I, LINE 3	32.	32.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN	170,574.	22,376.	148,198.	147,848.	
TO PART I, LINE 4	170,574.	22,376.	148,198.	147,848.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN	326.	326.	
LITIGATION PROCEEDS	333.	333.	
TOTAL TO FORM 990-PF, PART I, LINE 11	659.	659.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,800.	1,400.		1,400.
TO FORM 990-PF, PG 1, LN 16B	2,800.	1,400.		1,400.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,393.	1,393.		0.
ESTIMATED FEDERAL TAX PAYMENTS	2,750.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,143.	1,393.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	13,775.	13,775.		0.
BANK FEES	98.	98.		0.
TO FORM 990-PF, PG 1, LN 23	13,873.	13,873.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SHEET	5,298,357.	6,110,657.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,298,357.	6,110,657.

Capital Gains Report

SK FOUNDATION (Account: 888-15100)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
08/15/2012	01/03/2013	125	CLOROX COMPANY	73.95	72.07	9,244.23	9,008.73	235.50
08/17/2012	01/03/2013	50	CLOROX COMPANY	73.95	72.20	3,697.69	3,610.00	87.69
10/31/2012	01/09/2013	25	LIBERTY MEDIA CORP - LIBER-A	121.26	111.13	3,031.51	2,778.22	253.29
03/29/2012	01/09/2013	20	VISA INC - CLASS A SHRS	161.33	117.78	3,226.56	2,355.63	870.93
10/31/2012	01/16/2013	75	STARZ - A	15.73	12.72	1,179.50	954.22	225.28
06/18/2012	01/22/2013	140	AB DISCOVERY VALUE FUND CL ADV	18.49	16.02	2,600.00	2,252.68	347.32
		617						
05/31/2012	01/22/2013	40	INTL BUSINESS MACHINES CORP	195.11	193.60	7,804.35	7,743.89	60.46
06/13/2012	01/22/2013	35	SHERWIN-WILLIAMS CO/THE	164.05	130.42	5,741.65	4,564.77	1,176.88
08/22/2012	01/22/2013	75	UNITED TECHNOLOGIES CORP	86.88	79.45	6,516.30	5,959.11	557.19
09/07/2012	01/22/2013	50	UNITED TECHNOLOGIES CORP	86.88	79.38	4,344.20	3,968.81	375.39
07/25/2012	01/30/2013	375	NV ENERGY INC	18.91	17.79	7,089.37	6,671.78	417.59
03/15/2012	01/31/2013	110	TIBCO SOFTWARE INC	23.51	30.53	2,586.58	3,358.71	-772.13
04/05/2012	01/31/2013	65	TIBCO SOFTWARE INC	23.51	32.42	1,528.44	2,107.13	-578.69
04/20/2012	02/01/2013	25	COACH INC	50.13	76.25	1,253.18	1,906.29	-653.11
04/30/2012	02/01/2013	50	COACH INC	50.13	73.14	2,506.35	3,657.17	-1,150.82
05/08/2012	02/04/2013	35	MCKESSON CORP	102.72	89.30	3,595.16	3,125.46	469.70
05/31/2012	02/04/2013	35	MCKESSON CORP	102.72	87.59	3,595.16	3,065.65	529.51
09/14/2012	02/05/2013	325	BB&T CORP	30.93	34.03	10,051.37	11,059.00	-1,007.63
05/21/2012	02/06/2013	75	PROCTER & GAMBLE CO	75.45	63.10	5,659.07	4,732.50	926.57
06/15/2012	02/07/2013	10	CHIPOTLE MEXICAN GRILL-CL A	316.24	400.96	3,162.42	4,009.62	-847.20
03/02/2012	02/12/2013	50	**ASTRAZENECA PLC-SPONS ADR	47.23	44.89	2,361.71	2,244.48	117.23
09/10/2012	02/12/2013	50	**ASTRAZENECA PLC-SPONS ADR	47.23	46.65	2,361.70	2,332.75	28.95
12/28/2012	02/12/2013	175	MARSH & MCLENNAN COS INC	35.50	34.38	6,212.78	6,015.78	197.00
01/09/2013	02/12/2013	100	MARSH & MCLENNAN COS INC	35.50	34.85	3,550.16	3,485.50	64.66
11/12/2012	02/15/2013	20	LINKEDIN CORP - A	161.34	97.23	3,226.80	1,944.66	1,282.14
12/10/2012	02/19/2013	50	ULTA SALON COSMETICS & FRAGRAN	85.29	99.85	4,264.38	4,992.41	-728.03
11/12/2012	03/01/2013	100	DIRECTV	48.27	48.46	4,827.13	4,845.68	-18.55
09/05/2012	03/01/2013	20	INTERCONTINENTALEXCHANGE INC	153.80	135.51	3,076.08	2,710.11	365.97
04/30/2012	03/07/2013	5	COACH INC	48.65	73.14	243.27	365.72	-122.45
05/24/2012	03/07/2013	70	COACH INC	48.65	68.79	3,405.83	4,815.46	-1,409.63
04/20/2012	03/14/2013	35	F5 NETWORKS INC	91.58	133.20	3,205.37	4,661.83	-1,456.46
05/24/2012	03/14/2013	15	F5 NETWORKS INC	91.58	109.62	1,373.73	1,644.24	-270.51
04/12/2012	03/15/2013	200	MGM RESORTS INTERNATIONAL	13.04	13.97	2,608.96	2,793.14	-184.18
05/31/2012	03/19/2013	75	MCKESSON CORP	105.82	87.59	7,936.27	6,569.25	1,367.02
05/17/2012	03/21/2013	50	AMGEN INC	94.02	71.38	4,700.94	3,569.00	1,131.94
07/30/2012	03/22/2013	50	BECTON DICKINSON & CO	92.22	76.04	4,610.81	3,801.98	808.83
10/01/2012	03/26/2013	125	HARRIS CORP	44.82	50.84	5,602.91	6,355.40	-752.49
11/12/2012	03/26/2013	50	HARRIS CORP	44.82	48.12	2,241.17	2,405.90	-164.73
12/28/2012	03/26/2013	100	ULTA SALON COSMETICS & FRAGRAN	78.00	96.75	3,900.07	4,837.71	-937.64
05/22/2012	03/27/2013	50	TYSON FOODS INC-CL A	23.99	19.42	2,399.14	1,941.96	457.18
09/19/2012	03/27/2013	50	TYSON FOODS INC-CL A	23.99	16.61	1,199.57	830.57	369.00
08/08/2012	04/01/2013	65	IDEXX LABS CORP	90.77	89.57	5,900.25	5,821.75	78.50
06/13/2012	04/03/2013	55	SHERWIN-WILLIAMS CO/THE	163.14	130.42	8,972.48	7,173.20	1,799.28
12/31/2012	04/05/2013	50	PEISHART	62.65	67.80	3,132.64	3,390.18	-257.54
09/10/2012	04/09/2013	175	**ASTRAZENECA PLC-SPONS ADR	50.64	46.66	8,862.44	8,164.63	697.81

Capital Gains Report

SK FOUNDATION (Account: 888-15100)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/08/2012	04/15/2013	50	EXXON MOBIL CORP	87.81	80.16	4,390.36	4,007.79	382.57
08/08/2012	04/23/2013	50	IDEXX LABS CORP	86.60	89.57	4,330.00	4,478.27	-148.27
11/12/2012	04/24/2013	15	LINKEDIN CORP - A	185.34	97.23	2,780.16	1,458.50	1,321.66
05/24/2012	04/24/2013	100	TIBCO SOFTWARE INC	18.80	29.58	1,879.70	2,958.00	-1,078.30
08/23/2012	04/24/2013	125	TIBCO SOFTWARE INC	18.80	29.40	2,349.63	3,674.54	-1,324.91
02/07/2013	04/25/2013	75	INTUIT INC	57.00	62.48	4,274.75	4,686.35	-411.60
08/02/2012	05/01/2013	100	**EATON CORP PLC	59.55	42.76	5,955.28	4,275.83	1,679.45
01/25/2013	05/06/2013	36	CST BRANDS INC	29.61	29.63	1,066.01	1,066.70	-0.69
02/14/2013	05/06/2013	11	CST BRANDS INC	29.61	37.13	325.73	408.46	-82.73
06/27/2012	05/06/2013	20	VISA INC - CLASS A SHRS	179.31	122.91	3,586.10	2,458.23	1,127.87
05/21/2012	05/07/2013	100	ALTRIA GROUP INC	36.41	31.59	3,641.20	3,159.06	482.14
05/21/2012	05/13/2013	50	PHILIP MORRIS INTERNATIONAL	94.13	84.50	4,706.54	4,224.90	481.64
09/19/2012	05/14/2013	150	TYSON FOODS INC-CL A	25.08	16.61	3,761.31	2,491.69	1,269.62
06/12/2012	05/15/2013	225	US BANCORP	34.23	30.48	7,701.66	6,857.71	843.95
08/20/2012	05/15/2013	175	US BANCORP	34.23	33.08	5,990.18	5,788.53	201.65
02/06/2013	05/15/2013	150	US BANCORP	34.23	33.53	5,134.44	5,029.53	104.91
01/10/2013	05/17/2013	20	GOLDMAN SACHS GROUP INC	157.84	136.32	3,156.83	2,726.41	430.42
08/06/2012	05/17/2013	100	MERCK & CO. INC.	45.53	44.55	4,552.71	4,454.54	98.17
09/28/2012	05/17/2013	145	MEDTRONIC INC	49.55	42.99	7,184.36	6,233.70	950.66
08/16/2012	05/17/2013	25	MICROSOFT CORP	34.35	30.45	858.72	761.34	97.38
09/21/2012	05/17/2013	75	MICROSOFT CORP	34.35	31.24	2,576.15	2,342.92	233.23
01/08/2013	05/17/2013	75	JH SMUCKER CO/THE	102.29	89.56	7,671.93	6,717.22	954.71
01/07/2013	05/20/2013	25	***EVEREST RE GROUP LTD	132.16	111.17	3,304.05	2,779.14	524.91
10/24/2012	05/20/2013	150	TYSON FOODS INC-CL A	24.95	16.30	3,742.29	2,445.14	1,297.15
06/08/2012	05/28/2013	50	EXXON MOBIL CORP	92.01	80.16	4,600.37	4,007.79	592.58
07/26/2012	06/06/2013	25	ALTRIA GROUP INC	35.65	35.70	891.19	892.44	-1.25
01/30/2013	06/11/2013	25	F5 NETWORKS INC	76.19	105.26	1,904.78	2,631.57	-726.79
02/04/2013	06/11/2013	50	F5 NETWORKS INC	76.19	106.58	3,809.56	5,329.18	-1,519.62
08/08/2012	06/12/2013	35	IDEXX LABS CORP	85.52	89.57	2,993.06	3,134.79	-141.73
02/26/2013	06/12/2013	15	IDEXX LABS CORP	85.52	91.65	1,282.74	1,374.70	-91.96
03/27/2013	06/13/2013	350	SAFEWAY INC	25.11	26.25	8,789.62	9,186.63	-397.01
08/16/2012	07/16/2013	150	GENERAL ELECTRIC CO	23.48	20.95	3,522.32	3,142.92	379.40
02/26/2013	07/16/2013	50	GENERAL ELECTRIC CO	23.48	23.04	1,174.10	1,152.25	21.85
12/28/2012	07/22/2013	75	FISERV INC	92.07	78.73	6,905.24	5,904.82	1,000.42
01/07/2013	07/22/2013	75	FISERV INC	92.07	80.98	6,905.24	6,073.16	832.08
05/20/2013	07/22/2013	50	FISERV INC	92.07	90.17	4,603.50	4,508.56	94.94
11/12/2012	07/22/2013	50	VERTEX PHARMACEUTICALS INC	88.15	44.24	4,407.63	2,211.85	2,195.78
02/06/2013	07/26/2013	65	HARLEY DAVIDSON INC	55.17	52.83	3,586.00	3,433.77	152.23
02/06/2013	08/23/2013	200	GAMESTOP CORP-CLASS A	51.35	24.97	10,269.10	4,993.32	5,275.78
11/14/2012	09/09/2013	250	DIAMOND OFFSHORE DRILLING	64.90	64.46	16,223.95	16,115.83	108.12
03/12/2013	09/12/2013	200	EXXON MOBIL CORP	88.12	89.57	17,624.50	17,913.30	-288.80
11/14/2012	09/17/2013	10	AMAZON.COM INC	303.27	224.39	3,032.74	2,243.94	788.80
12/06/2012	09/23/2013	325	DISCOVER FINANCIAL SERVICES	51.49	40.40	16,733.05	13,131.17	3,601.88
02/26/2013	09/23/2013	100	MONSANTO CO	105.94	99.11	10,594.45	9,910.85	683.60
05/31/2013	09/24/2013	75	STERICYCLE INC	114.35	110.47	8,576.29	8,285.15	291.14
07/31/2013	10/02/2013	250	ABERCROMBIE & FITCH CO-CL A	35.69	49.84	8,923.73	12,460.63	-3,536.90
10/16/2012	10/04/2013	100	KINDER MORGAN INC	35.50	35.48	3,549.68	3,547.89	1.79
03/27/2013	10/23/2013	300	CAMPBELL SOUP CO	42.71	44.45	12,813.78	13,336.05	-522.27
05/06/2013	10/28/2013	50	BOEING CO/THE	130.27	94.38	6,513.62	4,718.97	1,794.65

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss		
08/27/2013	11/01/2013	850	EMC CORP/MASS	23.80	25.99	20,231.28	22,090.06	-1,858.78		
12/31/2012	11/01/2013	25	PETSMART	71.08	67.80	1,777.04	1,695.09	81.95		
02/26/2013	11/01/2013	35	PETSMART	71.08	62.69	2,487.85	2,194.23	293.62		
03/05/2013	11/01/2013	40	PETSMART	71.08	65.95	2,843.25	2,638.03	205.22		
04/11/2013	11/06/2013	3	PRICELINE.COM INC	1061.82	729.42	3,185.46	2,188.27	997.19		
04/03/2013	11/11/2013	50	CAPITAL ONE FINANCIAL CORP	69.77	54.17	3,488.31	2,708.75	779.56		
12/03/2012	11/14/2013	75	CITRIX SYSTEMS INC	55.94	60.62	4,195.40	4,546.35	-350.95		
01/10/2013	11/18/2013	80	GOLDMAN SACHS GROUP INC	166.40	136.32	13,312.04	10,905.63	2,406.41		
01/08/2013	11/19/2013	125	KRAFT FOODS GROUP INC-W/I	52.90	45.80	6,612.06	5,724.99	887.07		
12/28/2012	12/04/2013	5	INTUITIVE SURGICAL INC	368.10	483.60	1,840.52	2,417.99	-577.47		
04/29/2013	12/04/2013	10	INTUITIVE SURGICAL INC	368.10	489.54	3,681.03	4,895.40	-1,214.37		
07/31/2013	12/04/2013	15	INTUITIVE SURGICAL INC	368.10	389.62	5,521.55	5,844.34	-322.79		
02/26/2013	12/16/2013	85	CISCO SYSTEMS INC	20.40	20.63	1,734.33	1,753.81	-19.48		
05/01/2013	12/19/2013	50	ALLERGAN INC	104.50	99.54	5,225.00	4,977.06	247.94		
05/06/2013	12/19/2013	25	BOEING CO/THE	135.07	94.38	3,376.76	2,359.49	1,017.27		
01/07/2013	12/19/2013	25	EVEREST RE GROUP LTD	150.61	111.17	3,765.30	2,779.14	986.16		
03/18/2013	12/20/2013	15	WW GRAINGER INC	248.42	224.00	3,726.23	3,359.99	366.24		
01/08/2013	12/20/2013	25	JM SHUCKER CO/THE	102.40	89.56	2,560.00	2,239.07	320.93		
01/18/2013	12/20/2013	50	JM SHUCKER CO/THE	102.40	89.41	5,120.01	4,470.26	649.75		
02/06/2013	12/20/2013	50	JM SHUCKER CO/THE	102.40	89.16	5,120.00	4,457.78	662.22		
SUBTOTAL FOR SHORT-TERM NON-COVERED								553,543.43	523,974.42	29,569.01

LONG-TERM NON-COVERED

07/08/2009	01/09/2013	100	PFIZER INC	26.35	14.74	2,634.63	1,473.64	1,160.99
09/24/2010	01/22/2013	85	ALTRIA GROUP INC	33.09	23.98	2,812.64	2,038.67	773.97
03/23/2011	01/22/2013	65	ALTRIA GROUP INC	33.09	25.55	2,150.85	1,660.76	490.09
06/24/2011	01/22/2013	25	UNITEDHEALTH GROUP INC	55.81	50.48	1,395.33	1,262.10	133.23
08/08/2011	01/22/2013	80	UNITEDHEALTH GROUP INC	55.81	42.64	4,465.05	3,411.27	1,053.78
01/06/2011	01/23/2013	50	CITRIX SYSTEMS INC	68.96	68.86	3,447.80	3,443.14	4.66
01/25/2011	01/23/2013	175	DELTA AIR LINES INC	13.88	11.70	2,429.14	2,047.97	381.17
02/10/2011	01/23/2013	25	DELTA AIR LINES INC	13.88	11.67	347.02	291.85	55.17
11/29/2011	01/28/2013	75	CIT GROUP INC	40.78	31.64	3,058.22	2,372.78	685.44
08/19/2011	01/30/2013	50	NV ENERGY INC	18.91	14.48	945.25	723.93	221.32
12/22/2011	01/30/2013	175	NV ENERGY INC	18.91	15.88	3,308.38	2,778.58	529.80
05/12/2010	02/05/2013	25	ASTRAZENECA PLC-SPONS ADR	48.01	43.23	1,200.24	1,080.79	119.45
05/20/2010	02/05/2013	250	ASTRAZENECA PLC-SPONS ADR	48.01	41.22	12,002.40	10,305.40	1,697.00
11/24/2010	02/05/2013	50	ASTRAZENECA PLC-SPONS ADR	48.01	48.10	2,400.48	2,404.76	-4.28
12/28/2010	02/05/2013	50	ASTRAZENECA PLC-SPONS ADR	48.01	45.93	2,400.48	2,296.61	103.87
09/06/2011	02/05/2013	25	ASTRAZENECA PLC-SPONS ADR	48.01	44.55	1,200.24	1,113.70	86.54
04/08/2011	02/06/2013	85	AT&T INC	35.37	30.55	3,006.15	2,596.42	409.73
04/18/2011	02/06/2013	40	AT&T INC	35.37	30.32	1,414.66	1,212.75	201.91
05/26/2010	02/06/2013	54	HEWLETT-PACKARD CO	16.67	46.25	900.14	2,497.56	-1,597.42
05/27/2010	02/06/2013	45	HEWLETT-PACKARD CO	16.67	46.77	750.11	2,104.44	-1,354.33
07/06/2010	02/06/2013	95	HEWLETT-PACKARD CO	16.67	43.65	1,583.57	4,146.29	-2,562.72
02/24/2011	02/06/2013	6	HEWLETT-PACKARD CO	16.67	42.74	100.02	256.42	-156.40
10/18/2011	02/06/2013	400	MICRON TECHNOLOGY INC	7.90	5.68	3,160.36	2,270.17	890.19

Capital Gains Report

SK FOUNDATION (Account: 888-15100)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/08/2011	02/07/2013	20	UNITEDHEALTH GROUP INC	57.00	42.64	1,140.06	852.82	287.24
08/11/2011	02/07/2013	80	UNITEDHEALTH GROUP INC	57.00	42.81	4,560.24	3,424.99	1,135.25
09/06/2011	02/12/2013	25	**ASTRAZENECA PLC-SPONS ADR	47.23	44.55	1,180.85	1,113.69	67.16
08/11/2011	02/14/2013	100	**BP PLC-SPONS ADR	42.22	39.65	4,221.96	3,965.21	256.75
09/15/2011	02/14/2013	100	**BP PLC-SPONS ADR	42.22	39.31	4,221.96	3,930.67	291.29
09/20/2011	02/14/2013	100	**BP PLC-SPONS ADR	42.22	38.96	4,221.96	3,896.44	325.52
10/06/2011	02/14/2013	100	**BP PLC-SPONS ADR	42.22	36.21	4,221.96	3,620.60	601.36
10/10/2011	02/14/2013	100	**BP PLC-SPONS ADR	42.22	38.18	4,221.96	3,817.73	404.23
10/31/2011	02/14/2013	100	**BP PLC-SPONS ADR	42.22	44.89	4,221.96	4,489.37	-267.41
12/27/2011	02/19/2013	250	MGM RESORTS INTERNATIONAL	12.80	10.35	3,201.15	2,588.25	612.90
12/27/2011	02/19/2013	350	MGM RESORTS INTERNATIONAL	12.80	10.35	4,481.61	3,623.55	858.06
08/09/2011	03/07/2013	120	LORILLARD INC	38.17	33.39	4,579.84	4,007.03	572.81
08/18/2011	03/07/2013	10	LORILLARD INC	38.17	35.79	381.65	357.91	23.74
12/27/2011	03/15/2013	200	MGM RESORTS INTERNATIONAL	13.04	10.35	2,608.96	2,070.60	538.36
02/28/2012	03/15/2013	200	MGM RESORTS INTERNATIONAL	13.04	13.55	2,608.96	2,710.00	-101.04
03/30/2011	03/21/2013	100	CITIGROUP INC	45.99	44.97	4,599.19	4,497.10	102.09
04/11/2011	03/21/2013	50	CITIGROUP INC	45.99	45.42	2,299.60	2,271.10	28.50
04/19/2011	03/21/2013	80	CITIGROUP INC	45.99	44.74	3,679.35	3,579.44	99.91
04/28/2011	03/21/2013	10	CITIGROUP INC	45.99	45.57	459.92	455.66	4.26
08/18/2011	03/21/2013	95	LORILLARD INC	39.82	35.79	3,782.43	3,400.17	382.26
10/17/2011	03/21/2013	180	LORILLARD INC	39.82	39.07	7,166.72	7,033.48	133.24
03/07/2011	03/22/2013	50	WELLPOINT INC	63.71	67.84	3,185.37	3,392.01	-206.64
12/22/2011	04/02/2013	125	CISCO SYSTEMS INC	21.20	18.16	2,649.91	2,269.60	380.31
02/07/2012	04/02/2013	60	CISCO SYSTEMS INC	21.20	20.25	1,271.96	1,215.30	56.66
07/08/2009	04/04/2013	5	GOOGLE INC-CL A	794.05	403.28	3,970.27	2,016.41	1,953.86
04/29/2010	04/04/2013	20	NOBLE ENERGY INC	113.31	78.95	2,266.26	1,579.09	687.17
07/13/2010	04/04/2013	25	NOBLE ENERGY INC	113.31	67.32	2,832.83	1,682.89	1,149.94
11/16/2011	04/05/2013	80	WELLS FARGO & COMPANY	36.75	25.37	2,939.76	2,029.92	909.84
02/10/2012	04/05/2013	300	WELLS FARGO & COMPANY	36.75	30.23	734.94	604.54	130.40
10/18/2011	04/08/2013	25	MICRON TECHNOLOGY INC	9.28	5.68	2,785.41	1,702.62	1,082.79
10/29/2010	04/23/2013	25	STARBUCKS CORP	59.27	28.56	1,481.84	713.99	767.85
11/08/2010	04/23/2013	30	STARBUCKS CORP	59.27	30.66	1,778.20	919.91	858.29
04/05/2012	04/24/2013	50	TIBCO SOFTWARE INC	18.80	32.42	939.85	1,620.87	-681.02
12/16/2010	04/25/2013	35	INTUIT INC	57.00	48.75	1,994.88	1,706.25	288.63
01/11/2011	04/25/2013	60	INTUIT INC	57.00	47.59	3,419.80	2,855.48	564.32
01/21/2011	04/25/2013	40	INTUIT INC	57.00	47.31	2,279.86	1,892.44	387.42
02/22/2011	04/25/2013	40	INTUIT INC	57.00	52.83	2,279.86	2,113.22	166.64
09/13/2011	04/25/2013	50	INTUIT INC	57.00	46.60	2,849.83	2,330.11	519.72
02/14/2012	05/01/2013	45	NATIONAL - OILWELL INC	65.02	83.52	2,925.97	3,758.45	-832.48
02/16/2012	05/01/2013	55	NATIONAL - OILWELL INC	65.02	83.85	3,251.11	419.27	-94.16
07/08/2009	05/01/2013	55	SCHLUMBERGER LTD	73.67	49.31	4,051.89	2,711.88	1,340.01
08/22/2009	05/01/2013	20	SCHLUMBERGER LTD	73.67	61.41	1,473.41	1,228.22	245.19
08/11/2011	05/01/2013	45	UNITEDHEALTH GROUP INC	59.48	42.81	2,676.61	1,926.55	750.06
11/08/2011	05/01/2013	5	UNITEDHEALTH GROUP INC	59.48	45.55	297.40	227.73	69.67
11/24/2010	05/03/2013	180	KROGER CO	34.81	22.98	6,265.58	4,135.66	2,129.92
02/02/2011	05/03/2013	20	KROGER CO	34.81	21.69	696.18	433.74	262.44
07/08/2009	05/03/2013	200	PFIZER INC	28.97	14.74	5,793.98	2,947.28	2,846.70
03/23/2011	05/07/2013	325	ALTRIA GROUP INC	36.41	25.55	11,833.90	8,303.78	3,530.12
10/18/2011	05/07/2013	125	APPLIED MATERIALS INC	14.76	11.56	1,844.53	1,445.20	399.33

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/01/2011	05/07/2013	75	APPLIED MATERIALS INC	14.76	11.97	1,106.71	897.92	208.79
11/08/2011	05/15/2013	45	UNITEDHEALTH GROUP INC	61.58	45.55	2,770.88	2,049.61	721.27
04/12/2012	05/15/2013	55	UNITEDHEALTH GROUP INC	61.58	58.38	3,386.63	3,210.80	175.83
06/15/2011	05/17/2013	15	PRECISION CASTPARTS CORP	212.02	151.78	3,180.23	2,276.66	903.57
08/04/2011	05/17/2013	20	PRECISION CASTPARTS CORP	212.02	151.85	4,240.30	3,036.97	1,203.33
11/01/2011	05/22/2013	700	MICRON TECHNOLOGY INC	11.21	5.37	7,846.51	3,758.72	4,087.79
02/16/2012	06/04/2013	25	NATIONAL - OILWELL INC	69.80	83.85	1,744.95	2,096.34	-351.39
03/28/2012	06/04/2013	25	NATIONAL - OILWELL INC	69.80	77.65	1,744.94	1,941.23	-196.29
05/21/2012	06/06/2013	75	ALTRIA GROUP INC	35.65	31.59	2,673.59	2,369.30	304.29
02/02/2011	06/07/2013	200	KROGER CO	34.00	21.69	6,800.20	4,337.40	2,462.80
05/24/2012	06/11/2013	25	F5 NETWORKS INC	76.19	109.62	1,904.78	2,740.41	-835.63
07/08/2009	06/17/2013	15	APPLE INC	433.70	135.94	6,505.49	2,039.12	4,466.37
06/30/2010	06/17/2013	50	JOHNSON & JOHNSON	85.67	59.22	4,283.41	2,960.93	1,322.48
12/15/2009	07/01/2013	25	TIME WARNER CABLE	111.37	42.67	2,784.37	1,066.65	1,717.72
01/06/2011	07/02/2013	25	CITRIX SYSTEMS INC	61.08	68.86	1,526.96	1,721.57	-194.61
08/05/2011	07/02/2013	25	CITRIX SYSTEMS INC	61.08	64.69	1,526.96	1,617.29	-90.33
10/25/2011	07/10/2013	95	HARLEY DAVIDSON INC	53.78	38.25	5,108.67	3,634.20	1,474.47
11/03/2011	07/10/2013	30	HARLEY DAVIDSON INC	53.78	38.94	1,613.27	1,168.08	445.19
11/01/2011	07/15/2013	150	APPLIED MATERIALS INC	16.58	11.97	2,487.63	1,795.83	691.80
12/22/2011	07/15/2013	50	APPLIED MATERIALS INC	16.58	10.45	829.21	522.74	306.47
06/08/2012	07/16/2013	125	EXXON MOBIL CORP	93.07	80.16	11,633.53	10,019.48	1,614.05
01/06/2012	07/16/2013	500	GENERAL ELECTRIC CO	23.48	18.71	11,741.05	9,355.29	2,385.76
12/15/2009	07/23/2013	25	TIME WARNER CABLE	117.06	42.67	2,926.51	1,066.65	1,859.86
11/30/2011	07/23/2013	50	TIME WARNER CABLE	117.06	59.88	5,853.02	2,993.86	2,859.16
11/03/2011	07/26/2013	35	HARLEY DAVIDSON INC	55.17	38.94	1,930.92	1,362.75	568.17
03/28/2012	07/26/2013	65	NATIONAL - OILWELL INC	71.43	77.65	4,642.85	5,047.21	-404.36
04/12/2012	07/26/2013	35	NATIONAL - OILWELL INC	71.43	80.28	2,499.99	2,809.86	-309.87
08/04/2011	08/09/2013	10	PRECISION CASTPARTS CORP	219.31	151.85	2,193.15	1,518.49	674.66
10/24/2011	08/09/2013	10	PRECISION CASTPARTS CORP	219.31	172.38	2,193.14	1,723.77	469.37
07/17/2012	08/12/2013	25	BERKSHIRE HATHAWAY INC-CL B	117.10	84.51	2,927.52	2,112.79	814.73
01/06/2012	08/22/2013	50	TIME WARNER CABLE	108.93	64.30	5,446.47	3,214.93	2,231.54
12/22/2011	08/23/2013	300	APPLIED MATERIALS INC	15.65	10.45	4,695.42	3,136.44	1,558.98
01/31/2012	08/23/2013	200	APPLIED MATERIALS INC	15.65	12.27	3,130.28	2,454.36	675.92
02/24/2012	08/23/2013	300	APPLIED MATERIALS INC	15.65	12.74	4,695.42	3,823.32	872.10
08/05/2011	08/23/2013	50	CITRIX SYSTEMS INC	72.67	64.69	3,633.49	3,234.57	398.92
06/08/2012	08/23/2013	25	CHEVRON CORP	118.97	100.20	2,974.14	2,504.94	469.20
08/21/2012	09/06/2013	40	BIODEN IDEC INC	226.96	143.87	9,078.56	5,754.71	3,323.85
01/20/2011	09/09/2013	20	EGG RESOURCES INC	162.90	99.82	3,258.09	1,996.38	1,261.71
05/11/2010	09/10/2013	5	WALT DISNEY CO/THE	62.59	35.71	312.95	178.56	134.39
05/12/2010	09/10/2013	70	WALT DISNEY CO/THE	62.59	35.51	4,381.32	2,485.86	1,895.46
05/21/2012	09/17/2013	50	WAL-MART STORES INC	75.20	62.92	3,759.91	3,145.96	613.95
02/10/2011	09/25/2013	125	DELTA AIR LINES INC	23.71	11.67	2,963.60	1,459.26	1,504.34
10/24/2011	10/02/2013	5	PRECISION CASTPARTS CORP	228.63	172.38	1,143.16	861.88	281.28
11/02/2011	10/02/2013	10	PRECISION CASTPARTS CORP	228.63	162.25	2,286.33	1,622.48	663.85
07/22/2011	10/04/2013	30	EGG RESOURCES INC	173.35	106.10	5,200.50	3,183.06	2,017.44
02/10/2011	10/14/2013	50	DELTA AIR LINES INC	24.06	11.67	1,202.79	583.71	619.08
07/19/2011	10/14/2013	100	DELTA AIR LINES INC	24.06	8.20	2,405.57	819.73	1,585.84
07/19/2011	10/14/2013	175	DELTA AIR LINES INC	24.06	8.20	4,209.75	1,434.53	2,775.22
09/25/2012	10/23/2013	400	FIDELITY NATIONAL FINANCIAL IN	26.45	21.24	10,580.52	8,494.08	2,086.44

Capital Gains Report

SK FOUNDATION (Account: 888-15100)

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/15/2012	11/01/2013	4	CHIPOTLE MEXICAN GRILL-CL A	525.54	400.96	2,102.16	1,603.85	498.31
07/20/2012	11/01/2013	3	CHIPOTLE MEXICAN GRILL-CL A	525.54	318.24	1,576.62	954.73	621.89
11/29/2011	11/01/2013	125	CIT GROUP INC	48.02	31.64	6,001.94	3,954.63	2,047.31
04/10/2012	11/04/2013	75	COGNIZANT TECH SOLUTIONS-A	86.52	75.32	6,488.79	5,649.06	839.73
10/16/2012	11/04/2013	175	KINDER MORGAN INC	35.07	35.48	6,137.29	6,208.81	-71.52
11/01/2012	11/04/2013	75	KINDER MORGAN INC	35.07	34.59	2,630.26	2,594.57	35.69
07/16/2012	11/04/2013	150	MACY'S INC	46.49	33.80	6,973.35	5,069.69	1,903.66
08/05/2011	11/14/2013	25	CITRIX SYSTEMS INC	55.94	64.69	1,398.47	1,617.28	-218.81
08/24/2012	11/14/2013	50	CITRIX SYSTEMS INC	55.94	76.96	2,796.94	3,848.22	-1,051.28
03/07/2011	11/14/2013	20	WELLPOINT INC	88.79	67.84	1,775.74	1,356.80	418.94
04/07/2011	11/14/2013	55	WELLPOINT INC	88.79	69.12	4,883.29	3,801.60	1,081.69
04/27/2011	11/14/2013	75	WELLPOINT INC	88.79	74.70	6,659.04	5,602.51	1,056.53
04/29/2011	11/14/2013	50	WELLPOINT INC	88.79	76.33	4,439.35	3,816.29	623.06
07/26/2011	11/14/2013	25	WELLPOINT INC	88.79	74.03	2,219.68	1,850.71	368.97
02/07/2012	11/18/2013	140	CISCO SYSTEMS INC	21.35	20.25	2,989.00	2,835.70	153.30
02/08/2012	11/18/2013	35	CISCO SYSTEMS INC	21.35	20.17	747.25	706.01	41.24
11/01/2012	11/18/2013	25	KINDER MORGAN INC	35.65	34.59	891.22	864.85	26.37
11/12/2012	11/18/2013	75	KINDER MORGAN INC	35.65	32.57	2,673.67	2,442.92	230.75
08/02/2012	11/19/2013	41	KRAFT FOODS GROUP INC-W/I	52.90	41.17	2,168.76	1,687.84	480.92
08/21/2012	11/19/2013	25	KRAFT FOODS GROUP INC-W/I	52.90	42.60	1,322.41	1,064.90	257.51
10/08/2012	11/19/2013	109	KRAFT FOODS GROUP INC-W/I	52.90	47.24	5,765.72	5,149.33	616.39
11/14/2012	11/21/2013	15	AMAZON.COM INC	366.03	224.39	5,490.51	3,365.90	2,124.61
08/21/2012	11/26/2013	20	BIOMEN IDEC INC	289.87	143.87	5,797.36	2,877.36	2,920.00
05/12/2010	11/27/2013	5	WALT DISNEY CO/THE	70.70	35.51	353.52	177.56	175.96
04/04/2011	11/27/2013	45	WALT DISNEY CO/THE	70.70	42.66	3,181.65	1,919.54	1,262.11
10/12/2012	12/04/2013	14	INTUITIVE SURGICAL INC	368.10	495.57	5,153.45	6,937.96	-1,784.51
11/12/2012	12/04/2013	11	INTUITIVE SURGICAL INC	368.10	532.77	4,049.14	5,860.45	-1,811.31
07/26/2011	12/04/2013	25	WELLPOINT INC	91.55	74.03	2,288.78	1,850.71	438.07
08/24/2011	12/04/2013	50	WELLPOINT INC	91.55	59.90	4,577.55	2,995.11	1,582.44
05/17/2012	12/04/2013	125	WELLPOINT INC	91.55	65.91	11,443.87	8,238.75	3,205.12
02/08/2012	12/16/2013	115	CISCO SYSTEMS INC	20.40	20.17	2,346.45	2,319.75	26.70
02/16/2012	12/16/2013	125	CISCO SYSTEMS INC	20.40	20.15	2,550.49	2,518.70	31.79
02/21/2012	12/16/2013	100	CISCO SYSTEMS INC	20.40	20.44	2,040.39	2,044.34	-3.95
05/31/2012	12/16/2013	35	INTL BUSINESS MACHINES CORP	174.69	193.60	6,114.06	6,775.91	-661.85
08/16/2012	12/16/2013	5	INTL BUSINESS MACHINES CORP	174.69	199.72	873.44	998.62	-125.18
06/18/2012	12/19/2013	278	AB DISCOVERY VALUE FUND CL ADV	23.14	16.02	6,450.00	4,465.38	1,984.62
06/18/2012	12/19/2013	409	AB DISCOVERY GROWTH FND CL ADV	9.53	7.00	3,900.00	2,864.64	1,035.36
12/13/2012	12/19/2013	250	BANK OF AMERICA CORP	15.76	10.57	3,940.83	2,642.75	1,298.08
04/10/2012	12/19/2013	40	COGNIZANT TECH SOLUTIONS-A	97.16	75.32	3,886.50	3,012.83	873.67
04/20/2012	12/19/2013	10	COGNIZANT TECH SOLUTIONS-A	97.16	72.17	971.63	721.75	249.88
10/14/2009	12/19/2013	50	DANAHER CORP	76.49	34.65	3,824.59	1,732.39	2,092.20
08/18/2011	12/19/2013	50	WALT DISNEY CO/THE	72.96	32.32	3,648.07	1,615.96	2,032.11
08/24/2012	12/19/2013	100	EBAY INC	53.24	47.21	5,324.13	4,721.38	602.75
10/25/2012	12/19/2013	200	FORD MOTOR CO	15.26	10.38	3,052.58	2,075.38	977.20
07/08/2009	12/19/2013	3	GOOGLE INC-CL A	1088.09	403.28	3,264.28	1,209.85	2,054.43
09/17/2009	12/19/2013	2	GOOGLE INC-CL A	1088.09	490.76	2,176.19	981.53	1,194.66
09/05/2012	12/19/2013	20	INTERCONTINENTALEXCHANGE GROUP	222.14	135.51	4,442.86	2,710.11	1,732.75

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/24/2011	12/19/2013	50	HEWLETT-PACKARD CO	28.08	42.74	1,404.08	2,136.79	-732.71
03/11/2011	12/19/2013	50	HEWLETT-PACKARD CO	28.08	41.68	1,404.07	2,084.03	-679.96
06/29/2011	12/19/2013	75	HEWLETT-PACKARD CO	28.08	35.51	2,106.11	2,663.35	-557.24
08/05/2011	12/19/2013	25	HEWLETT-PACKARD CO	28.08	32.48	702.04	811.98	-109.94
03/30/2012	12/19/2013	50	JPMORGAN CHASE & CO	57.37	45.83	2,868.50	2,291.52	576.98
02/02/2011	12/19/2013	75	KROGER CO	39.68	21.69	2,975.70	1,626.53	1,349.17
02/04/2011	12/19/2013	25	KROGER CO	39.68	22.32	991.90	557.89	434.01
09/22/2011	12/19/2013	40	**LYONDELLBASELL INDU-CL A	77.97	21.45	3,118.87	857.84	2,261.03
07/13/2010	12/19/2013	10	NOBLE ENERGY INC	67.74	33.66	677.36	336.58	340.78
09/07/2010	12/19/2013	40	NOBLE ENERGY INC	67.74	36.77	2,709.44	1,470.99	1,238.45
05/21/2012	12/19/2013	25	PHILIP MORRIS INTERNATIONAL	85.42	84.50	2,135.61	2,112.45	23.16
08/29/2012	12/19/2013	25	PHILIP MORRIS INTERNATIONAL	85.42	90.82	2,135.60	2,270.46	-134.86
11/02/2011	12/19/2013	5	PRECISION CASTPARTS CORP	263.52	162.25	1,317.60	811.24	506.36
01/13/2012	12/19/2013	10	PRECISION CASTPARTS CORP	263.52	171.08	2,635.20	1,710.76	924.44
09/22/2009	12/19/2013	30	SCHLUMBERGER LTD	86.44	61.41	2,593.33	1,842.33	751.00
04/06/2010	12/19/2013	20	SCHLUMBERGER LTD	86.44	66.90	1,728.88	1,337.97	390.91
11/08/2010	12/19/2013	50	STARBUCKS CORP	77.18	30.66	3,858.91	1,533.18	2,325.73
08/02/2012	12/19/2013	50	TIME WARNER INC	67.76	40.53	3,387.91	2,026.54	1,361.37
06/22/2012	12/19/2013	25	UNION PACIFIC CORP	163.70	114.95	4,092.50	2,873.72	1,218.78
11/29/2010	12/19/2013	50	VIACOM INC-CLASS B	84.03	37.47	4,201.62	1,873.32	2,328.30
SUBTOTAL FOR LONG-TERM NON-COVERED						615,814.98	484,863.28	130,951.70
CASH IN LIEU COVERED								
	05/10/2013		CST BRANDS INC			6.98		6.98
SUBTOTAL FOR CASH IN LIEU COVERED						6.98	0.00	6.98
TOTAL						1,169,365.39	1,008,837.70	160,527.69

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 160,527.69

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00
 SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 29,569.01
 SHORT TERM TOTAL 29,569.01

LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00
 LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 130,951.70
 LONG TERM TOTAL 130,951.70

CIL - COVERED 6.98

SK FOUNDATION
 2013 FORM 990PF PART XV
 FYE 12/31/13

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Name	Address	Address 2	Recipient Status	Purpose of Grant	Amount
Amazing Place	3735 Drexel Dr Suite A	Houston, TX 77027	Public charity	Charitable	10,000
Animal Rescue Fondation	360 S Hwy 123 Bypass	Seguin, TX 78155	Public charity	Charitable	1,000
Art League of Houston	1953 Montrose Blvd	Houston, TX 77006	Public charity	Charitable	2,500
Artrbridge Houston	3311 Richmond, Suite 212	Houston, TX 77098-3018	Public charity	Charitable	1,000
BARC Foundation	3200 Carr Street	Houston, TX 77026	Public charity	Charitable	1,000
Bat Conservation International	P O Box 162603	Austin, TX 78716	Public charity	Charitable	2,500
Bayou Land Conservancy	10330 Lake Rd	Houston, TX 77070	Public charity	Charitable	2,500
Bo's Place	10050 Buffalo Speedway	Houston, TX 77054	Public charity	Charitable	5,000
Brookwood Community	1752 FM 1489	Brookshire, TX 77423	Public charity	Charitable	5,000
Camp for All	10500 NW Freeway, Suite 220	Houston, TX 77092	Public charity	Charitable	10,000
Candlelights	8323 Southwest Freeway	Houston, TX 77074	Public charity	Charitable	5,000
Caesar Kleberg Wildlife Research Institut	700 University Blvd , MSC 218	Kingsville, TX 78363	Public charity	Charitable	2,500
Chinquapin Preparatory School	2615 E Wallisville Road	Highlands, TX 77562-3199	Public charity	Educational	10,000
Combat Wounded Mannes Fund	P O Box 25341	Houston, TX 77265	Public charity	Charitable	1,000
Communities in Schools	1235 Noth Loop West, Suite 300	Houston, TX 77008-4702	Public charity	Charitable	1,000
Consortium on Aging	7000 Fannin St UCT-1703	Houston, TX 77030	Public charity	Charitable	5,000
Council On Alcohol & Drugs	303 Jackson Hill Street	Houston, Texas 77007	Public charity	Charitable	5,000
Episcopal High School	P O Box 271299	Bellaire, TX 77277	Public charity	Educational	5,000
Foundation of Cancer Survivors	P O Box 792	Missouri City, TX 77459	Public charity	Charitable	5,000
Free Enterprise Institute	9525 Katy Freeway, Suite 303	Houston, TX 77024-1415	Public charity	Charitable	5,000
Friends for Life	107 E 22nd St	Houston, TX 77008	Public charity	Charitable	500
Friends of Big Bend	P O Box 200	Big Bend National Park, TX 79834-0	Public charity	Charitable	5,000
Friends of Lake McQueeney	P O Box 781	McQueeney, TX 78123	Public charity	Charitable	3,000
Goodwill Industries of Houston	1140 West Loop North	Houston, TX 77055	Public charity	Charitable	5,000
Gulf Coast Bird Observatory	103 Hwy 332 West	Lake Jackson, TX 77566	Public charity	Charitable	5,000
Hawk Watch International	2240 S 900 E	Salt Lake City, UT 84106	Public charity	Charitable	1,000
Hermann Park Conservatory	6201 Herman Park Dr	Houston, TX 77030	Public charity	Charitable	5,000
Hill Country Land Trust	P O Box 1724	Fredericksburg, TX 78624	Public charity	Charitable	1,000
Hispaniola Medical Charity	415 Meadowlakes Drive	Marble Falls, TX 78654	Public charity	Charitable	5,000
Holly Hall Retirement	2000 Holly Hall St	Houston, TX 77054	Public charity	Charitable	1,000
Houston Audubon	404 Wilchester	Houston, TX 77079	Public charity	Charitable	1,000
Houston Food Bank	535 Portwall St	Houston, TX 77029	Public charity	Charitable	5,000
Houston Humane Society	14700 Alameda Rd	Houston, TX 77053	Public charity	Charitable	1,000
Houston Public Media	P O Box 4878	Houston, TX 77210-4878	Public charity	Charitable	2,000
Houston Wilderness	550 Westcott, Suite 305	Houston, TX 77007	Public charity	Charitable	500
International Crane Foundation	E 11376 Shady Lane Road	Baraboo, WI 53913	Public charity	Charitable	2,000
Joan Hunter Ministries	P O Box 777	Pinehurst, TX 77362-0777	Public charity	Charitable	5,000
Katy Prairie Conservatory	3015 Richmond Ave , Suite 230	Houston, TX 77098-3114	Public charity	Charitable	1,000
Kinkaid School	201 Kinkaid School Drive	Houston, TX 77024	Public charity	Educational	1,000
KPFT Houston	419 Lovett Blvd	Houston, TX 77006	Public charity	Charitable	500
KTSU	3100 Cleburne	Houston, TX 77004	Public charity	Charitable	750
Lake McQueeney Ski Bees	P O Box 658	McQueeney, TX 78123	Public charity	Charitable	500
Lamar High School Alumni Assn	P O Box 540207	Houston, TX 77254	Public charity	Charitable	1,000
Land Trust Alliance	1660 L Street NW, Suite 1100	Washington, DC 20036	Public charity	Charitable	2,500
Last Chance Forever	P O Box 460993	San Antonio, TX 78246-0993	Public charity	Charitable	1,000
Little Woman Home for Animals	66 Evelyn Lane	Huntsville, TX 77340	Public charity	Charitable	1,000
Marilyn Hickey Ministries	8081 East Orchard Road	Greenwood Village, Colorado	Public charity	Charitable	5,000
McQueeney Volunteer Fire Dept	P O Box 500	McQueeney, TX 78123-0500	Public charity	Charitable	5,000
Milby High School Futbol Club	1602 Broadway	Houston, TX 77012	Public charity	Charitable	1,000
Nehemiah Center	5015 Fannin Street	Houston, TX 77004	Public charity	Charitable	500
Peckerwood Garden Foundation	2057 FM 359 Road	Hempstead, TX 77445	Public charity	Charitable	1,000
Perwinkle Foundation	3000 Richmond Avenue	Houston, Texas 77098	Public charity	Charitable	5,000
Planned Parenthood Federation of America	P O Box 97166	Washington, DC 20077-7543	Public charity	Charitable	2,000
Planned Parenthood Foundation	5800 Bellaire Blvd	Bellaire, Texas 77081	Public charity	Charitable	2,500
Quinta Mazathlan	P O Box 220	McAllen, TX 78505	Public charity	Charitable	1,000

SK FOUNDATION
 2013 FORM 990PF PART XV
 FYE 12/31/13

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Name	Address	Address 2	Recipient Status	Purpose of Grant	Amount
Reagan Wells Volunteer Fire Department	4676 Rand Rd 1051	Uvalde, TX 78801	Public charity	Charitable	500
River Oaks Baptist School	2300 Willowick	Houston, TX 77027	Public charity	Educational	5,000
San Jose Clinic	2615 Fannin Street	Houston, TX 77002	Public charity	Charitable	1,000
SNAP	P O Box 70286	Houston, TX 77270	Public charity	Charitable	750
Southwestern University	P O Box 770	Georgetown, TX 78627-0770	Public charity	Educational	5,000
Spay Neuter Asst Program	P O Box 70286	Houston, TX 77270	Public charity	Charitable	250
Houston SPCA	900 Portway Drive	Houston, TX 77024	Public charity	Charitable	1,000
St Lukes Foundation Friends of Nursing	1213 Hermann Drive, Suite 855	Houston, TX 77004	Public charity	Charitable	5,000
St Lukes United Methodist Church	3471 Westheimer	Houston, TX 77027	Public charity	Religious	23,000
TCADP	2709 S Lamar Blvd, Ste 109	Austin, TX 78704-4757	Public charity	Charitable	1,000
Texas Christian University	TCU Box 297044	Fort Worth, TX 76129	Public charity	Educational	5,000
Texas Exes Houston Chapter	P O Box 271648	Houston, TX 77277	Public charity	Charitable	500
Texas Land Trust Council	P O Box 29232	Austin, TX 78755	Public charity	Charitable	2,000
The Baytown Humane Society	P O Box 2772	Houston, Texas 77522	Public charity	Charitable	500
The Center for Hearing and Speech	3636 W Dallas Avenue	Houston, TX 77019	Public charity	Charitable	5,000
The Histo CURE Foundation	P O Box 6446	Folsom, CA 95763	Public charity	Charitable	5,000
The Open Door Mission Foundation	P O Box 9356	Houston, TX 77261	Public charity	Charitable	5,000
The Parish School	11001 Hammerly Blvd	Houston, TX 77043	Public charity	Educational	10,000
Salvation Army	1500 Austin Street	Houston, TX 77002	Public charity	Charitable	5,000
The Star of Hope Mission	P O Box 1505	Houston, TX 77251-1505	Public charity	Charitable	5,000
University of San Diego	5998 Alcalá Park	San Diego, CA 92110	Public charity	Educational	5,000
University of Texas Austin	P O Box 7727	Austin, TX 78713-9953	Public charity	Educational	1,000
Urban Harvest	Suite 200	Houston, TX 77003	Public charity	Charitable	1,000
Wounded Warrior Project	12672 Silicon Drive, Suite 105	San Antonio, TX 78249	Public charity	Charitable	1,000
Yellowstone Academy	3000 Trulley St	Houston, TX 77004	Public charity	Charitable	5,000
					263,750

SK FOUNDATION
 INVESTMENTS - CORPORATE STOCK

31-Dec-13

Qty.	Holding	Total Cost	Market Value
	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	\$ 1,541,270	\$ 1,512,814
39,276 261	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	\$ 475,564	\$ 641,774
3,992 550	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	\$ 107,254	\$ 109,196
5,012 195	AB DISCOVERY GROWTH FND CL ADV	\$ 35,085	\$ 49,270
1,600 000	PFIZER INC	\$ 28,031	\$ 49,008
85 000	APPLE INC	\$ 27,301	\$ 47,694
2,061 657	AB DISCOVERY VALUE FUND CL ADV	\$ 33,198	\$ 44,779
800 000	WELLS FARGO & COMPANY	\$ 26,281	\$ 36,320
30 000	GOOGLE INC-CL A	\$ 16,665	\$ 33,621
350 000	SCHLUMBERGER LTD	\$ 26,536	\$ 31,539
600 000	CITIGROUP INC	\$ 23,651	\$ 31,266
400 000	DANAHER CORP	\$ 19,317	\$ 30,880
600 000	AMERICAN INTERNATIONAL GROUP	\$ 26,682	\$ 30,630
350 000	HOME DEPOT INC	\$ 20,693	\$ 28,819
450 000	TJX COMPANIES INC	\$ 20,412	\$ 28,679
1,800 000	BANK OF AMERICA CORP	\$ 20,154	\$ 28,026
1,000 000	HEWLETT-PACKARD CO	\$ 26,173	\$ 27,980
300 000	JOHNSON & JOHNSON	\$ 18,491	\$ 27,477
120 000	VISA INC - CLASS A SHRS	\$ 15,957	\$ 26,722
275 000	OCCIDENTAL PETROLEUM CORP	\$ 24,873	\$ 26,153
250 000	COGNIZANT TECH SOLUTIONS-A	\$ 17,087	\$ 25,245
150 000	UNION PACIFIC CORP	\$ 18,789	\$ 25,200
90 000	BIOGEN IDEC INC	\$ 12,948	\$ 25,178
300 000	HESS CORP	\$ 24,563	\$ 24,900
110 000	INTERCONTINENTALEXC HANGE GROUP	\$ 14,586	\$ 24,741
375 000	CBS CORP-CLASS B NON VOTING	\$ 18,129	\$ 23,903
200 000	COSTCO WHOLESALE CORP	\$ 23,279	\$ 23,802
600 000	KROGER CO	\$ 14,019	\$ 23,718
450 000	LINCOLN NATIONAL CORP	\$ 20,659	\$ 23,229
275 000	ILLINOIS TOOL WORKS	\$ 17,431	\$ 23,122
250 000	AMERICAN EXPRESS CO	\$ 18,398	\$ 22,683
200 000	ALLERGAN INC	\$ 20,010	\$ 22,216
19 000	PRICELINE COM INC	\$ 14,141	\$ 22,086
250 000	ANSYS INC	\$ 16,752	\$ 21,800
375 000	MEDTRONIC INC	\$ 17,539	\$ 21,521
425 000	VALERO ENERGY CORP	\$ 15,573	\$ 21,420

SK FOUNDATION
INVESTMENTS - CORPORATE STOCK

31-Dec-13

Qty.	Holding	Total Cost	Market Value
250 000	MEAD JOHNSON NUTRITION CO	\$ 21,140	\$ 20,940
400 000	COMCAST CORP-CLASS A	\$ 12,318	\$ 20,786
225 000	MARATHON PETROLEUM CORP	\$ 19,948	\$ 20,639
500 000	AMDOCS LTD	\$ 18,251	\$ 20,620
150 000	BOEING CO/THE	\$ 14,377	\$ 20,474
1,300 000	FORD MOTOR CO	\$ 14,600	\$ 20,059
50 000	AMAZON COM INC	\$ 11,567	\$ 19,940
250 000	WAL-MART STORES INC	\$ 17,752	\$ 19,673
225 000	VIACOM INC-CLASS B	\$ 10,206	\$ 19,652
150 000	PARKER HANNIFIN CORP	\$ 16,213	\$ 19,296
570 000	CONAGRA FOODS INC	\$ 18,634	\$ 19,209
225 000	AON PLC	\$ 17,021	\$ 18,875
225 000	LYONDELLBASELL INDU-CL A	\$ 8,765	\$ 18,063
225 000	AMERICAN TOWER CORP	\$ 17,131	\$ 17,960
325 000	FIDELITY NATIONAL INFORMATION	\$ 10,747	\$ 17,446
250 000	TIME WARNER INC	\$ 10,299	\$ 17,430
200 000	PHILIP MORRIS INTERNATIONAL	\$ 17,693	\$ 17,426
225 000	CAPITAL ONE FINANCIAL CORP	\$ 12,189	\$ 17,237
325 000	CIT GROUP INC	\$ 12,282	\$ 16,942
225 000	GILEAD SCIENCES INC	\$ 11,653	\$ 16,909
65 000	WW GRAINGER INC	\$ 15,153	\$ 16,602
150 000	BECTON DICKINSON & CO	\$ 11,691	\$ 16,574
60 000	PRECISION CASTPARTS CORP	\$ 10,222	\$ 16,158
225 000	CVS/CAREMARK CORP	\$ 14,779	\$ 16,103
200 000	STARBUCKS CORP	\$ 8,376	\$ 15,678
85 000	SHERWIN-WILLIAMS CO/THE	\$ 13,639	\$ 15,598
100 000	EVEREST RE GROUP LTD	\$ 12,702	\$ 15,587
80 000	INTL BUSINESS MACHINES CORP	\$ 16,637	\$ 15,006
400 000	MICROSOFT CORP	\$ 12,373	\$ 14,972
275 000	MACY'S INC	\$ 9,294	\$ 14,685
250 000	JPMORGAN CHASE & CO	\$ 11,683	\$ 14,620
125 000	MONSANTO CO	\$ 12,678	\$ 14,569
700 000	PULTE GROUP INC	\$ 11,586	\$ 14,259
285 000	VERIZON COMMUNICATIONS INC	\$ 12,979	\$ 14,005
175 000	NIKE INC -CL B	\$ 13,738	\$ 13,762
200 000	NOBLE ENERGY INC	\$ 9,278	\$ 13,622
150 000	RAYTHEON COMPANY	\$ 12,760	\$ 13,605
150 000	AMPHENOL CORP-CL A	\$ 12,144	\$ 13,377
175 000	WALT DISNEY CO/THE	\$ 6,341	\$ 13,370
175 000	EATON CORP PLC	\$ 7,996	\$ 13,321
75 000	CELGENE CORP	\$ 8,456	\$ 12,672

SK FOUNDATION
 INVESTMENTS - CORPORATE STOCK

31-Dec-13

Qty.	Holding	Total Cost	Market Value
550 000	ELECTRONIC ARTS INC	\$ 13,318	\$ 12,617
425 000	GANNETT CO	\$ 11,222	\$ 12,572
225 000	EBAY INC	\$ 11,871	\$ 12,350
115 000	PARTNERRE LTD	\$ 9,451	\$ 12,124
125 000	CHUBB CORP	\$ 10,900	\$ 12,079
100 000	BERKSHIRE HATHAWAY INC-CL B	\$ 8,511	\$ 11,856
225 000	HALLIBURTON CO	\$ 10,925	\$ 11,419
275 000	GENERAL MOTORS CO	\$ 10,778	\$ 11,239
75 000	LIBERTY MEDIA CORP	\$ 7,380	\$ 10,984
75 000	POLARIS INDUSTRIES INC	\$ 9,607	\$ 10,923
700 000	GENWORTH FINANCIAL INC-CL A	\$ 9,073	\$ 10,871
50 000	AFFILIATED MANAGERS GROUP INC	\$ 6,797	\$ 10,844
75 000	FEDEX CORP	\$ 10,314	\$ 10,783
275 000	ALTRIA GROUP INC	\$ 9,763	\$ 10,557
100 000	MCDONALD'S CORP	\$ 9,045	\$ 9,703
175 000	HASBRO INC	\$ 9,114	\$ 9,627
18 000	CHIPOTLE MEXICAN GRILL-CL A	\$ 5,728	\$ 9,590
190 000	REYNOLDS AMERICAN INC	\$ 7,967	\$ 9,498
75 000	CHEVRON CORP	\$ 8,151	\$ 9,368
225 000	PATTERSON COS INC	\$ 8,546	\$ 9,270
250 000	KINDER MORGAN INC	\$ 9,633	\$ 9,000
40 000	LINKEDIN CORP - A	\$ 3,943	\$ 8,673
125 000	VERISK ANALYTICS INC- CL A	\$ 7,765	\$ 8,215
225 000	AT&T INC	\$ 7,286	\$ 7,911
150 000	MERCK & CO INC	\$ 6,741	\$ 7,508
375 000	REGAL ENTERTAINMENT GROUP-A	\$ 7,181	\$ 7,294
225 000	HEALTH NET INC	\$ 6,853	\$ 6,676
100 000	ASSURANT INC	\$ 6,462	\$ 6,637
75 000	PEPSICO INC	\$ 5,996	\$ 6,221
50 000	VERTEX PHARMACEUTICALS INC	\$ 2,212	\$ 3,715
95,518 399	OVERLAY A PORTFOLIO CLASS 1	\$ 977,741	\$ 1,193,025
68,988 211	OVERLAY B PORTFOLIO CLASS 1	\$ 713,292	\$ 722,383
	NET PORTFOLIO VALUE	\$ 5,298,357	\$ 6,110,657