Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation	A Employer identification number
THE ITHAKA FOUNDATION	76-0555608

Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
C/O JAMES V. BAIRD 1401 MCKINNEY, SUITE 2700		(713) 452-2020

City or town, state or province, country, and ZIP or foreign postal code

HOUSTON, TX 77002

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,095,812.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts grants, etc , received (attach schedule)	26,500.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	20,868.	20,868.		ATCH 1
4	Dividends and interest from securities	30,184.	30,184.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	34,360.			
b	Gross sales price for all assets on line 6a 599,892.				
7	Capital gain net income (from Part IV, line 2)		34,360.		
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) ATCH 3	3,532.	3,532.		
12	**Total.** Add lines 1 through 11	115,444.	88,944.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	2,928.	2,928.		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	917.	159.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	13,526.	13,526.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	17,371.	16,613.		
25	Contributions, gifts, grants paid	122,000.			122,000.
26	**Total expenses and disbursements** Add lines 24 and 25	139,371.	16,613.	0	122,000.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-23,927.			
b	**Net investment income** (if negative, enter -0-)		72,331.		
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)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	295,691.	118,458.	118,458.
	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	2,252.	1,494.	1,494.
	10 a	Investments - U S and state government obligations (attach schedule) **	164,763.	93,883.	97,944.
	b	Investments - corporate stock (attach schedule) ATCH 8	1,038,595.	1,261,115.	1,551,584.
	c	Investments - corporate bonds (attach schedule) ATCH 9	296,395.	319,001.	326,332.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	20,182.		
	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)	1,817,878.	1,793,951.	2,095,812.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,817,878.	1,793,951.	
	30	**Total net assets or fund balances** (see instructions)	1,817,878.	1,793,951.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,817,878.	1,793,951.	

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	1,817,878.
2	Enter amount from Part I, line 27a	2	-23,927.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,793,951.
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	1,793,951.

**ATCH 7

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	34,360.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	136,242.	1,851,984.	0.073565
2011	93,550.	1,868,020.	0.050080
2010	104,200.	1,855,823.	0.056148
2009	93,500.	1,725,945.	0.054173
2008	130,500.	2,092,060.	0.062379

2	**Total** of line 1, column (d)	2	0.296345
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	0.059269
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,015,845.
5	Multiply line 4 by line 3	5	119,477.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	723.
7	Add lines 5 and 6	7	120,200.
8	Enter qualifying distributions from Part XII, line 4	8	122,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	723.
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	723.
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	723.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,494.		
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	1,494.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	771.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 771. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ DAVID H. LANGSTAFF Telephone no ▶ 202-355-7830			
	Located at ▶ 24020 OLD HUNDRED RD, DICKERSON, MD ZIP+4 ▶ 20842-9665			
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 N/A ▶ 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		X
	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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	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)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(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** N/A

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** X

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** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	1,940,420.
b	Average of monthly cash balances	1b	104,345.
c	Fair market value of all other assets (see instructions)	1c	1,778.
d	**Total** (add lines 1a, b, and c)	1d	2,046,543.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,046,543.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,698.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,015,845.
6	**Minimum investment return.** Enter 5% of line 5	6	100,792.

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	100,792.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	723.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	723.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	100,069.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	100,069.
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	100,069.

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	122,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	122,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	723.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	121,277.

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					100,069.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	26,420.				
b From 2009	8,042.				
c From 2010	12,474.				
d From 2011	1,890.				
e From 2012	45,159.				
f Total of lines 3a through e		93,985.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 122,000.					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2013 distributable amount					100,069.
e Remaining amount distributed out of corpus		21,931.			
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		115,916.			
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					NONE
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)		26,420.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		89,496.			
10 Analysis of line 9					
a Excess from 2009	8,042.				
b Excess from 2010	12,474.				
c Excess from 2011	1,890.				
d Excess from 2012	45,159.				
e Excess from 2013	21,931.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a 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))

DAVID H. LANGSTAFF

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

ATCH 12

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

ATCH 13

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
a Paid during the year				
ATCH 14				
Total . . . . ▶ 3a				122,000.
b Approved for future payment				
Total . . . . ▶ 3b				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20,868.	
4 Dividends and interest from securities			14	30,184.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	34,360.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	3,532.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				88,944.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 88,944.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 5-12-2014 | Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CATHY CHANCE	Cathy Chance	5/6/2014		P00533162
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 1400 POST OAK BLVD., STE 900 HOUSTON, TX 77056-3009			Phone no 713-625-3500	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 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	Employer identification number
THE ITHAKA FOUNDATION	76-0555608

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % 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 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 to 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE ITHAKA FOUNDATION

Employer identification number 76-0555608

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID H. & CYNTHIA S. LANGSTAFF 24020 OLD HUNDRED ROAD DICKERSON, MD 20842	$ 8,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	ASPEN INSTITUTE 1000 NORTH THIRD STREET ASPEN, CO 81611	$ 14,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE ITHAKA FOUNDATION

Employer identification number 76-0555608

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
----		$	
----		$	
----		$	
----		$	
----		$	
----		$	

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Name of organization THE ITHAKA FOUNDATION

Employer identification number 76-0555608

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

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,183.	
		SEE ATTACHMENT 16 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
10,097.		9,759.					338.	
		SEE ATTACHMENT 16 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
139,175.		130,337.					8,838.	
		SEE ATTACHMENT 16 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
447,437.		425,436.					22,001.	
TOTAL GAIN(LOSS)							34,360.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST	17,386.	17,386.
ATLANTIC TRUST - ORIGINAL ISSUE DISCOUNT	579.	579.
ATLANTIC TRUST - US GOVERNMENT INTEREST	2,903.	2,903.
TOTAL	20,868.	20,868.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST		30,184.	30,184.
	TOTAL	30,184.	30,184.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		3,532.	3,532.
	TOTALS	3,532.	3,532.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	2,928.	2,928.		
TOTALS	2,928.	2,928.		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX ON DIVIDENDS	159.	159.
EXCISE TAX	758.	
TOTALS	917.	159.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	13,526.	13,526.
TOTALS	13,526.	13,526.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 15	93,883.	97,944.
US OBLIGATIONS TOTAL	93,883.	97,944.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 15	1,261,115.	1,551,584.
TOTALS	1,261,115.	1,551,584.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 15	319,001.	326,332.
TOTALS	319,001.	326,332.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 15	NONE	NONE
TOTALS		

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID H. LANGSTAFF C/O JAMES V. BAIRD 1401 MCKINNEY, SUITE 2700 HOUSTON, TX 77002	PRESIDENT/TREASURER 1.00	0	0	0
CYNTHIA SHAUER LANGSTAFF C/O JAMES V. BAIRD 1401 MCKINNEY, SUITE 2700 HOUSTON, TX 77002	VICE PRES/SECRETARY 1.00	0	0	0
LEE M. LANGSTAFF C/O JAMES V. BAIRD 1401 MCKINNEY, SUITE 2700 HOUSTON, TX 77002	DIRECTOR .50	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DAVID H. LANGSTAFF
24020 OLD HUNDRED RD
DICKERSON, MD 20842-9665
202-355-7830

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

EACH APPLICATION SHOULD INCLUDE THE AMOUNT AND PURPOSE OF THE GRANT AS WELL AS GENERAL INFORMATION REGARDING THE APPLYING ORGANIZATION. APPLICATIONS ARE ACCEPTED AT ANY TIME. NOTICE OF APPROVAL, REJECTION OR REQUEST FOR ADDITIONAL INFORMATION IS USUALLY SENT WITHIN ONE MONTH NO RESTRICTIONS APPLY.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ASPEN INSTITUTE 1000 NORTH THIRD STREET ASPEN, CO 81611	NONE PC	GENERAL FUND	25,000
SUGARLOAF REGIONAL TRAILS, INC P O BOX 412 BARNESVILLE, MD 20838	NONE PC	GENERAL FUND	500
ST JOHN'S UMC 20 SOUNDVIEW AVE WHITE PLAINS, NY 10606	NONE PC	GENERAL FUND	5,000
MONTGOMERY COUNTRYSIDE ALLIANCE P O BOX 24 POOLESVILLE, MD 20837	NONE PC	GENERAL FUND	20,000
WASHINGTON REVELS, INC. 531 DALE DRIVE SILVER SPRING, MD 20910	NONE PC	GENERAL FUND	11,000
MIDDLEBURY COLLEGE MIDDLEBURY, VT 05753	NONE PC	GENERAL FUND	7,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHARITY WORKS CFNCR 1616 ANDERSON RD MCLEAN, VA 22102	NONE PC	GENERAL FUND	5,000
PUTNEY SCHOOL, INC ELM LEA FARM PUTNEY, VT 05346	NONE PC	GENERAL FUND	1,000
TEAM MARYLAND ICE HOCKEY 8813 MAYBERRY CT POTOMAC, MD 20854	NONE PC	GENERAL FUND	5,000
THE BARNESVILLE SCHOOL INC PO BOX 404 BARNESVILLE, MD 20838	NONE PC	GENERAL FUND	2,500
THE POTOMAC SCHOOL 1301 POTOMAC SCHOOL ROAD MCLEAN, VA 22101	NONE PC	GENERAL FUND	15,000
COUNTRY DANCE AND SONG SOCIETY, INC PO BOX 878 VILLAGE STATION NEW YORK, NY 10014	NONE PC	GENERAL FUND	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PESTALOZZI US CHILDREN'S CHARITY 1202 LEXINGTON AVE NEW YORK, NY 10028	NONE PC	GENERAL FUND	7,500
THIS I BELIEVE 2424 FRANKFURT AVENUE, SUITE 1 LOUISVILLE, KY 40206	NONE PC	GENERAL FUND	10,000
LASELL COLLEGE 1844 COMM AVE NEWTON, MA 02466	NONE PC	GENERAL FUND	5,000
		TOTAL CONTRIBUTIONS PAID	122,000.

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
US TREASURY NOTE 5 125% DTD 05/15/06 DUE 05/15/2016	25,000	27,711 00 110 84	26,867 25 107 47	843 75	1,281 00	4 62%
US TREASURY NOTE 2 500% DTD 07/15/06 DUE 07/15/2016 TREASURY INFLATION PROTECTION SECURITY	28,913 50	31,745 00 109 79	31,720.19 109 71	24 81	722.00	2 28%
TOTAL TREASURY AND FEDERAL AGENCIES		**$ 97,943.75**	**$ 93,883.05**	**$ 4,060.70**	**$ 3,753.00**	**3.83%**
NONGOVERNMENT OBLIGATIONS						
BERKSHIRE HATHAWAY FIN CORP GTD SR NT 5 40% DTD 11/15/2008 DUE 05/15/2018 CALLABLE	25,000	28,755 75 115 02	26,709 25 106 84	2,046 50	1,350 00	4 69%
CATERPILLAR INC NT 5 70% DTD 08/08/2006 DUE 08/15/2016 CALLABLE	25,000	27,872 25 111 49	25,618 50 102 47	2,253 75	1,425 00	5.11%
DU PONT E I DE NEMOURS & CO SR NT 6 00% DTD 07/28/2008 DUE 07/15/2018 CALLABLE	25,000	29,023 25 116 09	30,114.75 120.46	-1,091 50	1,500 00	5 17%
GENERAL ELEC CAP CORP MTN SR NT A 4 625% DTD 01/07/2011 DUE 01/07/2021 NON-CALLABLE	25,000	27,261 25 109.05	28,276 50 113 11	-1,015 25	1,156 00	4 24%
GOLDMAN SACHS GROUP INC 5 125% DTD 01/12/2005 DUE 01/15/2015	25,000	26,114 75 104 46	24,423 63 97.70	1,691 12	1,281 00	4 91%

ITHAKA FOUNDATION-IMA

ACCOUNT NUMBER: 64-0010-00-5
STATEMENT PERIOD: 12/01/13 - 12/31/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
HEWLETT PACKARD CO GLBL NT 4 75% DTD 02/26/2009 DUE 06/02/2014 CALLABLE	25,000	25,400 25 101 60	27,387 50 109 55	-1,987 25	1,187 00	4 68%
INTEL CORP SR NT 3 30% DTD 09/19/2011 DUE 10/01/2021 CALLABLE	25,000	24,837 25 99 35	24,984.00 99 94	-146 75	825 00	3 32%
PEPSICO INC 5.00% DTD 05/28/2008 DUE 06/01/2018	25,000	28,043 00 112 17	26,328 00 105.31	1,715 00	1,250 00	4 46%
PFIZER INC SR NT 6 20% DTD 03/24/2009 DUE 03/15/2019 CALLABLE	25,000	29,635 75 118 54	30,872 50 123 49	-1,236 75	1,550 00	5 23%
PRAXAIR INC NT 2 20% DTD 08/02/2012 DUE 08/15/2022 CALLABLE	25,000	22,244 25 88 98	22,909.25 91 64	-665 00	550 00	2 47%
UNITED TECHNOLOGIES CORP NT 5 375% DTD 12/07/2007 DUE 12/15/2017 CALLABLE	25,000	28,489 00 113 96	26,907 00 107 63	1,582 00	1,343 00	4 72%
WELLS FARGO & CO NEW SR UNSECD NT 5 625% DTD 12/10/2007 DUE 12/11/2017	25,000	28,655 00 114 62	24,470 25 97 88	4,184 75	1,406 00	4 91%

Attachment 15

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TOTAL NONGOVERNMENT OBLIGATIONS		$ 326,331.75	$ 319,001.13	$ 7,330.62	$ 14,823.00	4.54%
TOTAL FIXED INCOME		$ 424,276.50	$ 412,884.18	$ 11,391.32	$ 18,576.00	4.38%
EQUITIES						
COMMON STOCK						
MATERIALS						
CROWN HLDGS INC COM	195	8,691 15 44 57	6,777.46 34.76	1,913 69		
FREEPORT-MCMORAN COPPER & GOLD INC CL B	240	9,057 60 37 74	8,117.29 33.82	940 31	300 00	3 31%
PRAXAIR INC COM	95	12,352 85 130 03	5,943 77 62 57	6,409.08	228.00	1 85%
TOTAL MATERIALS		$ 30,101.60	$ 20,838.52	$ 9,263.08	$ 528.00	1.75%
INDUSTRIALS						
BOEING CO COM	80	10,919 20 136 49	5,922 43 74.03	4,996 77	233 00	2 14%
DANAHER CORP COM	170	13,124 00 77 20	6,293 66 37.02	6,830 34	17.00	0 13%

Attachment 15

ITHAKA FOUNDATION-IMA

ACCOUNT NUMBER: 64-0010-00-5
STATEMENT PERIOD: 12/01/13 - 12/31/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
GENERAL ELEC CO COM	575	16,117 25 28 03	15,265 64 26 55	851 61	506 00	3 14%
REPUBLIC SVCS INC COM	216	7,171 20 33 20	5,920 07 27 41	1,251 13	224 00	3 13%
UNION PAC CORP COM	50	8,400 00 168 00	6,529 50 130 59	1,870 50	158 00	1 88%
UNITED TECHNOLOGIES CORP COM	125	14,225 00 113 80	6,728 85 53 83	7,496 15	295 00	2 07%
TOTAL INDUSTRIALS		**$ 69,956.65**	**$ 46,660.15**	**$ 23,296.50**	**$ 1,433.00**	**2.05%**
CONSUMER DISCRETIONARY						
COMCAST CORP CL A	220	11,432 30 51 97	3,779 52 17 18	7,652 78	171 00	1 50%
DISNEY WALT CO COM	130	9,932 00 76 40	8,332 07 64 09	1,599 93	111 00	1 13%
DIRECTV COM	100	6,906 00 69 06	4,903 51 49 04	2,002 49		
DOLLAR GEN CORP NEW COM	160	9,651 20 60 32	7,213 35 45 08	2,437 85		
HOME DEPOT INC COM	130	10,704 20 82 34	10,031 46 77 17	672 74	202 00	1 89%

Attachment 15

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
MCDONALDS CORP COM	85	8,247 55 97 03	6,658 60 78.34	1,588 95	275.00	3 34%
TJX COS INC NEW COM	165	10,515 45 63 73	5,060.78 30 67	5,454 67	95.00	0.91%
TARGET CORP COM	131	8,288 37 63 27	6,719 04 51 29	1,569 33	225 00	2 72%
VF CORP COM	128	7,979 52 62 34	2,186 64 17 08	5,792 88	134 00	1 68%
TOTAL CONSUMER DISCRETIONARY		**$ 83,656.59**	**$ 54,884.97**	**$ 28,771.62**	**$ 1,213.00**	**1.45%**
CONSUMER STAPLES						
CVS CAREMARK CORP COM	145	10,377 65 71 57	5,661 96 39.05	4,715 69	159.00	1 54%
KELLOGG CO COM	95	5,801 65 61 07	5,773 29 60.77	28 36	174 00	3 01%
PEPSICO INC COM	56	4,644.64 82 94	3,383.40 60 42	1,261 24	127.00	2 74%
WALGREEN CO COM	120	6,892 80 57.44	3,598 59 29.99	3,294 21	151 00	2 19%
TOTAL CONSUMER STAPLES		**$ 27,716.74**	**$ 18,417.24**	**$ 9,299.50**	**$ 611.00**	**2.21%**

ITHAKA FOUNDATION-IMA

ACCOUNT NUMBER: 64-0010-00-5
STATEMENT PERIOD: 12/01/13 - 12/31/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
ENERGY						
ANADARKO PETE CORP COM	145	11,501.40 79 32	9,255 27 63 83	2,246 13	104 00	0 91%
APACHE CORP COM	97	8,336 18 85 94	7,773 87 80 14	562 31	77.00	0 93%
EQT CORP COM	68	6,105 04 89 78	1,477 94 21 73	4,627 10	8 00	0 13%
KINDER MORGAN INC DEL COM	230	8,280.00 36 00	7,708 36 33 52	571 64	377 00	4 56%
MARATHON OIL CORP COM	245	8,648 50 35 30	8,834 49 36 06	-185 99	186 00	2 15%
WILLIAMS COS INC COM	285	10,992 45 38 57	6,842.55 24 01	4,149 90	433 00	3.94%
TOTAL ENERGY		**$ 53,863.57**	**$ 41,892.48**	**$ 11,971.09**	**$ 1,185.00**	**2.20%**
FINANCIALS						
ACE LTD NPV	85	8,800.05 103 53	4,383 04 51 57	4,417 01	214 00	2 43%
AVALONBAY CMNTYS INC COM	30	3,546 90 118 23	4,210 30 140 34	-663 40	128 00	3 62%

Attachment 15

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
BANK OF AMERICA CORP COM	405	6,305 85 15 57	3,892.28 9 61	2,413 57	16.00	0 26%
BLACKROCK INC COM	24	7,595.28 316.47	3,975 83 165.66	3,619.45	161 00	2 12%
CAPITAL ONE FINL CORP COM	135	10,342 35 76.61	7,047 86 52 21	3,294 49	162 00	1 57%
CITIGROUP INC COM NEW	198	10,317 78 52.11	8,748.07 44 18	1,569 71	7 00	0 08%
JPMORGAN CHASE & CO COM	245	14,327 60 58 48	8,169 48 33 35	6,158 12	372 00	2 60%
SIMON PPTY GROUP INC NEW COM	53	8,064 48 152 16	8,378.14 158.08	-313 66	254 00	3 15%
US BANCORP DEL COM NEW	215	8,686 00 40 40	7,125 77 33 14	1,560 23	197 00	2 28%
WELLS FARGO & CO NEW COM	264	11,985.60 45.40	6,760.68 25.61	5,224 92	316.00	2 64%
TOTAL FINANCIALS		**$ 89,971.89**	**$ 62,691.45**	**$ 27,280.44**	**$ 1,827.00**	**2.04%**
HEALTH CARE						
COVIDIEN PLC SHS	145	9,874.50 68 10	6,187.99 42.68	3,686.51	185 00	1.88%

ITHAKA FOUNDATION-IMA

ACCOUNT NUMBER: 64-0010-00-5
STATEMENT PERIOD: 12/01/13 - 12/31/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
AETNA INC NEW COM	190	13,032 10 68 59	5,860 61 30 85	7,171 49	171 00	1 31%
EXPRESS SCRIPTS HLDG CO COM	263	18,473 12 70.24	11,829 51 44 98	6,643 61		
JOHNSON & JOHNSON COM	100	9,159.00 91 59	6,815 02 68 15	2,343 98	264 00	2 88%
MERCK & CO INC NEW COM	198	9,909 90 50 05	5,490 63 27 73	4,419 27	348 00	3 52%
STRYKER CORP COM	125	9,392 50 75 14	5,247 43 41 98	4,145 07	152 00	1 62%
UNITEDHEALTH GROUP INC COM	150	11,295 00 75 30	2,881 95 19.21	8,413 05	168 00	1 49%
TOTAL HEALTH CARE		**$ 81,136.12**	**$ 44,313.14**	**$ 36,822.98**	**$ 1,288.00**	**1.59%**
INFORMATION TECHNOLOGY						
CHECK POINT SOFTWARE TECH COM	97	6,256 40 64 50	4,284 99 44 18	1,971 41		
ALLIANCE DATA SYSTEMS CORP COM	33	8,676 69 262 93	1,863 65 56 47	6,813 04		
APPLE INC COM	55	30,856.10 561.02	19,333 94 351 53	11,522.16	671 00	2 17%

ITHAKA FOUNDATION-IMA

ACCOUNT NUMBER: 64-0010-00-5
STATEMENT PERIOD: 12/01/13 - 12/31/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
AUTOMATIC DATA PROCESSING INC COM	190	15,351 81 80 80	6,454 85 33 97	8,896 96	364 00	2.38%
CISCO SYS INC COM	340	7,626 20 22 43	6,004 52 17 66	1,621.68	231 00	3 03%
CITRIX SYS INC COM	110	6,957 50 63 25	6,645.17 60 41	312 33		
E M C CORP MASS COM	375	9,431 25 25 15	8,986 64 23 96	444 61	150 00	1.59%
FIDELITY NATL INFORMATION SVCS INC COM	128	6,871 04 53 68	2,583 04 20 18	4,288 00	112 00	1.64%
FISERV INC COM	214	12,636.70 59 05	4,009 38 18 74	8,627 32		
GOOGLE INC CL A	14	15,689.94 1,120 71	7,741.14 552 94	7,948 80		
MICROSOFT CORP COM	325	12,158.25 37 41	8,110 04 24 95	4,048 21	364 00	2.99%
NETAPP INC COM	115	4,731 10 41.14	4,296 40 37 36	434 70	69 00	1 46%
ORACLE CORP COM	485	18,556.10 38 26	8,635.92 17 81	9,920 18	232 00	1 25%

Attachment 15

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

ITHAKA FOUNDATION-IMA

ACCOUNT NUMBER: 64-0010-00-5
STATEMENT PERIOD: 12/01/13 - 12/31/13

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TERADATA CORP DEL COM	100	4,549 00 45.49	5,184 03 51.84	-635 03		
VISA INC COM CL A	40	8,907 20 222 68	2,686 65 67.17	6,220 55	64 00	0 72%
TOTAL INFORMATION TECHNOLOGY		**$ 169,255.28**	**$ 96,820.36**	**$ 72,434.92**	**$ 2,257.00**	**1.33%**
UTILITIES						
PG&E CORP COM	138	5,558.64 40 28	5,795.76 42 00	-237 12	251 00	4 52%
TOTAL UTILITIES		**$ 5,558.64**	**$ 5,795.76**	**$ -237.12**	**$ 251.00**	**4.52%**
TOTAL COMMON STOCK		**$ 611,217.08**	**$ 392,314.07**	**$ 218,903.01**	**$ 10,593.00**	**1.74%**
EQUITY MUTUAL FUNDS						
LARGE CAP EQUITY FUNDS						
HAMLIN HIGH DIVIDEND EQUITY FUND INS	3,581 814	70,096.10 19.57	68,130 37 19.02	1,965 73	1,178.00	1 68%
YACKTMAN FOCUSED FUND - INST	2,150 25	54,078 79 25.15	39,877.99 18 55	14,200 80	378 00	0 70%
TOTAL LARGE CAP EQUITY FUNDS		**$ 124,174.89**	**$ 108,008.36**	**$ 16,166.53**	**$ 1,556.00**	**1.25%**
LARGE CAP EQUITY GROWTH FUNDS						

Attachment 15

8301-01-0001923-0009-0026469

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
DELAWARE U S GROWTH FUND - INS	2,159 628	53,861 12 24 94	50,041.01 23 17	3,820 11	41 00	0 08%
TOTAL LARGE CAP EQUITY GROWTH FUNDS		**$ 53,861.12**	**$ 50,041.01**	**$ 3,820.11**	**$ 41.00**	**0.08%**
INTL EQUITY FUNDS - EMERGING MKTS						
MATTHEWS PACIFIC TIGER FUND- IS #102	3,448 616	86,111.94 24 97	59,511 06 17 26	26,600 88	693 00	0 80%
VIRTUS EMERGING MARKETS OPPORTUNITY FUND CL I #1736	7,877.261	75,227.84 9 55	81,835 15 10 39	-6,607 31	827.00	1.10%
TOTAL INTL EQUITY FUNDS - EMERGING MKTS		**$ 161,339.78**	**$ 141,346.21**	**$ 19,993.57**	**$ 1,520.00**	**0.94%**
TOTAL EQUITY MUTUAL FUNDS		**$ 339,375.79**	**$ 299,395.58**	**$ 39,980.21**	**$ 3,117.00**	**0.92%**
TOTAL EQUITIES		**$ 950,592.87**	**$ 691,709.65**	**$ 258,883.22**	**$ 13,710.00**	**1.44%**
TACTICAL & OPP ENHANCED YIELD EQUITY						
BARCLAYS ETN SELECT MLP ETN	3,250	89,082.50 27 41	84,572.80 26 02	4,509 70	3,428 00	3.85%

ITHAKA FOUNDATION-IMA

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CL I #1212	6,424.593	125,279.56 19.50	100,967 79 15 72	24,311.77	3,777.00	3 02%
TOTAL EQUITY		**$ 214,362.06**	**$ 185,540.59**	**$ 28,821.47**	**$ 7,205.00**	**3.36%**
FIXED INCOME						
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND CLASS I #6083	7,935 157	110,060 63 13 87	112,750.71 14 21	-2,690 08	4,229.00	3 84%
RIDGEWORTH CLASSIC SEIX FLOATING RATE HIGH INCOME FUND CL I #5203	13,977 12	126,632.71 9 06	126,080.09 9 02	552.62	5,065.00	4.00%
TOTAL FIXED INCOME		**$ 236,693.34**	**$ 238,830.80**	**$ -2,137.46**	**$ 9,294.00**	**3.93%**
TOTAL ENHANCED YIELD		**$ 451,055.40**	**$ 424,371.39**	**$ 26,684.01**	**$ 16,499.00**	**3.66%**
TOTAL TACTICAL & OPP		√ **$ 451,055.40**	√ **$ 424,371.39**	**$ 26,684.01**	**$ 16,499.00**	**3.66%**
ALTERNATIVE ASSETS						
NON-DIRECTIONAL HEDGE FUNDS						
MULTI-STRATEGY						
JOHN HANCOCK FUNDS II - GLOBAL ABSOLUTE RETURN STRATEGIES FUND CLASS I #3953	6,515.849	72,130.45 11 07	73,025 92 11 21	-895 47	1,042 00	1.45%

ITHAKA FOUNDATION-IMA

ACCOUNT NUMBER: 64-0010-00-5
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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TOTAL MULTI-STRATEGY		**$ 72,130.45**	**$ 73,025.92**	**$ -895.47**	**$ 1,042.00**	**1.45%**
TOTAL NON-DIRECTIONAL HEDGE FUNDS		**$ 72,130.45**	**$ 73,025.92**	**$ -895.47**	**$ 1,042.00**	**1.45%**
DIRECTIONAL HEDGE FUNDS						
EQUITY LONG SHORT						
MAINSTAY MARKETFIELD FUND CLASS I #1625	4,201 192	77,806 08 18 52	72,008 88 17.14	5,797 20	8 00	0 01%
TOTAL EQUITY LONG SHORT		**$ 77,806.08**	**$ 72,008.88**	**$ 5,797.20**	**$ 8.00**	**0.01%**
TOTAL DIRECTIONAL HEDGE FUNDS		**$ 77,806.08**	**$ 72,008.88**	**$ 5,797.20**	**$ 8.00**	**0.01%**
√ **TOTAL ALTERNATIVE ASSETS**		**$ 149,936.53**	**$ 145,034.80**	**$ 4,901.73**	**$ 1,050.00**	**0.70%**
TOTAL MARKET VALUE		**$ 2,094,318.09**	**$ 1,792,457.81**	**$ 301,860.28**	**$ 49,910.00**	**2.38%**

1,792,457.81 - 118,457.79 = 1,674,000.02

Attachment 15

2013 Tax Information Statement

Payer's Name and Address:
ATLANTIC TRUST COMPANY, N.A.
100 FEDERAL STREET, 37TH FLOOR
BOSTON, MA 02110

Account Number:	640010005
Recipient's Tax ID Number:	XX-XXX5608
Payer's Federal ID Number:	84-0591534
Payer's State ID Number:	
State:	TX
Questions?	(713)214-7644
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
THE ITHAKA FOUNDATION
C/O JAMES V. BAIRD
1401 MCKINNEY STREET, SUITE 2700
HOUSTON, TX 77010

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds etc *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Short Term Sales Reported on 1099-B								
M22465104	CHECK POINT SOFTWARE TECH COM		CHKP					
35 0000	03/07/2013	08/27/2012	1,797 07	1,710 15	0 00	86 92	0 00	0 00
353538309	FRANKLIN HIGH INCOME FUND - AD #605		FVHIX					
692 5290	05/14/2013	Various	1,488 93	1,425 02	0 00	63 91	0 00	0 00
641224498	NEUBERGER BERMAN EQUITY INCOME FUND INS #1818		NBHIX					
237 5040	09/20/2013	Various	2,928 43	2,795 37	0 00	133 06	0 00	0 00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND INST #45		PCRIX					
456 3200	12/19/2013	Various	2,528 02	2,675 00	0 00	-146 98	0 00	0 00
360873657	POLEN GROWTH FUND		POLIX					
20.1270	11/07/2013	Various	307 14	269.91	0 00	37 23	0.00	0 00
74733V100	QEP RES INC COM		QEP					
29 0000	11/13/2013	11/14/2012	948 53	801 10	0 00	147 43	0.00	0 00
74733V100	QEP RES INC.COM		QEP					
3 0000	11/13/2013	11/14/2012	98.72	82 87	0 00	15 85	0.00	0.00
Total Short Term Sales Reported on 1099-B			**10,096 84**	**9,759.42**	**0.00**	**337.42**	**0.00**	**0.00**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Payer's Name and Address:
ATLANTIC TRUST COMPANY, N.A.
100 FEDERAL STREET, 37TH FLOOR
BOSTON, MA 02110

Account Number: 640010005
Recipient's Tax ID Number: XX-XXX5608
Payer's Federal ID Number: 84-0591534
Payer's State ID Number:
State: TX
Questions? (713)214-7644

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE ITHAKA FOUNDATION
C/O JAMES V. BAIRD
1401 MCKINNEY STREET, SUITE 2700
HOUSTON, TX 77010

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Report on Form 8949, Part I, with Box A checked								
Long Term Sales Reported on 1099-B								
34984T600	ABSOLUTE STRATEGIES FD CLASS I #102		ASFIX					
6775.0680	05/01/2013	01/11/2012	76,761.52	75,000 00	0.00	1,761.52	0.00	0.00
00817Y108	AETNA INC NEW COM		AET					
45 0000	07/02/2013	05/17/2012	2,823 57	1,793 61	0 00	1,029 96	0 00	0 00
037411105	APACHE CORP COM		APA					
20.0000	10/28/2013	08/19/2011	1,808 03	1,963 38	0 00	-155.35	0.00	0.00
055921100	BMC SOFTWARE INC COM		BMC					
50 0000	09/11/2013	08/01/2011	2,312 50	2,132 41	0 00	180.09	0 00	0.00
12572Q105	CME GROUP INC COM		CME					
45.0000	02/28/2013	Various	2,689 35	2,220 13	0 00	469.22	0.00	0.00
345370860	FORD MTR CO DEL COM PAR $0.01		F					
230 0000	01/07/2013	05/10/2011	3,076 89	3,483 90	0.00	-407 01	0 00	0 00
345370860	FORD MTR CO DEL COM PAR $0 01		F					
175.0000	08/08/2013	Various	2,958 57	2,364 55	0.00	594 02	0 00	0 00

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100 FEDERAL STREET, 37TH FLOOR
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☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE ITHAKA FOUNDATION
C/O JAMES V. BAIRD
1401 MCKINNEY STREET, SUITE 2700
HOUSTON, TX 77010

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks, Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
353538309	FRANKLIN HIGH INCOME FUND - AD #605		FVHIX					
9577.9730	05/14/2013	Various	20,592 65	19,346 35	0 00	1,246 30	0.00	0.00
423074103	HEINZ H J CO COM		HNZ					
35.0000	04/23/2013	01/23/2012	2,532 22	1,810.44	0 00	721.78	0.00	0.00
G5785G107	MALLINCKRODT PUB LTD CO SHS		MNK					
1250	07/18/2013	08/01/2011	5.23	4 32	0 00	0.91	0 00	0.00
G5785G107	MALLINCKRODT PUB LTD CO SHS		MNK					
18 0000	07/29/2013	Various	832.16	588 50	0 00	243.66	0 00	0.00
580135101	MCDONALDS CORP COM		MCD					
25.0000	05/08/2013	04/08/2011	2,526 11	1,901 73	0 00	624 38	0.00	0.00
594918104	MICROSOFT CORP COM		MSFT					
80.0000	11/25/2013	Various	3,010 34	2,119.34	0 00	891.00	0 00	0.00
641224498	NEUBERGER BERMAN EQUITY INCOME FUND INS #1818		NBHIX					
86.3580	09/20/2013	Various	1,064 80	969.76	0 00	95 04	0.00	0.00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND INST #45		PCRIX					
452.6550	12/19/2013	Various	2,507 70	3,022 06	0 00	-514 36	0 00	0 00
74733V100	QEP RES INC COM		QEP					
105.0000	11/12/2013	Various	3,384 84	3,745 04	0 00	-360.20	0 00	0.00

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2013 Tax Information Statement

Ref: HSC

Payer's Name and Address:
ATLANTIC TRUST COMPANY, N.A.
100 FEDERAL STREET, 37TH FLOOR
BOSTON, MA 02110

Account Number:	**640010005**
Recipient's Tax ID Number:	**XX-XXX5608**
Payer's Federal ID Number:	**84-0591534**
Payer's State ID Number:	
State:	**TX**
Questions?	**(713)214-7644**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
THE ITHAKA FOUNDATION
C/O JAMES V. BAIRD
1401 MCKINNEY STREET, SUITE 2700
HOUSTON, TX 77010

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums
Covered (Box 6a is not checked)

Cusip / Quantity Sold	Description (Box 8) / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
74733V100	QEP RES INC COM		QEP					
3 0000	11/12/2013	11/07/2012	97 99	85 45	0 00	12 54	0 00	0 00
74733V100	QEP RES INC COM		QEP					
7.0000	11/12/2013	11/07/2012	227.22	199 38	0.00	27 84	0 00	0 00
74733V100	QEP RES INC COM		QEP					
27 0000	11/12/2013	Various	868.26	768 67	0 00	99 59	0 00	0 00
74733V100	QEP RES INC COM		QEP					
11 0000	11/13/2013	11/07/2012	359 79	309 33	0 00	50 46	0 00	0.00
847560109	SPECTRA ENERGY CORP COM		SE					
75 0000	08/08/2013	04/24/2012	2,645 21	2,254.57	0.00	390.64	0 00	0 00
87612E106	TARGET CORP COM		TGT					
5.0000	03/13/2013	01/06/2011	334 94	277 10	0 00	57.84	0 00	0.00
918204108	VF CORP COM		VFC					
14 0000	07/16/2013	05/17/2012	2,775 58	1,884 19	0 00	891 39	0 00	0.00
949746101	WELLS FARGO & CO NEW COM		WFC					
70 0000	07/12/2013	04/19/2011	2,979 70	2,092 52	0 00	887 18	0 00	0 00
Total Long Term Sales Reported on 1099-B			**139,175 17**	**130,336.73**	**0.00**	**8,838.44**	**0.00**	**0 00**

Report on Form 8949, Part II, with Box D checked

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Attachment 16

2013 Tax Information Statement

Payer's Name and Address:
ATLANTIC TRUST COMPANY, N.A.
100 FEDERAL STREET, 37TH FLOOR
BOSTON, MA 02110

Account Number: 640010005
Recipient's Tax ID Number: XX-XXX5608
Payer's Federal ID Number: 84-0591534
Payer's State ID Number:
State: TX
Questions? (713)214-7644

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THE ITHAKA FOUNDATION
C/O JAMES V. BAIRD
1401 MCKINNEY STREET, SUITE 2700
HOUSTON, TX 77010

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is *not being reported* to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Long Term Sales Reported on 1099-B								
037411105	APACHE CORP COM		APA					
10.0000	10/28/2013	07/23/2010	904 02	880.00	0 00	24 02	0 00	0 00
055921100	BMC SOFTWARE INC COM		BMC					
75.0000	09/11/2013	12/16/2010	3,468.75	3,656 33	0 00	-187 58	0.00	0.00
17275R102	CISCO SYS INC COM		CSCO					
160 0000	07/11/2013	Various	4,130 53	3,141.77	0 00	988 76	0 00	0 00
12572Q105	CME GROUP INC COM		CME					
30 0000	02/28/2013	08/09/2010	1,792.90	1,620 85	0 00	172 05	0 00	0 00
3134A4VG6	FEDERAL HOME LN MTG CORP 4 75% DTD 10/21/2005 DUE 11/17/2015							
20000.0000	10/17/2013	10/16/2006	21,379.86	19,460 74	0 00	1,919.12	0 00	0 00
31359MRG0	FEDERAL NATL MTG ASSN 4.375% DTD 03/28/2003 DUE 03/15/2013							
20000 0000	03/15/2013	07/07/2008	20,000 00	20,254 62	0 00	-254 62	0.00	0 00
38259P508	GOOGLE INC CL A		GOOG					
2 0000	03/05/2013	12/16/2010	1,672 47	1,183 53	0.00	488 94	0.00	0 00

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2013 Tax Information Statement

Account Number:	640010005
Recipient's Tax ID Number:	XX-XXX5608
Payer's Federal ID Number:	84-0591534
Payer's State ID Number:	
State:	TX
Questions?	(713)214-7644
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
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C/O JAMES V BAIRD
1401 MCKINNEY STREET, SUITE 2700
HOUSTON, TX 77010

Payer's Name and Address:
ATLANTIC TRUST COMPANY, N.A.
100 FEDERAL STREET, 37TH FLOOR
BOSTON, MA 02110

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Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* / Stocks, Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
423074103	HEINZ H J CO COM		HNZ					
5 0000	04/23/2013	12/04/2008	361.75	182.89	0 00	178 86	0 00	0 00
423074103	HEINZ H J CO COM		HNZ					
150 0000	06/03/2013	Various	10,861.31	5,168.15	0 00	5,693.16	0.00	0 00
46625H365	JPMORGAN CHASE & CO ALERIAN MLP INDEX ETN BASED ON WAP		AMJ					
1870 0000	04/11/2013	03/07/2012	85,394 24	75,626 73	0 00	9,767 51	0 00	0 00
641224498	NEUBERGER BERMAN EQUITY INCOME FUND INS #1818		NBHIX					
5066 8980	09/20/2013	Various	62,474 86	58,312.87	0 00	4,161 99	0 00	0 00
654106103	NIKE INC CL B		NKE					
40 0000	04/05/2013	09/12/2005	2,351 72	802.91	0.00	1,548 81	0 00	0 00
654106103	NIKE INC CL B		NKE					
40.0000	04/30/2013	09/12/2005	2,539 21	802.90	0.00	1,736.31	0 00	0.00
713448108	PEPSICO INC COM		PEP					
35.0000	04/30/2013	Various	2,884.32	2,331 34	0 00	552 98	0 00	0 00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND INST #45		PCRIX					
13216 8150	12/19/2013	Various	73,221.15	102,316 13	0·00	-29,094.98	0 00	0 00
360873657	POLEN GROWTH FUND		POLIX					
4782 0900	11/07/2013	Various	72,974 69	57,002 53	0:00	15,972 16	0.00	0.00
74733V100	QEP RES INC COM		QEP					
115.0000	11/13/2013	10/28/2008	3,761.41	2,105 61	0 00	1,655 80	0 00	0 00

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Attachment 16

2013 Tax Information Statement

Payer's Name and Address:
ATLANTIC TRUST COMPANY, N.A.
100 FEDERAL STREET, 37TH FLOOR
BOSTON, MA 02110

Account Number:	**640010005**
Recipient's Tax ID Number:	**XX-XXX5608**
Payer's Federal ID Number:	**84-0591534**
Payer's State ID Number.	
State:	**TX**
Questions?	**(713)214-7644**
☐ ***Corrected***	☐ **2nd TIN notice**

Recipient's Name and Address:
THE ITHAKA FOUNDATION
C/O JAMES V. BAIRD
1401 MCKINNEY STREET, SUITE 2700
HOUSTON, TX 77010

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Cusip / Quantity Sold	Description *(Box 8)* / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol *(Box 1d)* / Stocks Bonds etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
760759100	REPUBLIC SVCS INC COM		RSG					
64 0000	01/28/2013	11/10/2010	2,042 05	1,828 02	0 00	214 03	0 00	0 00
847560109	SPECTRA ENERGY CORP COM		SE					
5 0000	08/08/2013	05/26/2010	176 35	98 57	0 00	77.78	0 00	0 00
847560109	SPECTRA ENERGY CORP COM		SE					
120.0000	10/28/2013	05/26/2010	4,285 93	2,365 74	0 00	1,920.19	0.00	0.00
87612E106	TARGET CORP COM		TGT					
40 0000	03/13/2013	04/11/2008	2,679.51	2,094 74	0 00	584.77	0 00	0.00
911312AG1	UNITED PARCEL SVC INC SR NT 4 50% DTD 01/15/2008 DUE 01/15/2013							
25000 0000	01/15/2013	07/07/2008	25,000 00	25,287 00	0 00	-287 00	0 00	0 00
91324P102	UNITEDHEALTH GROUP INC COM		UNH					
40 0000	08/28/2013	Various	2,873 92	1,211 52	0 00	1,662 40	0 00	0 00
912828FL9	US TREASURY NOTE 2 500% DTD 07/15/06 DUE 07/15/2016							
28936 5000	10/17/2013	01/19/2010	32,016 79	31,743 87	0 00	272.92	0 00	0 00
931422109	WALGREEN CO COM		WAG					
100.0000	01/09/2013	Various	3,838.57	3,168 70	0 00	669 87	0 00	0 00
969457100	WILLIAMS COS INC COM		WMB					
130.0000	02/26/2013	Various	4,351 56	2,788 35	0 00	1,563 21	0 00	0 00
Total Long Term Sales Reported on 1099-B			**447,437.87**	**425,436 41**	**0.00**	**22,001.46**	**0.00**	**0 00**

Report on Form 8949, Part II, with Box E checked

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