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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

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

Name of foundation QUAIL ROOST FOUNDATION		A Employer identification number 76-0754268
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2035		B Telephone number (see instructions) (575) 770-8247
City or town, state or province, country, and ZIP or foreign postal code EL PRADO, NM 87529		
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		C If exemption application is pending, check here ► <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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,010,069		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		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 (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)	10,750			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	15,830	15,830	15,830	
4	Dividends and interest from securities.	99,177	99,177	99,177	
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	190,044			
b	Gross sales price for all assets on line 6a 2,229,207				
7	Capital gain net income (from Part IV, line 2)		190,044		
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)				
12	Total. Add lines 1 through 11	315,801	305,051	115,007	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages	24,960	2,496		22,464
15	Pension plans, employee benefits	5,985	599		5,387
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	15,005	7,503		7,503
c	Other professional fees (attach schedule)	11,368	2,842		8,526
17	Interest				
18	Taxes (attach schedule) (see instructions)	9,756	9,646		110
19	Depreciation (attach schedule) and depletion				
20	Occupancy	4,680	468		4,212
21	Travel, conferences, and meetings	6,415	633		5,783
22	Printing and publications				
23	Other expenses (attach schedule)	36,718	31,095		5,623
24	Total operating and administrative expenses.				
	Add lines 13 through 23	114,887	55,282		59,608
25	Contributions, gifts, grants paid.	173,500			173,500
26	Total expenses and disbursements. Add lines 24 and 25	288,387	55,282		233,108
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	27,414			
b	Net investment income (if negative, enter -0-)		249,769		
c	Adjusted net income (if negative, enter -0-)			115,007	

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		1,611,623	787,875	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	1,196,351	1,976,479	2,318,327	
	c Investments—corporate bonds (attach schedule)	1,873,418	1,942,626	1,903,867	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)					
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,681,392	4,706,980	5,010,069		
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 ►)	3,385	1,559		
	23 Total liabilities (add lines 17 through 22)	3,385	1,559		
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
		24 Unrestricted			
		25 Temporarily restricted			
		26 Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
		27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds		4,678,007	4,705,421		
30 Total net assets or fund balances (see page 17 of the instructions)		4,678,007	4,705,421		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		4,681,392	4,706,980		

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	4,678,007
2	Enter amount from Part I, line 27a	2	27,414
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,705,421
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	4,705,421

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.)
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1a See Additional Data Table			
b			
c			
d			
e			

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

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

(i) FMV 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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	190,044
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	-9,471

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	213,482	4,654,224	0 045868
2011	205,900	4,537,464	0 045378
2010	181,932	4,005,542	0 045420
2009	215,609	1,866,678	0 115504
2008	93,915	1,863,504	0 050397

2 Total of line 1, column (d).	2	0 302567
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 060513
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,826,557
5 Multiply line 4 by line 3.	5	292,069
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,498
7 Add lines 5 and 6.	7	294,567
8 Enter qualifying distributions from Part XII, line 4.	8	233,108

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	4,995
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	4,995
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	4,995
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,463
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	5,463
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	19
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	449
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 449 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NM		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14	The books are in care of ► FRED L DOERR	Telephone no ► (575) 613-6990
	Located at ► PO BOX 2035 EL PRADO NM	ZIP +4 ► 87529

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?			
	Organizations relying on a current notice regarding disaster assistance check here. ►			
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>		5b <input type="checkbox"/> No
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b <input type="checkbox"/> No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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)

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				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		►

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 4,002,037
b	Average of monthly cash balances.	1b 898,021
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 4,900,058
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 4,900,058
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 73,501
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 4,826,557
6	Minimum investment return. Enter 5% of line 5.	6 241,328

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.	1 241,328
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 4,995
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 4,995
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 236,333
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 236,333
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.	7 236,333

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 233,108
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	4 233,108
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 233,108

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				236,333
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	109,450			
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	109,450			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 233,108				
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.				233,108
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,225			3,225
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	106,225			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	106,225			
10 Analysis of line 9				
a Excess from 2009.	106,225			
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)

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. <input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
b 85% of line 2a. <input type="text"/>
c Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
d Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	173,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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						
4 Dividends and interest from securities.				14	15,830	
5 Net rental income or (loss) from real estate				14	99,177	
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	190,044	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e). . .					305,051	
13 Total. Add line 12, columns (b), (d), and (e). . .						305,051

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

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

* * * * *

2014-11-02

* * * * *

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name	Preparer's Signature	Date 2014-11-03	Check if self-employed <input checked="" type="checkbox"/>	PTIN R0007101
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FRED L DOERR CPA		2014-11-03	employed	PO0071010
Firm's name	PURVIS GRAY & COMPANY LLP			Firm's EIN # 59-0548468
Firm's address	2347 SE 17TH STREET OCALA, FL 34471			Phone no (352) 732-3872

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
ACCESS CAPITAL COMMUNITY INVESTMENT	P	2012-03-07	2013-07-08
WALDEN SMALL CAP INNOVATIONS FD	P	2012-03-07	2013-07-08
CALVERT EQUITY PORTFOLIO CL	P	2012-03-07	2013-07-08
CALVERT EQUITY PORTFOLIO CL	P	2013-02-11	2013-07-08
CALVERT INTL OPPTY FD	P	2010-03-03	2013-10-16
FED AGRIC MTG	P	2012-02-14	2013-02-11
CALVERT SOCIAL	P	2010-06-30	2013-06-30
FED FARM CR BK	P	2012-02-14	2013-02-11
DOMINI SOCIAL BOND FUND INV CL	P	2012-03-07	2013-07-08
FED FARM CR BK	P	2012-02-14	2013-02-11
FRANKLIN TEMPLETON HARD CURR FD ADV	P	2011-03-17	2013-10-16
FED HOME LN BK	P	2012-02-14	2013-02-11
MEEDEER UTILITIES AND INFRASTRUCTURE	P	2012-03-07	2013-07-08
FED HOME LN BK	P	2012-02-14	2013-02-11
NEUBERGER BERMAN SOCIALLY RESPONSIVE	P	2012-03-07	2013-07-08
FED NATL MTG	P	2012-02-14	2013-02-11
PARNASSUS EQUITY INCOME FUND INST	P	2010-03-03	2013-10-16
PARNASSUS MID CAP FUND	P	2010-03-03	2013-10-16
PARNASSUS SMALL CAP FUND	P	2010-03-03	2013-10-16
PAX WLD GBL ENVIRONMENTL MKTS INST	P	2011-03-17	2013-10-16
PAX WORLD INTL INST	P	2012-03-07	2013-07-08
PORTFOLIO 21 GLOBAL EQTY FD INST	P	2010-03-03	2013-10-16
SIT US GOVT SEC FUND	P	2011-03-17	2013-10-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
109,348		116,057	-6,709
58,138		48,533	9,605
114,764		97,116	17,648
258,428		242,939	15,489
34,480		24,924	9,556
155,056		156,111	-1,055
13,000		13,000	
150,283		152,037	-1,754
105,913		109,610	-3,697
150,044		153,358	-3,314
21,410		21,987	-577
143,269		151,452	-8,183
75,202		59,453	15,749
148,954		153,632	-4,678
210,712		152,935	57,777
146,291		152,267	-5,976
71,415		50,935	20,480
30,379		22,399	7,980
12,112		8,647	3,465
13,949		10,741	3,208
99,261		103,934	-4,673
20,670		16,028	4,642
20,725		21,068	-343

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,709
			9,605
			17,648
			15,489
			9,556
			-1,055
			-1,754
			-3,697
			-3,314
			-577
			-8,183
			15,749
			-4,678
			57,777
			-5,976
			20,480
			7,980
			3,465
			3,208
			-4,673
			4,642
			-343

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRED DOERR 	TRUSTEE 2 30	0	0	0
PO BOX 2035 EL PRADO, NM 87529				
LORETTA ORTIZ Y PINO 	TRUSTEE 1 00	0	0	0
PO BOX 2035 EL PRADO, NM 87529				
JEFF SANDERS 	SECRETARY/TR 4 81	0	0	0
PO BOX 2035 EL PRADO, NM 87529				
MEHDI SHELHAMER 	TRUSTEE 0 50	0	0	0
PO BOX 2035 EL PRADO, NM 87529				
H'KRIH SHELHAMER 	TRUSTEE 1 00	0	0	0
PO BOX 2035 EL PRADO, NM 87529				
CAROL WHITE 	VICE CHAIR/T 1 00	0	0	0
PO BOX 2035 EL PRADO, NM 87529				
HA WHITE 	TRUSTEE/CHAI 16 00	0	0	0
PO BOX 2035 EL PRADO, NM 87529				
SANJAY POOVANDAN 	TREASURER/TR 1 00	0	0	0
PO BOX 2035 EL PRADO, NM 87529				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADOPT-A-CLASSROOM INC 110 N 5TH STREET 10TH F MINNEAPOLIS, MN 55403	NA	PUBLIC CHARI	SUPPORT FOR CLASSROOMS IN NEED	2,500
AMERICAN REFUGEE COMMITTEE 615 1ST AVE NE SUITE 50 MINNEAPOLIS, MN 554132681	NA	PUBLIC CHARI	EMERGENCY RELIEF REFUGEES IN DARFUR	5,000
ARTS WITHOUT BOUNDARIES FOUNDATION 67 WEST FIELDVIEW CIRCLE BOZEMAN, MT 59715	NA	PUBLIC CHARI	WRITING IN THE SCHOOLS, EDUCATION PR	1,000
BRIDGES PROJECT FOR EDUCATION PO BOX 308 TAOS, NM 87571	NA	PUBLIC CHARI	CONTINUING ED & COLLEGE COUNSELING	4,000
BURMA HUMANITARIAN MISSION 3395 E DEER HOLLOW CIRCL SANDY, UT 84092	NA	PUBLIC CHARI	PROVIDING TRAUMA-CARE & HEALTH CARE	3,000
CARBONFUND ORG 3 BETHESDA METRO CENTER BETHESDA, MD 20814	NA	PUBLIC CHARI	REFORESTATION/AVOIDED DEFORESTATION	750
CIMARRON PUBLIC SCHOOLS PO BOX 287 EAGLE NEST, NM 87718	NA	GOVERNMENT I	EAGLE NEST SCHOOLS BARN PROJECT	3,000
COMMUNITY AGAINST VIOLENCE INC PO BOX 169 TAOS, NM 87571	NA	PUBLIC CHARI	COUNSELING CHILDREN OF DOMESTIC VIOL	2,000
CONSERVATION TRUST FOR FLORIDA INC PO BOX 134 MICKANOPY, FL 326670134	NA	PUBLIC CHARI	"PROTECTING HORSE COUNTRY" PROGRAM	3,000
CREATIVITY FOR PEACE INC 369 MONTEZUMA AVENUE 566 SANTA FE, NM 87501	NA	PUBLIC CHARI	PROMOTING PEACE BY EDUCATING YOUNG W	5,000
DREAMTREE PROJECT INC PO BOX 1677 TAOS, NM 87571	NA	PUBLIC CHARI	SUPPORT FOR HOMELESS, ABUSED YOUTHS	1,000
EDUCATIONAL EMPOWERMENT 328 WYATT WAY NE BAINBRIDGE ISLAND, WA 98110	NA	PUBLIC CHARI	SUPPORT FOR BOOKS, SCHOOLS, & LIBRAR	1,000
EL PUEBLITO UNITED METHODIST CHURCH PO BOX 895 RANCHOS DE TAOS, NM 87557	NA	AFFILIATED R	FOOD AND OTHER NECESSITIES TO NEEDY	3,000
EQUINE SPIRIT SANCTUARY 13 LOS CABALLOS ROAD RANCHOS DE TAOS, NM 87557	NA	PUBLIC CHARI	HORSE RESCUE AND REHABILITATION PROG	3,000
FLORIDA THOROUGHBRED CHARITIES INC 801 SW 60TH AVENUE OCALA, FL 34474	NA	PUBLIC CHARI	SCHOLARSHIP FUNDING	12,000
Total			► 3a	173,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FOUR CORNERS ANIMAL LEAGUE PO BOX 1163 TAOS, NM 875711163	NA	PUBLIC CHARI	ANIMAL WELFARE & CARE	1,500
FRIENDS OF CASA MATERNA PO BOX 7476 DETROIT, MI 48207	NA	PUBLIC CHARI	HEALTHCARE REDUCE MATERNAL & INFANT	3,000
GRASSROOTSORG INC 11781 LONE PEAK PARKWAY DRAPER, UT 84020	NA	PUBLIC CHARI	FREE TECHNOLOGY FOR NONPROFITS	750
HAND IN HAND AMERICAN FRIENDS OF CE PO BOX 80102 PORTLAND, OR 97280	NA	PUBLIC CHARI	EDUCATION PROG FOR JEWISH & ARAB CHI	5,000
HORSE PROTECTION ASSOCIATION OF FLO 20690 NW 130TH AVENUE MICANOPY, FL 32667	NA	PUBLIC CHARI	EQUINE RESCUE, REHAB, & ADOPTION	3,000
HORSE TALES LITERACY PROJECT INC 3081 ARABIAN NIGHTS BLVD KISSIMMEE, FL 34747	NA	PUBLIC CHARI	CHILDREN'S READING PROGRAM	1,000
HUMAN RESOURCE DEVELOPMENT ASSOCIAT PO BOX 913 TAOS, NM 87571	NA	PUBLIC CHARI	SUPPORT FUNDING FOR DRUG COURT PROGR	3,000
HUMANITIES MONTANA 311 BRANTLY MISSOULA, MT 59812	NA	PUBLIC CHARI	EDUCATIONAL PROGRAMS IN MT	1,000
INTERFAITH VOLUNTEER CAREGIVERS OF PO BOX 11253 BAINBRIDGE ISLAND, WA 981105253	NA	PUBLIC CHARI	VOLUNTEER ELDER-CARE PROGRAM	1,000
ISLANDWOOD 4450 BLAKELY AVENUE NE BAINBRIDGE ISLAND, WA 981102257	NA	PUBLIC CHARI	SCHOLARSHIP FUNDING	2,500
KATERI TEKAKWITHA MISSION FUND INC PO BOX 906 PACIFICA, CA 94044	NA	PUBLIC CHARI	EDUCATION FOR GUATEMALAN WOMEN/GIRLS	4,000
LOCALOGY HC 81 BOX 10 QUESTA, NM 87556	NA	PUBLIC CHARI	EDUCATION SANGRE DE CRISTO YOUTH RA	2,000
MENNONITE CENTRAL COMMITTEE CENTRAL PO BOX 235 NORTH NEWTON, KS 671170235	NA	PUBLIC CHARI	EMERGENCY RELIEF SYRIAN REFUGEES	6,000
MENNONITE CENTRAL COMMITTEE CENTRAL PO BOX 235 NORTH NEWTON, KS 671170235	NA	PUBLIC CHARI	EMERGENCY RELIEF PHILIPPINES TYPHO	10,000
MERCY CORPS PO BOX 2669 PORTLAND, OR 97208	NA	PUBLIC CHARI	EMERGENCY RELIEF SYRIAN REFUGEES	5,000
Total			► 3a	173,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MOBILITY OUTREACH INTERNATIONAL 192 NICKERSON STREET SUI SEATTLE, WA 98109	NA	PUBLIC CHARI	RESTORING MOBILITY TO THE DISABLED	2,000
NINA ELIZABETH NILSEN SCHOLARSHIP PO BOX 3318 TAOS, NM 875713318	NA	PUBLIC CHARI	SCHOLARSHIP FUNDING	1,000
NORTHERN NEW MEXICO BIRTH CENTER IN 1331 MAESTAS ROAD TAOS, NM 87571	NA	PUBLIC CHARI	FINANCIAL SUPPORT FOR CLIENTS IN NEE	3,000
NORTHERN PLAINS RESOURCE COUNCIL 220 SOUTH 27TH STREET SU BILLINGS, MT 59101	NA	PUBLIC CHARI	ENV & AG PROTECTION & CONSERVATION	5,000
NOT FORGOTTEN OUTREACH INC 332 KIT CARSON ROAD TAOS, NM 87571	NA	PUBLIC CHARI	VETERANS SERVICES & THERAPEUTIC ACTI	3,000
PARTNER FOR SURGERY INC PO BOX 388 MCLEAN, VA 22101	NA	PUBLIC CHARI	HEALTHCARE IN RURAL GUATEMALA	2,000
PEACOCK FAMILY SERVICES 305 N MADISON AVE SUITE BAINBRIDGE ISLAND, WA 98110	NA	PUBLIC CHARI	EARLY CHILDHOOD EDUCATION	1,000
PREVENTION INTERNATIONAL NO CERVICA PO BOX 13081 OAKLAND, CA 94661	NA	PUBLIC CHARI	SUPPORT FOR RURAL HEALTH CLINIC	3,000
RIVERS AND BIRDS INC PO BOX 819 ARROYO SECO, NM 87514	NA	PUBLIC CHARI	NINE DAY WATERSHED LEARNING PROJECT	3,000
ROCKY MOUNTAIN COLLEGE ALDEN HALL 103 BILLINGS, MT 591021796	NA	PUBLIC CHARI	INSTITUTE FOR PEACE STUDIES	7,000
SHUARHANDS INC PO BOX 1411 PINE VALLEY, CA 91962	NA	PUBLIC CHARI	SUPPORT FOR MEDICAL & ED ENHANCEMEN	2,000
STIRRUPS N STRIDES THERAPEUTIC RIDI 4246 WEST HIGHWAY 318 CITRA, FL 32113	NA	PUBLIC CHARI	THERAPEUTIC RIDING AND DRIVING PROGR	3,000
SUSTAINABLE BEREAL INC PO BOX 1302 BEREAL, KY 40403	NA	PUBLIC CHARI	SUPPORT TOWARD STAFF SALARIES	2,000
TRUAH 333 7TH AVE 13 FLOOR NEW YORK, NY 10001	NA	PUBLIC CHARI	SUPPORTING HUMAN RIGHTS/JUSTICE/RECO	5,000
YOUTH HEARTLINE PO BOX 1664 TAOS, NM 87571	NA	PUBLIC CHARI	COUNSEL/LEGAL SERVICE FOR ABUSED CHI	1,500
Total			► 3a	173,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE AFRICAN DREAM INITIATIVE INC (600 THIRD AVE 2ND FLOOR NEW YORK, NY 10016	NA	PUBLIC CHARI	SCHOLARSHIP FUNDING FOR UGANDAN ORPH	2,000
THE HOUSING RESOURCES BOARD PO BOX 11391 BAINBRIDGE ISLAND, WA 98110	NA	PUBLIC CHARI	AFFORDABLE HOUSING FOR NEEDY IN BAIN	1,000
THOROUGHBRED RETIREMENT FOUNDATION PO BOX 834 SARATOGA SPRINGS, NY 12866	NA	PUBLIC CHARI	PREVENTION OF ANIMAL CRUELTY	1,000
TIDES CENTER PO BOX 29907 SAN FRANCISCO, CA 94129	NA	PUBLIC CHARI	THE LIST PROJECT RESETTLING ALLIES	5,000
UNIVERSITY OF NEW MEXICO FOUNDATION HARWOOD MUSEUM OF ART 23 TAOS, NM 87571	NA	PUBLIC CHARI	EDUCATION HARWOOD MUSEUM NEIGHBORHO	2,000
UNIVERSITY OF NEW MEXICO FOUNDATION 1157 COUNTY ROAD 110 RANCHOS DE TAOS, NM 87557	NA	PUBLIC CHARI	UNM-TAOS SCHOLARSHIP FUNDING	12,000
WESTERN LANDS PROJECT PO BOX 95545 SEATTLE, WA 981452545	NA	PUBLIC CHARI	RESEARCH, EDUCATION TO PROTECT PUBLI	5,000
WILDLIFE CENTER INC PO BOX 246 ESPANOLA, NM 87532	NA	PUBLIC CHARI	CONSERVATION/RESTORATION OF WILDLIFE	4,000
Total.			► 3a	173,500

2013

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

► Attach to Form 990, 990-EZ, or 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.**Name of the organization**
QUAIL ROOST FOUNDATION**Employer identification number**

76-0754268

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 for the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization
 QUAIL ROOST FOUNDATION
Employer identification number

76-0754268

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	KERRY HEUBECK PO BOX 2035 EL PRADO, NM 87529	\$ 10,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization QUAIL ROOST FOUNDATION	Employer identification number 76-0754268
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$
Use duplicate copies of Part III if additional space is needed

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

TY 2013 Accounting Fees Schedule

Name: QUAIL ROOST FOUNDATION

EIN: 76-0754268

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL EXPENSES	5,255	2,628		2,628
ACCOUNTING FEES	9,750	4,875		4,875

TY 2013 Compensation Explanation

Name: QUAIL ROOST FOUNDATION

EIN: 76-0754268

Person Name	Explanation
FRED DOERR	
LORETTA ORTIZ Y PINO	
JEFF SANDERS	
MEHDI SHELHAMER	
H'KRIH SHELHAMER	
CAROL WHITE	
HA WHITE	
SANJAY POOVANDAN	

TY 2013 Investments Corporate Bonds Schedule

Name: QUAIL ROOST FOUNDATION

EIN: 76-0754268

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACCESS CAPITAL COMMUNITY		
CALVERT BOND PORT CL I	108,028	108,151
CALVERT SOCIAL 2.5% 13 NOTES DUE		
CALVERT SOCIAL INVT 3% 15 NOTES DUE	13,000	13,000
CRA QUALIFIED INVESTMENT	159,433	154,639
DOMINI SOCIAL BOND FUND		
FED AGRIC MTG		
FED FARM CR BK1		
FED FARM CR BK2		
FED HOME LN BK1		
FED HOME LN BK2		
FED NATL MTG		
FRANKLIN TEMPLETON HARD	46,082	44,338
PAX WORLD HIGH YIELD	173,424	173,647
SIT U.S. GOVT SEC FUND	91,113	89,384
TEMPLETON GLOBAL BOND	133,264	133,711
PRAXIS INTERMEDIATE INCM	112,034	111,007
RIDGEWORTH US GOV SEC	134,441	134,574
CALVERT BOND PORT CL I	110,427	105,747
CRA QUALIFIED INVESTMENT	220,854	209,246
FRANKLIN TEMPLETON HARD	66,256	64,687
PAX WORLD HIGH YIELD	154,598	154,343
PRAXIS INTERMEDIATE INCM	110,477	106,283
SIT US GOVT SEC FUND	176,683	172,001
TEMPLETON GLOBAL BOND FUND	132,512	129,109

TY 2013 Investments Corporate Stock Schedule**Name:** QUAIL ROOST FOUNDATION**EIN:** 76-0754268

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLESEED FD INVESTORS CL	112,954	125,066
CALVERT INT'L OPPTY FD I	64,865	93,053
FLEX UTILITIES		
GABELLI SRI GREEN FD CL	72,420	88,049
NEUBERGER BERMAN		
PARNASSUS EQUITY INCOME	129,766	185,711
PARNASSUS MID CAP FUND	83,473	116,507
PARNASSUS SMALL CAP FUND	32,440	45,758
PAX WORLD GLOBAL ENVIRONMENTL	34,722	47,897
PAX WORLD SMALL CAP INTL INDVL INV	44,814	43,100
PORTFOLIO 21	70,065	95,363
CALVERT EQUITY PORTFOLIO		
WALDEN SMALL CAP		
CALVERT GLOBAL WATER FD	67,220	68,196
DOMINI INTL SOCIAL EQTY	89,627	88,709
PARNASSUS WORKPLACE FUND	112,034	111,827
TIAA CREF SOCIAL CHOICE	134,441	140,392
APPLESEED FD INST CL	110,427	113,702
CALVERT INTL OPPTY FD I	88,342	107,263
DOMINI INTL SOCIAL EQTY	88,392	101,076
GABELLI SRI FUND I	66,256	76,443
PARNASSUS EQUITY	242,939	283,577
PARNASSUS MID CAP FUND	110,427	128,737
PARNASSUS SMALL CAP FUND	88,342	101,244
PAX WLD GBL ENVIRONMENTL	44,171	54,821
PORTFOLIO 21	88,342	101,836

TY 2013 Other Expenses Schedule

Name: QUAIL ROOST FOUNDATION**EIN:** 76-0754268

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES/SUBS	1,549			1,549
INSURANCE	675			675
MISC EXPENSE	2	2		
NICS INVESTMENT MGMT FEES	17,994	17,994		
HORIZON FOLIO INVEST FEES	515	515		
HORIZON SCHWAB INVEST FEES	10,706	10,706		
OFFICE EXPENSES	2,823	706		2,117
POSTAGE	546			546
RESEARCH & REFERENCE MATERIAL	100			100
UTILITIES	507	51		456
TELEPHONE EXPENSE	180			180
PROFESSIONAL DEVELOPMENT	1,121	1,121		

TY 2013 Other Liabilities Schedule

Name: QUAIL ROOST FOUNDATION

EIN: 76-0754268

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	3,385	1,559

TY 2013 Other Professional Fees Schedule

Name: QUAIL ROOST FOUNDATION**EIN:** 76-0754268

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANTS	11,368	2,842		8,526

TY 2013 Substantial Contributors Schedule

Name: QUAIL ROOST FOUNDATION

EIN: 76-0754268

Name	Address
KERRY HEUBECK	PO BOX 2035 EL PRADO, NM 87529

TY 2013 Taxes Schedule

Name: QUAIL ROOST FOUNDATION**EIN:** 76-0754268

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	9,646	9,646		
LICENSES	10			10
FEES	100			100

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANT(S)

Grantee Name	Grantee Address	Purpose of Grant	Date Grant Paid	Grant Amt Paid	Amt Expended	Date(s) of Report(s) on File	Amount Diverted fr grant purposes (if any)	Reporting Complete Y/N	Notes
Windhorse Sanctuary	597 N E Ridge Loop Madison, FL 32340	Capital for building shelter for animals	11/27/12	\$0-- Carried over from 2012 \$3000	\$ 3,000	4/7/13 5/9/13 11/11/2013	None	Y	\$3000 grant carried over from 2012, spent in 2013 Amended Grant agreement altered Grant Purpose entirely for building capital Grant reports consistent with grant purpose

QUAIL ROOST FOUNDATION
GRANT EXPENDITURE REPORT

GRANT YEAR 2012

GRANT AWARDED IN THE AMOUNT OF \$3,000.00

GRANT PERIOD: 1 January 2012 to 31 December 2012, authorized on 31 October 2012

Windhorse Sanctuary

597 N.E. Ridge Loop
Madison, FL 32340

GRANT PURPOSE: Capital Grant: for the repair the roof and siding of the existing barn for workshop/feed storage and construction of horse stalls.

13. **Financial Accounting:** Itemization of expenditures made from grant funds, including salaries, travel, supplies, etc. Include any additional accounting information relative to the grant. Attach additional pages if more space is needed. \$3000 was spent on construction materials and labor to provide shelter for the animals at our new facility in Madison, FL
14. **Narrative Account:** Progress made in accomplishing the above Grant Purpose (attach additional pages if necessary): We had asked for \$1000 to provide dentistry for the horses, however when the dentist came to examine the horses, she found that their teeth were in better shape than expected. She donated the examinations and minor adjustments required at the time. The more immediate need became shelter for the horses with cold weather approaching and we gathered some help to erect the frame and roof for a 12 stall back to back barn. The grant funds provided the foundation of the project.
15. Grant funds paid as of the end of Grant Period: \$3,000.00
16. Amount of grant funds unspent as of the end of Grant Period: \$0.00. (This Annual Report shall constitute Grantee's Final Report if all grant funds have been spent.)
17. Grantee asserts that it has made all expenditures in furtherance of the stated purpose of the grant.
18. Grantee asserts that it has complied with all of the terms and conditions of the grant specified in the Grant Agreement signed by the Grantee and Quail Roost Foundation OCTOBER 2013.

I declare that I am authorized to sign this report on behalf of the above organization, that I have examined the foregoing statements and to the best of my knowledge they are true, correct and complete.

BY: Bobbie Quail Roost DATE: 11/11/2013
TITLE: Vice President/Director

Reports may be mailed, faxed, send via electronic mail or any other online method. As reports must be signed by an appropriate officer of Grantee, report forms must be printed and scanned if submitting electronically.

From: Bobbie Burnes <bb4windhorse@aol.com>
Subject: **Grant Compliance Statement**
Date: May 9, 2013 8:45 19 AM MDT
To: admin@QuailRoostFoundation.org

Rita, I hope this is what you are looking for. Had it prepared and found ourselves without internet access for a few days due to the Century Link debacle. So we are finally up and running again. Amazing how much mowing and outdoor work one can accomplish when the computer isn't working!

Take care, Rita. It was really great to talk to you. If you need something more, please let me know.

Bobbie



a non-profit 501(c)3 organization providing a home-for-life
to displaced and special needs horses, dogs and cats
18400 NW 150th Ave, Williston, FL 32696 • B84Windhorse@aol.com • 352-529-1007

Quail Roost Foundation 2012 Grant to Windhorse Sanctuary

Windhorse Sanctuary is most grateful for Quail Roost Foundation's continuing support of our efforts to provide a lifelong home to abused and displaced special needs horses, dogs and cats. We would like to assure you that all activities conducted under the grant are in strict compliance with Quail Roost Foundation's guidelines and that expenditures have been fully documented for your review. No activities impermissible to the terms of the grant were undertaken by Windhorse Sanctuary.

From: Bobbie Burnes <bb4windhorse@aol.com>
Subject: **Windhorse Sanctuary/Quail Roost Foundation Grant Final Report**
Date: April 7, 2013 12:28:20 PM MDT
To: admin@QuailRoostFoundation.org
► 6 Attachments, 2.0 MB

Hi, Rita. Thank you for the grace of the extra week I thought I had it all together and couldn't find the cord to connect the camera to the computer three boxes later, success

We appreciate all you and the rest of the folks at Quail Roost continue to do for us. The lives of our animals are certainly better because of your organization.

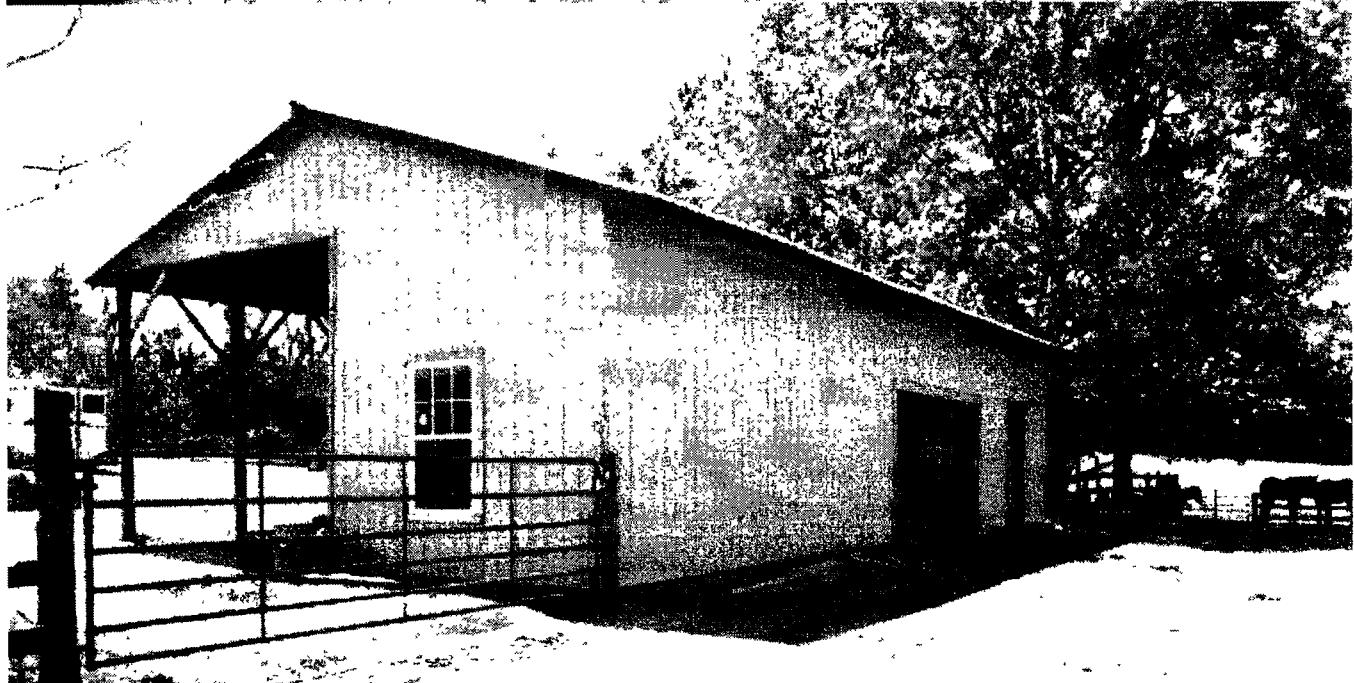
Please let me know if there is anything else that you need

Sincerely,

Bobbie Burnes-Ferguson

2013 march ..doc (250 KB)









a non-profit 501(c)3 organization providing a home-for-life
to displaced and special needs horses, dogs and cats
18400 NW 150th Ave, Williston, FL 32696 • BB4Windhorse@aol.com • 352-529-1007

April 7, 2013
Executive Director
Quail Roost Foundation
Re: Quail Roost Foundation Grant Final Report

This year has been the most challenging in the history of Windhorse Sanctuary. We have undertaken the project of moving our facilities to a farm in North Florida which is better suited to our needs. Although we enjoyed the farm in Williston, it was clear a few years ago that we had outgrown the 46 acre property and in order to continue to provide for the 38 horses, 5 donkeys, 25 dogs and 9 cats in our care we would need to find a more appropriate venue. After four years of searching, we found an old family farm on 80 acres of beautiful land...good pastures, a hay field, woods, a creek and a pond all create good diversity for our needs. Although it was neglected after being abandoned for several years, we could see the potential for our animals and we were able to purchase it in September, 2012.

The home on the property was very small and virtually uninhabitable so it was our first mission to get the house livable so we could have a base from which to work on projects for the animals. After a few months of "camping", we have finally been able to occupy the home and begin the building and moving process in earnest.

The first project we tackled was to replace the damaged siding and roof on the existing small barn/workshop so we could have a base of operations and a hay and feed room. Quail Roost's grant got us started on the new roof after a flood in the feed room cost us several hundred dollars in feed and hay. After new siding and a new roof, the barn is solid and water tight.

The next logical step was to convert the 50 x 16 open tractor shed to horse stalls so we could care for some of the more elderly or physically compromised horses.

Once we were able to start the moving process it was clear that we were in need of more stalls than we initially anticipated because of the severe winds and rain in this area which come across the north of the Gulf of Mexico. The weather here is punishing to our elderly and frail horses and we quickly realized that the barn we planned to put up in the spring could not wait. This is where Quail Roost Foundation really comes to the rescue. Thanks to the grant you have provided we were also able to start construction on a 12 stall shed row style barn.

Subsequent donations have provided additional materials to begin enclosing the stall boxes and we will soon complete the first phase of the project. This spring we hope to be able to add porches to each side of the barn for additional shelter in bad weather.

As soon as the barn started going up, the horses started to take shelter in it. Since we got the roof up, we have had two rain events lasting over three days each and flooding much of our county. The horses were able to take shelter from the severe weather, and thanks to the lay of the land we did not encounter the flooding problems that we had at the Williston farm. Now that the temperatures are going up, many of our elders spend the afternoon hours in the shade of the barn. We are hoping to complete the barn by adding stall doors and exterior siding within the month.

Fortunately, our anticipated need for equine dentistry was not as great as expected and we were able to channel the funds into the building projects. Our local building supply provider has consistently offered us discounted prices on materials and our contractor has donated quite a bit of his time to our projects. We have been able to do more with less, thanks to all of you.

We are still driving Doerbelle, the golf cart purchased with a past donation (thank you, Mr. Doerr!) and now it looks as if our new barn will be named the Quail Roost.

We at Windhorse Sanctuary are very grateful for Quail Roost Foundation's contribution to our new farm and your continued support of our efforts to provide a lifelong home to abused and displaced special-needs horses, dogs and cats.

Windhorse Sanctuary/Quail Roost Foundation Grant Expenditure

1/24/13	Galvanized Tin/Roofing	\$888.00
	Ridge Cap	113.40
	Roofing Screws	113.94

Total: \$1095.34

2/28/13	Galvanized Tin/Roofing	496.00
	Roofing Screws	75.96
	Pressure Treated Lumber	727.00
		578.90
		119.70

Total: \$1997.56

Grand Total \$3092.90

Grant Amount: \$3000

QUAIL ROOST FOUNDATION
GRANT EXPENDITURE REPORT

GRANT YEAR 2012

GRANT AWARDED IN THE AMOUNT OF \$3,000.00

GRANT PERIOD: 1 January 2012 to 31 December 2012, authorized on 31 October 2012

Windhorse Sanctuary

597 N.E. Ridge Loop
Madison, FL 32340

GRANT PURPOSE: Capital Grant: for the repair the roof and siding of the existing barn for workshop/feed storage and construction of horse stalls.

7. **Financial Accounting:** Itemization of expenditures made from grant funds, including salaries, travel, supplies, etc. Include any additional accounting information relative to the grant. Attach additional pages if more space is needed. _____
8. **Narrative Account:** Progress made in accomplishing the above Grant Purpose (attach additional pages if necessary): _____
9. Grant funds paid as of the end of Grant Period: \$3,000.00
10. Amount of grant funds unspent as of the end of Grant Period: \$3,000.00. (This Annual Report shall constitute Grantee's Final Report if all grant funds have been spent.)
11. Grantee asserts that it has made all expenditures in furtherance of the stated purpose of the grant.
12. Grantee asserts that it has complied with all of the terms and conditions of the grant specified in the Grant Agreement signed by the Grantee and Quail Roost Foundation OCTOBER 2013.

I declare that I am authorized to sign this report on behalf of the above organization, that I have examined the foregoing statements and to the best of my knowledge they are true, correct and complete.

BY: Rita Trujillo DATE: 11/11/2013

TITLE: Vice President, Director

Reports may be mailed, faxed, send via electronic mail or any other online method. As reports must be signed by an appropriate officer of Grantee, report forms must be printed and scanned if submitting electronically.

Please submit this sheet and all additional documents by October 31, 2013 to

Rita Trujillo, Executive Director at
admin@quailroostfoundation.org or