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 , and ending

Name of foundation: RUDI SCHULTE FAMILY FOUNDATION

A Employer identification number: 77-0452600

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 60921 | Room/suite

B Telephone number: 805-452-8114

City or town, state or province, country, and ZIP or foreign postal code: SANTA BARBARA, CA 93160

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 11,317,027.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

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

	Line	Description	(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	316,669.	316,669.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	203,280.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 4,567,577.				
	7	Capital gain net income (from Part IV, line 2)		692,303.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	519,949.	1,008,972.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 2	1,895.	948.		947.
	b	Accounting fees STMT 3	18,889.	9,445.		9,444.
	c	Other professional fees STMT 4	76,779.	76,779.		0.
	17	Interest				
	18	Taxes STMT 5	24,555.	2,625.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	40,106.	39,073.		1,033.
	24	**Total operating and administrative expenses** Add lines 13 through 23	162,224.	128,870.		11,424.
	25	Contributions, gifts, grants paid	412,850.			412,850.
	26	**Total expenses and disbursements.** Add lines 24 and 25	575,074.	128,870.		424,274.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-55,125.			
	b	**Net investment income** (if negative, enter -0-)		880,102.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	299,373.	456,209.	456,209.
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 STMT 9	885.	2,135.	2,135.
7	Other notes and loans receivable STMT 10▶ 834,780.			
	Less: allowance for doubtful accounts ▶ 0.	866,253.	834,780.	834,780.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 11	6,044,253.	4,506,527.	4,506,527.
c	Investments - corporate bonds STMT 12	206,526.	103,027.	103,027.
11	Investments - land, buildings, and equipment basis ▶ 36,600.			
	Less accumulated depreciation ▶	239,100.	36,600.	36,600.
12	Investments - mortgage loans			
13	Investments - other STMT 13	3,011,732.	5,377,749.	5,377,749.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶ STATEMENT 14)	4,952.	0.	0.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,673,074.	11,317,027.	11,317,027.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	10,673,074.	11,317,027.	
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			
30	**Total net assets or fund balances**	10,673,074.	11,317,027.	
31	**Total liabilities and net assets/fund balances**	10,673,074.	11,317,027.	

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	10,673,074.
2	Enter amount from Part I, line 27a	2	-55,125.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	699,078.
4	Add lines 1, 2, and 3	4	11,317,027.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,317,027.

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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				
b	SEE ATTACHED STATEMENT			
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	4,567,577.		3,875,274.	692,303.

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				692,303.

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	692,303.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	398,256.	10,380,817.	.038365
2011	419,290.	10,130,639.	.041388
2010	419,831.	8,676,720.	.048386
2009	207,162.	4,923,569.	.042076
2008	174,167.	3,064,206.	.056839

2 **Total** of line 1, column (d)	2	.227054
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	.045411
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,758,387.
5 Multiply line 4 by line 3	5	488,549.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,801.
7 Add lines 5 and 6	7	497,350.
8 Enter qualifying distributions from Part XII, line 4	8	424,274.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	17,602.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	17,602.
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	17,602.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,930.		
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	21,930.
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	4,328.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 4,328. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ▶ CA			
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 ▶ PAUL SCHULTE Telephone no. ▶ 805-685-3052

Located at ▶ P.O. BOX 60921, SANTA BARBARA, CA ZIP+4 ▶ 93160

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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		X
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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	8,591,521.
b	Average of monthly cash balances		1b	451,239.
c	Fair market value of all other assets		1c	1,879,460.
d	**Total** (add lines 1a, b, and c)		1d	10,922,220.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	10,922,220.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	163,833.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,758,387.
6	**Minimum investment return** Enter 5% of line 5		6	537,919.

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	537,919.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 17,602.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	17,602.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	520,317.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	520,317.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	520,317.

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	424,274.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	424,274.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	424,274.

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				520,317.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			173,673.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 424,274.				
a Applied to 2012, but not more than line 2a			173,673.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				250,601.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				269,716.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient 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				
ADOPT A STUDENT SCHOLARSHIP 4000 LA COLINA ROAD SANTA BARBARA, CA 93110	NONE	PC	GENERAL	42,500.
AIDS LIFE CYCLE 12 1125 N MCCADDEN PLACE LOS ANGELES , CA 90038	NONE	PC	GENERAL	500.
ALOHA SPIRIT SB PO BOX 6431 SANTA BARBARA, CA 93160	NONE	PC	GENERAL	1,000.
ALPHA PROJECT 3737 FIFTH AVE, SUITE 203 SAN DIEGO, CA 92103	NONE	PC	GENERAL	2,000.
ALZHEIMER'S ASSOCIATION 1528 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	PC	GENERAL	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	412,850.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	316,669.	
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	203,280.	
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)		0.		519,949.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 519,949.

(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).

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	

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
N/A		

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: 10-2-14 — Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CATHERINE MACAULAY	Catherine Macaulay	9-22-14		P00178796

Firm's name ▶ DAMITZ, BROOKS, NIGHTINGALE — Firm's EIN ▶ 77-0076647

Firm's address ▶ 200 EAST CARRILLO STREET, SUITE 303
SANTA BARBARA, CA 93101 — Phone no. 805-963-1837

323622
10-10-13

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	FIDELITY #119	P		12/31/13
b	FIDELITY #178	P		12/31/13
c	FIDELITY #275	P		12/31/13
d	PASSTHROUGH LONG TERM LOSS	P		12/31/13
e	MLP OUTSIDE BASIS	P		12/31/13
f	296 SCHULTE LANE	D		06/07/13
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	1,301,013.		1,291,880.	9,133.
b	632,894.		476,719.	156,175.
c	2,445,684.		1,901,442.	544,242.
d			2,733.	-2,733.
e	16,632.			16,632.
f	159,787.		202,500.	-42,713.
g	11,567.			11,567.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				9,133.
b				156,175.
c				544,242.
d				-2,733.
e				16,632.
f				-42,713.
g				11,567.
h				
i				
j				
k				
l				
m				
n				
o				

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	692,303.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ANGELS FOSTER FAMILY NETWORK 6160 FAIRMOUNT AVE., SUITE H SAN DIEGO, CA 92120	NONE	PC	GENERAL	5,000.
ARIEL THEATRICAL, INC. 320 MAIN STREET SALINAS, CA 93901	NONE	PC	GENERAL	2,500.
BALL FOR CANCER 5720 THORNWOOD DRIVE SANTA BARBARA, CA 93117	NONE	PC	GENERAL	250.
BENEDICTINE SISTERS OF CHICAGO 7430 NORTH RIDGE BOULEVARD CHICAGO, IL 60645	NONE	PC	GENERAL	600.
BISHOP GARCIA DIEGO HIGH SCHOOL 4000 LA COLINA ROAD SANTA BARBARA, CA 93110	NONE	PC	ADOPT-A-STUDENT	15,500.
BOYS AND GIRLS CLUB 4635 CLAIREMONT MESA BLVD SAN DIEGO, CA 92177	NONE	PC	BAKER FAMILY BRANCH	2,500.
BOYS AND GIRLS CLUB 602 WEST ANAPAMU ST SANTA BARBARA, CA 93101	NONE	PC	GENERAL	500.
BSA TROOP 105 5444 HOLLISTER AVE SANTA BARBARA, CA 93111	NONE	PC	GENERAL	1,000.
CALIFORNIA BOUNTIFUL FOUNDATION 2300 RIVER PLAZA DRIVE SACRAMENTO, CA 95833	NONE	PC	GENERAL	1,000.
CANCER CENTER OF SANTA BARBARA 300 W PUEBLO ST SANTA BARBARA, CA 93105	NONE	PC	GENERAL	300.
Total from continuation sheets				364,850.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CARRIAGE AND WESTERN ART MUSEUM OF SANTA BARBARA 129 CASTILLO ST., P.O. BOX 1587 SANTA BARBARA, CA 93102	NONE	PC	GENERAL	5,000.
CFAITC 2300 RIVER PLAZA DRIVE SACRAMENTO, CA 95833	NONE	PC	GENERAL	1,000.
CHALLENGED ATHLETES FOUNDATION 9591 WAPLES STREET SAN DIEGO, CA 92121	NONE	PC	GENERAL	5,000.
CHELSEA'S LIGHT FOUNDATION 12463 RANCHO BERNARDO RD #519 SAN DIEGO, CA 92128	NONE	PC	GENERAL	20,000.
CHILDREN'S MUSEUM PO BOX 4808 SANTA BARBARA, CA 93140	NONE	PC	GENERAL	1,000.
COMMUNITY MEMORIAL HEALTH SYSTEM 2474 EAST MAIN STREET, SUITE E #210 VENTURA, CA 93003	NONE	PC	HEALTHY WOMEN PROGRAM	1,000.
CONNECTED WARRIOR FOUNDATION PO BOX 4701 ANNAPOLIS, MD 21403	NONE	PC	GENERAL	500.
COUNCIL ON ALCOHOLISM & DRUG ABUSE 232 E CANON PERDIDO ST SANTA BARBARA, CA 93101	NONE	PC	GENERAL	1,000.
D.A.R.E P.O. BOX 512090 LOS ANGELES, CA 90051	NONE	PC	GENERAL	2,000.
DEL SUR EDUCATIONAL FOUNDATION 15665 PASEO DEL SUR SAN DIEGO, CA 92127	NONE	PC	GENERAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	PC	GENERAL	600.
DOMESTIC VIOLENCE SOLUTIONS PO BOX 1536 SANTA BARBARA, CA 93102	NONE	PC	GENERAL	5,000.
DOS PUEBLOS HIGH SCHOOL 7266 ALAMEDA AVE GOLETA, CA 93117	NONE	PC	GENERAL	850.
DREAM FOUNDATION 1528 CHAPALA STREET, SUITE 304 SANTA BARBARA, CA 93101	NONE	PC	GENERAL	39,475.
ENSEMBLE THEATRE COMPANY P.O. BOX 2307 SANTA BARBARA, CA 93120	NONE	PC	GENERAL	1,000.
EWGA 300 AVENUE OF THE CHAMPIONS, STE 140 PALM BEACH GARDENS, FL 33418	NONE	PC	GENERAL	2,500.
FOUNDATION FOR SBCC CONTINUING EDUCATION 721 CLIFF DRIVE SANTA BARBARA, CA 93109	NONE	PC	2013 CAMPAIGN FOR STUDENT SUCCESS	1,000.
FUTURE TRADITIONS FOUNDATION 2911 LA COMBADURA SANTA BARBARA, CA 93105	NONE	PC	GENERAL	3,500.
GALLANT FEW INC PO BOX 1157 ROANOKE, TX 76262	NONE	PC	GENERAL	1,000.
GIRL SCOUT TROOP 50510 211 E VICTORIA ST, STE E SANTA BARBARA, CA 93101	NONE	PC	GENERAL	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GOLDEN VALLEY HISTORICAL SOCIETY 7800 GOLDEN VALLEY RD GOLDEN VALLEY, MN 55427	NONE	PC	GENERAL	1,000.
GOLETA BOYS & GIRLS CLUB 5701 HOLLISTER AVE GOLETA, CA 93117	NONE	PC	GENERAL	2,000.
GOLETA VALLEY BEAUTIFUL P.O. BOX 6756 GOLETA, CA 93160	NONE	PC	GENERAL	2,500.
GREATER SANTA BARBARA ICE SKATING ASSOC 831 STATE STREET SANTA BARBRA, CA 93102	NONE	PC	GENERAL	5,000.
HEMOPHILIA FOUNDATION OF SOCAL 6720 MELROSE AVENUE HOLLYWOOD, CA 90038	NONE	PC	GENERAL	1,500.
HIGGINS & LANGLEY MEMORIAL AND EDUCATION 8 PELHAM RD ASHEVILLE, NC 28803	NONE	PC	GENERAL	2,500.
HOSPICE OF SANTA BARBARA 2050 ALAMEDA PADRE SERRA, SUITE 100 SANTA BARBARA, CA 93103	NONE	PC	GENERAL	2,500.
INCLUDE AUTISM PO BOX 720072 SAN DIEGO, CA 92172	NONE	PC	GENERAL	5,000.
INDIA PHILLIPS FOUNDATION 444 SOUTH CEDROS, SUITE 195 SOLANA BEACH, CA 92075	NONE	PC	GENERAL	2,000.
KIDS & BIKES 6549 PARDALL ROAD GOLETA, CA 93117	NONE	PC	GENERAL	200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KIWANIS CLUB OF TEMPLETON PO BOX 8 TEMPLETON, CA 93465	NONE	PC	GENERAL	500.
LA CUMBRE JUNIOR HIGH SCHOOL FOUNDATION 2255 MODOC ROAD SANTA BARBARA, CA 93101	NONE	PC	GENERAL	2,500.
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540	NONE	PC	GENERAL	5,000.
MODOC TRAINING ASSOCIATION 212 W FIGUEROA ST SANTA BARBARA, CA 93101	NONE	APPLICATION PENDING	GENERAL	500.
MONTEREY PENINSULA FOUNDATION 1 LOWER RAGSDALE DRIVE, BLDG 3 STE 100 MONTEREY, CA 93940	NONE	PC	ARIEL THEATRICAL	4,500.
MOUNTAIN VIEW SCHOOL FOUNDATION 311 E. CARRILLO STREET SANTA BARBARA , CA 93101	NONE	PC	GENERAL	2,500.
MT CARMEL CHURCH 1300 EAST VALLEY ROAD SANTA BARBARA, CA 93108	NONE	PC	GENERAL	1,000.
NATIONAL SAFE BOATING COUNCIL P.O. BOX 509 BRISTOW, VA 20136	NONE	PC	GENERAL	1,000.
NEW MILLENNIUM HIGH SCHOOL 1301 W 182ND ST GARDENA, CA 90248	NONE	PC	BASKETBALL PROGRAM	3,000.
NEW NOISE MUSIC FOUNDATION 17 EL PASEO SANTA BARBARA, CA 93117	NONE	PC	GENERAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NOTES FOR NOTES P.O. BOX 90632 SANTA BARBARA, CA 93190	NONE	PC	GENERAL	5,000.
NOTRE DAME SCHOOL 33 E MICHELTORENA ST SANTA BARBARA, CA 93101	NONE	PC	GENERAL	500.
PACIFIC PRIDE FOUNDATION 126 E HALEY ST A-11 SANTA BARBARA, CA 93101	NONE	PC	GENERAL	1,000.
PHOENIX PATRIOT FOUNDATION P.O. BOX 7082 SAN DIEGO, CA 92167	NONE	PC	GENERAL	500.
PLAZA PLAYHOUSE THEATER 4916 CARPINTERIA AVENUE CARPINTERIA, CA 93013	NONE	PC	GENERAL	1,000.
POINT LOBOS FOUNDATION ROUTE 1, BOX 62 CARMEL, CA 93923	NONE	PC	JUNIOR LIFEGUARDS PROGRAM	2,500.
POVA 11319 CREEK ROAD POWAY, CA 92064	NONE	PC	GENERAL	5,000.
RADY CHILDREN'S HOSPITAL 3020 CHILDREN'S WAY SAN DIEGO, CA 92123	NONE	PC	GENERAL	5,000.
RANCHO FAMILY YMCA 9410 FAIRGROVE LN SAN DIEGO, CA 92129	NONE	PC	GENERAL	2,000.
ROCK SHOP ACADEMY 1109 DE LA VINA ST SANTA BARBARA, CA 93101	NONE	PC	GENERAL	13,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAINT RAPHAEL CATHOLIC CHURCH 5444 HOLLISTER AVENUE SANTA BARBARA, CA 93111	NONE	PC	GENERAL	9,000.
SAN DIEGO HUMANE SOCIETY 5500 GAINES ST SAN DIEGO, CA 92110	NONE	PC	GENERAL	1,000.
SAN DIEGO RESCUE MISSION P.O. BOX 80427 SAN DIEGO, CA 92138	NONE	PC	GENERAL	5,000.
SANTA BARBARA DANCE ALLIANCE 1330 STATE STREET, SUITE 201 SANTA BARBARA, CA 93101	NONE	PC	GENERAL	5,000.
SANTA BARBARA EDUCATION FOUNDATION 1330 STATE STREET, SUITE 203 SANTA BARBARA, CA 93101	NONE	PC	GENERAL	5,000.
SANTA BARBARA RESCUE MISSION P.O. BOX 3130 SANTA BARBARA, CA 93130	NONE	PC	GENERAL	5,000.
SANTA INES MISSION 1760 MISSION DRIVE, P.O. BOX 408 SOLVANG, CA 93464	NONE	PC	PARISH KITCHEN REMODEL	3,500.
SANTA YNEZ COTTAGE HOSPITAL P.O. BOX 689 SANTA BARBARA, CA 93102	NONE	PC	GENERAL	750.
SAVE A LIFE FOUNDATION 2514 JAMACHA RD, STE 502 EL CAJON, CA 92019	NONE	PC	GENERAL	1,000.
SENIOR COMMUNITY CENTERS 525 14TH STREET, SUITE 200 SAN DIEGO, CA 92101	NONE	PC	GENERAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SHE IS BEAUTIFUL 307 EVERNIA ST WEST PALM BEACH, FL 33401	NONE	PC	GENERAL	200.
SMILE TRAIN 41 MADISON AVENUE, 28TH FLOOR NEW YORK, NY 10010	NONE	PC	GENERAL	600.
SOUTH COAST RAILROAD MUSEUM 300 N. LOS CARNEROS ROAD GOLETA, CA 93117	NONE	PC	GENERAL	1,700.
SPIRIT OF 76 FOUNDATION PO BOX 30054 SANTA BARBARA, CA 93130	NONE	PC	GENERAL	500.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PC	GENERAL	3,500.
ST. RAFAEL SCHOOL 160 SAINT JOSEPHS ST SANTA BARBARA, CA 93111	NONE	PC	GENERAL	25,300.
ST. RAFAEL'S YOUTH MINISTRY 5444 HOLLISTER AVE SANTA BARBARA, CA 93111	NONE	PC	GENERAL	5,000.
STAR JASMINE FOUNDATION 631 1/2 N MILPAS SANTA BARBARA, CA 93103	NONE	PC	GENERAL	3,000.
STATION FOUNDATION 1627 WEST MAIN STREET, SUITE #258 BOZEMAN, MT 59715	NONE	PC	GENERAL	1,000.
TALBERT FAMILY FOUNDATION 25003 JIM BRIDGER RD HIDDEN HILLS, CA 91302	NONE	POF	NICKLAS HUNTER MEMORIAL FUND	1,000.
Total from continuation sheets				

RUDI SCHULTE FAMILY FOUNDATION 77-0452600

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TECOLOTE PONY CLUB 710 CATHEDRAL POINT LN SANTA BARBARA, CA 93111	NONE	PC	GENERAL	2,500.
THE TEDDY BEAR CANCER FOUNDATION 133 E DE LA GUERRA STREET, #163 SANTA BARBARA, CA 93101	NONE	PC	GENERAL	14,000.
THE WAHINE PROJECT 514 12TH STREET PACIFIC GROVE, CA 93950	NONE	PC	GENERAL	2,000.
UNITE TO LIGHT PO BOX 612 GOLETA, CA 93117	NONE	PC	GENERAL	1,000.
UNITY SHOPPE 1219 STATE STREET SANTA BARBARA, CA 93101	NONE	PC	GENERAL	500.
VIETNAM VETERANS OF AMERICA P.O. BOX 4862 SANTA BARBARA, CA 93120	NONE	PC	GENERAL	25.
VIETNAM VETERANS OF SAN DIEGO 4141 PACIFIC HIGHWAY SAN DIEGO, CA 92110	NONE	PC	GENERAL	2,000.
VISITING NURSE AND HOSPICE CARE 509 E MONTECITO ST SANTA BARBARA, CA 93103	NONE	PC	GENERAL	2,500.
WESTVIEW FOUNDATION 13500 CAMINO DEL SUR SAN DIEGO, CA 92129	NONE	PC	GENERAL	20,000.
WESTVIEW HIGH SCHOOL 13500 CAMINO DEL SUR SAN DIEGO, CA 92129	NONE	PC	GENERAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WOUNDED WARRIOR PROJECT P.O. BOX 758517 TOPEKA, KS 66675	NONE	PC	GENERAL	5,000.
YOUNG AMERICA'S FOUNDATION 110 ELDEN STREET HERNDON, VA 20170	NONE	PC	GENERAL	21,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY #119	PURCHASED		12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,301,013.	1,310,133.	0.	0.	-9,120.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY #178	PURCHASED		12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
632,894.	586,678.	0.	0.	46,216.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY #275	PURCHASED		12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,445,684.	2,262,253.	0.	0.	183,431.

RUDI SCHULTE FAMILY FOUNDATION 77-0452600

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH LONG TERM LOSS	PURCHASED		12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	2,733.	0.	0.	-2,733.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MLP OUTSIDE BASIS	PURCHASED		12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,632.	0.	0.	0.	16,632.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
296 SCHULTE LANE	DONATED		06/07/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
159,787.	202,500.	0.	0.	-42,713.

CAPITAL GAINS DIVIDENDS FROM PART IV	11,567.
TOTAL TO FORM 990-PF, PART I, LINE 6A	203,280.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHLEY LOOK & GUTHRIE	1,895.	948.		947.
TO FM 990-PF, PG 1, LN 16A	1,895.	948.		947.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAMITZ BROOKS NIGHTINGALE ET AL	18,889.	9,445.		9,444.
TO FORM 990-PF, PG 1, LN 16B	18,889.	9,445.		9,444.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	76,779.	76,779.		0.
TO FORM 990-PF, PG 1, LN 16C	76,779.	76,779.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	2,625.	2,625.		0.
FEDERAL EXCISE TAX	21,930.	0.		0.
TO FORM 990-PF, PG 1, LN 18	24,555.	2,625.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE-D&O	1,895.	947.		948.
FILING FEES	85.	0.		85.
REAL PROPERTY: MAINTENANCE	585.	585.		0.
PARTNERSHIP PASSTHRU LOSS	23,722.	23,722.		0.
PARTNERSHIP PASSTHRU DED	5,479.	5,479.		0.
PARTNERSHIP PASSTHRU SEC 1231 LOSS	243.	243.		0.
REAL PROPERTY: TAXES	5,785.	5,785.		0.
OTHER MISCELLANEOUS DEDUCTIONS	2,312.	2,312.		0.
TO FORM 990-PF, PG 1, LN 23	40,106.	39,073.		1,033.

FOOTNOTES STATEMENT 7

FORM 990-PF, PART VII-B, LINE 1A, QUESTION (2)

THE FOUNDATION HAS A CURRENT RECEIVABLE FROM ONE OF ITS MEMBERS THAT WILL BE PAID IN 2014.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON MARKETABLE SECURITIES	699,078.
TOTAL TO FORM 990-PF, PART III, LINE 3	699,078.

FORM 990-PF	OTHER RECEIVABLES FROM OFFICERS, ETC.	STATEMENT 9

DESCRIPTION	BALANCE DUE	FMV OF LOAN
PAUL SCHULTE	2,135.	2,135.
TOTAL TO FORM 990-PF, PART II, LINE 6	2,135.	2,135.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 10

BORROWER'S NAME	TERMS OF REPAYMENT	INTEREST RATE
RUDI SCHULTE RESEARCH INSTITUTE	IMMEDIATELY	.00%

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/01/09	12/01/10	941.	INHERITED PROPERTY EXPENSE	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	GENERAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
HEIR OF RUDI SCHULTE	941.	0.	0.

BORROWER'S NAME	TERMS OF REPAYMENT	INTEREST RATE
VIP FUTURES LP - ORANGE GARDEN	PAYABLE MONTHLY	7.16%

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
03/22/91	03/22/29	2,037,000.	BEQUEST	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	GENERAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	426,769.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
VIP FUTURES LP - WESTERN GRDN			PAYABLE MONTHLY	7.16%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
03/22/91	03/22/29	1,091,000.	BEQUEST	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	GENERAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	228,570.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
281 SCHULTE LLC			PAYABLE MONTHLY	4.50%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
03/22/91	06/02/13	595,000.	BEQUEST	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	GENERAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	178,500.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 7	834,780.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY #119 - COMMON STOCK	2,092,403.	2,092,403.
FIDELITY #275 - COMMON STOCK	0.	0.
FIDELITY #178 - COMMON STOCK	2,414,124.	2,414,124.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,506,527.	4,506,527.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	103,027.	103,027.
TOTAL TO FORM 990-PF, PART II, LINE 10C	103,027.	103,027.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	4,368,728.	4,368,728.
PARTNERSHIP INVESTMENT - THE PINES RESORT	FMV	1,009,021.	1,009,021.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,377,749.	5,377,749.

FORM 990-PF	OTHER ASSETS	STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INCOME RECEIVABLE	4,022.	0.	0.
PREPAID EXCISE TAX	930.	0.	0.
TO FORM 990-PF, PART II, LINE 15	4,952.	0.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PAUL S. SCHULTE 200 E CARRILLO, STE 303 SANTA BARBARA, CA 93101	PRESIDENT 1.00	0.	0.	0.
PETER R. SCHULTE 200 E CARRILLO, STE 303 SANTA BARBARA, CA 93101	VICE PRESIDENT 1.00	0.	0.	0.
SYLVIA M. MOLONY 200 E CARRILLO, STE 303 SANTA BARBARA, CA 93101	ASSISTANT VP 1.00	0.	0.	0.
HENRY G. SCHULTE 200 E CARRILLO, STE 303 SANTA BARBARA, CA 93101	SECTRY / TRSR 1.00	0.	0.	0.
MARK M. AIJIAN 200 E CARRILLO, STE 303 SANTA BARBARA, CA 93101	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

BEVERLY HILLS WEALTH MANAGEMENT

Envelope 931003957

BEVERLY HILLS WEALTH MGMT
9454 WILSHIRE BLVD
SUITE 710
BEVERLY HILLS CA 90212

√ 1105.30

4100.10

Investment Report

December 1, 2013 - December 31, 2013

ID: [redacted]

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Customer Service	800-544-6666

Your Client
RUDI SCHULTE FAMILY FOUNDATION
P O BOX 60921
SANTA BARBARA CA 93160-0921

√

Brokerage [redacted] RUDI SCHULTE FAMILY FOUNDATION

Account Summary

Beginning value as of Dec 1	$6,910,566 77
Additions	5,203.77
Withdrawals	-28,450 00
Transfers between Fidelity accounts	7,390 01
Change in investment value	53,754 23
Ending value as of Dec 31	**$6,948,464.78**
Accrued Interest (AI)	$1,509.03
Change in AI from last statement	$427 09

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$64,618.22	$169,544.14
St cap gain	2,642 81	2,959 63
Interest	3 07	7,894 10
Lt cap gain	3,003.44	8,607 54
Total	**$70,267.54**	**$189,005.41**

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term gain	$0.00	$1,330 34
Short-term loss	0.00	-249 48
Net short	**0.00**	**1,080.86**
Long-term gain	$0 00	$73,868 33
Long-term loss	0 00	-65,815 62
Net long	**0.00**	**8,052.71**

Your Advisor is an independent organization and is not affiliated with Fidelity Investments Brokerage services provided by Fidelity Brokerage Services LLC, Member NYSE, SIPC 800-544-6666 Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Stocks *30% of holdings*						
ISHARES GOLD TRUST ISHARES ISIN #US4642851053 SEDOL #B0SF3S5 (IAU)	7,996 000	$11 680	$96,552 65t	$96,991 48	$93,393 28	-$ 3,159 37
ISHARES CORE S&P MID-CAP ETF (IJH)	2,817.035	133.810	227,040.46t	367,425.87	376,947.45	149,906 99

Brokerage [redacted] RUDI SCHULTE FAMILY FOUNDATION

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
SPDR INDEX SHS FDS DJ WILSHIRE GLOBAL REAL ESTATE ETF (RWO)	2,797.000	41 530	119,925.13	117,334.15	116,159.41	- 3,765 72
VANGUARD SPECIALIZED PORTFOLIOS DIV APPRECIATION INDEX FD VIPER SHS (VIG)	2,954.000	75 240	200,126.98	219,157 26	222,258.96	22,131.98
VANGUARD STAR FD VANGUARD TOTAL INTL STOCK INDEX FD ETF SHS (VXUS)	9,315 000	52.380	446,233.35	484,938.90	487,919.70	41,686 35
VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNQ)	1,519 000	64 560	88,003.22t	99,494 50	98,066.64	10,063 42
VANGUARD INDEX FDS VANGUARD GROWTH VIPERS FORMERLY VANGUARD INDEX TR (VUG)	5,059.414	93 050	298,191.02t	456,915.67	470,778 47	172,587.45
WISDOMTREE EMERG MKTS EQUITY INCOME FUND (DEM)	4,446.000	51.030	257,373 60t	230,036.04	226,879.38	- 30,494 22
Subtotal of Stocks			**1,733,446.41**		**2,092,403.29**	**358,956.88**
Bonds *1% of holdings*						
JPMORGAN CHASE & CO SUB NT 5 12500% 09/15/2014 FIXED COUPON MOODYS Baa1 S&P A- SEMIANNUALLY AI $1,509 03 EAI $5,125 00 CUSIP 46625HBV1	100,000 000	103 027	100,703.25Bt	103,474 00	103,027.00	2,323 75
Subtotal of Bonds			**100,703.25**		**103,027.00**	**2,323.75**
Mutual Funds *63% of holdings*						
FIDELITY REAL ESTATE INCOME (FRIFX) EAI $4,466 41, EY 4 92%	8,195 242	11 080	100,787.98	92,201.46	90,803 28	- 9,984 70
DODGE & COX INTERNATL STOCK FUND (DODFX) EAI $11,487 31, EY 1 61%	16,528 508	43 040	601,050.00	711,056.41	711,386 98	110,336.98
FPA NEW INCOME (FPNIX) EAI $6,769 23, EY 3 43%	19,230.769	10 270	200,025 00	199,423.07	197,499 99	- 2,525 01

Brokerage [redacted] RUDI SCHULTE FAMILY FOUNDATION

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
FEDERATED INT'L STRAT VALUE DIV IS (IVFIX)	146,435.296	4.260	601,335.47	617,671.47	623,814.36	22,478.89
EAI $22,184 95, EY 3 56%						
PALMER SQUARE SSI ALTERNATIVE INC FD I (PSCIX)	19,569.472	10.190	200,000 00	200,587.08	199,412.91	- 587 09
EAI $4,659 49, EY· 2 34%						
IVY HIGH INCOME CLASS I (IVHIX)	21,896.130	8 640	178,840 99t	189,123.25	189,182.56	10,341 57
EAI $14,015 13, EY 7 41%						
JPMORGAN STRATEGIC INCOME OPPS - SELECT (JSOSX)	41,129.319	11.890	484,312.73t	488,617.68	489,027.60	4,714 87
EAI $12,708 96, EY 2 60%						
PIMCO ALL ASSET ALL AUTHORITY-INSTIT CL (PAUIX)	61,655.589	9.900	669,351 61t	613,259.28	610,390 33	- 58,961.28
EAI $36,288 01, EY 5.95%						
PIMCO UNCONSTRAINED BD INSTL CLASS (PFIUX)	35,421 688	11.090	395,027.40t	395,252 04	392,826.51	- 2,200 89
EAI $3,386 27, EY 0 86%						
PIONEER MULTI-ASSET REAL RETURN FD CL Y (PMYRX)	10,071 133	13.250	109,577.39t	131,205 75	133,442.51	23,865 12
EAI $1,714 11, EY 1 28%						
WELLS FARGO ADVTNG ABSOLUTE RETURN INST (WABIX)	65,437 860	11.170	707,663.39	727,952.51	730,940 89	23,277 50
EAI $12,626 24, EY 1 73%						
Subtotal of Mutual Funds			**4,247,971.96**		**4,368,727.92**	**120,755.96**
Core Account ***6% of holdings***						
CASH	384,306.570	1.000	not applicable	368,448 90	384,306.57	not applicable

Brokerage Holdings [redacted] RUDI SCHULTE FAMILY FOUNDATION

(Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Subtotal of Core Account					**384,306.57**	
Total			**$ 6,082,121.62**		**$6,948,464.78**	**$ 482,036.59**

All positions held in cash account unless indicated otherwise

B - See Additional Information and Endnotes for important information about the adjusted cost basis information provided.

t - Third-party provided

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

-- not available

***AI (Accrued Interest)** - Presented for domestic fixed income securities and represents interest accumulated since the last coupon date, but not yet paid by the issuer or received by NFS AI is calculated for the following securities: fixed rate bonds and Certificates of Deposit (CDs)* **There is no guarantee that AI will be paid by the issuer.** *AI for treasury and GNMA securities, however, is backed by the full faith and credit of the United States Government AI totals represent accruals for only those securities with listed AI in the Holdings section of this statement Please refer to the Help/Glossary section of Fidelity com for additional information*

Estimated Annual Income (EAI) & Estimated Yield (EY)** - EAI is an estimate of annual income for a specific security position over the next rolling 12 months EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions There is no guarantee that your investments will actually generate the EAI or EY presented Actual income and yield might be lower or higher EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.

Brokerage [redacted] RUDI SCHULTE FAMILY FOUNDATION

Separate Account Manager· Miller Howard Investments Inc. - INCOME EQUITY

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Stocks *92% of holdings*						
ENSCO PLC COM USD0.10 A (ESV)	686 000	$57.180	$41,020 93	$40,528 88	$39,225 48	-$ 1,795.45
EAI $2,058 00, EY 5 25%						
SEADRILL LTD USD2 (SDRL)	1,852 000	41.080	60,705.70*t*	79,098.92	76,080.16	15,374.46
EAI $7,037 60, EY 9 25%						
GOLAR LNG LIMITED COM STK USD1 00 ISIN #BMG9456A1009 SEDOL #2367963 (GLNG)	691 000	36.290	23,636 07	25,104.03	25,076.39	1,440.32
EAI $1,243 80, EY· 4 96%						
AT&T INC COM (T)	1,631 000	35.160	43,684 22*t*	57,427.51	57,345.96	13,661.74
EAI $3,001 04, EY 5 23%						
AMERICAN WTR WKS CO INC NEW COM (AWK)	1,732 000	42 260	36,809 15*t*	73,350 20	73,194 32	36,385.17
EAI $1,939 84, EY 2 65%						
ARES CAPITAL CORP COM STK USD0.001 (ARCC)	1,334 000	17 770	23,337 63	24,518 92	23,705.18	367.55
BCE INC COM NPV ISIN #CA05534B7604 SEDOL #B188TH2 (BCE)	350.000	43 290	9,032 37*t*	15,466.50	15,151.50	6,119 13
BANK OF MONTREAL COM NPV ISIN #CA0636711016 SEDOL #2076009 (BMO)	567 000	66 660	30,120.55*t*	39,548.25	37,796.22	7,675 67
BAXTER INTL INC (BAX)	697.000	69.550	41,428.56	47,709.65	48,476.35	7,047 79
EAI $1,366 12, EY 2 82%						
CME GROUP INC (CME)	909 000	78.460	56,990.49*t*	74,492.55	71,320.14	14,329.65
EAI $1,636 20, EY 2 29%						
CA INC COM (CA)	1,579.000	33 650	40,404 82	52,107 00	53,133 35	12,728 53
EAI $1,579 00, EY 2 97%						
CISCO SYS INC (CSCO)	2,271 000	22 430	54,208 55	48,258 75	50,938 53	- 3,270 02
EAI $1,544 28, EY 3 03%						
ENERGY TRANSFER PARTNERS LP UT LTD PARTNERSHIP INT (ETP)	1,827.000	57 250	81,064 63*t*	98,950 32	104,595.75	23,531 12
ENERGY TRANSFER EQUITY L P COM UNIT LTD PARTNERSHIP (ETE)	933 000	81 740	46,971 17*t*	69,760.41	76,263.42	29,292.25
ENTERPRISE PRODUCTS PPTNS LP (EPD)	1,899.000	66 300	54,780.04*t*	119,580.03	125,903.70	71,123.66

Brokerage [redacted] RUDI SCHULTE FAMILY FOUNDATION

Separate Account Manager. Miller Howard Investments Inc - INCOME EQUITY

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
GENERAL ELECTRIC CO (GE)	4,599 000	28 030	83,654.35t	122,609.34	128,909 97	45,255 62
EAI $4,047 12, EY 3 14%						
GLAXOSMITHKLINE ADR EACH CNV INTO 2 ORD GBP0 25 (GSK)	1,316 000	53 390	50,430.92t	69,642 72	70,261.24	19,830 32
EAI $3,170 24, EY 4 51%						
INTEL CORP (INTC)	4,181.000	25 955	88,455.09t	99,675.04	108,517.85	20,062.76
EAI $3,762 90, EY 3 47%						
INTL PAPER CO (IP)	749 000	49.030	22,004.19t	34,940.85	36,723.47	14,719 28
EAI $1,048 60, EY 2 86%						
JOHNSON & JOHNSON (JNJ)	850 000	91.590	52,212.00t	80,461.00	77,851.50	25,639.50
EAI· $2,244 00, EY 2 88%						
KINDER MORGAN ENERGY PARTNERS L P (KMP)	1,018 000	80.660	56,611 41t	83,445.46	82,111 88	25,500.47
LINN ENERGY LLC UNIT REPSTG LTD LIABILITY CO INTS (LINE)	595.000	30.790	21,551.81	18,099.90	18,320.05	- 3,231.76
MAXIM INTEGRATED PRODS INC (MXIM)	1,415.000	27.900	32,574 71t	40,299.20	39,478 50	6,903 79
EAI $1,471 60, EY 3 73%						
MERCK & CO INC NEW COM (MRK)	1,973.000	50 050	88,806.17t	98,314.59	98,748 65	9,942.48
EAI $3,472.48, EY 3 52%						
MICROCHIP TECH INC (MCHP)	995 000	44 750	22,527.58t	43,073 55	44,526 25	21,998.67
EAI $1,410 91, EY 3 17%						
NATIONAL GRID NEW ADR EACH REPR 5 ORD GBP0 11395 (NGG)	1,110.000	65 320	49,937 23t	70,329 60	72,505.20	22,567 97
EAI $3,527 80, EY 4 87%						
NISOURCE INC (NI)	2,788.000	32 880	47,793 09t	88,156.56	91,669 44	43,876 35
EAI $2,788 00, EY 3 04%						
ONEOK PARTNERS L P UNIT LTD PARTNERSHIP (OKS)	1,058 000	52 650	29,355 66t	56,666.48	55,703 70	26,348 04
PFIZER INC (PFE)	1,645 000	30 630	30,203 52t	52,195.85	50,386 35	20,182.83
EAI $1,710 80, EY: 3 40%						
PLAINS ALL AMERICAN PIPELINE LP (PAA)	1,199.000	51.770	39,397 30t	61,832 43	62,072.23	22,674 93
POTASH CORP OF SASKATCHEWAN COM NPV ISIN #CA73755L1076 SEDOL #2696980 (POT)	1,521.000	32.960	49,659 33	48,139 65	50,132.16	472 83
EAI. $2,129 40, EY 4 25%						

Brokerage [redacted] RUDI SCHULTE FAMILY FOUNDATION

Separate Account Manager Miller Howard Investments Inc - INCOME EQUITY

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
SPECTRA ENERGY CORP COM (SE)	1,000.000	35.620	19,193.40t	33,550.00	35,620.00	16,426.60
EAI $1,220 00, EY 3 43%						
TOTAL SA SPON ADR EA REP 1 ORD SHS (TOT)	911.000	61.270	40,289 66	54,951.52	55,816 97	15,527 31
EAI $2,830 94, EY 5 07%						
VODAFONE GROUP SPON ADR REP 10 ORD USD0 11428571 (VOD)	2,908.000	39 310	80,231 89t	107,857.72	114,313.48	34,081.59
EAI $4,724 06, EY 4 13%						
WILLIAMS COS INC (WMB)	2,739.000	38.570	78,357.36t	96,467.58	105,643.23	27,285.87
EAI $4,163 28, EY 3 94%						
Subtotal of Stocks			**1,627,441.55** 2		**2,277,518.57** 1	**650,077.02** 3
Other 5% of holdings						
DIGITAL RLTY TR INC COM (DLR)	1,084.000	49.120	57,005.81t	51,208.16	53,246.08	- 3,759.73
EAI $3,382 08, EY. 6 35%						
HCP INC COM (HCP)	970 000	36.320	29,886.77t	35,666.90	35,230.40	5,343 63
EAI $2,037 00, EY 5 78%						
OMEGA HEALTHCARE INVS INC (OHI)	934 000	29 800	21,067.32	30,532 46	27,833 20	6,765 88
EAI $1,793 28, EY 6 44%						
SENIOR HOUSING PROP TRUST (SNH)	913.000	22.230	20,019.16	20,679 45	20,295.99	276.83
EAI $1,424 28, EY 7 02%						
Subtotal of Other			**127,979.06** 2		**136,605.67** 1	**8,626.61** 3
Core Account 3% of holdings						
CASH	75,487.260	1 000	not applicable	23,462 41	75,487 26	not applicable

1 √ 2 3

Brokerage [redacted] RUDI SCHULTE FAMILY FOUNDATION

Separate Account Manager: Miller Howard Investments Inc. - INCOME EQUITY

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Subtotal of Core Account					**75,487.26**	
Total			**1,755,420.61**		**2,489,611.50**	**658,703.63**
Credit balance				0.00	1,614.45	
Total Net Value					**$2,491,225.95**	

All positions held in cash account unless indicated otherwise

t - Third-party provided

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.

Estimated Annual Income (EAI) & Estimated Yield (EY) *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented Actual income and yield might be lower or higher EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

RUDI SCHULTE FAMILY FOUNDATION
2013 CAPITAL GAINS AND LOSSES
EIN: 77-0452600

	Proceeds	FMV 12/31/2012	Cost	Gain/(Loss) Book	Gain/(Loss) Tax
FIDELITY ACCTS					
#119					
Dreyfus Internat'l	1,945 97	2,028 24	2,028 24	(82 27)	(82 27)
PIMCO ETF TR Enhanced	80,006 53	80,003 74	80,003 74	2 79	2 79
PIMCO Total Return	6,224 75	6,391 96	6,391 96	(167 21)	(167 21)
Vanguard Index Fds	3,491 57	3,220 97	3,220 97	270 60	270 60
Vanguard Intl Equity Index - Europe	10,965 07	10,156 47	10,156 47	808 60	808 60
Vanguard Intl Equity Index - Pac	5,207 81	4,959 46	4,959 46	248 35	248 35
American Assets Trust	20,741 96	19,746 51	14,048 50	995 45	6,693 46
Apartment Invt & Mgmt	18,603 07	18,346 68	14,269 46	256 39	4,333 61
Biomed Rlty Tr	16,751 23	16,024 57	14,206 10	726 66	2,545 13
Dreyfus Internat'l	112,704 90	120,598 19	114,087 47	(7,893 29)	(1,382 57)
General Electrip	100,000 00	100,172 10	100,000 00	(172 10)	-
Home PPTYS Inc	15,903 97	16,185 84	14,197 19	(281 87)	1,706 78
Kimco Realty Corp	19,545 68	17,986 92	14,207 64	1,558 76	5,338 04
Mid-Amer Apt CMNTYS	16,448 79	16,317 00	14,276 81	131 79	2,171 98
PIMCO Total Return	166,489 18	179,554 35	170,961 57	(13,065 17)	(4,472 39)
Senior Housing Prop Trust	16,578 23	16,075 20	14,096 46	503 03	2,481 77
Vanguard Index Fds - Small Cap	187,590 66	178,738 11	140,108 16	8,852 55	47,482 50
Vanguard Intl Equity Index - Europe	345,747 02	346,222 26	402,060 46	(475 24)	(56,313 44)
Vanguard Intl Equity Index - Pac	156,066 73	157,404 50	158,598 89	(1,337 77)	(2,532 16)
	1,301,013 12	1,310,133 07	1,291,879 55	(9,119 95)	9,133 57
#275					
Abbvie Inc	56,477 22	52,116 18	52,116 18	4,361 04	4,361 04
American Elec Pwr Co	17,242 72	15,279 44	14,197 31	1,963 28	3,045 41
Astrazeneca ADR	24,407 15	23,115 03	22,932 78	1,292 12	1,474 37
AT&T	16,210 83	15,289 78	15,289 78	921 05	921 05
BCE Inc	8,417 08	7,858 02	8,275 99	559 06	141 09
BP PLC ADR	56,192 14	59,197 84	59,197 84	(3,005 70)	(3,005 70)
Centurylink	9,837 80	11,736 00	12,428 13	(1,898 20)	(2,590 33)
Conocophillips	31,888 75	31,198 62	29,867 53	690 13	2,021 22
Dominion Resources Inc	22,387 09	20,924 25	20,924 25	1,462 84	1,462 84
Duke Energy Corp	13,325 06	11,803 00	12,064 04	1,522 06	1,261 02
Glaxosmithkline	13,193 20	12,215 07	12,990 07	978 13	203 13
Health Care REIT Inc	10,646 85	9,741 29	9,741 29	905 56	905 56
Kraft Foods Group Inc	66,389 19	58,428 95	60,017 88	7,960 24	6,371 31
Lorillard Inc	10,056 94	10,150 80	10,150 80	(93 86)	(93 86)
McDonalds Corp	30,187 37	26,815 84	26,462 29	3,371 53	3,725 08
Merck & Co	16,034 20	14,491 04	14,491 04	1,543 16	1,543 16
PPL Corp	9,578 82	9,423 35	9,423 35	155 47	155 47
Reynolds Amern Inc	11,411 43	10,647 51	10,858 22	763 92	553 21
Royal Dutch Shell	7,630 49	8,152 35	8,127 28	(521 86)	(496 79)
Senior Housing Prop Trust	23,029 33	21,658 13	21,658 13	1,371 20	1,371 20
Total Spon ADR	28,467 83	30,737 91	29,563 20	(2,270 08)	(1,095 37)
Vodafone Group	16,739 39	15,038 43	17,185 58	1,700 96	(446 19)
Altria Group Inc	86,818 82	78,317 04	53,382 86	8,501 78	33,435 96
Astrazeneca ADR	72,971 90	69,108 74	70,619 27	3,863 16	2,352 63
AT&T	75,638 14	68,262 75	55,152 61	7,375 39	20,485 53
BCE inc	71,558 98	69,863 38	42,678 10	1,695 60	28,880 88
Bristol Myers Squibb	89,301 32	70,883 25	50,696 98	18,418 07	38,604 34
Centurylink	53,353 66	63,648 24	56,996 39	(10,294 58)	(3,642 73)
Chevron Corp	21,959 58	20,222 18	14,504 13	1,737 40	7,455 45
Coca Cola	23,450 11	21,097 50	16,429 86	2,352 61	7,020 25
Conocophillips	47,358 94	46,334 01	31,393 90	1,024 93	15,965 04
Dominion Resources Inc	25,207 52	22,222 20	16,463 97	2,985 32	8,743 55

Duke Energy Corp	73,539 96	65,139 80	49,335 75	8,400 16	24,204 21
Glaxosmithkline	80,333 08	74,377 17	69,361 81	5,955 91	10,971 27
HCP Inc	32,447 68	29,263 68	24,279 06	3,184 00	8,168 62
Health Care REIT Inc	41,350 99	36,896 58	23,649 00	4,454 41	17,701 99
Heinz H J Co	106,468 17	85,020 32	60,837 71	21,447 85	45,630 46
Johnson & Johnson	68,367 43	58,533 50	51,211 91	9,833 93	17,155 52
Kimberly Clark Corp	52,865 39	45,507 77	34,537 34	7,357 62	18,328 05
Lilly Eli & Co	73,387 57	63,721 44	46,636 83	9,666 13	26,750 74
Lorillard Inc	24,161 19	22,983 99	15,473 25	1,177 20	8,687 94
McDonalds Corp	22,640 53	20,111 88	14,454 06	2,528 65	8,186 47
Merck & Co	78,754 86	70,580 56	65,881 97	8,174 30	12,872 89
National Grid New ADR	98,937 69	95,982 24	80,259 32	2,955 45	18,678 37
PepsiCo	24,843 15	21,487 02	19,774 43	3,356 13	5,068 72
Philip Morris Intl	37,292 48	32,954 16	19,650 08	4,338 32	17,642 40
PPL Corp	47,708 68	44,204 72	42,857 00	3,503 96	4,851 68
Procter & Gamble Co	27,021 64	23,489 94	21,240 25	3,531 70	5,781 39
Reynolds Amern Inc	65,271 69	60,902 10	35,939 12	4,369 59	29,332 57
Royal Dutch Shell	77,167 38	82,445 07	67,087 38	(5,277 69)	10,080 00
Southern Co	87,440 66	80,140 32	59,583 97	7,300 34	27,856 69
Total Spon ADR	55,731 44	60,175 57	67,894 20	(4,444 13)	(12,162 76)
Unilever PLC	25,214 78	22,922 24	17,176 47	2,292 54	8,038 31
Verizon Communications	92,257 60	81,520 68	54,610 15	10,736 92	37,647 45
Vodafone Group	71,584 00	64,310 07	57,166 70	7,273 93	14,417 30
Windstream corp	13,526 18	13,604 04	16,262 72	(77 86)	(2,736 54)
				-	-
	2,445,684 07	2,262,252 98	1,901,441 51	183,431 09	544,242 56
#178				-	-
Abb Ltd	23,250 95	23,951 12	23,951 12	(700 17)	(700 17)
L Brands Inc	30,751 08	26,673 73	26,673 73	4,077 35	4,077 35
Staples Inc	52,020 87	46,328 83	46,328 83	5,692 04	5,692 04
Abbott Laboratories	42,183 45	84,495 00	30,057 03	(42,311 55)	12,126 42
Abbvie Inc	47,318 59	32,594 28	32,594 28	14,724 31	14,724 31
American Wtr Wks Co	17,994 38	16,262 94	8,873 00	1,731 44	9,121 38
AT&T Inc	2,819 84	2,831 64	2,309 96	(11 80)	509 88
Bank of Montreal	2,662 07	2,635 90	2,122 34	26 17	539 73
Baxter Intl Inc	1,944 84	1,866 48	1,664 27	78 36	280 57
Cincinnati Fnl Corp	57,332 99	45,817 20	30,602 41	11,515 79	26,730 58
CME Group	2,757 99	1,925 46	2,162 69	832 53	595 30
Donnelley RR & Sons	37,077 67	18,069 90	44,294 60	19,007 77	(7,216 93)
Energy Transfer Partners	2,407 76	2,017 71	2,006 85	390 05	400 91
Enterprise Products Partners	17,973 77	13,416 60	8,274 51	4,557 17	9,699 26
Glaxosmithkline ADR	2,171 36	1,825 74	1,607 71	345 62	563 65
Heinz H J Co	52,092 77	41,529 60	32,331 32	10,563 17	19,761 45
Intel Corp	1,564 81	1,464 02	1,403 32	100 79	161 49
Intl Paper Co	26,473 73	23,346 24	17,215 57	3,127 49	9,258 16
Johnson & Johnson	1,368 68	1,261 80	1,103 87	106 88	264 81
Kinder Morgan Energy Partners	14,030 80	12,287 66	8,330 17	1,743 14	5,700 63
Lilly Eli & Co	47,378 99	45,867 60	33,697 03	1,511 39	13,681 96
Maxim Integrated Prods Inc	1,727 51	1,617 00	1,266 16	110 51	461 35
Merck & Co	18,413 09	15,966 60	13,893 01	2,446 49	4,520 08
Microchip Tech Inc	1,471 36	1,303 60	891 51	167 76	579 85
National Grid New ADR	1,739 96	1,723 20	1,301 24	16 76	438 72
Nisource Inc	48,971 17	40,371 58	22,301 09	8,599 59	26,670 08
Pfizer Inc	1,538 33	1,379 35	1,009 84	158 98	528 49
Plains All American Pipeline	1,573 53	1,402 44	741 52	171 09	832 01
Statoil ASA	50,600 87	53,084 80	45,801 75	(2,483 93)	4,799 12
Valley Natl Bancorp	19,904 83	20,274 00	29,589 71	(369 17)	(9,684 88)
Williams Cos Inc	3,239 04	2,946 60	2,167 33	292 44	1,071 71
Valley Natl Bancorp	136 96	139 50	151 08	(2 54)	(14 12)
	632,894 04	586,678 12	476,718 85	46,215 92	156,175 19
Totals	4,379,591 23	4,159,064 17	3,670,039 91	220,527 06	709,551 32