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

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

CENTURY ARTS FOUNDATION
AN ARIZONA CORPORATION
PO BOX 1989
SAG HARBOR, NY 11963

A Employer identification number: 80-0293886

B Telephone number (see the instructions): (631) 725-1737

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

D 1 Foreign organizations, check here ► [ ]

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 9,553,108.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	120.	120.		
	4 Dividends and interest from securities	209,639.	209,639.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	289,144.			
	b Gross sales price for all assets on line 6a 2,329,869.				
	7 Capital gain net income (from Part IV, line 2)		289,144.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	498,903.	498,903.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	145,600.	29,120.		116,480.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9,657.	1,931.		7,726.
	16a Legal fees (attach schedule) SEE ST 1	4,282.	2,141.		2,141.
	b Accounting fees (attach sch) SEE ST 2	5,876.	2,938.		2,938.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	15,476.	4,573.		11,247.
	19 Depreciation (attach sch) and depletion	2,453.	2,453.		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,737.	869.		868.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	41,808.	28,018.		21,911.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	226,889.	72,043.		163,311.
	25 Contributions, gifts, grants paid PART XV	400,000.			400,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	626,889.	72,043.	0.	563,311.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-127,986.			
	b **Net investment income** (if negative, enter -0-)		426,860.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	366.	366.	366.
	2 Savings and temporary cash investments	107,030.	103,292.	103,292.
	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)	3,100.		
	7 Other notes and loans receivable (attach sch) ►			
	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)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 5	8,015,074.	7,895,387.	9,438,156.
	14 Land, buildings, and equipment basis ► 33,130.			
	Less: accumulated depreciation (attach schedule) SEE STMT 6 ► 21,836.	12,101.	11,294.	11,294.
	15 Other assets (describe ► SEE STATEMENT 7)	8,159.	7,519.	
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	8,145,830.	8,017,858.	9,553,108.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 8)	215.	229.	
	23 Total liabilities (add lines 17 through 22)	215.	229.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	12,177,766.	12,177,766.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-4,032,151.	-4,160,137.	
	30 Total net assets or fund balances (see instructions)	8,145,615.	8,017,629.	
	31 Total liabilities and net assets/fund balances (see instructions)	8,145,830.	8,017,858.	

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	8,145,615.
2	Enter amount from Part I, line 27a	2	-127,986.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	8,017,629.
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	8,017,629.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE ATTACHED VANGUARD FUNDS	P	VARIOUS	VARIOUS
b	CAPITAL GAIN DIVIDENDS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,267,543.		2,040,725.	226,818.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				226,818.
b				62,326.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	289,144.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	443,651.	8,257,904.	0.053724
2011	438,944.	8,691,336.	0.050504
2010	505,478.	8,637,240.	0.058523
2009	425,245.	8,690,913.	0.048930
2008	358,440.	12,658,812.	0.028315

2	**Total** of line 1, column (d)	2	0.239996
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	0.047999
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,057,012.
5	Multiply line 4 by line 3	5	434,728.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,269.
7	Add lines 5 and 6	7	438,997.
8	Enter qualifying distributions from Part XII, line 4	8	563,311.

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)

1 a 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 instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	4,269.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,269.
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	4,269.
6 Credits/Payments				
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	2,600.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	4,200.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	6,800.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	2,531.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ► 2,531. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		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
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► AZ, NY			
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*	8 b	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 ► NICHOLAS WENTWORTH Telephone no ► (631) 725-1737

Located at ► 18 NORTH DRIVE SAG HARBOR NY ZIP + 4 ► 11963

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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
1 a	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)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		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 ► 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)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
3 a	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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)*	N/A ☐ Yes ☐ No			
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? *If 'Yes' to 6b, file Form 8870.*		**6b**		X
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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUSTINE COMPTON PO BOX 2270 SAG HARBOR, NY 11963	PRESIDENT 40.00	72,800.	2,652.	0.
NICHOLAS WENTWORTH PO BOX 2270 SAG HARBOR, NY 11963	SECRETARY 40.00	72,800.	6,649.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (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 ►		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** (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 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	9,052,414.
b	Average of monthly cash balances	1b	142,522.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,194,936.
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	9,194,936.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	137,924.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,057,012.
6	**Minimum investment return.** Enter 5% of line 5	6	452,851.

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	452,851.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 4,269.		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	4,269.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	448,582.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	448,582.
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	448,582.

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	563,311.
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	563,311.
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	4,269.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	559,042.

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				448,582.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			151,991.	
b Total for prior years: 20 __ , 20 __ , 20 __		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: ► $ 563,311.				
a Applied to 2012, but not more than line 2a			151,991.	
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				411,320.
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 instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				37,262.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	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 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*				
SEE STATEMENT 9				
Total			► 3a	400,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	120.	
4 Dividends and interest from securities			14	209,639.	
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	289,144.	
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)				498,903.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 498,903.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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	1 a (1)		X
(2)	Other assets	1 a (2)		X
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3)	Rental of facilities, equipment, or other assets	1 b (3)		X
(4)	Reimbursement arrangements	1 b (4)		X
(5)	Loans or loan guarantees	1 b (5)		X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c		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			

2 a 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: [signature] Date: 05/29/14 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
ROBERT G. CARNEAL	[signature]	5/20/14		P00311217

Firm's name ► CARNEAL & HUNT, P.L.C. Firm's EIN ► 86-0661421

Firm's address ► 1222 E MISSOURI AVE STE 200 PHOENIX, AZ 85014-2922 Phone no (602) 957-8366

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 4,282.	$ 2,141.		$ 2,141.
TOTAL	$ 4,282.	$ 2,141.	$ 0.	$ 2,141.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 5,876.	$ 2,938.		$ 2,938.
TOTAL	$ 5,876.	$ 2,938.	$ 0.	$ 2,938.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	$ 1,293.			$ 646.
FOREIGN TAXES	2,233.	$ 2,233.		1,116.
PAYROLL TAXES	11,700.	2,340.		9,360.
STATE TAXES	250.			125.
TOTAL	$ 15,476.	$ 4,573.	$ 0.	$ 11,247.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	$ 639.	$ 639.		N/A
BANK CHARGES	1,086.	543.		$ 543.
COMPUTER SERVICES	200.	100.		100.
COMPUTER SUPPLIES	540.	270.		270.
DUES AND SUBSCRIPTIONS	72.	36.		36.
INSURANCE	4,616.	2,308.		2,308.
INTERNET	1,498.	749.		749.
INVESTMENT FEES	16,243.	16,243.		8,121.
LICENSES AND FEES	185.	93.		92.
MISCELLANEOUS	149.	75.		74.
OFFICE EXPENSES	1,349.	675.		674.
OFFICE STORAGE	2,220.	1,110.		1,110.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEES	$ 4,429.	$ 886.		$ 3,543.
POSTAGE	474.	237.		237.
SECRETARIAL SERVICES	3,750.	1,875.		1,875.
TELEPHONE	4,358.	2,179.		2,179.
TOTAL	$ 41,808.	$ 28,018.	$ 0.	$ 21,911.

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
2697.646 SHS VANGUARD EXPLORER FD ADM	COST	$ 164,443.	$ 259,379.
113907.151 SHS VANGUARD IT INVEST GR ADM	COST	1,147,546.	1,101,482.
63628.816 SHS VANGUARD SHS ST INV GR ADM	COST	688,243.	680,828.
8754.070 SHS VANGUARD STRATEGIC EQ FD	COST	141,908.	262,622.
50992.224 SHS VANGUARD INTL STK IX ADM	COST	1,236,855.	1,428,292.
172585.831 SHS VANGUARDTL BD MKT IND ADM	COST	1,857,550.	1,822,506.
37352.68 VANGUARD TTL STK MKT IND ADM	COST	1,006,714.	1,743,997.
8283.677 SHS VANGUARD US GROWTH FD ADM	COST	341,405.	615,063.
9319.543 SHS VANGUARD WINDSOR II FD ADM	COST	394,264.	608,007.
46238.243 SHS TTL INT'L BOND IX ADMIRAL	COST	916,459.	915,980.
	TOTAL	$ 7,895,387.	$ 9,438,156.

STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 16,203.	$ 9,446.	$ 6,757.	$ 6,757.
MACHINERY AND EQUIPMENT	16,927.	12,390.	4,537.	4,537.
TOTAL	$ 33,130.	$ 21,836.	$ 11,294.	$ 11,294.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET INTANGIBLE ASSETS	$ 7,519.	
TOTAL	$ 7,519.	$ 0.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

CREDIT CARD PAYABLE	$ 229.
TOTAL	$ 229.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
SCOTTSDALE INTERNATIONAL FILM FESTIVAL 619 E VISTA AVE PHOENIX, AZ 85020	NONE	PUB CHAR	TO SPONSOR AND PARTIALLY FUND THE 2013 FESTIVAL	$ 20,000.
AMIGOS DE EDUCACION DE ALAMOS APDO. POSTAL 123 ALAMOS, SONORA 85760 MEXICO	NONE	PUB CHAR	FOR THE PURPOSE OF SUPPORTING THE 2013 DISADVANTAGED CHILDREN SCHOLARSHIP FUND	10,000.
THE PARRISH ART MUSEUM 25 JOBS LANE SOUTHAMPTON, NY 11968	NONE	PUB CHAR	FOR THE PURPOSE OF PARTIALLY FUNDING CONSTRUCTION COSTS OF THE PARRISH ART MUSEUM BEING BUILT IN WATERMILL, NEW YORK	200,000.
SAG HARBOR WHALING & HISTORICAL SOCIETY PO BOX 1709 SAG HARBOR, NY 11963	NONE	PUB CHAR	FOR THE REFURBISHMENT OF THE SAG HARBOR WHALING & HISTORICAL SOCIETY BUILDING	50,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALAMOS INTERNATIONAL FILM FESTIVAL CASA DE LA CULTURA ALAMOS, SONORA 85760 MEXICO	NONE	PUB CHAR	FOR THE PURPOSE OF SUPPORTING THE 2013 FILM FESTIVAL	$ 3,000.
BAY STREET THEATER P.O. BOX 810 SAG HARBOR, NY 11963	NONE	PUB CHAR	GENERAL SUPPORT	10,000.
JOHN JERMAIN MEMORIAL LIBRARY 34 W. WATER ST. SAG HARBOR, NY 11963,	NONE	PUB CHAR	FOR THE RESTORATION OF THE JOHN JERMAIN MEMORIAL BUILDING AT 201 MAIN ST., SAG HARBOR, NY	100,000.
CHILDREN'S MUSEUM OF PHOENIX 215 N. 7TH ST. PHOENIX, AZ 85034	NONE	PUB CHAR	GENERAL SUPPORT	5,000.
SAG HARBOR HISTORICAL SOCIETY PO BOX 1709 SAG HARBOR, NY 11963	NONE	PUB CHAR	GENERAL SUPPORT	2,000.
			TOTAL	$ 400,000.

Vanguard®

Foundation account

Asset Management Services· 800-567-5163

CENTURY ARTS FOUNDATION

Realized gains and losses

You can get cost basis information for both realized and unrealized gains and losses for your Vanguard account at vanguard com

Some or all of this information may be reported to the IRS on Form 1099-B Proceeds from Broker and Barter Exchange Transactions Vanguard provides cost basis information using the average cost method for mutual funds and first in, first out for other holdings, unless you've selected another method You may want to consult a tax advisor to determine the appropriate method for you Certain adjustments may change the basis we're currently reporting to you In that event, we'll send you revised realized gain and loss information A dash indicates the information on our system was incomplete at the time this document was generated See IRS Publication 550 (Investment Income and Expenses) for additional information

Vanguard funds

Explorer Fund Admiral 5024-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	03/20	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	03/20	503 969	41,900 00	28,592 36	13,307 64	0 00	13,307 64
Short-term	10/03	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	10/03	355 096	34,700 00	20,628 11	14,071 89	0 00	14,071 89
Total short-term	**Various**	**0.000**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Total long-term	**Various**	**859.065**	**76,600.00**	**49,220.47**	**27,379.53**	**0.00**	**27,379.53**

Inter-Term Invest-Gr Adm 0571-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	03/20	4,500 766	$46,177 86	$46,722 19	-$544 33	$250 13	-$294 20
Long-term	03/20	2,838 415	29,122 14	28,662 69	459 45	0 00	459 45
Short-term	10/03	1,703 889	$16,715 15	$17,312 84	-$597 69	$0 00	-$597 69
Long-term	10/03	18,204 368	178,584 85	183,968 22	-5,383 37	248 49	-5,134 88
Total short-term	**Various**	**6,204.655**	**$62,893.01**	**$64,035.03**	**-$1,142.02**	**$250.13**	**-$891.89**
Total long-term	**Various**	**21,042.783**	**207,706.99**	**212,630.91**	**-4,923.92**	**248.49**	**-4,675.43**

Foundation account

Asset Management Services· 800-567-5163

CENTURY ARTS FOUNDATION

Realized gains and losses continued

Short-Term Invest-Gr Adm 0539-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	01/28	376 628	$4,075 12	$4,093 99	-$18 87	$8 02	-$10 85
Long-term	01/28	0 000	0 00	0 00	0 00	0 00	0 00
Short-term	03/19	238 894	$2,587 23	$2,594 72	-$7 49	$7 49	$0 00
Long-term	03/19	45,929 158	497,412 77	494,355 32	3,057 45	0 00	3,057 45
Short-term	04/29	371 630	$4,021 04	$4,032 24	-$11 20	$3 29	-$7 91
Long-term	04/29	0 000	0 00	0 00	0 00	0 00	0 00
Short-term	07/29	374 530	$4,003 73	$4,059 45	-$55 72	$17 40	-$38 32
Long-term	07/29	0 000	0 00	0 00	0 00	0 00	0 00
Short-term	10/03	4,664 179	$50,000 00	$50,513 06	-$513 06	$0 00	-$513 06
Long-term	10/03	0 000	0 00	0 00	0 00	0 00	0 00
Short-term	10/03	8,320 896	$89,200 00	$90,115 31	-$915 31	$28 06	-$887 25
Long-term	10/03	0 000	0 00	0 00	0 00	0 00	0 00
Short-term	10/28	385 761	$4,143 07	$4,177 79	-$34 72	$0 00	-$34 72
Long-term	10/28	0 000	0 00	0 00	0 00	0 00	0 00
Short-term	12/05	4,655 493	$50,000 00	$50,422 65	-$422 65	$30 48	-$392 17
Long-term	12/05	0 000	0 00	0 00	0 00	0 00	0 00
Total short-term	**Various**	**19,388.011**	**$208,030.19**	**$210,009.21**	**-$1,979.02**	**$94.74**	**-$1,884.28**
Total long-term	**Various**	**45,929.158**	**497,412.77**	**494,355.32**	**3,057.45**	**0.00**	**3,057.45**

Strategic Equity Fund 0114-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	03/20	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	03/20	2,133 771	52,000 00	33,997 67	18,002 33	0 00	18,002 33

Realized gains and losses continued

Strategic Equity Fund 0114-88042400664 continued

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	10/03	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	10/03	878 920	24,100 00	14,003 96	10,096 04	0 00	10,096 04
Total short-term	**Various**	**0.000**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Total long-term	**Various**	**3,012.691**	**76,100.00**	**48,001.63**	**28,098.37**	**0.00**	**28,098.37**

Tot Intl Stock Ix Admiral 0569-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	03/20	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	03/20	7,407 121	191,400 00	180,599 19	10,800 81	0 00	10,800 81
Short-term	10/03	234 361	$6,334 78	$6,369 93	-$35 15	$0 00	-$35 15
Long-term	10/03	1,252 875	33,865 22	30,547 39	3,317 83	0 00	3,317 83
Total short-term	**Various**	**234.361**	**$6,334.78**	**$6,369.93**	**-$35.15**	**$0.00**	**-$35.15**
Total long-term	**Various**	**8,659.996**	**225,265.22**	**211,146.58**	**14,118.64**	**0.00**	**14,118.64**

Total Bond Mkt Index Adm 0584-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	03/20	5,332 323	$58,602 23	$59,337 89	-$735 66	$55 13	-$680 53
Long-term	03/20	8 896	97 77	98 48	-0 71	0 71	0 00
Short-term	10/03	2,016 404	$21,494 86	$21,885 48	-$390 62	$0 00	-$390 62
Long-term	10/03	29,137 442	310,605 14	314,253 27	-3,648 13	326 75	-3,321 38
Total short-term	**Various**	**7,348.727**	**$80,097.09**	**$81,223.37**	**-$1,126.28**	**$55.13**	**-$1,071.15**
Total long-term	**Various**	**29,146.338**	**310,702.91**	**314,351.75**	**-3,648.84**	**327.46**	**-3,321.38**

Vanguard

Foundation account

Asset Management Services 800-567-5163

CENTURY ARTS FOUNDATION

Realized gains and losses continued

Total Stock Mkt Idx Adm 0585-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	03/20	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	03/20	3,891 150	153,000 00	103,701 60	49,298 40	0 00	49,298 40
Short-term	10/03	191 537	$8,157 56	$8,272 47	-$114 91	$0 00	$114 91
Long term	10/03	2,424 100	103,242 44	66,096 38	37,146 06	0 00	37,146 06
Total short-term	**Various**	**191.537**	**$8,157.56**	**$8,272.47**	**-$114.91**	**$0.00**	**-$114.91**
Total long-term	**Various**	**6,315.250**	**256,242.44**	**169,797.98**	**86,444.46**	**0.00**	**86,444.46**

U S Growth Fund Admiral 0523-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	03/20	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	03/20	1,208 828	72,300 00	49,480 08	22,819 92	0 00	22,819 92
Short-term	10/03	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	10/03	797 145	53,600 00	32,628 96	20,971 04	0 00	20,971 04
Total short-term	**Various**	**0.000**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Total long-term	**Various**	**2,005.973**	**125,900.00**	**82,109.04**	**43,790.96**	**0.00**	**43,790.96**

Windsor II Fund Adm 0573-88042400664

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/ Allowable loss
Short-term	03/20	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	03/20	1,639 258	93,700 00	67,596 80	26,103 20	0 00	26,103 20
Short-term	10/03	0 000	$0 00	$0 00	$0 00	$0 00	$0 00
Long-term	10/03	526 059	32,400 00	22,580 20	9,819 80	0 00	9,819 80
Total short-term	**Various**	**0.000**	**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Total long-term	**Various**	**2,165.317**	**126,100.00**	**90,177.00**	**35,923.00**	**0.00**	**35,923.00**

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions CENTURY ARTS FOUNDATION AN ARIZONA CORPORATION	Employer identification number (EIN) or 80-0293886
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions PO BOX 1989	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAG HARBOR, NY 11963	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► NICHOLAS WENTWORTH

Telephone No. ► (631) 725-1737 Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► [X] calendar year 20 13 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 6,800.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 2,600.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 4,200.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions