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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
SCP FOUNDATION
C/O RICHARD L SMITH II

A Employer identification number
80-6244267

Number and street (or P O box number if mail is not delivered to street address) 377 FAIRCHILD DR
Room/suite

B Telephone number (see instructions)
(303) 907-8497

City or town, state or province, country, and ZIP or foreign postal code
HIGHLANDS RANCH, CO 80126

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 ☑ 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)* ▶$ 327,097

J Accounting method ☑ Cash ☐ 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) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	184,300			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	896	896		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	29,376			
	b	Gross sales price for all assets on line 6a 1,971,135				
	7	Capital gain net income (from Part IV, line 2)		29,376		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,686	1,686		
	12	**Total.** Add lines 1 through 11	216,258	31,958		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest	1,359	1,359		
	18	Taxes (attach schedule) (see instructions)	2	2		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	912	30		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,273	1,391		0
	25	Contributions, gifts, grants paid	27,500			27,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	29,773	1,391		27,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	186,485			
	b	**Net investment income** (if negative, enter -0-)		30,567		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1		Cash—non-interest-bearing		5,918	5,918
	2		Savings and temporary cash investments			
	3		Accounts receivable ▶			
			Less allowance for doubtful accounts ▶			
	4		Pledges receivable ▶			
			Less allowance for doubtful accounts ▶			
	5		Grants receivable			
	6		Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7		Other notes and loans receivable (attach schedule) ▶			
			Less allowance for doubtful accounts ▶			
	8		Inventories for sale or use			
	9		Prepaid expenses and deferred charges			
	10a		Investments—U S and state government obligations (attach schedule)			
		b	Investments—corporate stock (attach schedule)		320,986	321,179
		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)			
	14		Land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
	15		Other assets (describe ▶)			
	16		**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		326,904	327,097
Liabilities	17		Accounts payable and accrued expenses			
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable (attach schedule)			
	22		Other liabilities (describe ▶)		140,419	
	23		**Total liabilities** (add lines 17 through 22)		140,419	
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		186,485	
	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** (see page 17 of the instructions)		186,485	
	31		**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	0	326,904	

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	
2	Enter amount from Part I, line 27a	2	186,485
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	186,485
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	186,485

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)
1 a	INTERACTIVE BROKERS - SEE ATTACHED	P	2013-07-01	2013-07-01
b	PLAINS ALL AMER PIPELINE LP	P	2013-03-28	2013-11-18
c	GAIN ON OPTION TRANSACTIONS	P	2013-07-01	2013-07-01
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	1,920,329		1,900,875	19,454
b	20,881		22,507	-1,626
c	29,925		18,377	11,548
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				19,454
b				-1,626
c				11,548
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	29,376
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	29,376

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			

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

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	611
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	611
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	611
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
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	
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	14
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	625
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

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

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶RICHARD L SMITH Telephone no ▶(303) 907-8497

Located at ▶377 FAIRCHILD DRIVE HIGHLANDS RANCH CO ZIP+4 ▶80126

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 |

			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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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 page 20 of the instructions)?	1b		
	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		
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)	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 ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

			Line	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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
See Additional Data Table				

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	88,561
b	Average of monthly cash balances	1b	9,666
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	98,227
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	98,227
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,473
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	96,754
6	**Minimum investment return.** Enter 5% of line 5	6	4,838

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	4,838
2a	Tax on investment income for 2013 from Part VI, line 5	2a	611		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	611
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,227
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,227
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	4,227

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	27,500
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	27,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,500

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				4,227
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 27,500				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				4,227
e Remaining amount distributed out of corpus	23,273			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,273			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	23,273			
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. . . . 23,273				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

RICHARD SMITH

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				27,500
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					
4 Dividends and interest from securities. . . .			14	896	
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.			14	1,686	
8 Gain or (loss) from sales of assets other than inventory			14	29,376	
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). .				31,958	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 31,958

(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)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-05-15	******
Signature of officer or trustee	Date	Title

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
STEPHEN L CALLAN		2014-05-15	☑	P00302422

Firm's name ▶	CALLAN ACCOUNTING SERVICES CPA LLC	Firm's EIN ▶
Firm's address ▶	1018 SW EMKAY DRIVE BEND, OR 97702	Phone no (541) 388-3838

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD L SMITH II 377 FAIRCHILD DRIVE HIGHLANDS RANCH, CO 80126	TRUSTEE 10 00	0	0	0
PAMELA S SMITH 377 FAIRCHILD DRIVE HIGHLANDS RANCH, CO 80126	TRUSTEE 5 00	0	0	0
COLBY A SMITH 1262 SAVANNAH SPARROW DRIVE HIGHLANDS RANCH, CO 80129	TRUSTEE 0 00	0	0	0
LINDSEY H SMITH 377 FAIRCHILD DRIVE HIGHLANDS RANCH, CO 80126	TRUSTEE 0 00	0	0	0
RYAN J SMITH 3003 MEMORIAL CT APT 2223 HOUSTON, TX 77077	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 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*				
WARREN BAPTIST TEMPLE 2093 EWALT AVENUE WARREN, OH 44483	NONE	501(C)(3)	GENERAL MINISTRY PURPOSES	1,500
CHERRY HILLS COMMUNITY CHURCH 3900 GRACE BLVD HIGHLANDS RANCH, CO 80126	NONE	501(C)(3)	GENERAL MINISTRY PURPOSES	1,000
CRU 100 LAKE HART DRIVE ORLANDO, FL 32832	NONE	501(C)(3)	TO SUPPORT RELIGOUS OUTREACH	2,500
CHERRY HILLS COMMUNITY CHURCH 3900 GRACE BLVD HIGHLANDS RANCH, CO 80126	NONE	501(C)(3)	GENERAL MINISTRY PURPOSES	6,000
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 980639716	NONE	501(C)(3)	TO PROVIDE HUMANITARIAN SUPPORT	5,000
ASIAN HOPE 2401 S DOWNING ST DENVER, CO 80210	NONE	501(C)(3)	TO PROVIDE HUMANITARIAN SUPPORT	500
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607	NONE	501(C)(3)	TO PROVIDE HUMANITARIAN SUPPORT	6,000
CHRRY HILLS COMMUNITY CHURCH 3900 GRACE BLVD HIGHLANDS RANCH, CO 80126	NONE	501(C)(3)	GENERAL MINISTRY PURPOSES	5,000
Total . . . . ▶ **3a**				27,500

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization
SCP FOUNDATION
C/O RICHARD L SMITH II

Employer identification number
80-6244267

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

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

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

Name of organization
SCP FOUNDATION
C/O RICHARD L SMITH II

Employer identification number
80-6244267

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD AND PAMELA SMITH 377 FAIRCHILD DRIVE HIGHLANDS RANCH, CO 80126	$ 170,300	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	JUDY SYFTESTAD 6431 MARKLEY WAY CARMICHAEL, CA 95608	$ 14,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
SCP FOUNDATION
C/O RICHARD L SMITH II

Employer identification number
80-6244267

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
SCP FOUNDATION
C/O RICHARD L SMITH II

Employer identification number
80-6244267

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2013 Compensation Explanation

Name: SCP FOUNDATION
C/O RICHARD L SMITH II
EIN: 80-6244267

Person Name	Explanation
RICHARD L SMITH II	
PAMELA S SMITH	
COLBY A SMITH	
LINDSEY H SMITH	
RYAN J SMITH	

TY 2013 Investments Corporate Stock Schedule

Name: SCP FOUNDATION
C/O RICHARD L SMITH II

EIN: 80-6244267

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	320,986	321,179

TY 2013 Other Expenses Schedule

Name: SCP FOUNDATION
C/O RICHARD L SMITH II

EIN: 80-6244267

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BROKERAGE FEES	30	30		
TAX EXEMPT APPLICATION	850			
BANK CHARGES	32			

TY 2013 Other Income Schedule

Name: SCP FOUNDATION
C/O RICHARD L SMITH II

EIN: 80-6244267

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SUBSTITUTE PMT IN LIEU DIV	1,686	1,686	

TY 2013 Other Liabilities Schedule

Name: SCP FOUNDATION
C/O RICHARD L SMITH II
EIN: 80-6244267

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN LOAN		140,419

TY 2013 Taxes Schedule

Name: SCP FOUNDATION
C/O RICHARD L SMITH II

EIN: 80-6244267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	2	2		

S RT-TERM CAPITAL GAINS of 2

Symbol	# of Shares	Date Bought	Basis	Cost/Sh	Date Sold	Selling Price	Selling Price/Sh	G/L $
abt	500	2/20/2013	17,358	34 72	8/16/2013	16,999	34 00	(359)
abt Aug call 34	5				2/20/2013	897	179 4	897
ads	200	7/16/2013	37,565	187 83	8/16/2013	36,999	185.00	(566)
ads Aug call 185	2				7/16/2013	1,399	699 50	1,399
aet	600	3/6/2013	29,253	48 76	7/8/2013	28,799	48 00	(454)
aet Jul call 48	6				3/6/2013	1,858	309 67	1,858
amg	200	9/25/2013	36,745	183 73	11/15/2013	35,999	180 00	(746)
amg Nov call 180	2				9/25/2013	1,800	900.00	1,800
crzo	1000	7/16/2013	30,849	30 85	8/16/2013	29,999	30.00	(850)
crzo Aug call 30	10				7/16/2013	1,946	194 60	1,946
dov	600	7/25/2013	51,303	85.51	8/16/2013	50,999	85.00	(304)
dov Aug call 85	6				7/25/2013	1,048	174 67	1,048
dow	600	8/21/2013	22,431	37 39	12/20/2013	21,599	36 00	(832)
dow Dec call 36	6				8/21/2013	1,573	262 17	1,573
EMR	500	3/6/2013	28,152	56 30	5/17/2013	27,499	55 00	(653)
EMR Jun call 55	5				3/6/2013	1,374	274.80	1,374
flr	1000	9/25/2013	71,804	71 80	11/15/2013	67,498	67 50	(4,306)
flr Nov call 67.5	10				9/25/2013	5,592	559 20	5,592
fosl	200	7/16/2013	21,620	108.10	8/16/2013	20,999	105 00	(621)
fosl	200	7/16/2013	21,620	108 10	9/20/2013	20,999	105 00	(621)
fosl Aug call 105	2				7/16/2013	1,620	810 00	1,620
fosl sept call 105	2				7/16/2013	1,780	890 00	1,780
gs	200	9/25/2013	32,549	162.75	11/15/2013	30,999	155 00	(1,550)
gs Dec27Put165	3				11/26/2013	523	174 33	523
gs Nov call 155	2				9/25/2013	2,139	1069 50	2,139
KMI	600	4/18/2013	22,719	37 87	11/6/2013	21,033	35 06	(1,686)
kmi Dec call 37 5	6				8/27/2013	800	133 33	800
KMI Sep call 37.5	6				4/18/2013	1,030	171.67	1,030
kors	600	7/16/2013	37,467	62 45	8/16/2013	35,999	60.00	(1,468)
kors Aug call 60	6				7/16/2013	2,715	452 50	2,715
LOW	600	6/13/2013	24,657	41 10	7/19/2013	24,599	41 00	(58)
LOW Jul 18 call 41	6				6/13/2013	777	129.50	777
lrcx	400	7/16/2013	19,806	49 52	12/20/2013	20,999	52.50	1,193
lrcx Aug call 48	4				7/16/2013	1,058	264 50	1,058
lrcx Dec call 52 5	4				8/16/2013	578	144 50	578
M	800	8/21/2013	36,172	45 22	11/15/2013	34,399	43 00	(1,773)
M Nov call 43	8				8/21/2013	2,636	329 50	2,636
MDLX Sep call 30	8				4/18/2013	1,170	146 25	1,170
MDLZ	800	4/18/2013	23,963	29 95	9/20/2013	23,999	30.00	36
open	400	8/21/2013	29,110	72 78	10/22/2013	27,999	70.00	(1,111)
open	400	11/6/2013	31,966	79.92	11/15/2013	29,999	75.00	(1,967)
open Nov call 75	4				9/24/2013	1,038	259.50	1,038
open Oct call 70	4				8/21/2013	2,320	580.00	2,320
paa	400	3/28/2013	22,507	56 27	11/18/2013	20,882	52.21	(1,625) •
paa Aug call 55	4				3/28/2013	958	239 50	958
paa Nov call 52 5	4				8/16/2013	837	209 25	837
psx	500	7/25/2013	29,627	59 25	9/20/2013	28,749	57 50	(878)
psx Sep call 57.5	5				7/25/2013	1,850	370 00	1,850
QQQ Dec20 P85	10				12/11/2013	694	69 40	694
QQQ Dec20 P85	10				12/17/2013	742	74 20	742
QQQ Dec27 P84	10				12/16/2013	454	45 40	454
QQQ Dec27P86	10				12/19/2013	792	79 20	792
QQQ Dec27P86	10				12/18/2013	932	93.20	932
splk	500	11/21/2013	32,563	65.13	11/13/2013	30,857	61 71	(1,706)
splk Dec put 62 5	5				11/13/2013	2,197	439 40	2,197
spy	600	4/18/2013	92,595	154 33	4/3/2013	93,555	155 93	960
spy	400	9/22/2013	67,850	169 63	9/19/2013	67,999	170.00	149
spy	600	10/4/2013	101,998	170.00	9/19/2013	101,998	170 00	-
spy	400	10/22/2013	70,270	175 68	10/31/2013	70,337	175.84	67
spy	600	10/22/2013	105,530	175.88	10/31/2013	105,505	175.84	(25)
spy	400	11/13/2013	70,706	176.77	11/15/2013	69,598	174 00	(1,108)
spy	400	12/13/2013	72,000	180.00	11/15/2013	69,599	174.00	(2,401)
spy	1000	5/24/2013	164,665	164 67	5/15/2013	166,155	166 16	1,490
spy	1000	5/24/2013	164,665	164 67	5/15/2013	166,225	166 23	1,560
spy	600	6/21/2013	98,100	163 50	6/21/2013	95,686	159 48	(2,414)
spy	600	7/5/2013	99,000	99 00	6/14/2013	98,163	163.61	(837)
reconciliation difference			1,424					(1,424)
spy Ap 19 put 155	6	4/16/2013	173	28 83	4/3/2013	709	118 17	536
spy Ap 26 P157	6	4/11/2013	382	63 67	4/11/2013	355	59 17	(27)
SPY Aug call 171	8	7/29/2013	518	64 75	7/16/2013	754	94.25	236
spy Dec 20 p181	4				12/10/2013	705	176 25	705
spy Dec13 P180	4				11/15/2013	793	198.25	793
SPY Jul 19 P 162	8				7/8/2013	714	89.25	714
spy Jul5th Put 165	6				6/17/2013	1,651	275.17	1,651
spy Jun 22 put 163 5	6				6/14/2013	1,075	179.17	1,075
spy Mar 1st call 154	5				2/8/2013	246	49.2	246

• non covered

PBC

STCG - 2 of 2

Symbol	# of Shares	Date Bought	Basis	Cost/Sh	Date Sold	Selling Price	Selling Price/Sh	G/L $
spy May 154 put	6	4/18/2013	1,525	254 17	4/10/2013	577	96 17	(948)
spy May 24 put 166	10	5/24/2013	1,358	135 80	5/15/2013	1,243	124 30	(115)
spy May 31 put 167	10	5/24/2013	2,646	264 60	5/15/2013	1,944	194 40	(702)
spy Nov 22 P 171 5	7				10/18/2013	1,044	149 14	1,044
spy Nov 22 P 171.5	10				10/18/2013	1,412	141 20	1,412
spy Nov 8 P 168 5	7				10/10/2013	1,383	197.57	1,383
spy Nov 8 P 168 5	10				10/18/2013	464	46 40	464
spy Nov call 172	10	11/6/2013	5,538	553 80	10/10/2013	1,382	138 20	(4,156)
spy Nov call 174	8				8/20/2013	746	93.25	746
spy OCT 18 p 167	10				10/10/2013	882	88.20	882
spy Oct18 call 168	10	10/10/2013	1,728	172 80	10/9/2013	764	76.40	(964)
spy Oct4 put 170	6				9/18/2013	597	99 50	597
spy Sep call 170	10				8/21/2013	592	59 20	592
syk	200	2/4/2013	12,445	62 225	2/4/2013	12,449	62 245	4
syk	300	2/4/2013	18,668	62 23	3/15/2013	18749	62 49667	81
syk Mar call 62 5	2	2/4/2013	250	125	2/4/2013	230	115	(20)
syk Mar call 62 5	3				2/4/2013	345	115	345
tel	400	9/25/2013	20,966	52 42	11/15/2013	19,999	50 00	(967)
tel Nov call 50	4				9/25/2013	1,277	319 25	1,277
v	300	10/7/2013	56,213	187 38	11/15/2013	53,998	179 99	(2,215)
v nov call 180	3				10/7/2013	3,208	1069 33	3,208
SPY Wash Sale adjustment			(1,260)					1,260
			1,941,759			1,971,135		29,376
Total per IB 1099 Covered Securities			**1,900,875**			**1,920,329**		
Total per IB 1099 Non Covered Securities						20,882		
Total per 1099						1,941,211		
Difference - relates to excluded trades from 1099			(40,884)			29,924		

1099 Reconciliation Differences – These difference arise as a result of the broker not reporting certain option transactions. The reported transactions are accurate and have been reconciled to the monthly brokerage statements