Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation	A Employer identification number
SOKA 'PIIWA FOUNDATION	83-0321664
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P.O. BOX 6769	B Telephone number (307) 674-0848
City or town, state or province, country, and ZIP or foreign postal code: SHERIDAN, WY 82801	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)* ▶$ 2,694,141.

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))

		(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				
	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	83,254.	83,254.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	194,642.			
	b Gross sales price for all assets on line 6a 1,751,528.				
	7 Capital gain net income (from Part IV, line 2)		194,642.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	277,896.	277,896.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	3,860.	1,930.	0.	1,930.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	2,800.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	15,431.	15,431.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,091.	17,361.	0.	1,930.
	25 Contributions, gifts, grants paid	30,500.			30,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	52,591.	17,361.	0.	32,430.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	225,305.			
	b **Net investment income** (if negative, enter -0-)		260,535.		
	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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	101,947.	43,026.	43,026.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	2,129,549.	1,720,173.	1,469,218.
	c Investments - corporate bonds STMT 6	593,532.	1,287,134.	1,181,897.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,825,028.	3,050,333.	2,694,141.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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	2,825,028.	3,050,333.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,825,028.	3,050,333.	
	31 **Total liabilities and net assets/fund balances**	2,825,028.	3,050,333.	

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	2,825,028.
2	Enter amount from Part I, line 27a	2	225,305.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,050,333.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,050,333.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
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	702,132.		685,728.	16,404.
b	1,049,396.		871,158.	178,238.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				16,404.
b				178,238.
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 — 194,642.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	113,122.	2,231,888.	.050684
2011	26,260.	2,309,743.	.011369
2010	64,390.	2,200,170.	.029266
2009	44,275.	1,699,177.	.026057
2008	152,559.	2,323,711.	.065653

2	Total of line 1, column (d)	2	.183029
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	.036606
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,446,899.
5	Multiply line 4 by line 3	5	89,571.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,605.
7	Add lines 5 and 6	7	92,176.
8	Enter qualifying distributions from Part XII, line 4	8	32,430.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	5,211.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	5,211.
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	5,211.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,553.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,675.		SEE STATMENT 9
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	8,228.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,017.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 3,017. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	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 ▶ KAREN KOYAMA-BREEN Telephone no. ▶ (307)674-0848

Located at ▶ P.O. BOX 6769, SHERIDAN, WY ZIP+4 ▶ 82801

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

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

		Line	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	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		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 ▶ 2012 , , ,				
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	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE D. WIDENER P.O. BOX 2565 COLUMBIA FALLS, MT 59912	TRUSTEE 0.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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	2,373,429.
b	Average of monthly cash balances		1b	110,732.
c	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	2,484,161.
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	2,484,161.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	37,262.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,446,899.
6	**Minimum investment return.** Enter 5% of line 5		6	122,345.

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	122,345.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 5,211.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,211.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	117,134.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	117,134.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	117,134.

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	32,430.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	32,430.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	32,430.

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				117,134.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			99,653.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 32,430.				
a Applied to 2012, but not more than line 2a			32,430.	
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				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			67,223.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				117,134.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				30,500.
Total			▶ 3a	30,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	83,254.	
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	194,642.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		277,896.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 277,896.

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

▶ George D Widener Jr | 12/14/14 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN FLEMING		9/2/14		P00448170
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 555 17TH STREET, SUITE 3600 DENVER, CO 80202			Phone no. 303-292-5400	

323622
10-10-13

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 extension 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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	SOKA 'PIIWA FOUNDATION	83-0321664
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 6769	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. SHERIDAN, WY 82801	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 (sec. 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 ▶ KAREN KOYAMA-BREEN
P.O. BOX 6769, SHERIDAN, WY - 82801
Telephone No. ▶ (307)674-0848 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 AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______ , and ending ______ .

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	$ 8,228.
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	$ 2,553.
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	$ 5,675.

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.

Form 8868 (Rev. 1-2014) Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. SOKA 'PIIWA FOUNDATION	Employer identification number (EIN) or 83-0321664
	Number, street, and room or suite no. If a P O. box, see instructions. P.O. BOX 6769	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SHERIDAN, WY 82801	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KAREN KOYAMA-BREEN P.O. BOX 6769, SHERIDAN, WY - 82801

Telephone No. ▶ (307)674-0848 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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.	**8a**	$	28,395.
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 and any amount paid previously with Form 8868.	**8b**	$	8,228.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$	20,167.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA/Return Preparer Date ▶ 8/14/14

Form **8868** (Rev. 1-2014)

SEE STATEMENT 9

323842
12-31-13

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	83,254.	0.	83,254.	83,254.	0.
TO PART I, LINE 4	83,254.	0.	83,254.	83,254.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,860.	1,930.	0.	1,930.
TO FORM 990-PF, PG 1, LN 16B	3,860.	1,930.	0.	1,930.

FORM 990-PF	TAXES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	2,800.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,800.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	15,431.	15,431.	0.	0.
TO FORM 990-PF, PG 1, LN 23	15,431.	15,431.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 8	1,720,173.	1,469,218.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,720,173.	1,469,218.

FORM 990-PF	CORPORATE BONDS	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 8	1,287,134.	1,181,897.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,287,134.	1,181,897.

Recipient	*Address*	*Relationship To Soka'piiwa*	*Purpose*	*Status*	*Amount*
Bob Marshall Wilderness Foundation	PO Box 190688 Hungry Horse, MT 59919	None	Preservation of America's wilderness heritage	501(c)(3)	$5,000.00
Lighthorse Healthcare, Inc.	2060 Dan Proctor Drive, Ste 3300 Saint Marys, GA 31558	None	Integrative behavioral healthcare	501(c)(3)	$1,500.00
Montana Environmental Information Center	PO Box 1184 Helena, MT 59624	None	Advocate for protecting & restoring Montana's natural environment	501(c)(3)	$3,000 00
Old Trail Museum	823 North Main Choteau, MT 59422	None	Preserve, Research & Interpret the Rocky Mountain Front Region	501(c)(3)	$8,000.00
Reining Horse Sports Foundation	3000 NW 10th Street Oklahoma City, OK 73107	None	Research & Education - Handicap Riding Program	501(c)(3)	$5,000.00
South East Reining Horse Association	463 Cotton Gin Road Gates, NC 27937	None	Promotion of the reining horse	501(c)(3)	$3,000.00
University of Montana Foundation	PO Box 7159 Missoula, MT 59807	None	Wildlife Biology Program	501(c)(3)	$5,000.00
			Total Contributions Paid		$30,500.00

Soka'piiwa Foundation
December 31, 2013

83-0321664

FORM 990-PF PART II LINE 10b	CORPORATE STOCK	Book Value	Fair Market Value
A O Smith Corp		$2 323 83	$3 775 80
AAON Inc		$3 870 02	$4 792 50
Abbvie Inc Com		$1 729 78	$1 901 16
Alaska Air Group Inc		$1 580 52	$1 907 62
Allstate Corp		$7 872 52	$9 653 58
American Express Co		$20 237 47	$26 856 08
Ameriprise Fincl Inc		$12 269 06	$15 301 65
Amerisourcebergen Corp		$6 944 35	$8 929 37
Andersons Inc		$1 857 59	$1 872 57
Apollo Group Inc		$2 867 84	$3 032 52
Assurant Inc		$5 831 87	$10 552 83
AT&T Inc		$45 005 17	$46 059 60
Barrett Business Services Inc		$2 998 30	$5 100 70
Biogen Idec Inc		$4,203 59	$5 311 86
Boeing Co		$10 297 73	$11 874 63
Centurylink Inc		$5 091 13	$5 064 15
Cigna Corp Com		$3 565 89	$3 849 12
CitiGroup Inc		$420 853 25	$131 317 20
Coca-Cola Enterprises Inc New		$10 216 76	$10 811 85
Comcast Corp Class A New		$2,537 67	$3 481 65
Delphi Automotive Plc		$1 384 65	$2 164 68
Delta Air Lines Inc New		$3 711 68	$3 900 74
Directv Com		$27 279 36	$30 110 16
Domtar Corp		$2 763 16	$3 301 90
Dow Chemical Company		$1 592 37	$1 820 40
Dun & Bradstreet Cp New		$39 042 77	$48 609 00
Eli Lilly & Co		$5 442 86	$5 304 00
Exelis Inc Com		$2 400 41	$3 106 78
Exxon Mobil Corp		$40 702 73	$47 968 80
Flowserve Corp		$12 465 55	$16 711 96
Gabelli Nat Res		$100 000 00	$50 100 00
Gamestop Corp		$19 596 61	$38 176 50
General Electric Co		$228 143 26	$185 110 12
Genuine Parts Co		$1 792 12	$1 830 18
Gilead Sciences Inc		$4 904 02	$5 857 80
Goldman Sachs Group Inc		$7,012 47	$7 444 92
Goodyear Tire & Rubber Co		$2,166 83	$2 289 60
GrahamHldgsCo fkaWashingtPostCo		$1 961 83	$1 989 96
H&R Block Inc		$2 690 10	$4 036 56
Haverty Furniture Cos Inc		$1 371 88	$2 597 90
Home Depot Inc		$19 065 34	$29 724 74
Honeywell Intl Inc		$5 232 36	$6 121 79
Huntsman Corp		$1 524 51	$2 066 40
Ingersoll Rand Co		$2 291 25	$3 449 60
Intl Game Tech		$8 590 44	$9 116 32
International Business Machines		$2 240 82	$2 250 84
Kroger Co		$12 146 02	$13 123 96
L-3 Communications Holding Inc		$1 073 55	$1 496 04
LAM Research Corp		$9 132 55	$10 127 70
Leggett & Platt Inc		$3 221 88	$3 124 94
Leidos Hldgs Inc		$1 577 31	$1 720 13
LHC Grp		$2 267 37	$2 404 00
Lions Gate Entertainment Corp		$1 773 62	$1 741 30
LIve Nation Entertainment INc		$1 615 31	$1 857 44
Lockheed Martin Corp		$2 627 76	$2 824 54
Lowes Companies Inc		$3 730 30	$4 657 70
Magellan Health Services Inc		$2 278 33	$2 576 13
Marathon Petroleum Corp		$8 027 98	$10 365 49
Mastercard Inc CL A		$7 340 34	$8 354 60
McDonalds Corp		$2,121 58	$2 231 69
McGraw Hill Financial Inc Com		$2 540 56	$2 737 00
McKesson Corp		$2 701 93	$1 775 40
Mohawk Industries Inc		$2 325 95	$3 275 80
Motorola Solutions Inc		$14 460 19	$17 077 50
Mylan Inc		$2 361 02	$3 906 00
Newell Rubbermaid Inc		$8 989 42	$12 575 08
Nike Inc B		$3 848 87	$3 932 00
Northrop Grumman		$5 270 25	$5 501 28
O Reilly Automotive		$1 728 40	$1 801 94
Owens Illinois Inc New		$1 816 35	$2 468 82
PBF Energy Inc		$2 584 10	$3 366 22
Peabody Energy Corp		$94 858 32	$52 731 00
Pfizer Incorporated		$30 423 94	$44 107 20
PPG Industries Inc		$5 830 12	$8 534 70
Robert Half Int		$2 928 75	$3 443 18
Ross Stores Inc		$1 729 23	$1 648 46
Safeway Inc Com New		$11 869 32	$23 352 69
Science Applications Intl Cp		$459 04	$462 98
Seagate Technology Hldgs		$35 305 99	$53 239 68
Sherwin Williams Company Ohio		$2 490 89	$2 936 00
SLM Corporation		$9 681 47	$13 140 00
Sonic Corp		$1,759 45	$1 857 48
Spectrum Brands Hldgs Inc Com		$2 526 99	$3 598 05
St Jude Medical Inc		$8,466 86	$10 097 85
Starbucks Corp Washington		$6 523 44	$6 819 93
Thermo Fisher Scientific Inc		$4 699 06	$6 569 65
TJX Cos Inc New		$2 099 25	$2 166 82
Travelers Companies		$25 407 96	$36 578 16
Twenty-First Century Fox Cl A		$14 617 77	$16 318 88
Tyler Technologies Inc		$1 659 27	$2 246 86
Tyson Foods Inc Cl A		$2 368 81	$2 743 72
UGI Corp New Com		$3 582 65	$3 689 94
United States Stl Corp New		$170 755 83	$150 450 00
Viacom Inc Cl B		$9 434 62	$10 131 44
Visa Inc		$1 578 91	$3 562 88
Vonage Holdings Corp		$3 768 36	$5 024 97
Wal-Mart Stores Inc		$2 074 08	$2 990 22
Western Refining Inc		$1 793 18	$1 993 27
Western Un Co		$18 318 79	$17 422 50
Wynn Resorts Ltd		$6 299 78	$10 681 55
Yahoo Inc		$11 776 26	$19 047 24
		$1 720 173 05	$1 469 218 09

FORM 990-PF PART II LINE 10c	CORPORATE BONDS	Book Value	Fair Market Value
BAC Capital Trust XIII		$154,020 00	$148 000 00
Centurytel Inc		$200,938 00	$178 000 00
CFI Trigger Jump		$100,000 00	$63 850 00
Genworth Financial		$141 525 00	$132 750 00
JP Morgan Chase&Co		$98 946 50	$95 625 00
Metlife Inc		$2 122 56	$2 372 48
Wachovia Cap Trust II		$185 640 00	$183 000 00
Wells Fargo Capital X		$202 996 50	$196 300 00
Zions Bancorporation		$200 945 50	$182 000 00
		$1 287 134 06	$1 181 897 48

Soka 'Piiwa Foundation
83-0321664
Tax Year Ended December 31, 2013

The taxpayer filed Form 8868, Application for Extension of Time to File an Exempt Organization Return, prior to the May 15, 2014 due date. On this extension, Code 04 was selected for Form 990-PF. The taxpayer then filed the additional three month extension of time prior to the August 15, 2014 due date, using Code 04. A payment of $20,167 was made with the additional 3-month extension of time, and the $20,167 payment was intended to satisfy the tax due on Form 4720, Return of Certain Excise Taxes Under Chapters 41 and 42 of the Internal Revenue Code (Code 09 on Form 8868).

We respectfully request that the $20,167 payment that was made with Form 8868, Part II, Additional 3-Month Extension of Time, be applied to Form 4720 instead of Form 990-PF.

Schedule D Capital Gains and Losses

Soka'piiwa Foundation
83-0321664
2013

Line 1a Short-Term Capital Gains and Losses
- Assets Held 1 Year or Less

(a) Description of Property	(b) Date(s) acquired	(c) Date Sold	(d) Sales Price	(e) Cost Basis	(f) Gain (Loss)
Sold 140 shares of Ameren Corp (Hldg Co)	2/6/12	1/10/2013	4,385 34	4,426 61	(41 27)
Sold 67 shares of Estee Lauder Co Inc Cl A	2/6/12	1/10/2013	4,190 98	3,862 35	328 63
Sold 51 shares of Fastenal Co	10/27/11	1/10/2013	2,374 09	1,889 84	484 25
Sold 20 shares of Humana Inc	3/7/12,4/11/12,12/6/12	1/10/2013	1,362 94	1,708 43	(345 49)
Sold 48 shares of Medifast Inc	9/5/12	1/10/2013	1,341 52	1,330 71	10 81
Sold 46 shares of CVS Caremark Corp	11/8/12	2/7/2013	2,347 41	2,133 94	213 47
Sold 99 shares of Safeway Inc Com New	4/11/12,6/7/12	2/7/2013	2,030 04	1,929 29	100 75
Sold 46 shares of USA Mobility Inc	11/8/12	2/7/2013	514 90	515 66	(0 76)
Sold $200,000 Goldman Sachs Capt II	10/31/12	2/13/2013	163,880 00	161,500 00	2,380 00
Sold 54 shares of Harley Davidson Inc	4/11/12,12/6/12	3/8/2013	2,938 42	2,548 32	390 10
Sold 44 shares of Garmin Ltd Shs	11/8/12,1/10/13	3/8/2013	1,560 00	1,631 90	(71 90)
Sold 22 share sof Northrop Grumman Cp (Hldg Co)	2/6/12	3/8/2013	1,449 19	1,292 20	156 99
Sold 61 shares of Apollo Group Inc A	8/8/12	3/8/2013	1,038 80	1,724 78	(685 98)
Sold 128 shares of USA Mobility Inc	11/8/12	3/20/2013	1,576 70	1,434 88	141 82
Sold $150,000 Suntrust Pfd Cap I	12/11/12	3/28/2013	128,355 00	125,460 00	2,895 00
Sold 151 shares of JPMorgan Chase & Co	4/11/12	4/10/2013	7,441 47	6,625 40	816 07
Sold 1 share of Donnelley R R & Sons Co	4/11/12	4/10/2013	11 91	12 20	(0 29)
Sold 15 shares of Celgene Corp	12/6/12	4/10/2013	1,795 34	1,187 10	608 24
Sold 24 shares of Bed Bath & Beyond Inc	11/8/12	4/10/2013	1,569 32	1,392 70	176 62
Sold 23 shares of Petsmart Inc	6/7/12	4/10/2013	1,492 51	1,508 69	(16 18)
Sold 28 shares of Nacco Industries A	11/8/12	4/10/2013	1,452 07	1,512 40	(60 33)
Sold 9 shares of Wyndham Worldwide Corp	4/11/12	4/10/2013	576 31	416 72	159 59
Sold 4,000 shares of Prudential Financial Inc	11/30/12	4/29/2013	101,991 61	102,006 50	(14 89)
T-Mobile US Inc Com/Metro PCS Merger	11/8/12	5/1/2013	1,894 06	1,555 99	338 07
Sold 61 shares of Northrop Grumman Cp(Hldg Co)	6/7/12,12/6/12,1/10/13	5/10/2013	4,735 70	3,957 80	777 90
Sold 3 shares of Priceline com Inc New	6/7/12	5/10/2013	2,298 29	1,925 25	373 04
Sold 29 shares of Discovery Communications Ser A	9/5/12,1/10/13	5/10/2013	2,262 47	1,661 22	601 25
Sold 31 shares of Papa Johns Intl Inc	11/8/12	5/10/2013	2,029 83	1,549 97	479 86
Sold 22 shares of Expedia Inc New	12/6/12	5/10/2013	1,270 30	1,320 58	(50 28)
Sold 20 shares of Monster Beverage Corp Com	6/7/12	5/10/2013	1,063 03	1,494 55	(431 52)
Sold 3,450 shares of Telephone & Data System	11/29/12	5/10/2013	87,649 42	87,980 61	(331 19)
Sold 550 shares of Telephone & Data System	11/29/12	5/13/2013	13,851 67	14,025 89	(174 22)
Sold 654 shares of Donnelley R R & Sons Co	6/7/12	6/3/2013	8,508 26	7,233 37	1,274 89
Sold 61 shares of Stage Stores Inc	12/6/12,1/10/13	6/3/2013	1,385 35	1,519 57	(134 22)
Sold 0 75 shares of News Corporation Cl A NEW	5/10/13	6/28/2013	11 76	11 45	0 31
Sold 339 shares of Iron Mountain Inc (De)	3/5/12,11/8/12,11/21/12	7/16/2013	9,686 38	11,354 76	(1,668 38)
Sold 26 shares of Verisign Inc	8/8/12	7/16/2013	1,183 48	1,201 79	(18 31)
Sold 49 shares of Monster Beverage Corp Com	,12/6/12,1/10/13,2/7/13	7/16/2013	2,977 82	2,680 83	296 99
Sold 15 shares of Mckesson Corp	8/8/12	7/16/2013	1,780 09	375 07	1,405 02
Sold 50 shares of Western Refining, Inc	5/10/13	7/16/2013	1,392 63	1,512 96	(120 33)
Sold 16 shares of News Corporation Cl A NEW	5/10/13	7/16/2013	238 97	244 25	(5 28)
Sold 54 shares of Equifax Inc	,12/6/12,1/10/13,2/7/13	8/9/2013	3,521 21	2,856 69	664 52
Sold 50 shares of Foot Locker Inc	11/8/12	8/9/2013	1,737 34	1,620 64	116 70
Sold 43 shares of Verisign Inc	12/6/12,1/10/13	9/9/2013	2,133 10	1,584 87	548 23
Sold 54 shares of Health Net Inc A	11/8/12,12/6/12	9/9/2013	1,721 46	1,377 60	343 86
Sold 4,000 shares of American Capital Agency	6/28/13	9/23/2013	93,755 46	93,052 28	703 18
Sold 0 999 shares of Science Applications Intl Cp	5/10/13	9/27/2013	32 43	32 76	(0 33)
Sold 0 25 shares of Leidos Hldgs Inc	5/10/13	10/3/2013	11 40	10 27	1 13
Sold 27 shares of Whirlpool Corp	11/8/12,4/10/13	10/15/2013	3,508 45	2,686 68	821 77
Sold 49 shares of Cyberonics Corp	11/8/12	10/15/2013	2,610 45	2,205 40	405 05
Sold 44 shares of Ebay Inc	11/8/12	10/15/2013	2,382 06	2,112 19	269 87
Sold 77 shares of T-Mobile US Inc Com	11/8/12	10/15/2013	2,023 03	1,270 50	752 53
Sold 7 shares of Moodys Corp	2/7/13,3/8/13	11/12/2013	510 36	336 40	173 96
Sold 68 shares of Liberty Interactive Co Inter A	9/9/13	11/12/2013	1,898 64	1,629 57	269 07
Sold 55 shares of Seneca Foods Corp Cl A	3/8/13,5/10/13	11/12/2013	1,601 29	1,777 26	(175 97)
Sold 0 67 shares of Allegion Pub Ltd Co	12/6/12	12/2/2013	27 31	20 70	6 61
Sold 22 shares of Aflac Inc	1/10/13,2/7/13,3/8/13	12/11/2013	1,454 16	1,120 08	334 08
Sold 16 shares of Time Warner Cable Inc New	2/7/13	12/11/2013	2,101 72	1,402 56	699 16
Sold 13 67 shares of Allegion Pub Ltd	1/10/13-4/10/13	12/11/2013	580 20	422 29	157 91
Sold 27 shares of PNM Resources Inc (Hldg Co)	1/10/13,2/7/13	12/12/2013	626 47	552 87	73 60
Totals			**702,131.92**	**685,728.14**	**16,403.78**

Schedule D

Capıtal Gaıns and Losses

Soka'piiwa Foundation
83-0321664
2013

Lıne 1b Long-Term Capıtal Gains and Losses
- Assets Held More than 1 Year

(a) Descrıptıon of Property	(b) Date(s) acquired	(c) Date Sold	(d) Sales Price	(e) Cost Basis	(f) Gain (Loss)
Sold 137 shares of Torchmark Corp	10/27/2011	1/10/2013	7,276 90	5,705 27	1,571 63
Sold 173 shares of Gap Inc	10/27/2011	1/10/2013	5,397 40	3,276 64	2,120 76
Sold 114 shares of Bıg Lots Inc Ohıo	10/27/2011	1/10/2013	3,143 88	4,249 96	(1,106 08)
Sold 46 shares of Home Depot Inc	10/25/2010	1/10/2013	2,901 27	1,448 97	1,452 30
Sold 315 shares of Donnelley R R & Sons Co	12/16/2011	1/10/2013	2,749 66	4,514 08	(1,764 42)
Sold 47 shares of Kohls Corporatıon Wisc	10/27/2011	1/10/2013	1,976 54	2,492 84	(516 30)
Sold 82 shares of Intel Corp	10/25/2010	1/10/2013	1,766 24	1,633 70	132 54
Sold 19 shares of Phılıp Morns Intl Inc	10/23/2009	1/10/2013	1,641 89	936 45	705 44
Sold 18 shares of Pfizer Inc	10/25/2010	1/10/2013	476 08	317 21	158 87
Sold 1,729 shares of Cree Research Inc	8/26/2011	1/30/2013	74,173 38	49,942 17	24,231 21
Sold 742 shares of Suncoke Energy Inc Com	1/17/2012	1/30/2013	11,983 52	9,230 57	2,752 95
Sold 271 shares of Walt Dısney Co Hldg Co	2/6/2012	2/7/2013	14,668 68	10,957 80	3,710 88
Sold 123 shares of Torchmark Corp	10/27/2011	2/7/2013	6,807 52	5,122 24	1,685 28
Sold 97 shares of Home Depot Inc	10/25/2010	2/7/2013	6,429 69	3,055 43	3,374 26
Sold 87 shares of Brown Forman Corp Cl B	2/6/2012	2/7/2013	5,653 39	4,849 49	803 90
Sold 141 shares of Gap Inc	10/27/2011	2/7/2013	4,528 22	2,670 55	1,857 67
Sold 5 shares of Apple Inc	10/23/2009	2/7/2013	2,284 76	1,022 13	1,262 63
Sold 21 shares of Tesoro Petroleum Cp	2/6/2012	2/7/2013	1,102 50	544 87	557 63
Sold 9 shares of Celgene Corp	2/6/2012	2/7/2013	876 79	662 49	214 30
Sold 10 shares of Travelers Companıes Inc Com	10/23/2009	2/7/2013	788 18	513 16	275 02
Sold 1 share of Pnceline com Inc New	2/6/2012	2/7/2013	687 28	539 94	147 34
Sold 7 shares of Domtar Corporatıon	10/27/2011	2/7/2013	530 02	562 57	(32 55)
Sold 50 shares of Donnelley R R & Sons Co	12/16/2011	2/7/2013	458 94	716 52	(257 58)
Sold 4 shares of O'Reılly Automotıve Inc New	10/27/2011	2/7/2013	400 06	299 91	100 15
Sold 2 shares of Wal Mart Stores Inc	10/25/2010	2/7/2013	142 46	108 65	33 81
Sold 2 shares of Ross Stores Inc	10/27/2011	2/7/2013	119 57	87 36	32 21
Sold 3 shares of Altna Group Inc	10/27/2011	2/7/2013	103 67	81 43	22 24
Sold 2 shares of Kohls Corporatıon Wisc	10/27/2011	2/7/2013	91 83	106 08	(14 25)
Sold 96 shares of Home Depot Inc	10/25/2010	3/8/2013	6,801 07	3,023 93	3,777 14
Sold 154 shares of Gap Inc	10/27/11,3/7/12	3/8/2013	5,564 21	3,530 95	2,033 26
Sold 88 shares of Wyndham Worldwıde Corp	3/7/2012	3/8/2013	5,529 07	3,831 67	1,697 40
Sold 314 shares of Donnelley R R & Sons Co	12/16/2011	3/8/2013	3,372 28	4,499 75	(1,127 47)
Sold 15 shares of Visa Inc Cl A	10/27/2011	3/8/2013	2,409 79	1,398 08	1,011 71
Sold 51 shares of Dollar Tree Inc	10/27/2011	3/8/2013	2,295 66	2,015 65	280 01
Sold 34 shares of Ross Stores Inc	10/27/2011	3/8/2013	1,919 52	1,485 08	434 44
Sold 83 shares of Intel Corp	10/25/2010	3/8/2013	1,793 58	1,653 63	139 95
Sold 2 shares of Pnceline com Inc New	2/6/12,3/7/12	3/8/2013	1,437 29	1,179 59	257 70
Sold 15 shares of Dıscover Fıncl Svcs	3/7/2012	3/8/2013	618 73	456 95	161 78
Sold 13 shares of TJX Cos Inc New	10/27/2011	3/8/2013	581 31	386 02	195 29
Sold 12 shares of Kohls Corporatıon Wisc	10/27/2011	3/8/2013	561 16	636 47	(75 31)
Sold 3 shares of O'Reılly Automotıve Inc New	10/27/2011	3/8/2013	313 39	224 93	88 46
Sold 117 shares of Gap Inc	3/7/2012	4/10/2013	4,353 51	2,863 36	1,490 15
Sold 189 shares of Intel Corp	10/25/2010	4/10/2013	4,224 05	3,765 49	458 56
Sold 335 shares of Donnelley R R & Sons Co	12/16/2011	4/10/2013	3,989 66	4,800 67	(811 01)
Sold 16 shares of Celgene Corp	2/6/12,8/8/12	4/10/2013	1,915 02	1,162 31	752 71
Sold 74 shares of Kohls Corporatıon Wisc	10/27/2011	4/10/2013	3,536 81	3,924 90	(388 09)
Sold 14 shares of Visa Inc Cl A	10/27/2011	4/10/2013	2,329 71	1,304 88	1,024 83
Sold 32 shares of Ross Stores Inc	10/27/2011	4/10/2013	1,916 76	1,397 73	519 03
Sold 36 shares of TJX Cos Inc New	10/27/2011	4/10/2013	1,707 36	1,068 98	638 38
Sold 14 shares of Amgen Inc	2/6/2012	4/10/2013	1,499 92	957 18	542 74
Sold 26 shares of Dollar Tree Inc	10/27/2011	4/10/2013	1,197 97	1,027 59	170 38
Sold 1 share of Wyndham Worldwıde Corp	3/7/2012	4/10/2013	64 03	43 54	20 49
Sold 4 shares of O'Reılly Automotıve Inc New	10/27/2011	4/10/2013	414 09	299 91	114 18
Sold 6 shares of Tesoro Petroleum Cp	2/6/2012	4/10/2013	323 36	155 68	167 68
Sold 7 shares of Pfizer Inc	10/25/2010	4/10/2013	208 73	123 36	85 37
Sold 4 shares of Magellan Health Servıces Inc	10/27/2011	4/10/2013	202 19	211 94	(9 75)
Sold 48 shares of Northrop Grumman Cp(Hldg Co)	2/6/12,3/7/12	5/10/2013	3,726 46	2,825 63	900 83
Sold 115 shares of Iron Mountaın Inc (De)	4/11/2012	5/10/2013	4,540 63	3,313 61	1,227 02
Sold 325 shares of Donnelley R R & Sons Co	4/11/2012	5/10/2013	4,088 66	3,964 77	123 89
Sold 99 shares of Intel Corp	10/25/2010	5/10/2013	2,418 51	1,972 40	446 11
Sold 5 shares of Apple Inc	10/23/2009	5/10/2013	2,261 08	1,022 13	1,238 95
Sold 41 shares of Dıscover Fıncl Svcs	3/7/2012	5/10/2013	1,866 64	1,248 99	617 65
Sold 23 shares of Home Depot Inc	10/25/2010	5/10/2013	1,741 18	724 48	1,016 70
Sold 16 shares of Ross Stores Inc	10/27/2011	5/10/2013	1,047 73	698 86	348 87
Sold 19 shares of TJX Cos Inc New	10/27/2011	5/10/2013	969 12	564 19	404 93
Sold 7 shares of Amgen Inc	2/6/2012	5/10/2013	738 74	478 59	260 15

Sold 12 shares of Kohls Corp Wisc	10/27/2011	5/10/2013	581 16	636 47	(55 31)
Sold 11 shares of Gap Inc	4/11/2012	5/10/2013	451 12	280 10	171 02
Sold 8 shares of Dollar Tree Inc	10/27/2011	5/10/2013	393 84	316 18	77 66
Sold 2 shares of Visa Inc Cl A	10/27/2011	5/10/2013	356 47	186 41	170 06
Sold 52 shares of TJX Cos Inc New	10/27/2011	6/3/2013	2,598 76	1,544 09	1,054 67
Sold 54 shares of Discover Fincl Svcs	3/7/12,4/11/12	6/3/2013	2,559 30	1,701 85	857 45
Sold 39 shares of Dollar Tree Inc	10/27/2011	6/3/2013	1,920 42	1,541 38	379 04
Sold 17 shares of O'Reilly Automotive Inc New	10/27/2011	6/3/2013	1,857 12	1,274 65	582 47
Sold 4 shares of Apple Inc	10/23/2009	6/3/2013	1,774 91	817 71	957 20
Sold 17,500 shares of Bank of America Corp	3/11/09,8/22/11,10/3/11	6/28/2013	223,858 33	185,751 62	38,106 71
Sold 247 shares of Iron Mountain Inc (De)	6/7/2012	7/16/2013	7,057 63	7,910 45	(852 82)
Sold 104 shares of Amgen Inc	6/7/2012	7/16/2013	10,844 24	7,360 77	3,483 47
Sold 261 shares of Intel Corp	10/25/2010	7/16/2013	6,300 43	5,199 96	1,100 47
Sold 196 shares of Safeway Inc Com New	6/7/2012	7/16/2013	4,846 05	3,625 41	1,220 64
Sold 29 shares of Wynn Resorts Ltd	6/7/2012	7/16/2013	3,830 53	3,005 55	824 98
Sold 47 shares of Verisign Inc	6/7/2012	7/16/2013	2,139 36	1,852 98	286 38
Sold 62 shares of TJX Cos Inc New	10/27/2011	7/16/2013	3,248 72	1,841 03	1,407 69
Sold 3 shares of Monster Beverage Corp Com	6/7/2012	7/16/2013	182 32	224 18	(41 86)
Sold 43 shares of Ross Stores Inc	10/27/2011	7/16/2013	2,871 00	1,878 19	992 81
Sold 31 shares of Philip Morris Intl Inc	10/23/2009	7/16/2013	2,795 91	1,527 89	1,268 02
Sold 45 shares of Dollar Tree Inc	10/27/2011	7/16/2013	2,394 85	1,778 51	616 34
Sold 24 shares of Tesoro Petroleum Cp	2/6/2012	7/16/2013	1,269 44	622 71	646 73
Sold 24 shares of Pfizer Inc	10/25/2010	7/16/2013	692 38	422 95	269 43
Sold 12 shares of Discover Fincl Svcs	6/7/2012	7/16/2013	592 83	385 67	207 16
Sold 3 shares of Visa Inc Cl A	10/27/2011	7/16/2013	569 63	279 62	290 01
Sold 53 shares of Wynn Resorts Ltd	8/8/2012	8/9/2013	7,311 15	5,437 87	1,873 28
Sold 150 shares of Lexmark Intl Inc New A	8/8/2012	8/9/2013	6,019 71	2,885 22	3,134 49
Sold 29 shares of Amgen Inc	8/8/2012	8/9/2013	3,163 39	2,354 54	808 85
Sold 54 shares of TJX Cos Inc New	10/27/2011	8/9/2013	2,829 68	1,603 47	1,226 21
Sold 72 shares of Altria Group Inc	10/27/2011	8/9/2013	2,552 77	1,954 25	598 52
Sold 35 shares of Ross Stores Inc	10/27/2011	8/9/2013	2,339 36	1,528 77	810 59
Sold 78 shares of Intel Corp	10/25/10,2/6/12	8/9/2013	1,748 48	1,898 41	(149 93)
Sold 58 shares of Safeway Inc Com New	6/7/2012	8/9/2013	1,447 97	1,072 83	375 14
Sold 24 shares of Tesoro Petroleum Cp	2/6/2012	8/9/2013	1,290 32	622 71	667 61
Sold 58 shares of Apollo Group Inc A	8/8/2012	8/9/2013	1,175 05	1,639 95	(464 90)
Sold 10 shares of Verisign inc	8/8/2012	8/9/2013	486 03	462 23	23 80
Sold 218 shares of Gamestop Corp Cl A New	9/5/2012	9/9/2013	10,857 30	4,495 57	6,361 73
Sold 183 shares of Lexmark Intl Inc New A	9/5/2012	9/9/2013	6,228 53	3,968 20	2,260 33
Sold 203 shares of Safeway Inc Com New	6/7/12,8/8/12	9/9/2013	5,321 81	3,504 77	1,817 04
Sold 36 shares of Wynn Resorts Ltd	8/8/12,9/5/12	9/9/2013	5,215 98	3,638 73	1,577 25
Sold 48 shares of Verisign Inc	8/8/12,9/5/12	9/9/2013	2,381 13	2,291 31	89 82
Sold 60 shares of Motorola Solutions Inc	9/5/2012	9/9/2013	3,458 57	2,879 35	579 22
Sold 148 shares of Intel Corp	2/6/2012	9/9/2013	3,393 03	3,910 38	(517 35)
Sold 60 shares of Discover Fincl Svcs	6/7/2012	9/9/2013	2,930 59	1,928 37	1,002 22
Sold 70 shares of Gap Inc	4/11/2012	9/9/2013	2,881 79	1,782 46	1,099 33
Sold 29 shares of Tesoro Petroleum Cp	2/6/2012	9/9/2013	1,336 08	752 45	583 63
Sold 18 shares of Marathon Petroleum Corp	4/11/2012	9/9/2013	1,251 79	749 88	501 91
Sold 17 shares of Tech Data Corp	10/25/2010	9/9/2013	847 80	743 47	104 33
Sold 6 shares of Domtar Corp New	10/27/2011	9/9/2013	394 06	482 20	(88 14)
Sold 3 shares of Amgen Inc	8/8/2012	9/9/2013	332 71	243 57	89 14
Sold 1,000 shares of Schlumberger Ltd	2/28/2012	9/30/2013	88,227 96	$92,519 89	(4,291 93)
Sold 234 shares of Safeway Inc Com New	8/8/2012	10/15/2013	7,761 94	3,685 15	4,076 79
Sold 108 shares of Kohls Corporation Wisc	10/27/11,4/11/12,6/7/12	10/15/2013	5,545 54	5,318 03	227 51
Sold 50 shares of Travelers Companies Inc Com	10/23/2009	10/15/2013	4,232 35	2,565 80	1,666 55
Sold 141 shares of Intel Corp	2/6/2012	10/15/2013	3,305 23	3,725 43	(420 20)
Sold 66 shares of Tesoro Petroleum Cp	2/6/2012,6/7/12	10/15/2013	3,023 78	1,635 96	1,387 82
Sold 41 shares of Seagate Technology Plc	9/5/2012	10/15/2013	1,930 21	1,342 72	587 49
Sold 36 shares of Tech Data Corp	10/25/2010	10/15/2013	1,767 16	1,574 41	192 75
Sold 48 shares of Williams Co Inc	2/6/13,7/16/13	10/15/2013	1,708 51	1,430 53	277 98
Sold 10 shares of Wynn Resorts Ltd	9/5/2012	10/15/2013	1,688 57	1,001 05	687 52
Sold 38 shares of Hollyfrontier Corp Com	1/10/13,5/10/13,7/16/13	10/15/2013	1,636 85	1,664 67	(27 82)
Sold 13 shares of Marathon Petroleum Corp	4/11/2012	10/15/2013	880 42	541 58	338 84
Sold 12 shares of Motorola Solutions Inc	9/5/2012	10/15/2013	729 88	575 87	154 01
Sold 52 shares of Wynn Resorts Ltd	11/8/2012	11/12/2013	8,661 80	5,682 98	2,978 82
Sold 77 shares of Amgen Inc	8/8/12,9/5/12,11/8/12	11/12/2013	8,650 21	6,399 43	2,250 78
Sold 122 shares of Gamestop Corp CL A New	11/8/2012	11/12/2013	6,883 88	2,726 58	4,157 30
Sold 184 shares of Safeway Inc Com New	8/8/12,9/5/12	11/12/2013	6,138 41	2,942 48	3,195 93
Sold 30 shares of Sherwin Williams Company Ohio	11/8/2012	11/12/2013	5,533 54	4,177 17	1,356 37
Sold 94 shares of Comcast Corp (New) Class A	11/8/2012	11/12/2013	4,406 23	3,414 49	991 74
Sold 41 shares of L-3 Communications Holding Inc	11/8/2012	11/12/2013	4,166 47	3,038 72	1,127 75
Sold 148 shares of H&R Block Inc	11/8/2012	11/12/2013	4,071 89	2,650 09	1,421 80
Sold 17 shares of Visa Inc Cl A	10/27/2011	11/12/2013	3,365 29	1,584 49	1,780 80
Sold 50 shares of Motorola Solutions Inc	9/5/12,11/8/12	11/12/2013	3,188 27	2,567 61	620 66
Sold 120 shares of Intel Corp	2,3/7/12,4/11/12,6/7/12	11/12/2013	2,924 48	3,174 85	(250 37)
Sold 29 shares of Moodys Corp	11/8/2012	11/12/2013	2,114 35	1,342 99	771 36
Sold 36 shares of Ingersoll-Rand Plc Shs	9/5/2012	11/12/2013	2,415 98	1,634 44	781 54

Sold 97 shares of PNM Resources Inc (Hldg Co)	11/8/2012	11/12/2013	2,235 33	2,048 67	186 66
Sold 36 shares of Assurant Inc	10/27/2011	11/12/2013	2,154 61	1,417 93	736 68
Sold 39 shares of Mylan Inc	11/8/2012	11/12/2013	1,599 38	1,001 64	597 74
Sold 49 shares of Pfizer Inc	10/25/2010	11/12/2013	1,547 04	863 53	683 51
Sold 27 shares of Apollo Group Inc A	8/8/2012	11/12/2013	703 63	763 43	(59 80)
Sold 431 shares of Intel Corp	',9/5/12,11/8/12,12/6/1:	12/11/2013	10,575 56	9,677 24	898 32
Sold 117 shares of Assurant Inc	10/27/11,12/6/12	12/11/2013	7,591 57	4,466 58	3,124 99
Sold 223 shares of Safeway Inc Com New	9/5/12,11/8/12	12/11/2013	7,440 27	3,729 15	3,711 12
Sold 40 shares of Wynn Resorts Ltd	11/8/2012	12/11/2013	7,264 41	4,371 52	2,892 89
Sold 56 shares of Motorola Solutions Inc	11/8/2012	12/11/2013	3,626 52	2,991 16	635 36
Sold 32 shares of Aflac Inc	12/6/2012	12/11/2013	2,115 14	1,704 46	410 68
Sold 27 shares of Amgen Inc	11/8/12,12/6/12	12/11/2013	3,068 79	2,314 16	754 63
Sold 16 shares of Sherwin Williams Co Ohio	11/8/2012	12/11/2013	2,899 40	2,283 21	616 19
Sold 45 shares of Allstate Corp	11/8/2012	12/11/2013	2,402 77	1,741 58	661 19
Sold 20 shares of Gamestop Corp Cl A New	11/8/2012	12/11/2013	910 56	446 98	463 58
Sold 21 shares of Lexmark Intl Inc New A	9/5/12,12/6/12	12/11/2013	716 41	486 55	229 86
Sold 4 33 shares of Allegion Pub Ltd	12/6/2012	12/11/2013	183 78	133 76	50 02
Sold 25 shares of PNM Resources Inc (Hdlg Co)	12/6/2012	12/12/2013	580 06	536 89	43 17
$200,000 Fifth Third Cap Redeemed	9/26/12,12/24/12	12/30/2013	200,000 00	206,572 00	(6,572 00)
Totals			1,049,395 56	871,157.49	178,238.07