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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

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▶ 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 TWO EAGLES FOUNDATION INC		A Employer identification number 83-0399899	
Number and street (or P O box number if mail is not delivered to street address) 307 SANTANDER COURT		B Telephone number (see instructions) (941) 575-7953	
City or town, state or province, country, and ZIP or foreign postal code PUNTA GORDA, FL 33950		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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)▶\$ 34,275,552		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	86,496			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,795	1,795		
	4 Dividends and interest from securities.	870,693	870,218		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	835,170			
	b Gross sales price for all assets on line 6a 14,623,591				
	7 Capital gain net income (from Part IV, line 2) . . .		835,170		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	11,279	11,279		
	12 Total. Add lines 1 through 11	1,805,433	1,718,462		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	246	184		62
	b Accounting fees (attach schedule).	19,025	14,269		4,756
	c Other professional fees (attach schedule)	120,634	120,634		0
	17 Interest	7	7		0
	18 Taxes (attach schedule) (see instructions)	14,830	4,830		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,294	0		1,294
	22 Printing and publications				
	23 Other expenses (attach schedule).	1,416	1,324		92
	24 Total operating and administrative expenses. Add lines 13 through 23	157,452	141,248		6,204
	25 Contributions, gifts, grants paid	2,300,000			2,300,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,457,452	141,248		2,306,204
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-652,019			
	b Net investment income (if negative, enter -0-)		1,577,214		
	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)	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	2,109,761	1,736,476	1,736,476
	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)	58,730	16,856	15,636
	b	Investments—corporate stock (attach schedule)	10,184,627	12,708,138	18,069,742
	c	Investments—corporate bonds (attach schedule).	3,918,063	3,429,913	3,426,154
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans	88,107	140,880	135,870
	13	Investments—other (attach schedule)	12,044,920	9,905,289	10,891,674
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	78	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	28,404,286	27,937,552	34,275,552	
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 ▶ _____)	0	8,700	
	23	Total liabilities (add lines 17 through 22)	0	8,700	
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 ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	28,404,286	27,928,852	
	30	Total net assets or fund balances (see page 17 of the instructions)	28,404,286	27,928,852	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	28,404,286	27,937,552	

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	28,404,286
2	Enter amount from Part I, line 27a	2	-652,019
3	Other increases not included in line 2 (itemize) ▶ _____	3	176,585
4	Add lines 1, 2, and 3	4	27,928,852
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	27,928,852

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 Additional Data Table			
b				
c				
d				
e				

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

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

(i) 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 See Additional Data Table			
b			
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	835,170
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	

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	2,156,670	25,610,702	0 084210
2011	2,072,863	32,106,883	0 064561
2010	2,209,742	31,846,531	0 069387
2009	539,187	9,858,181	0 054694
2008	413,930	6,020,698	0 068751

2 Total of line 1, column (d).	2	0 341603
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 068321
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	33,138,382
5 Multiply line 4 by line 3.	5	2,264,047
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	15,772
7 Add lines 5 and 6.	7	2,279,819
8 Enter qualifying distributions from Part XII, line 4. 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	8	2,306,204

Part VIExcise 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	15,772
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	15,772
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	15,772
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,101
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	41,101
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	25,329
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 25,329 Refunded ☒	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
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 ☒ \$ 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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): ☒ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DELTA C ORLOWSKI Telephone no ▶(941) 575-7953 Located at ▶307 SANTANDER COURT PUNTA GORDA FL ZIP +4 ▶33950			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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)

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.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the 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	31,684,054
b	Average of monthly cash balances.	1b	1,958,973
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	33,643,027
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	33,643,027
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	504,645
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,138,382
6	Minimum investment return. Enter 5% of line 5.	6	1,656,919

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,656,919
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	15,772
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,772
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,641,147
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,641,147
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	1,641,147

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	2,306,204
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	2,306,204
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	15,772
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,290,432
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				1,641,147
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	120,507			
b From 2009.	51,214			
c From 2010.	653,617			
d From 2011.	511,415			
e From 2012.	900,299			
f Total of lines 3a through e.	2,237,052			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,306,204				
a Applied to 2012, but not more than line 2a			0	
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.				1,641,147
e Remaining amount distributed out of corpus	665,057			
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	2,902,109			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	120,507			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,781,602			
10 Analysis of line 9				
a Excess from 2009. . . .	51,214			
b Excess from 2010. . . .	653,617			
c Excess from 2011. . . .	511,415			
d Excess from 2012. . . .	900,299			
e Excess from 2013. . . .	665,057			

Part XIV

4942(j)(3) or 4942(j)(5)

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

1

See Additional Data Table

2

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,300,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047
		2013
Name of the organization TWO EAGLES FOUNDATION INC		Employer identification number 83-0399899

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 33¹/₃% 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).

[illegible]

Name of organization TWO EAGLES FOUNDATION INC	Employer identification number 83-0399899
--	---

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 TWO EAGLES FOUNDATION INC	Employer identification number 83-0399899
--	---

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

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
APOLLO GLOBAL MANAGEMENT LLC K-1	P		
APOLLO GLOBAL MANAGEMENT LLC K-1	P		
ATLAS ENERGY LP K-1	P		
ATLAS ENERGY LP K-1	P		
OAKTREE CAPITAL GROUP LLC K-1	P		
OAKTREE CAPITAL GROUP LLC K-1	P		
OAKTREE CAPITAL GROUP LLC K-1	P		
OAKTREE CAPITAL GROUP LLC K-1	P		
POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	P		
POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	P		
POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	P		
POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	P		
UNITED STATES OIL FUND LP K-1	P		
UNITED STATES OIL FUND LP K-1	P		
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
MORGAN STANLEY HEDGEPREMIER			
DISCOVER BANK	P	2012-10-31	2013-07-03
EVERBANK	P	2013-04-02	2013-08-08
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
SPDR GOLD TRUST			

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
UNITED STATES OIL FUND LP			
SPDR GOLD TRUST			
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,243,624		1,209,937	33,687
1,727,401		1,650,903	76,498
			1
			1,117
			-3
			-8
			102
			1,052
			4
			7
			-24
			-534
			-1,513
			-2,270
			562
			844
107,472		107,587	-115
333,483		320,562	12,921
523,913		559,761	-35,848
2,654,525		2,445,949	208,576
16,447		29,155	-12,708
90,000		90,621	-621
200,000		200,000	0
57,944		100,000	-42,056
90,000		89,897	103
90,000		89,923	77
176,025		177,515	-1,490
612,432		525,321	87,111
2,618,493		2,601,772	16,721
37,251		46,061	-8,810

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,543,441		1,329,826	213,615
626,170		625,597	573
43,727		47,658	-3,931
522			522
445,934		454,888	-8,954
6,649		6,649	0
1,271,213		1,078,176	193,037
106,925			106,925

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

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	
			33,687
			76,498
			1
			1,117
			-3
			-8
			102
			1,052
			4
			7
			-24
			-534
			-1,513
			-2,270
			562
			844
			-115
			12,921
			-35,848
			208,576
			-12,708
			-621
			0
			-42,056
			103
			77
			-1,490
			87,111
			16,721
			-8,810

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

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	
			213,615
			573
			-3,931
			522
			-8,954
			0
			193,037
			106,925

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
DAVID C ORLOWSKI	PRESIDENT/DIRECTOR 1 00	0	0	0
307 SANTANDER COURT PUNTA GORDA,FL 33950				
DELTA C ORLOWSKI	SECRETARY/TREASURER/DIRECT 1 00	0	0	0
307 SANTANDER COURT PUNTA GORDA,FL 33950				
MICHAEL W ORLOWSKI	DIRECTOR 1 00	0	0	0
2674 ALANDARI LANE THE VILLAGES,FL 32162				
DORIS A ORLOWSKI	DIRECTOR 1 00	0	0	0
2674 ALANDARI LANE THE VILLAGES,FL 32162				
MICHAEL NAVARRO	DIRECTOR 1 00	0	0	0
12109 LUCCA STREET UNIT 102 FORT MYERS,FL 33966				

Form 990PF Part XV Line 1a - 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).

DAVID C ORLOWSKI
DELTA C ORLOWSKI

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALL SAINTS CATHOLIC SCHOOL 500 NORTH 2ND AVENUE ALPENA, MI 49707	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ARCHBISHOP HENNESSY CATHOLIC SCHOOL 7420 COLUMBUS STREET NEW VIENNA, IA 52065	NONE	EXEMPT ORG	TUITION ASSISTANCE	7,500
BISHOP BARAGA CATHOLIC SCHOOL 623 WEST LINCOLN AVENUE CHEBOYGAN, MI 49721	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
CATHEDRAL SCHOOL OF SUPERIOR 1419 BAXTER AVENUE SUPERIOR, WI 54880	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
EAST MOLINE CHRISTIAN SCHOOL 900 46TH AVENUE EAST MOLINE, IL 61244	NONE	EXEMPT ORG	TUITION ASSISTANCE	8,000
EPIPHANY CATHEDRAL SCHOOL 316 SARASOTA STREET VENICE, FL 34285	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
GRAND TRAVERSE AREA CATHOLIC SCHOOLS 123 EAST 11TH STREET TRAVERSE CITY, MI 49684	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
HOLY FAMILY SCHOOL 411 WILKINSON STREET EAST TAWAS, MI 48730	NONE	EXEMPT ORG	TUITION ASSISTANCE	25,000
HOLY REDEEMER SCHOOL 341 EAST LOCKWOOD WEBSTER GROVES, MO 63119	NONE	EXEMPT ORG	TUITION ASSISTANCE	32,000
HOLY ROSARY CATHOLIC SCHOOL 215 SOUTH WASHINGTON AVENUE MEDFORD, WI 54451	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
INCARNATION CATHOLIC SCHOOL 2911 BEE RIDGE ROAD SARASOTA, FL 34239	NONE	EXEMPT ORG	TUITION ASSISTANCE	35,000
JORDAN CATHOLIC SCHOOL 2901 24TH STREET ROCK ISLAND, IL 61201	NONE	EXEMPT ORG	TUITION ASSISTANCE	37,500
MANISTEE CATHOLIC CENTRAL SCHOOL 1200 US 31 SOUTH MANISTEE, MI 49660	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
MOUNT ROYAL ACADEMY 26 SEVEN HEARTHS LANE SUNAPEE, NH 03782	NONE	EXEMPT ORG	TUITION ASSISTANCE	40,000
NATIVITY CATHOLIC SCHOOL 1350 NORTH STEVENS STREET RHINELANDER, WI 54501	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
Total  3a				2,300,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OUR LADY OF SORROWS SCHOOL 105 EAST WASHINGTON AVENUE LADYSMITH,WI 54848	NONE	EXEMPT ORG	TUITION ASSISTANCE	35,000
OUR LADY OF THE LAKE CATHOLIC SCHOOL 215 LAKE SHORE DRIVE EAST ASHLAND,WI 54806	NONE	EXEMPT ORG	TUITION ASSISTANCE	20,000
OUR LADY OF THE LAKE REGIONAL CATHOLIC SCHOOL PO BOX 800 PRUDENVILLE,MI 58651	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
OUR LADY QUEEN OF PEACE SCHOOL 4675 NOTRE DAME DRIVE HOUSE SPRINGS,MO 63051	NONE	EXEMPT ORG	TUITION ASSISTANCE	40,000
SACRED HEART CATHOLIC SCHOOL 17740 STATE ROUTE NORTH ST MARY,MO 63673	NONE	EXEMPT ORG	TUITION ASSISTANCE	15,000
SACRED HEART PRIMARY SCHOOLS SACRED HEART ACADEMY 16 MORTON ROAD MCCLELLAN,AL 36205	NONE	EXEMPT ORG	TUITION ASSISTANCE	33,000
SACRED HEART SCHOOL 15 HUNTERS AVENUE TAFTVILLE,CT 06380	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
SETON CATHOLIC SCHOOL 1611 14TH STREET MOLINE,IL 61265	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST ALPHONSUS CATHOLIC SCHOOL 209 10TH AVENUE LANGDON,ND 58249	NONE	EXEMPT ORG	TUITION ASSISTANCE	32,000
ST ANDREW CATHOLIC SCHOOL 1509 SE 27TH STREET CAPE CORAL,FL 33904	NONE	EXEMPT ORG	TUITION ASSISTANCE	35,000
ST ANN CATHOLIC SCHOOL 542 8TH AVENUE SOUTH NAPLES,FL 34102	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST ANN SCHOOL 800 WEST 18TH STREET CADILLAC,MI 49601	NONE	EXEMPT ORG	TUITION ASSISTANCE	40,000
ST ANNE CATHOLIC SCHOOL 140 CHURCH HILL ROAD SOMERSET,WI 54025	NONE	EXEMPT ORG	TUITION ASSISTANCE	20,000
ST ANTHONY OF PADUA CATHOLIC SCHOOL 200 SOUTH 5TH AVENUE PARK FALLS,WI 54552	NONE	EXEMPT ORG	TUITION ASSISTANCE	17,500
ST BRIDGET PARISH SCHOOL 135 EAST DIVISION STREET RIVER FALLS,WI 54022	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
Total  3a				2,300,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST CATHERINE CATHOLIC SCHOOL 747 SOUTH FRANKLIN STREET SEBRING,FL 33870	NONE	EXEMPT ORG	TUITION ASSISTANCE	25,000
ST CHARLES BORROMEO SCHOOL 21505 AUGUSTA AVENUE PORT CHARLOTTE,FL 33952	NONE	EXEMPT ORG	TUITION ASSISTANCE	45,000
ST ELIZABETH SETON CATHOLIC SCHOOL 2730 53RD TERRACE SW NAPLES,FL 34116	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST FRANCIS DE SALES CATHOLIC SCHOOL 622 SOUTH OAKWOOD AVENUE BECKLEY,WV 25801	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
ST FRANCIS DE SALES CATHOLIC SCHOOL 300 OAK STREET SPOONER,WI 54801	NONE	EXEMPT ORG	TUITION ASSISTANCE	18,500
ST FRANCIS XAVIER CATHOLIC SCHOOL 1708 EAST 10TH STREET MERRILL,WI 54452	NONE	EXEMPT ORG	TUITION ASSISTANCE	25,000
ST FRANCIS XAVIER CATHOLIC SCHOOL 203 2ND STREET SW DYERSVILLE,IA 52040	NONE	EXEMPT ORG	TUITION ASSISTANCE	32,000
ST FRANCIS XAVIER SCHOOL 2055 HEITMAN STREET FORT MYERS,FL 33901	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST FRANCIS XAVIER SCHOOL 414 MICHIGAN STREET PETOSKEY,MI 59770	NONE	EXEMPT ORG	TUITION ASSISTANCE	37,000
ST FRANCIS XAVIER SCHOOL 2939 THINNES STREET CROSS PLAINS,WI 53528	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
ST IGNATIUS CATHOLIC SCHOOL 545 SOUTH 3RD STREET ROGERS CITY,MI 49779	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
ST JAMES CATHOLIC SCHOOL 206 NE KIRBY STREET MCMINNVILLE,OR 97128	NONE	EXEMPT ORG	TUITION ASSISTANCE	34,000
ST JOHN THE EVANGELIST CATHOLIC SCHOOL 209 NORTH WASHINGTON STREET SPRING GREEN,WI 53588	NONE	EXEMPT ORG	TUITION ASSISTANCE	15,000
ST JOSEPH CATHOLIC SCHOOL 2990 26TH STREET WEST BRADENTON,FL 34205	NONE	EXEMPT ORG	TUITION ASSISTANCE	37,000
ST JOSEPH CATHOLIC SCHOOL 535 AVENUE M NW WINTER HAVEN,FL 33881	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
Total  3a				2,300,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JOSEPH CATHOLIC SCHOOL 935 WEST HOUGHTON AVENUE WEST BRANCH,MI 48661	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
ST JOSEPH CATHOLIC SCHOOL 11822 ZELL ROAD ST GENEVIEVE,MO 63670	NONE	EXEMPT ORG	TUITION ASSISTANCE	20,000
ST JOSEPH CATHOLIC SCHOOL 128 WEST HUMBIRD STREET RICE LAKE,WI 54868	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
ST LUKE CATHOLIC SCHOOL 1290 NACHREINER AVENUE PLAIN,WI 53577	NONE	EXEMPT ORG	TUITION ASSISTANCE	20,000
ST MARGARET MARY ALACOQUE SCHOOL 4900 RINGER ROAD ST LOUIS,MO 63129	NONE	EXEMPT ORG	TUITION ASSISTANCE	28,500
ST MARTHA CATHOLIC SCHOOL 4380 FRUITVILLE ROAD SARASOTA,FL 34232	NONE	EXEMPT ORG	TUITION ASSISTANCE	37,500
ST MARY CATHEDRAL SCHOOL 321 NORTH OTSEGO AVENUE GAYLORD,MI 49735	NONE	EXEMPT ORG	TUITION ASSISTANCE	40,000
ST MARY OF HANNAH SCHOOL 2912 WEST M-113 KINGSLEY,MI 49649	NONE	EXEMPT ORG	TUITION ASSISTANCE	20,000
ST MARY SCHOOL 1005 BRIDGE STREET CHARLEVOIX,MI 49720	NONE	EXEMPT ORG	TUITION ASSISTANCE	35,000
ST MARY SCHOOL PO BOX 340 LAKE LEELANAU,MI 49653	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
ST MARY'S CATHOLIC SCHOOL 1665 US HIGHWAY 45 BYPASS JACKSON,TN 38305	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST MARY'S PARISH SCHOOL 110 NORTH 7TH STREET TOMAHAWK,WI 54487	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST MARY'S SCHOOL 132 WEST BUTLER STREET MANCHESTER,IA 52057	NONE	EXEMPT ORG	TUITION ASSISTANCE	25,000
ST MARY'S SCHOOL 257 SOUTH WASHINGTON AVENUE NEW RICHMOND,WI 54017	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
ST MATTHEW SCHOOL 1555 GLEN ELLYN ROAD GLENDALE HEIGHTS,IL 60139	NONE	EXEMPT ORG	TUITION ASSISTANCE	24,000
Total  3a				2,300,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST PATRICK CATHOLIC SCHOOL 175 ST PATRICK STREET MCEWEN,TN 37101	NONE	EXEMPT ORG	TUITION ASSISTANCE	37,000
ST PATRICK SCHOOL 403 ST CROIX STREET HUDSON,WI 54016	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST PAUL ELEMENTARY SCHOOL 1425 EAST SHELBY DRIVE MEMPHIS,TN 38116	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST PAUL'S CATHOLIC SCHOOL 309 3RD AVENUE SW WORTHINGTON,IA 52078	NONE	EXEMPT ORG	TUITION ASSISTANCE	12,000
ST PAUL'S CATHOLIC SCHOOL 1210 MAIN STREET BLOOMER,WI 54724	NONE	EXEMPT ORG	TUITION ASSISTANCE	30,000
ST PAUL'S CATHOLIC SCHOOL 1320 SUNSHINE AVENUE LEESBURG,FL 34748	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
ST ROSE & ST MARY SCHOOL 140 AUTO STREET CLINTONVILLE,WI 54929	NONE	EXEMPT ORG	TUITION ASSISTANCE	20,000
THE GOOD SHEPHERD DAY SCHOOL 1800 SHREVE STREET PUNTA GORDA,FL 33950	NONE	EXEMPT ORG	TUITION ASSISTANCE	50,000
VALLE CATHOLIC GRADE SCHOOL 40A NORTH 4TH STREET ST GENEVIEVE,MO 63670	NONE	EXEMPT ORG	TUITION ASSISTANCE	40,000
Total			3a	2,300,000

TY 2013 Accounting Fees Schedule

Name: TWO EAGLES FOUNDATION INC

EIN: 83-0399899

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/TAX PREP - MCGLADREY LLP	19,025	14,269		4,756

TY 2013 Investments Corporate
Bonds Schedule

Name: TWO EAGLES FOUNDATION INC

EIN: 83-0399899

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AEGON	25,070	23,410
AFLAC	78,715	77,393
ALLERGAN	24,948	24,362
AMERICAN EXPRESS	0	0
AMERICAN INTERNATIONAL GROUP	0	0
AMGEN	49,414	51,858
AVON PRODUCTS	0	0
BANK OF AMERICA	46,219	50,140
BANK OF NEW YORK MELLON CO	102,225	102,693
BARCLAYS BANK	76,997	82,570
BAXTER INTERNATIONAL	0	0
BB&T	52,716	52,758
BERKSHIRE HATHAWAY	0	0
BORGWARNER	19,798	21,142
BP CAPITAL MARKETS	26,509	26,252
BUNGE LIMITED FINANCE	24,952	25,712
CARNIVAL	24,995	24,931
CENTURYLINK	103,569	101,750
CISCO SYSTEMS	152,935	153,283
COLGATE PALMOLIVE	101,926	104,133
COMPUTER SCIENCES	24,982	25,518
CR BARD	24,968	24,118
DELL	0	0
DEUTSCHE TELEKOM INTERNATIONAL	0	0
EDISON INTERNATIONAL	19,962	20,960
EXELON GENERATION	50,810	50,079
EXPRESS SCRIPTS	26,129	26,093
FORD MOTOR CREDIT	50,000	49,416
GENERAL ELECTRIC	97,130	110,094
GENERAL ELECTRIC CAPITAL	50,886	40,840
GEORGIA POWER	75,032	81,583
GILEAD SCIENCES	26,116	26,626
GOLDMAN SACHS GROUP	104,981	109,630
GREAT PLAINS ENERGY	31,243	31,609
LORILLARD TOBACCO	25,280	25,055
LOWES COMPANIES	50,133	53,846
MEDTRONIC	50,341	51,589
MERRILL LYNCH & CO	79,083	86,468
METLIFE	51,190	49,800
MICROSOFT	153,253	151,574
MORGAN STANLEY	75,310	74,947
MORGAN STANLEY CAP TR VII	44,358	48,600
MS FLOATING RATE INFLATION LINKED NOTES	51,895	50,790
NASDAQ OMX GROUP	53,688	54,241
NATIONAL RURAL UTILS COOP	0	0
NEXTERA ENERGY CAPITAL HOLDINGS	0	0
NORDEA BK AB EURO MTN	0	0
NOVARTIS CAPITAL	50,918	50,196
OCCIDENTAL PETROLEUM	24,823	26,891
PACIFIC GAS & ELECTRIC	60,036	56,649
PITNEY BOWES	50,361	52,052
PRUDENTIAL FINANCIAL	19,974	20,828
PUBLIC STORAGE	24,880	18,850
SBC COMMUNICATIONS	51,577	51,594
ST JUDE MEDICAL	0	0
STATE STREET	51,490	41,400
STRYKER	100,858	102,643
TELEFONICA EMISIONES SAU	24,138	26,379
TENNESSEE VALLEY AUTH PARRS A 2029	52,924	42,400
TOYOTA MOTOR CREDIT	0	0
TYCO INTERNATIONAL GROUP	103,124	105,411
UNION PACIFIC	78,472	73,373
UNITEDHEALTH GROUP	50,289	48,149
VERIZON COMMUNICATIONS	51,166	54,681
VIACOM	0	0
VODAFONE GROUP	74,958	73,124
VORNADO REALTY TR	38,010	29,640
WAL-MART STORES	153,105	154,710
WALT DISNEY COMPANY	0	0
WELLPOINT	24,872	23,447
WELLS FARGO & CO	100,000	91,625
YALE UNIVERSITY	116,180	116,249

TY 2013 Investments Corporate
Stock Schedule

Name: TWO EAGLES FOUNDATION INC
EIN: 83-0399899

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	39,124	110,965
ABBVIE	67,775	197,245
ACCENTURE	81,960	89,702
ACE	91,432	105,186
AFFILIATED MANAGERS GROUP	0	0
AFLAC	173,451	223,246
AIR PRODUCTS & CHEMICALS	53,690	72,098
AK BANK TURK ANONIM SIRKETI	2,062	1,594
ALEXION PHARMACEUTICALS	0	0
ALLERGAN	13,343	19,550
ALLIANT TECHSYSTEMS	60,235	60,840
ALTRIA GROUP	99,141	295,718
AMBEV	1,618	1,837
AMERICA MOVIL	0	0
AMERICAN EXPRESS	1,192	2,178
AMERICAN INTERNATIONAL GROUP	160,464	209,509
AMERICAN TOWER	632	639
ANADARKO PETE	76,582	79,320
APACHE	164,391	146,957
APOLLO GLOBAL MANAGEMENT	57,435	63,220
APPLE	211,062	524,554
APPLIED MATERIALS	46,465	74,769
ARCHER DANIELS MIDLAND	3,885	5,599
ASSOCIATED BANC	116,054	139,200
ASTRAZENECA	0	0
AT&T	1,679	2,215
AUTOMATIC DATA PROCESSING	124,639	148,428
BAC	25,000	24,225
BAIDU	138,178	163,116
BANCO DO BRASIL	4,395	3,063

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANCO MACRO	2,039	1,699
BANK OF AMERICA	144,847	147,110
BANK OF NEW YORK MELLON CO	81,270	104,820
BANK OF NOVA SCOTIA	0	0
BARCAP - IPATH GOLDMAN SACHS CRUDE OIL TOTAL RETURN	2,463	2,196
BARNES & NOBLE	0	0
BARRICK GOLD	0	0
BAXTER INTERNATIONAL	73,010	69,550
BB&T	35,229	37,320
BCE	0	0
BEAM	0	0
BECTON DICKINSON & CO	58,359	220,980
BHP BILLITON	21,394	18,141
BIDVEST GROUP	1,666	1,959
BIOGEN IDEC	3,517	6,710
BIOMED REALTY TRUST	37,560	36,240
BLACKROCK	110,233	130,069
BLACKSTONE/GSO SR FLOATING RATE TERM FUND	100,000	94,250
BOEING	10,792	34,122
BRISTOL MYERS SQUIBB	2,387	4,730
BROADCOM	4,862	4,210
C H ROBINSON WORLDWIDE	0	0
CALPINE	20,618	19,510
CANADIAN NATIONAL RAILWAY	0	0
CAPITAL ONE FINANCIAL	18,004	30,644
CATERPILLAR	111,084	133,674
CELANESE	28,578	33,186
CELGENE	82,741	226,248
CENTURYLINK	40,281	31,850
CHENIERE ENERGY	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON	219,737	499,015
CHEVRONTEXACO	117,237	162,383
CHICAGO BRIDGE & IRON	4,840	7,067
CHINA CONSTRUCTION BANK	3,612	3,704
CHINA MOBILE	2,901	2,981
CHUBB	2,239	2,996
CIELO	2,059	3,024
CISCO SYSTEMS	88,722	102,954
CIT GROUP	2,768	2,919
CITIGROUP	2,062	2,241
CITRIX SYSTEMS	132,466	126,500
CLEAN HARBORS	0	0
CLICKS GROUP	1,778	1,779
CLOROX	0	0
CME GROUP	109,673	158,489
CNOOC	1,947	1,877
COACH	107,752	114,112
COCA COLA	102,993	119,014
COGNIZANT TECH SOLUTIONS	4,631	5,756
COMCAST	10,846	31,322
COMMERICAL INTERNATIONAL BK	795	1,377
COMMONWEALTH REIT	24	0
COMPANHIA DE BEBIDAS DAS AMERS	0	0
CONOCO PHILLIPS	170,301	213,787
CONSOL ENERGY	0	0
COSTCO WHOLESALE	7,237	40,943
COVIDIEN	95,443	136,200
CREDIT SUISSE	166,489	174,985
CREE RESEARCH	1,589	3,376
CROWN HOLDINGS	76,547	73,430

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CSX	0	0
CVS/CAREMARK	112,615	178,925
D R HORTON	0	0
DANAHER	30,160	30,880
DEERE & CO	99,687	213,530
DIAGEO	37,290	76,671
DIGITAL REALTY TRUST	57,369	49,120
DISCOVER FINANCIAL SERVICES	3,779	7,721
DOMINION RESOURCES	2,071	3,234
DOW CHEMICAL	1,093	1,376
DUKE ENERGY	1,308	1,311
E.I. DU PONT DE NEMOURS & CO	180,131	231,618
EASTGROUP PROPERTIES	31,105	28,965
EASTMAN CHEMICAL	83,188	161,400
EATON	99,735	115,017
EBAY	15,624	17,557
ELAN	0	0
ELI LILLY & CO	123,125	126,480
EMERSON ELECTRIC	168,616	228,576
ENBRIDGE	1,472	2,446
ENERGY XXI BERMUDA	0	0
ENSCO	79,044	74,391
EOG RESOURCES	3,075	4,700
EQT CORPORATION	0	0
EXXON MOBIL	173,284	329,204
FACEBOOK	33,335	40,032
FACTSET RESEARCH SYSTEMS	8,271	9,338
FANUC	2,032	2,365
FASTENAL	5,337	4,989
FEDEX	195,562	503,195

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIFTH 3RD BANCORP OHIO	1,463	1,977
FIRST NIAGARA FINANCIAL GROUP	106,096	116,820
FIRSTENERGY	0	0
FORD MOTOR	170,438	167,652
FREEPORT-MCMORAN COPPER & GOLD	0	0
GARTNER	8,663	10,231
GAZPROM OAO	3,026	2,681
GENERAL DYNAMICS	0	0
GENERAL ELECTRIC	77,770	81,091
GENERAL MILLS	20,866	70,423
GENERAL MOTORS	41,137	40,870
GENUINE PARTS	159,309	162,054
GILEAD SCIENCES	17,406	22,530
GLAXOSMITHKLINE	59,887	74,746
GNC HOLDINGS	4,747	6,313
GOLDMAN SACHS GROUP	14,423	17,726
GOOGLE	239,056	419,145
GRUPO TELEVISA	1,120	1,634
HERTZ GLOBAL HOLDINGS	2,778	6,525
HOME DEPOT	7,221	10,128
HONEYWELL INTERNATIONAL	1,488	2,193
HSBC	37,510	38,591
ICICI BANK	3,918	4,014
IMPERIAL HOLDINGS	1,972	1,567
INCYTE	1,834	2,380
INGREDION	0	0
INTEL	1,496	1,609
INTERCONTINENTALEXCHANGE	92,246	157,444
INTERNATIONAL BUSINESS MACHINES	196,302	244,216
INTERNATIONAL PAPER CO	1,409	1,422

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTUIT	0	0
INTUITIVE SURGICAL	0	0
ISHARES FTSE NAREIT MORTGAGE REITS INDEX FUND	0	0
ISHARES NASDAQ BIOTECH INDEX FUND	0	0
ITT	93,670	130,260
JOHNSON & JOHNSON	236,634	346,210
JOHNSON CONTROLS	1,193	1,539
JPMORGAN CHASE & CO	262,395	372,167
KANSAS CITY SOUTHERN IND	63,462	66,125
KB FINANCIAL	2,447	2,755
KIMBERLY CLARK	143,457	195,758
KIMBERLY CLARKE DE MEX	1,991	2,915
KINDER MORGAN	74,043	75,636
KINDER MORGAN MANAGEMENT	2,167	2,648
KOC HOLDINGS	1,909	2,102
KRAFT FOODS	18,518	64,207
L BRANDS	52,840	61,850
LAS VEGAS SANDS	53,006	74,769
LENNAR	0	0
LIMITED BRANDS	0	0
LINEAR TECHNOLOGY	82,806	91,100
LOCKHEED MARTIN	47,210	74,627
LORILLARD	52,145	61,627
LUXOTTICA GROUP	0	0
LYONDELLBASELL	72,542	86,140
MARATHON OIL	847	1,483
MARATHON PETROLEUM	580	1,926
MASTERCARD	68,921	90,230
MCDONALD'S	201,687	232,096
MCKESSON	15,247	20,175

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEADWESTVACO	1,223	1,773
MEDTRONIC	27,640	28,695
MERCK & CO	99,086	137,688
METLIFE	879	971
MICROCHIP TECHNOLOGY	3,959	5,057
MICROSOFT	1,754	2,132
MOBILE TELESYSTEMS	2,887	3,180
MONDELEZ INTERNATIONAL	95,229	223,237
MORGAN STANLEY	3,910	7,558
MOTOROLA SOLUTIONS	1,454	1,620
NATIONAL OILWELL VARCO	115,346	174,489
NEDBANK GROUP	1,964	2,147
NESTLE	32,240	49,673
NETEASE.COM	1,338	2,515
NEWMONT MINING	1,222	622
NEWS	4,274	4,505
NEXTERA ENERGY	90,490	129,886
NIKE	109,586	183,860
NOMURA HOLDINGS	4,852	4,848
NORDSTROM	0	0
NORTHEAST UTILITIES	990	1,484
NORTHROP GRUMMAN	1,254	2,292
NOVARTIS	0	0
NOVO-NORDISK	0	0
OAKTREE CAPITAL GP LLC	21,993	29,420
OCCIDENTAL PETROLEUM	61,142	67,711
OCWEN FINANCIAL	3,397	5,157
OIL CO LUKOIL	1,250	1,389
OLIN	0	0
OMNICARE	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE	32,964	47,634
ORASCOM CONSTR INDS	1,910	1,591
ORIFLAME COSMETICS	2,860	1,685
PEABODY ENERGY	0	0
PEPSICO	53,051	82,940
PERRIGO	46,602	46,038
PFIZER	25,960	40,462
PHILIP MORRIS INTERNATIONAL	104,556	252,416
PHILLIPPINE LONG DISTANCE TEL	1,894	2,103
PHILLIPS 66	460	1,157
PIMCO 25+ YR ZERO COUPON US TIF	0	0
PLUM CREEK TIMBER	0	0
PNC FINANCIAL SERVICES GROUP	21,393	25,989
POTASH	0	0
PPC LTD	1,242	889
PPG INDUSTRIES	0	0
PRAXAIR	1,613	2,341
PROCTER & GAMBLE	68,987	125,290
POWERSHARES KBW HIGH ET DIVIDEND YIELD FINANCIAL PORTFOLIO	0	0
POWERSHARES QQQ TR	0	0
PROLOGIS	38,697	36,950
PROSHARES SHORT 20+ YR TREASURY	251,299	250,490
PROSHARES SHORT S&P 500	0	0
PROSHARES ULTASHORT 2000	0	0
PROTHENA	0	0
PROTO LABS	2,962	2,634
PRUDENTIAL FINANCIAL	2,370	3,504
PT ASTRA INTRENATIONAL TBK	1,486	1,249
PT BK MANDIRI PERSERO TBK	2,925	2,584
PT SEMEN GRESIK PERSERO	740	774

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PT TELEKOMUNAKASI INDONESIA	2,284	2,294
PT UNITED TRACTORS	1,790	1,231
PTT EXPLORATION AND PRODUCTION	1,067	1,056
PUBLIC SERVICE ENTERPRISE GROUP	1,205	1,250
PVH	0	0
QUALCOMM	244,863	345,411
QUESTAR	0	0
RAYONIER	36,201	147,350
RAYTHEON	82,048	99,407
REALTY INCOME	0	0
REGENERON PHARM	3,135	4,679
RIO TINTO	0	0
ROBERT HALF INTERNATIONAL	0	0
ROPER INDUSTRIES	0	0
ROSS STORES	12,544	16,859
ROYAL DUTCH SHELL	0	0
RPM INTERNATIONAL	40,164	65,461
S&P NORTH AMERICAN NATURAL RESOURCES	0	0
SANLAM	1,280	1,854
SBERBANK	3,130	3,444
SCHLUMBERGER	52,267	64,969
SEMPRA ENERGY	898	1,616
SHINHAN FINANCIAL GROUP	2,121	2,468
SHOPRITE HOLDINGS	1,214	1,386
SLM	0	0
SOUTHERN	0	0
SPECTRA ENERGY	60,929	75,977
SPDR GOLD TRUST	0	0
STANDARD BANK GROUP	1,796	1,473
STAPLES	95,828	127,120

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STARBUCKS	9,633	17,559
STRATASYS	3,799	5,119
STRYKER	63,295	64,771
SUMITOMO MITSUI FINANCIAL GROUP	41,909	41,960
SUNTRUST BANKS	1,892	2,429
3M	171,315	332,252
T ROWE PRICE GROUP	14,116	19,937
TAIWAN SEMICONDUCTOR MFG	2,000	2,860
TARGET	14,816	26,890
TEVA PHARMACEUTICAL INDUSTRIES	75,119	73,827
THE DIRECTV GROUP HOLDINGS	33,000	34,530
THERMO FISHER SCIENTIFIC	52,770	83,512
TIGER BRANDS	1,385	1,309
TIME WARNER	0	0
TIMKEN	92,545	152,929
TJX COS	5,738	5,799
TORONTO DOMINION BANK	1,675	1,885
TOTAL	42,557	45,524
TOYOTA MOTOR	64,916	60,960
TRANSDIGM GROUP	0	0
TRAVELERS COMPANIES	2,809	4,799
TRINITY INDUSTRIES	133,064	163,560
TUPPERWARE	60,303	71,937
TURKCELL ILETISM HIZMET	1,436	1,482
TW TELECOM	0	0
TWENTY-FIRST CENTURY FOX	30,678	35,170
ULTA SALON COSMETICS & FRAGRANCE	0	0
ULTRA PETROLEUM	79,559	75,775
UNILEVER NV NY	1,664	2,213
UNION PACIFIC	131,599	157,920

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED PARCEL SERVICE	1,704	2,102
UNITED TECHNOLOGIES	59,713	80,115
UNITEDHEALTH GROUP	86,514	112,272
US BANCORP	17,899	33,088
V F	1,169	3,491
VALE	2,868	1,569
VARIAN MEDICAL SYSTEMS	0	0
VENTAS	55,090	57,280
VERIFONE SYSTEMS	134,372	187,740
VERIZON COMMUNICATIONS	90,533	102,948
VIMPELCOM	103,272	116,460
VISA	130,655	201,748
VODACOM GROUP	1,272	1,249
VODAFONE GROUP	100,745	175,912
W W GRAINGER	9,918	10,728
WAL-MART STORES	40,556	41,470
WALT DISNEY COMPANY	12,359	42,020
WEICHAJ POWER	2,142	1,803
WELLS FARGO & CO	8,208	11,123
WESTPORT INNOVATIONS	933	726
WEYERHAEUSER	1,818	2,178
WHIRLPOOL	0	0
WISDOMTREE JAPAN HEDGED EQUITY FUND	89,656	104,730
WOOLWORTHS HOLDINGS	1,515	1,700
WORKDAY	3,548	4,158
WYNDHAM WORLDWIDE	0	0
WYNN MACAU	1,934	3,138
YPF	2,947	3,362

TY 2013 Investments Government Obligations Schedule

Name: TWO EAGLES FOUNDATION INC

EIN: 83-0399899

US Government Securities - End of

Year Book Value:

16,856

US Government Securities - End of

Year Fair Market Value:

15,636

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2013 Investments - Other Schedule

Name: TWO EAGLES FOUNDATION INC
 EIN: 83-0399899

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ABERDEEN EMERGING MARKETS	AT COST	40,000	41,166
ABERDEEN GLOBAL HIGH INCOME FUND	AT COST	24,855	25,930
ALLIANCEBERNSTEIN GLOBAL BOND FUND	AT COST	0	0
AQR MANAGED FUTURES STRATEGY FUND	AT COST	30,000	30,725
ARTIO GLOBAL HIGH INCOME	AT COST	0	0
ASG GLOBAL ALTERNATIVES FUND	AT COST	40,000	38,713
ATLAS ENERGY LP	AT COST	48,357	46,850
AVALONBAY COMNTYS	AT COST	14,118	23,646
BARCLAYS BANK - DJ US REAL ESTATE INDEX	AT COST	50,000	54,600
BLACKROCK FUNDS II - STRATEGIC INCOME OPPORTUNITIES PORTFOLIO	AT COST	147,673	147,913
BLACKROCK GLOBAL ALLOCATION FUND	AT COST	1,201,488	1,385,791
BLACKROCK HIGH YIELD BOND PORT INSTL	AT COST	32,345	35,895
CALVERT CAPITAL ACCUMULATION FUND	AT COST	40,000	41,663
CLEARBRIDGE AMERIAN ENERGY MLP	AT COST	75,000	69,127
COHEN AND STEERS REALTY SHARES FUND	AT COST	70,255	80,410
CRM MID CAP VALUE FUND	AT COST	40,000	38,265
DIAMOND HILL LONG-SHORT FUND	AT COST	0	0
DIAMOND HILL SMALL CAP FUND	AT COST	0	0
DOUBLELINE TOTAL RETURN BOND FUND	AT COST	0	0
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND	AT COST	45,494	43,091
EATON VANCE BUILD AMERICA BOND FUND	AT COST	0	0
EATON VANCE EMERGING MARKET LOCAL INCOME FUND	AT COST	0	0
EATON VANCE FLOATING RATE FUND	AT COST	194,656	195,695
FIDELITY ADV STRATEGIC INCOME FUND	AT COST	0	0
FIRST EAGLE GLOBAL FUND	AT COST	289,603	451,830
GOLDMAN SACHS TR - STRATEGIC INCOME FUND	AT COST	193,803	195,336
HARRIS ASSOC INV TR - OAKMARK INTERNATIONAL FUND	AT COST	98,990	109,024
HARTFORD MUTUAL - SMALL CAP GROWTH FUND	AT COST	47,294	53,069
HARTFORD SHORT DURATION FUND	AT COST	0	0
HENDERSON INTERNATIONAL OPPORTUNITIES FUND	AT COST	50,110	65,749

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HOTCHKIS & WILEY - MID CAP VALUE FUND	AT COST	45,656	52,969
INVESCO AIM ATST PREMIER PORTFOLIO MM	AT COST	176,841	176,841
INVESCO FLOATING RATE FUND	AT COST	96,954	97,543
IPATH DOW JONES-UBS COMMODITY INDEX	AT COST	0	0
ISHARES 1-3 YEAR INTERNATIONAL	AT COST	27,161	27,264
ISHARES BARCLAYS TIPS BOND FUND	AT COST	0	0
ISHARES CORE TOTAL US BOND MARKET	AT COST	288,457	287,361
ISHARES EUROPE	AT COST	67,920	71,175
ISHARES IBOXX & INVT GRADE CORP BOND FUND	AT COST	217,444	239,795
ISHARES INTERMEDIATE CREDIT BOND FUND	AT COST	214,732	226,548
ISHARES MSCI EAFE	AT COST	73,438	107,352
ISHARES MCSI EMERGING MARKETS	AT COST	94,546	113,891
ISHARES MSCI JAPAN	AT COST	118,687	124,425
ISHARES RUSSELL 2000 INDEX FUND	AT COST	333,355	446,443
IVY ASSET STRATEGY FUND	AT COST	144,447	201,737
JPMORGAN CHASE CAP XXIV PFD CAP SECS X	AT COST	0	0
JPMORGAN HIGH YIELD FUND	AT COST	23,702	24,795
LAUDUS MONDRIAN INTERNATIONAL FIXED INCOME FUND	AT COST	0	0
LEGG MASON BFM EMERGING MARKET TRUST FUND	AT COST	0	0
LEGG MASON BW GLOBAL INCOME OPPORTUNITY FUND	AT COST	50,875	42,968
LEGG MASON PTRS EQTY CLEARBRIDGE TACTICAL DIV INCOME FUND	AT COST	159,895	171,729
LOOMIS SAYLES STRATEGIC INCOME FUND	AT COST	294,737	325,238
LORD ABBETT BOND DEBENTURE FUND	AT COST	0	0
LORD ABBETT INV TR - FLOATING RATE FUND	AT COST	273,911	278,667
LORD ABBETT INTERNATIONAL DIVIDEND INCOME FUND	AT COST	0	0
LORD ABBETT SHORT DURATION INCOME FUND	AT COST	0	0
MADISON MID CAP FUND	AT COST	40,000	51,821
MANAGERS AMG GW&K SMALL CAP EQUITY	AT COST	53,226	62,676
MANAGERS BOND FUND	AT COST	115,834	123,912
MERGER FUND	AT COST	38,896	39,513

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MFS INTERNATIONAL VALUE FUND	AT COST	45,282	65,342
MS HP IVORY FLAG FUND LP OFFSHORE	AT COST	100,000	120,706
MS HP MAR-TRI CDT STRAT OFFSHORE LP	AT COST	100,000	125,182
MS HP PAULSON ADV OFFSHORE LTD	AT COST	0	0
NEUBERGER BERMAN GENESIS	AT COST	15,000	20,420
NUVEEN PREFERRED SECURITIES FUND	AT COST	0	0
OPPENHEIMER DEVELOPING MARKET	AT COST	115,000	128,021
OPPENHEIMER SENIOR FLOATING RATE FUND	AT COST	97,119	97,777
PIMCO ALL ASSET ALL AUTHORITY FUND	AT COST	106,931	98,756
PIMCO ALL ASSET FUND	AT COST	83,058	84,049
PIMCO EMERGING LOCAL BOND FUND	AT COST	47,024	41,942
PIMCO EMERGING MARKETS BOND FUND	AT COST	41,859	39,542
PIMCO FOREIGN BOND FUND	AT COST	58,835	60,208
PIMCO LOW DURATION FUND	AT COST	257,726	253,868
PIMCO REAL RETURN FUND	AT COST	0	0
PIMCO SHORT-TERM FUND	AT COST	263,031	262,306
PIMCO TOTAL RETURN FUND	AT COST	43,277	41,619
PIONEER SER TR VI - FLOATING RATE FUND	AT COST	97,164	97,299
POWERSHARES DB COMMODITY INDEX	AT COST	90,534	89,810
POWERSHARES LISTED PRIVATE EQUITY PORTFOLIO	AT COST	0	0
PRINCIPAL MID CAP FUND	AT COST	40,000	44,327
PRINCIPAL PREFERRED SECURITIES FUND	AT COST	19,734	19,456
PUTNAM DIVERSIFIED INCOME TRUST	AT COST	194,690	196,091
PUTNAM FDS TR - CAPITAL SPECTRUM FUND	AT COST	71,569	105,714
RIDGEWORTH SEIX HIGH YIELD BOND FUND	AT COST	0	0
ROBECO BOSTON PARTNERS LONG SHORT RESEARCH FUND	AT COST	60,000	61,015
SECURITY INCOME - MACRO OPPORTUNITIES FUND	AT COST	198,775	195,105
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE	AT COST	40,636	41,200
SPDR S&P MIDCAP 400 ETF TRUST	AT COST	269,544	363,858
T ROWE PRICE EMERGING MARKETS FUND	AT COST	35,579	33,721

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
T ROWE PRICE SMALL CAPITALIZATION STOCK FUND	AT COST	74,499	106,502
TCW EMERGING MARKETS INCOME FUND	AT COST	0	0
TCW TOTAL RETURN BOND FUND	AT COST	0	0
TEMPLETON GLOBAL BOND FUND	AT COST	190,480	186,016
THORNBURG INVT TR - STRATEGIC INCOME FUND	AT COST	100,124	97,541
TOUCHSTONE SANDS CAP INSTL GROWTH	AT COST	0	0
TRANSAMERICA SHORT TERM BOND FUND	AT COST	170,386	168,737
VALUED ADVISERS TR - ANGEL OAK MULTI STRATEGY INCOME FUND	AT COST	198,986	194,106
VANGUARD GNMA FUND	AT COST	0	0
VANGUARD LONG-TERM CORPORATE BOND	AT COST	137,953	124,485
VANGUARD REIT VIPER	AT COST	200,488	242,100
VIRTUS INSIGHT EMERGING MARKETS	AT COST	96,162	93,090
VIRTUS OPPORTUNITIES MULTI SECTOR SHORT TERM BOND FUND	AT COST	197,506	194,198
WELLS FARGO ADVANTAGE INTERNATIONAL BOND FUND	AT COST	0	0
WELLS FARGO ADVANTAGE SHORT-TERM HIGH YIELD BOND FUND	AT COST	71,263	71,785
WESTERN ASSET EMERGING MARKET DEBT FUND	AT COST	42,366	40,506
WESTERN ASSET CORE PLUS BOND	AT COST	153,698	158,165
WISDOMTREE TRUST JAPAN HEDGE EQUITY	AT COST	54,256	57,958
GOLDMAN SACHS BANK USA NY NY	AT COST	0	0
DISCOVER BANK GREENWOOD DE	AT COST	0	0

TY 2013 Legal Fees Schedule

Name: TWO EAGLES FOUNDATION INC

EIN: 83-0399899

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL - MIZELL LAW FIRM PA	246	184		62

TY 2013 Other Assets Schedule

Name: TWO EAGLES FOUNDATION INC

EIN: 83-0399899

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST PAID C/O TO 2013	78	0	0

TY 2013 Other Expenses Schedule**Name:** TWO EAGLES FOUNDATION INC**EIN:** 83-0399899

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES & POSTAGE	92	0		92
PORTFOLIO DEDUCTIONS	577	577		0
INVESTMENT EXPENSES	611	611		0
ADR FEES	136	136		0

TY 2013 Other Income Schedule**Name:** TWO EAGLES FOUNDATION INC**EIN:** 83-0399899

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OAKTREE CAPITAL GROUP - OTHER PORTFOLIO INCOME	22	22	
OAKTREE CAPITAL GROUP - OTHER INCOME	-10	-10	
APOLLO GLOBAL MANAGEMENT - OTHER PORTFOLIO INCOME	434	434	
ATLAS ENERGY LP - ORDINARY BUSINESS INCOME	-888	-888	
ATLAS ENERGY LP - OTHER INCOME	18	18	
ATLAS ENERGY LP - SEC 59(E)2 EXPENDITURES	-91	-91	
ATLAS ENERGY LP - DEPLETION	-169	-169	
ATLAS ENERGY LP - OTHER DEDUCTIONS	-14	-14	
OAKTREE CAPITAL GROUP - OTHER DEDUCTIONS	-1	-1	
UNITED STATES OIL FUND LP - ORDINARY BUSINESS INCOME	-22	-22	
MORGAN STANLEY SMITH BARNEY HOLDINGS (028917) - OTHER INCOME	6,794	6,794	
WELLS FARGO ADVISORS (8650) - OTHER INCOME	5,206	5,206	

TY 2013 Other Increases Schedule**Name:** TWO EAGLES FOUNDATION INC**EIN:** 83-0399899

Description	Amount
CORRECT P/Y CONTRIBUTED STOCK BASIS	176,585

TY 2013 Other Liabilities Schedule

Name: TWO EAGLES FOUNDATION INC

EIN: 83-0399899

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL/SHORT SALE (MSSB #028918)	0	8,700

TY 2013 Other Professional Fees Schedule**Name:** TWO EAGLES FOUNDATION INC**EIN:** 83-0399899

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES - CHARLOTTE STATE BANK	61,319	61,319		0
MANAGEMENT FEES - MORGAN STANLEY SMITH BARNEY	12,304	12,304		0
MANAGEMENT FEES - WELLS FARGO	21,907	21,907		0
MANAGEMENT FEES - ABBOT DOWNING	25,104	25,104		0

TY 2013 Taxes Schedule**Name:** TWO EAGLES FOUNDATION INC**EIN:** 83-0399899

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	10,000	0		0
FOREIGN TAX ON DIVIDENDS	4,830	4,830		0