Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
Skees Family Foundation

% Skees Family Foundation

Number and street (or P O box number if mail is not delivered to street address)
PO Box 8143
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Santa Cruz, CA 95061

A Employer identification number
83-0411607

B Telephone number (see instructions)
(800) 839-1754

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,610,302

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)	12,500			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	209	209		
	4	Dividends and interest from securities.	51,198	51,198		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	55,149			
	b	Gross sales price for all assets on line 6a 555,640				
	7	Capital gain net income (from Part IV, line 2) . . .		55,149		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,250	1,250		
	12	**Total.** Add lines 1 through 11	120,306	107,806		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	3,402	0	0	3,402
	b	Accounting fees (attach schedule)	220	0	0	220
	c	Other professional fees (attach schedule)	37,978	8,478		29,500
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	400			
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	368			368
	23	Other expenses (attach schedule)	21,032			21,032
	24	**Total operating and administrative expenses.** Add lines 13 through 23	63,400	8,478	0	54,522
	25	Contributions, gifts, grants paid	69,470			69,470
	26	**Total expenses and disbursements.** Add lines 24 and 25	132,870	8,478	0	123,992
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-12,564			
	b	**Net investment income** (if negative, enter -0-)		99,328		
	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	35,168	47,739	47,739
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,385,533	2,360,398	2,512,563
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)	50,000	50,000	50,000
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,470,701	2,458,137	2,610,302
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 ▶ ______)			
	23	**Total liabilities** (add lines 17 through 22)		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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,470,701	2,458,137	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,470,701	2,458,137	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,470,701	2,458,137	

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	2,470,701
2	Enter amount from Part I, line 27a	2	-12,564
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	2,458,137
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,458,137

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 a	Publicly-traded Securities			
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	555,640		500,491	55,149
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
a				55,149
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**	55,149
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	223,048	2,373,681	0 093967
2011	160,921	2,536,865	0 063433
2010	138,908	2,504,338	0 055467
2009	193,873	2,249,539	0 086183
2008	205,280	2,878,324	0 071319

2	**Total** of line 1, column (d).	**2**	0 370369
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 074074
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	**4**	2,439,602
5	Multiply line 4 by line 3.	**5**	180,711
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	993
7	Add lines 5 and 6.	**7**	181,704
8	Enter qualifying distributions from Part XII, line 4.	**8**	123,992

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,987
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,987
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,987
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	**6a**	1,360		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	627		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			7	1,987
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	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	**10**		No

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

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 ▶

14 The books are in care of ▶Skees Family Foundation Telephone no ▶(800) 839-1754

Located at ▶PO Box 8143 Santa Cruz CA ZIP+4 ▶95061

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

and enter the amount of tax-exempt interest received or accrued during the year . . . . ▶ **15**

			Yes	**No**
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	**16**		**No**
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . .	**1b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	**1c**		**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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		**No**
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	**4b**		**No**

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			**1a**	2,419,364
b	Average of monthly cash balances			**1b**	57,389
c	Fair market value of all other assets (see instructions)			**1c**	0
d	**Total** (add lines 1a, b, and c)			**1d**	2,476,753
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	**1e**			
2	Acquisition indebtedness applicable to line 1 assets			**2**	0
3	Subtract line 2 from line 1d			**3**	2,476,753
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			**4**	37,151
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	2,439,602
6	**Minimum investment return.** Enter 5% of line 5			**6**	121,980

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**	121,980
2a	Tax on investment income for 2013 from Part VI, line 5	**2a**	1,987		
b	Income tax for 2013 (This does not include the tax from Part VI)	**2b**			
c	Add lines 2a and 2b			**2c**	1,987
3	Distributable amount before adjustments Subtract line 2c from line 1			**3**	119,993
4	Recoveries of amounts treated as qualifying distributions			**4**	
5	Add lines 3 and 4			**5**	119,993
6	Deduction from distributable amount (see instructions)			**6**	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			**7**	119,993

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**	123,992
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**	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	**3a**	0
b	Cash distribution test (attach the required schedule)	**3b**	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	123,992
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	**5**	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	123,992

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					119,993
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 2011 , 2010 , 2009					
3 Excess distributions carryover, if any, to 2013					
a From 2008.	62,858				
b From 2009.	82,698				
c From 2010.	14,791				
d From 2011.	35,976				
e From 2012.	106,650				
f **Total** of lines 3a through e.		302,973			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 123,992					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2013 distributable amount.					119,993
e Remaining amount distributed out of corpus		3,999			
5 Excess distributions carryover applied to 2013					
(If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		306,972			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		62,858			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		244,114			
10 Analysis of line 9					
a Excess from 2009. . . .	82,698				
b Excess from 2010. . . .	14,791				
c Excess from 2011. . . .	35,976				
d Excess from 2012. . . .	106,650				
e Excess from 2013. . . .	3,999				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

SUZANNE SKEES

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				69,470
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	209	
4 Dividends and interest from securities. . . .			14	51,198	
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	55,149	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a** INTEREST INCOME-PRI			14	1,250	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				107,806	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 107,806

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-05-26	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶	Foundation Source		Firm's EIN ▶	
Firm's address ▶	One Hollow Ln Ste 212 Lake Success, NY 11042		Phone no (800) 839-1754	

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
Lisa I Caputo PO Box 8143 Santa Cruz, CA 95061	Dir / Sec 0	0		
Elisabeth Skees Deogracias PO Box 8143 Santa Cruz, CA 95061	Dir/VP Communictns-Ptnr Reltns 2 0	0		
Brienne Nicole Skees PO Box 8143 Santa Cruz, CA 95061	Dir / VP Research & Data Mgmt 2 0	0		
Hugh B Skees PO Box 8143 Santa Cruz, CA 95061	Dir* / Trustee Emeritus 0	0		
Jasmine P Skees PO Box 8143 Santa Cruz, CA 95061	Dir / Sr Trustee / VP Giving 2 0	0		
Shelly Shepard Skees PO Box 8143 Santa Cruz, CA 95061	Dir / CFO 2 0	0		
Suzanne Skees PO Box 8143 Santa Cruz, CA 95061	Pres/Chairman/Dir/Trustee 40 0	0		
Sally Skees-Helly PO Box 8143 Santa Cruz, CA 95061	Dir / Sec 2 0	0		
Gregory W Snow PO Box 8143 Santa Cruz, CA 95061	Dir / CFO 0	0		

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CATHOLIC COMMITTEE OF APPALACHIA INC 150 MOUNT TABOR RD MARTIN,KY 41649	N/A	PC	General & Unrestricted (Board Grant)	4,000
COOPERATIVE FOR EDUCATION 2730 HYDE PARK AVE CINCINNATI,OH 45209	N/A	PC	CORP Program (Board Grant)	6,000
DEL MAR ELEMENTARY SCHOOL 1959 MERRILL ST SANTA CRUZ,CA 95062	N/A	PC	STEAM Power Program (Family Discretionary Grant)	2,000
ENDPOVERTY ORG 7910 WOODMONT AVE STE 1120 BETHESDA,MD 20814	N/A	PC	Center for Community Transformation's Typhoon Haiyan Relief Fund (Family Discretionary Grant)	1,000
FIRST CHRISTIAN CHURCH 222 W MAIN ST MT STERLING,KY 40353	N/A	PC	TERF Inc Program (Family Discretionary Grant)	1,000
HOLY TRINITY MIDDLE SCHOOL 3100 PARK RD CHARLOTTE,NC 28209	N/A	PC	General & Unrestricted (Family Discretionary Grant)	2,670
NORTHSTAR CHURCH PO BOX 158 CLIFTON PARK,NY 12065	N/A	PC	General & Unrestricted (Family Discretionary Grant)	1,000
PRECIOUS BLOOD MINISTRY OF RECONCILIATION NFP PO BOX 9379 CHICAGO,IL 60609	N/A	PC	General & Unrestricted (Board Grant)	10,000
SANTA CRUZ FILM FESTIVAL PO BOX 638 SANTA CRUZ,CA 95061	N/A	PC	STEAM Power Project (Family Discretionary Grant)	350
SANTA CRUZ LESBIAN AND GAY COMMUNITY CENTER PO BOX 8280 SANTA CRUZ,CA 95061	N/A	PC	General & Unrestricted (Family Discretionary Grant)	1,000
SCHOOL FUND 455 COLERIDGE AVE PALO ALTO,CA 94301	N/A	PC	General & Unrestricted (Board Grant)	5,000
STICKWITHUS ORGANIZAITON 7526 YELLOW PINE CT CHARLOTTE,NC 28277	N/A	PC	General & Unrestricted (Family Discretionary Grant)	450
UPAYA SOCIAL VENTURES 2111 3RD AVE SEATTLE,WA 98121	N/A	PC	General & Unrestricted (Board Grant)	25,000
V-DAY 303 PARK AVE S STE 1184 NEW YORK,NY 10010	N/A	PC	General & Unrestricted (Board Grant)	10,000
Total . . . . ▶ **3a**				69,470

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
Skees Family Foundation

Employer identification number
83-0411607

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
Skees Family Foundation

Employer identification number
83-0411607

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Skees Suzanne 103 Auburn Avenue Santa Cruz, CA 95060	$ 12,500	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
Skees Family Foundation	83-0411607

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
Skees Family Foundation

Employer identification number
83-0411607

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2013 Accounting Fees Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Accounting/Bookkeeping	220			220

TY 2013 Compensation Explanation

Name: Skees Family Foundation

EIN: 83-0411607

Person Name	Explanation
Lisa I Caputo	*Resigned in 2013
Hugh B Skees	*Removed from position in 2013
Gregory W Snow	*Removed in 2013

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Investments Corporate Stock Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AFFILIATED MANAGERS GROUP	3,119	4,988
ALLERGAN INC.	9,492	10,553
ALLIANCEBERN DISCOVERY GROWTH	15,800	22,187
ALLIANCEBERN DISCOVERY VALUE F	14,759	19,900
ALLIANCEBERNSTEIN REIT INSTL F	98,436	112,872
AMAZON COM	4,712	8,375
AMDOCS LIMITED	7,314	8,248
AMER INTERNATIONAL GROUP INC	8,382	9,955
AMERICAN EXPRESS CO	7,652	9,527
AMERICAN TOWER REIT INC	7,247	7,583
AMPHENOL CORPORATION	5,090	5,351
ANSYS INC.	7,017	9,156
AON PLC	6,794	7,550
APPLE INC.	9,148	19,635
ASSURANT INC	2,542	2,655
AT&T CORP COM	3,107	3,516
BANK OF AMERICA CORP	8,710	12,067
BECTON DICKINSON & CO	5,349	7,734
BERKSHIRE HATHAWAY INC. CLASS	3,821	5,335
BERNSTEIN EMERGING MARKETS	371,417	382,991
BERNSTEIN INTERMEDIATE DURATIO	668,664	671,359
BERNSTEIN TAX-MANAGED INTERNAT	588,377	517,404
BIOGEN IDEC INC	4,843	9,785
BOEING CO	6,393	9,554
CAPITAL ONE FINANCIAL CORP	5,422	7,661
CBS CORP CL B	7,292	9,561
CELGENE CORP	3,392	5,069
CHEVRON CORP	3,324	3,747
CHIPOLTE MEX GRILL	2,546	4,262
CHUBB CORP	6,069	6,764

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CIT GROUP INC	5,192	7,038
CITIGROUP INC	8,010	13,028
COGNIZANT TECHNOLOGY SOLUTIONS	8,609	12,623
COMCAST CORP CL A	3,985	7,796
CONAGRA FOODS INC	8,414	9,268
COSTCO WHOLESALE CORP	9,253	9,522
CVS CAREMARK CORP.	6,280	6,799
DANAHER CORP	8,626	14,281
EATON CORP PLC	2,965	4,948
EBAY INC.	5,194	5,761
ELECTRONIC ARTS	6,773	6,309
EVEREST RE GROUP LTD	6,172	7,794
FEDEX CORPORATION	4,126	4,313
FIDELITY NATIONAL INFORMATION	4,177	6,710
FORD MOTOR COMPANY	6,531	8,872
GANNETT CO INC	4,693	5,029
GENERAL MOTORS	4,358	4,700
GENWORTH FINANCIAL INC CL A	4,739	5,824
GILEAD SCIENCES INC	6,383	8,637
GOOGLE INC CL A	8,152	14,568
GRAINGER W W INC.	8,442	8,940
HALLIBURTON COMPANY	4,370	4,568
HASBRO INC	3,297	3,576
HEALTH NET INC	2,564	2,819
HESS CORP	9,835	9,960
HEWLETT PACKARD CO	13,646	12,591
HOME DEPOT INC.	8,818	11,939
ILLINOIS TOOL WORKS	7,361	9,669
INTERCONTINETALEXCHANGE INC	7,326	12,371
INTERNATIONAL BUSINESS MACHINE	7,045	6,565

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON	8,014	11,907
JP MORGAN CHASE & CO	4,662	5,556
KINDER MORGAN INC	4,266	3,960
KROGER CO	6,327	10,871
LIBERTY MEDIA CORPORATION COM	4,093	5,852
LINCOLN NATIONAL CORP	8,626	9,808
LINKEDIN CORPORATION	1,417	3,036
LYONDELLBASELL INDUSTRIES NV	4,314	8,028
MACY'S INC	4,056	6,408
MARATHON PETROLEUM CORP	8,416	8,714
MCDONALD'S CORP	4,070	4,366
MEAD JOHNSON NUTRITI	10,941	10,889
MEDTRONIC INC	6,906	8,609
MERCK & CO INC.	3,158	3,504
MICROSOFT CORPORATION	4,076	5,237
MONSANTO CO	5,063	5,828
NIKE INC-CL B	5,529	5,505
NOBLE ENERGY INC.	4,720	7,492
OCCIDENTAL PETROLEUM CORP	10,013	10,461
PARKER HANNIFIN CP	7,574	9,005
PARTNERRE LTD. COM	5,231	6,326
PATTERSON COMPANIES INC COM	3,759	4,120
PEPSICO INC	7,330	7,465
PFIZER INC.	13,937	20,674
POLARIS INDUSTRIES	3,269	3,641
PRECISION CASTPARTS	5,011	8,079
PRICELINE.COM INCORPORATED	5,712	9,299
PULTE GROUP INC.	4,487	5,602
RAYTHEON CO.	5,006	5,442
REGAL ENTERTAINMENT	2,865	2,918

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHLUMBERGER LTD	12,982	14,867
SHERWIN-WILLIAMS CO.	5,963	6,423
STARBUCKS CORP COM	4,774	7,447
TIME WARNER INC.	4,536	7,669
TJX COMPANIES INC	7,937	11,471
UNION PACIFIC	9,281	12,600
VALERO ENERGY CORP	6,524	9,072
VERISK ANALYTICS, INC	3,560	3,615
VERIZON COMMUNICATIONS	6,694	7,125
VERTEX PHARMCTLS INC	895	1,486
VIACOM INC. CL B	6,135	10,481
VISA INC	5,531	10,021
WAL-MART STORES INC.	7,460	8,262
WALT DISNEY HOLDINGS CO.	3,799	7,640
WELLS FARGO & CO.	9,913	13,620

TY 2013 Investments - Land Schedule

Name: Skees Family Foundation

EIN: 83-0411607

TY 2013 Land, Etc. Schedule

Name: Skees Family Foundation

EIN: 83-0411607

TY 2013 Legal Fees Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance/Counseling	3,402			3,402

TY 2013 Other Assets Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
VITTANA MCE LOAN - PRI		50,000	50,000

TY 2013 Other Expenses Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	15,799			15,799
Foundation Dues & Memberships	1,725			1,725
Postage	118			118
Website Development	3,390			3,390

TY 2013 Other Income Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Interest Income- PRI Vittana MCE Loan	1,250	1,250	

TY 2013 Other Professional Fees Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	8,478	8,478		
PHILANTHROPIC CONSULTING	29,500			29,500

TY 2013 Taxes Schedule

Name: Skees Family Foundation

EIN: 83-0411607

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	400			

Form 990-PF, Part VII-A, Line 3

SECOND AMENDMENT TO THE BYLAWS OF THE SKEES FAMILY FOUNDATION

A California Nonprofit Public Benefit Corporation

THIS SECOND AMENDMENT TO THE BYLAWS of The Skees Family Foundation, a California Nonprofit Public Benefit Corporation (“**Foundation**”), is hereby adopted by all of the Members of the Foundation.

RECITALS

WHEREAS, the Foundation’s bylaws (“**Bylaws**”) were originally adopted on November 19, 2004;

WHEREAS, Section 13.2(a) of the Bylaws provides that the Bylaws may be amended by a majority of the Members of the Foundation;

WHEREAS, the Members believe it is in the Foundation’s best interest to amend the Bylaws to change the authorized number of directors to a range of at least one (1) but no more than nine (9) directors;

NOW, THEREFORE, in consideration of the foregoing recitals, the Members agree as follows:

1. Section 7.4 of the Bylaws shall be replaced in its entirety to read as follows:

> “**Section 7.4 Number of Directors.** The authorized number of directors of the corporation shall be at least one (1) but no more than nine (9). The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board.”

2. Except as specifically set forth herein, the Bylaws shall remain unmodified and in full force and effect.

3. The interpretation and enforceability of this Second Amendment shall be governed by the laws of the State of California.

4. To the extent permitted by applicable law, the provisions of this Second Amendment shall supersede any contrary provisions of the California Corporations Code or other applicable law.

5. All capitalized terms used herein shall have the same meaning prescribed to them in the Bylaws unless otherwise defined herein.

IN WITNESS WHEREOF, the undersigned has executed this Second Amendment effective as of November 27, 2013.

MEMBER:

Suzanne R. Skees Separate Property Trust
dated May 7, 2003, as amended

By: Suzanne R. Skees
Suzanne R. Skees, trustee