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

2013

Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

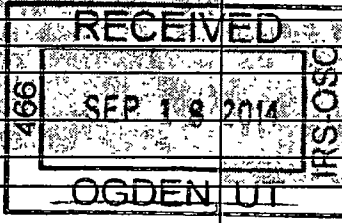
For calendar year 2013, or tax year beginning , 2013, and ending

Name of foundation JOY FAMILY FOUNDATION, INC.		A Employer identification number 84-1361004
Number and street (or P.O. box number if mail is not delivered to street address) 627 W. SMUGGLER STREET		B Telephone number (see the instructions)
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code ASPEN CO 81611		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust. <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 8,159,945.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)				
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	161,916.	161,916.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	-43,753.	L-6a Stmt		
b Gross sales price for all assets on line 6a 860,111.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications.				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11.	118,163.	161,916.	0.	
13 Compensation of officers, directors, trustees, etc.	48,000.			24,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule).				
b Accounting fees (attach sch). L-16b Stmt.	2,800.			
c Other prof fees (attach sch) . L-16c Stmt.	72,975.	71,552.		
17 Interest.				
18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	17,697.	14,025.		1,836.
19 Depreciation (attach sch) and depletion				
20 Occupancy.				
21 Travel, conferences, and meetings	89,833.			89,833.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	12,356.	692.		
24 Total operating and administrative expenses. Add lines 13 through 23	243,661.	86,269.		115,669.
25 Contributions, gifts, grants paid	343,552.			343,552.
26 Total expenses and disbursements. Add lines 24 and 25	587,213.	86,269.		459,221.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-469,050.			
b Net investment income (if negative, enter -0-).		75,647.		
c Adjusted net income (if negative, enter -0-).			0.	

SCANNED SEP 30 2015

REVENUE ADMINISTRATIVE AND EXPENSES



9-14

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash — non-interest-bearing	15,074.	198,055.	198,055.
	2	Savings and temporary cash investments	42,353.	163,754.	163,754.
	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 sch) ▶ 12,975.			
		Less: allowance for doubtful accounts ▶ 0.		12,975.	12,975.
	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) L-10b. Stmt	4,415,409.	3,668,453.	7,774,244.
		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 ▶)	10,419.	10,917.	10,917.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item l).	4,483,255.	4,054,154.	8,159,945.	
LIABILITIES	17	Accounts payable and accrued expenses	39,803.	79,752.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	39,803.	79,752.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	4,443,452.	3,974,402.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	4,443,452.	3,974,402.		
31	Total liabilities and net assets/fund balances (see instructions)	4,483,255.	4,054,154.		

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 4,443,452.
2	Enter amount from Part I, line 27a	2 -469,050.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 3,974,402.
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 3,974,402.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PERSHING ADVISORS	P	01/01/13	12/31/13
b PERSHING ADVISORS	P	Various	12/31/13
c SENDMAIL	P	Various	10/01/13
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 138,666.		109,746.	28,920.
b 665,826.		278,471.	387,355.
c 55,618.		515,647.	-460,029.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than 0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			28,920.
b			387,355.
c			-460,029.
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	-43,754.
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	-43,754.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	444,532.	6,574,272.	0.067617
2011	437,234.	6,172,123.	0.070840
2010	562,258.	5,941,118.	0.094638
2009	10,500.	7,044,739.	0.001490
2008	19,750.	7,801,544.	0.002532

2 Total of line 1, column (d)	2	0.237117
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	0.047423
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,539,586.
5 Multiply line 4 by line 3	5	357,550.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	756.
7 Add lines 5 and 6.	7	358,306.
8 Enter qualifying distributions from Part XII, line 4	8	459,221.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	756.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	756.
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	756.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	4,339.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	4,339.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,583.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 3,583. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>	X	
c Did the foundation file Form 1120-POL for this year?		X
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? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CO - Colorado		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ CRM MANAGEMENT Telephone no. ▶ (212) 485-5455 Located at ▶ 205 HUDSON ST STE 1002 NEW YORK NY ZIP + 4 ▶ 10013			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> 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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __ .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3 b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

5 a 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

5 b

6 b

7 b

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)? Yes No

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).

6 a 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? Yes No

If 'Yes' to 6b, file Form 8870.

7 a 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? Yes No

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
WILLIAM N. JOY 627 W. SMUGGLER ST ASPEN CO 81611	PRESIDENT 1.00	0.	0.	0.
HAYDEN N. JOY 627 W. SMUGGLER ST ASPEN CO 81611	JR DIRECTOR 0.00	0.	0.	0.
MADISON C. JOY 627 W. SMUGGLER ST ASPEN CO 81611	JR DIRECTOR 0.00	0.	0.	0.
SHANNON O'LEARY-JOY 627 W SMUGGLER ST ASPEN CO 81611	EXECUTIVE DIRECTOR 40.00	48,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 None

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 ----- -----		
----- -----		
----- -----		
----- -----		
----- -----		
-----		None

Total number of others receiving over \$50,000 for professional services None

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 WILDAID-SEE ATTACHED DISCUSSION ----- -----	144,457.
2 ROCKEFELLER PHILANTHROPY ADVISORS-SEE ATTACHED DISCUSSION ----- -----	100,000.
3 MISSION BLUE SYLVIA EARLE ALLIANCE-SEE ATTACHED DISCUSSION ----- -----	171,990.
4 SAPLING FOUNDATION AND OTHERS SEE PART XV-FORM 990-PF ----- -----	42,774.

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 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	1 a	7,431,809.
b Average of monthly cash balances	1 b	209,618.
c Fair market value of all other assets (see instructions)	1 c	12,975.
d Total (add lines 1a, b, and c)	1 d	7,654,402.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	7,654,402.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	114,816.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,539,586.
6 Minimum investment return. Enter 5% of line 5	6	376,979.

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	376,979.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	756.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	756.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	376,223.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	376,223.
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	376,223.

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	1 a	459,221.
b Program-related investments – total from Part IX-B.	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	459,221.
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	756.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	458,465.

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				376,223.
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 __				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	0.			
b From 2009	0.			
c From 2010	0.			
d From 2011	0.			
e From 2012	233,711.			
f Total of lines 3a through e	233,711.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 459,221.				
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				142,512.
e Remaining amount distributed out of corpus	316,709.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	233,711.			233,711.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	316,709.			
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				
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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	316,709.			
10 Analysis of line 9:				
a Excess from 2009	0.			
b Excess from 2010	0.			
c Excess from 2011	0.			
d Excess from 2012	0.			
e Excess from 2013	316,709.			

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

WILLIAM N. JOY

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.

N/A

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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
CAMBODIAN CHILDRENS FUND 2461 SANTA MONICA BLVD, STE 833 SANTA MONICA CA 90404		501 (C) 3	HUMAN HEALTH AND WELFARE	5,000.
ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH ST., 10TH FL NEW YORK NY 10036		501 (C) 3	THE OCEANS 5 INITIATIVE	100,000.
THE SAPLING FOUNDATION 250 HUDSON ST #1002 NEW YORK NY 10013		501 (C) 3	THE MISSION BLUE VOYAGE-TED PRIZE	15,000.
J/P HRO 6022 WILSHIRE BLVD LOS ANGELES CA 90036		501 (C) 3	POVERTY HAITI	4,500.
DEMOCRACY NOW 207 W.25TH ST., FLOOR 11 NEW YORK NY 10001		501 (C) 3	INDEPENDENT MEDIA OUTLET	10,000.
WILDAID 744 MONTGOMERY ST, STE 300 SAN FRANCISCO CA 94111		501 (C) 3	SUPPORT OF ENDANGERED SPECIES	100,778.
SYLVIA EARLE ALLIANCE 2470 MARINER SQUARE LOOP ALAMEDA CA 94501		501 (C) 3	CARE FOR THE OCEAN	100,000.
THE ASPEN INSTITUTE ONE DUPONT CR NW, STE 700 WASHINGTON DC 20036		501 (C) 3	SOCIETY OF FELLOWS FUND	1,000.
THE ACTORS FUND 729 SEVENTH AVE., 10TH FL NEW YORK NY 10019		501 (C) 3	HUMAN SERVICES	1,000.
See Line 3a statement				6,274.
Total				343,552.
<i>b Approved for future payment</i>				
Total				3 b

Portfolio Valuation
Joy Family Foundation
December 31, 2013

2013

from 990-PF, Part II, Line 106

Joy Family Foundation, Inc # 84-1361004

UNITS	SECURITY	PRICE	MARKET VALUE	UNIT COST	TOTAL COST	GAIN/LOSS	% OF ASSETS	ANNUAL INCOME	% YIELD
CASH AND EQUIVALENTS- usd									
	Cash And Cash Equivalents		163,754		163,754		2.2	0	0.0
	Dividends Accrued		10,917		10,917		0.1	0	0.0
			174,671		174,671		2.3	0	0.0
COMMON STOCKS- usd									
11,325	Nestle SA-Spans ADR	73.42	831,531	25.70	291,020	540,512	11.0	20,561	2.5
4	Berkshire Hathaway Inc Cl A	177,900.00	711,600	58,933.33	235,733	475,867	9.4	0	0.0
7,875	Philip Morris International Inc	87.13	686,149	30.86	243,012	443,137	9.1	29,610	4.3
724	Mastercard Inc Cl A	835.46	604,873	213.30	154,430	450,443	8.0	3,186	0.5
5,150	Compagnie Financiere Richemont SA	100.18	515,930	10.71	55,159	460,770	6.8	1,708	0.7
11,000	Wells Fargo	45.40	499,400	24.51	229,757	229,757	6.6	13,200	2.6
7,850	Heineken Holding NV	63.36	497,413	23.41	183,772	313,640	6.6	8,243	1.7
9,500	SABMiller PLC	51.36	487,926	19.14	181,816	306,110	6.4	9,690	2.0
3,800	Permat Ricard	114.11	433,608	62.47	237,387	196,221	5.7	5,890	1.4
3,750	Anheuser-Busch InBev ADR	106.46	399,225	56.06	210,222	189,003	5.3	9,390	2.4
8,705	Unilever NV ADR	40.23	350,202	27.28	237,462	112,740	4.6	10,325	2.9
5,900	Africa Group Inc	38.39	226,501	10.83	63,918	162,583	3.0	11,328	5.0
4,175	British American Tobacco PLC	53.63	223,904	28.29	118,092	105,812	3.0	9,060	4.0
6,750	Diageo PLC	33.13	223,595	10.64	71,811	151,784	3.0	5,130	2.3
3,000	Brown-Forman Corp Cl A	73.77	221,310	13.36	40,076	181,234	2.9	3,480	1.6
3,500	Comcast Corp Special Cl A	49.88	174,580	9.48	33,180	141,400	2.3	2,730	1.6
1,450	Martin Marietta Materials	99.94	144,913	28.86	41,842	103,071	1.9	2,320	1.6
750	Berkshire Hathaway Inc Cl B	118.56	88,920	45.56	34,167	54,753	1.2	0	0.0
850	Scripps Networks Interactive Cl A	86.41	73,440	15.42	13,105	60,344	1.0	510	0.7
			7,395,028		2,715,846	4,679,181	97.7	148,359	2.0
	TOTAL		7,569,699		2,890,517	4,679,181	100.0	148,359	2.0
	TOTAL ASSETS		7,569,699		2,890,517	4,679,181	100.0	148,359	2.0

In compliance with SEC regulations, we advise clients to compare this report with their custodian statement.

GARDNER RUSSO & GARDNER

Name: JOY FAMILY FOUNDATION, INC. Employer Identification Number: 84-1361004

Asset Information:

Description of Property: PERSHING ADVISORS-#N4Q-512789 ST (SEE ATTACHED)
Date Acquired: . . . Various How Acquired: . . . Purchased
Date Sold: . . . 12/31/13 Name of Buyer: . . . MARKET
Sales Price: . . . 138,666. Cost or other basis (do not reduce by depreciation) . . . 109,746.
Sales Expense: . . . 0. Valuation Method: . . . Cost
Total Gain (Loss): . . . 28,920. Accumulation Depreciation: . . .

Description of Property: PERSHING ADVISORS-#N4Q-512789 LT (SEE ATTACHED)
Date Acquired: . . . Various How Acquired: . . . Purchased
Date Sold: . . . 12/31/13 Name of Buyer: . . . MARKET
Sales Price: . . . 665,826. Cost or other basis (do not reduce by depreciation) . . . 278,471.
Sales Expense: . . . 0. Valuation Method: . . . Cost
Total Gain (Loss): . . . 387,355. Accumulation Depreciation: . . .

Description of Property: SENDMAIL
Date Acquired: . . . 12/31/99 How Acquired: . . . Purchased
Date Sold: . . . 10/01/13 Name of Buyer: . . .
Sales Price: . . . 55,619. Cost or other basis (do not reduce by depreciation) . . . 515,647.
Sales Expense: . . . 0. Valuation Method: . . .
Total Gain (Loss): . . . -460,028. Accumulation Depreciation: . . .

Description of Property:
Date Acquired: . . . How Acquired: . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price: . . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense: . . . Valuation Method: . . .
Total Gain (Loss): . . . Accumulation Depreciation: . . .

Description of Property:
Date Acquired: . . . How Acquired: . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price: . . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense: . . . Valuation Method: . . .
Total Gain (Loss): . . . Accumulation Depreciation: . . .

Description of Property:
Date Acquired: . . . How Acquired: . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price: . . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense: . . . Valuation Method: . . .
Total Gain (Loss): . . . Accumulation Depreciation: . . .

Description of Property:
Date Acquired: . . . How Acquired: . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price: . . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense: . . . Valuation Method: . . .
Total Gain (Loss): . . . Accumulation Depreciation: . . .

Description of Property:
Date Acquired: . . . How Acquired: . . .
Date Sold: . . . Name of Buyer: . . .
Sales Price: . . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense: . . . Valuation Method: . . .
Total Gain (Loss): . . . Accumulation Depreciation: . . .

Realized Gains and Losses
Joy Family Foundation
From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS		PROCEEDS		GAIN/LOSS	
				SHORT TERM	LONG TERM	SHORT TERM	LONG TERM	SHORT TERM	LONG TERM
06-28-12	01-02-13	150	Heineken Holding NV	6,299.34		8,227.95		1,928.61	
12-13-12	05-02-13	125	British American Tobacco PLC	6,576.09		7,012.03		435.94	
10-09-12	05-02-13	250	British American Tobacco PLC	12,938.32		14,024.05		1,085.73	
05-02-01	05-02-13	51	Brown-Forman Corp Cl A	763.50			3,585.73		2,822.23
01-05-01	05-02-13	299	Brown-Forman Corp Cl A	4,395.98			21,022.21		16,626.23
01-03-01	05-02-13	400	Berkshire Hathaway Inc Cl B	19,333.33			42,747.04		23,413.71
08-02-12	05-02-13	75	Compagnie Financiere Richemont SA	4,175.15		6,002.34		1,827.19	
06-29-12	05-02-13	75	Compagnie Financiere Richemont SA	4,077.96		6,002.34		1,924.38	
07-20-12	05-02-13	50	Compagnie Financiere Richemont SA	2,709.06		4,001.56		1,292.50	
06-28-12	05-02-13	225	Compagnie Financiere Richemont SA	11,811.17		18,007.04		6,195.87	
10-27-08	05-02-13	150	Compagnie Financiere Richemont SA		2,889.98		12,004.69		9,114.71
12-04-08	05-02-13	50	Compagnie Financiere Richemont SA		864.16		4,001.56		3,137.40
10-20-08	05-02-13	600	Comcast Corp Special Cl A		9,342.48		24,011.46		14,668.98
01-03-01	05-02-13	350	Diageo PLC		3,861.36		10,705.68		6,844.32
01-03-01	05-02-13	775	Hasbro Inc		8,135.56		36,363.19		28,227.63
06-28-12	05-02-13	100	Heineken Holding NV	4,199.56		6,022.87		1,823.31	
12-05-11	05-02-13	25	Heineken Holding NV	8,160.53		12,045.73		3,885.20	
06-07-12	05-02-13	200	Heineken Holding NV		7,351.74		13,551.45		6,199.71
11-05-08	05-02-13	225	Heineken Holding NV		8,152.00		20,330.34		12,178.34
01-03-01	05-02-13	300	Martin Marietta Materials		1,850.72		5,082.59		3,232.27
06-12-03	05-02-13	50	Martin Marietta Materials			13,496.65		2,719.98	
10-09-12	05-02-13	250	SABMiller PLC	10,776.67		5,398.66		1,467.98	
06-28-12	05-02-13	100	SABMiller PLC	3,930.68			6,748.33		3,940.27
06-24-08	05-02-13	125	SABMiller PLC		8,357.23		20,244.98		11,887.75
07-22-08	05-02-13	375	SABMiller PLC		5,948.82		1,349.66		800.84
07-09-08	05-02-13	25	SABMiller PLC		3,807.94		11,480.85		7,672.91
06-30-00	05-02-13	166	Scripps Networks Interactive Cl A		2,982.69		9,267.68		6,284.99
01-28-00	05-02-13	134	Scripps Networks Interactive Cl A		2,312.63		10,374.26		8,061.63
04-01-97	05-02-13	150	Scripps Networks Interactive Cl A		8,842.50		6,615.00		(2,227.50)
05-02-01	05-02-13	15	Graham Holdings Co		1,731.28		1,323.00		(408.28)
11-27-00	05-02-13	3	Graham Holdings Co						

Please rely on your custodian's 1099 for purposes of tax reporting, since this report's information may not match the 1099.
 We provide you this report as a source of regularly updated information throughout the year.

GARDNER RUSSO & GARDNER

2013
 Form 990-PF, Part IV

Joy Family Foundation, Inc
 #84-1361004

Realized Gains and Losses
Joy Family Foundation
From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS		PROCEEDS		GAIN/LOSS	
				SHORT TERM	LONG TERM	SHORT TERM	LONG TERM	SHORT TERM	LONG TERM
03-18-98	05-02-13	33	Graham Holdings Co		17,361.54		14,553.00		(2,808.54)
12-09-08	05-02-13	15	Graham Holdings Co		6,051.82		6,615.00		583.18
04-01-97	05-02-13	34	Graham Holdings Co		11,730.00		14,994.01		3,264.01
11-23-08	05-31-13	25	Compagnie Financiere Richemont SA		431.19		2,239.98		1,808.79
12-04-08	05-31-13	100	Compagnie Financiere Richemont SA		1,728.33		8,959.91		7,231.58
11-25-08	06-20-13	350	Compagnie Financiere Richemont SA		6,036.67		30,444.11		24,407.44
11-25-08	08-28-13	125	Compagnie Financiere Richemont SA		2,155.95		11,895.86		9,739.91
12-29-09	09-05-13	325	British American Tobacco PLC		10,507.23		16,504.69		5,997.46
01-05-01	09-05-13	100	Brown-Forman Corp Cl A		1,470.23		6,629.88		5,159.65
05-02-01	09-05-13	750	Berkshire Hathaway Inc Cl B		34,166.67		84,188.28		50,021.61
07-16-13	09-05-13	25	Anheuser-Busch InBev ADR		2,284.83	2,369.29		84.46	
07-18-13	09-05-13	125	Anheuser-Busch InBev ADR		11,203.68	11,846.46		642.78	
09-11-12	09-05-13	50	Anheuser-Busch InBev ADR		4,255.64	4,738.58		482.94	
10-05-04	09-05-13	100	Compagnie Financiere Richemont SA		1,614.68		9,596.31		7,981.63
11-23-08	09-05-13	450	Compagnie Financiere Richemont SA		7,761.43		43,183.42		35,421.99
10-20-08	09-05-13	77	Comcast Corp Special Cl A		1,198.95		3,188.99		1,991.04
10-17-08	09-05-13	73	Comcast Corp Special Cl A		1,093.02		3,024.27		1,931.25
11-05-08	09-05-13	325	Heineken Holding NV		10,619.18		19,602.81		8,983.63
11-14-03	09-05-13	175	Heineken Holding NV		4,721.41		10,555.36		5,833.95
09-12-12	09-05-13	9	Mastercard Inc Cl A		4,007.63	5,626.98		1,619.35	
08-06-12	09-05-13	16	Mastercard Inc Cl A		6,770.56		10,003.51		3,232.95
11-02-10	09-05-13	45	Mastercard Inc Cl A		11,081.96		28,134.89		17,052.93
09-12-08	09-05-13	465	Altria Group Inc		9,807.32		15,909.56		6,102.25
03-13-07	09-05-13	227	Altria Group Inc		4,434.23		7,766.60		3,332.37
03-14-07	09-05-13	208	Altria Group Inc		4,036.10		7,116.53		3,080.43
01-27-06	09-05-13	125	Altria Group Inc		2,168.91		4,276.76		2,107.85
08-14-13	09-05-13	50	SABMiller PLC		2,492.09	2,392.20		(99.89)	
10-08-12	09-05-13	250	Wells Fargo		8,968.95	10,410.72		1,441.77	
01-16-13	09-05-13	25	Wells Fargo		879.02	1,041.07		162.05	
12-29-09	12-04-13	160	British American Tobacco PLC		5,172.79		8,401.76		3,228.97
01-27-06	12-04-13	292	Altria Group Inc		5,066.57		10,828.54		5,761.97

Please rely on your custodian's 1099 for purposes of tax reporting, since this report's information may not match the 1099. We provide you this report as a source of regularly updated information throughout the year.

GARDNER RUSSO & GARDNER

2013
 Form 990-A, Part IV

Joy Family Foundation Inc
 #84-1361004

Realized Gains and Losses

Joy Family Foundation

From 01-01-13 Through 12-31-13

2013
Form 990-PF, Part IV

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS		PROCEEDS		GAIN/LOSS	
				SHORT-TERM	LONG-TERM	SHORT-TERM	LONG-TERM	SHORT-TERM	LONG-TERM
05-21-09	12-04-13	8	Altria Group Inc						
05-21-09	12-05-13	300	Altria Group Inc	133.41		296.67		163.26	
12-29-09	12-05-13	165	British American Tobacco PLC	5,002.83		11,112.85		6,110.02	
11-02-10	12-21-13	6	Mastercard Inc C/A	5,334.44		8,606.32		3,271.88	
				1,477.59		4,880.05		3,402.46	
TOTAL SHORT-TERM GAINS									
TOTAL SHORT-TERM LOSSES									
SUBTOTAL SHORT-TERM				109,746.36		138,666.52		29,020.05	(99.89)
TOTAL LONG-TERM GAINS					278,471.20		665,826.34		392,799.46
TOTAL LONG-TERM LOSSES									(5,444.32)
SUBTOTAL LONG-TERM					278,471.20		665,826.34		387,355.14
GRAND TOTAL				109,746.36	278,471.20	138,666.52	665,826.34	28,920.16	387,355.14

Joy Family Foundation, Inc
#84-1361004

Realized gains marked with an "X" require additional historic tax cost information.

Please rely on your custodian's 1099 for purposes of tax reporting, since this report's information may not match the 1099. We provide you this report as a source of regularly updated information throughout the year.

GARDNER RUSSO & GARDNER

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	14,025.	14,025.		
PAYROLL TAXES	3,672.			1,836.
Total	<u>17,697.</u>	<u>14,025.</u>		<u>1,836.</u>

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK CHARGES	546.			
TELEPHONE	3,169.			
ADR FEES	692.	692.		
BOOKS, SUBSCRIPTIONS AND REFERENCE	2,215.			
POSTAGE	34.			
SUPPLIES	4,368.			
RECONCILING ADJUSTMENT	1,332.			
Total	<u>12,356.</u>	<u>692.</u>		

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CAPTAIN PLANET FOUNDATION 133 LUCKIE ST., 2ND FL ATLANTA GA 30303		501(C)3	CHILDREN ENVIRONMENTAL AWARENESS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
MILL VALLEY LIBRARY FOUNDATION 375 THROCKMORTON AVE MILL VALLEY CA 94941		501(C)3	COMMUNITY LIBRARY SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
THE PUBLIC THEATER 425 LAFAYETTE ST NEW YORK NY 10003		501(C)3	THEATER ARTS SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,274.

Total

6,274.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOHN P. TALIA, CPA	TAX PREP/ACCTNG	2,800.			
Total		<u>2,800.</u>			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GARDNER RUSSO & GARDNER	MANAGEMENT FEES	71,552.	71,552.		
PAYCHEX	PAYROLL SERVICES	1,423.			
Total		<u>72,975.</u>	<u>71,552.</u>		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
BRANDYWINE FUND	65,661.	77,604.
CLIPPER FUND	236,940.	300,612.
GARDNER, RUSSO & GARDNER #512789 (SEE ATTACHED)	2,715,846.	7,395,028.
HYPERCAR	650,006.	1,000.
SENDMAIL SER C-1	0.	0.
SENDMAIL SER E	0.	0.
SENDMAIL SER B-1	0.	0.
Total	<u>3,668,453.</u>	<u>7,774,244.</u>

Mission Statement

The Joy Family Foundation is dedicated to supporting projects and foundations engaged in ocean and global conservation of species and habitats. Our focus is education, innovative technologies and the visual arts as tools to spotlight critical issues and showcase solutions for a sustainable future.

Oceans 5-\$100,000

Is a global funder's collaborative, comprised of new and experienced philanthropists, committed to protecting the five oceans of the planet. The group collectively focuses its investments and support on large-scale, opportunistic projects and campaigns aimed at significantly expanding marine reserves and constraining overfishing. In 2011 Oceans 5 worked along side the Antarctic Ocean Alliance, a coalition of leading environmental and conservation organizations that, with Oceans 5, are committed to creating the largest network of marine reserves on the planet in and around Antarctica. The objective has been to secure no-take marine reserves in the Ross Sea, East Antarctica and other key areas along the Antarctic Peninsula.

WildAid-\$144,457 including prorated Foundation expenses

WildAid, in cooperation with partners, is working to protect Marine Reserve areas in the developing world. This grant directly invests in activities that strengthen the capacity of the marine areas and to detect and intercept illegal fishing vessels and ensure compliance of key Park regulations. An estimated 1/3 of open-ocean shark species are currently threatened with extinction, with certain populations experiencing a 99% population decline. Research shows that the massive depletion of sharks has cascading effects throughout our oceans. WildAid works with global media and governments to educate and stop demand.

Mission Blue - Sea Alliance-\$171,990 including prorated Foundation expenses

The essential vision for Mission Blue™ is stated clearly in Dr. Sylvia Earle's TED Wish. Mission Blue is a global call to action with a goal to raise public awareness for the ocean, start conversations, and inspire people to help protect this vital natural resource. Mission Blue is an initiative aimed at empowering and mobilizing an international community of stakeholders to take urgent action to reverse the ocean's current state of peril. The collective actions of people and organizations responding to Mission Blue seek to increase marine protected areas – 20% by 2020; change global policy; reduce ocean pollution; ignite public support; educate youth; rally support for undersea exploration, research and technology; and build new paradigms around the value of sea life, and the ocean's essential role as Earth's life support system. Sylvia Earle Alliance (SEA) is responsible for developing the Mission Blue initiative, with its partners, into a global movement.

Joy Family Foundation, Inc.

#84-1361004

Form 990-PF-Part IX-A

CERT MAIL 7012 2920 0000 5466 7825

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

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

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

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

Enter filer's identifying number, see instructions

Name of exempt organization or other filer, see instructions. Employer identification number (EIN) or Social security number (SSN). JOY FAMILY FOUNDATION, INC. 84-1361004. 627 W. SMUGGLER STREET ASPEN CO 81611

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

Table with 4 columns: Application is For, Return Code, Application is For, Return Code. Rows include Form 990 or Form 990-EZ, Form 990-BL, Form 4720 (Individual), Form 990-PF, Form 990-T (section 401(a) or 408(a) trust), Form 990-T (trust other than above).

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

- The books are in care of CRM MANAGEMENT. Telephone No. (212) 485-5455. Fax No. If the organization does not have an office or place of business in the United States, check this box. If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN).

- I request an additional 3-month extension of time until Nov 17, 2014. For calendar year 2013, or other tax year beginning 2013, and ending 2014. If the tax year entered in line 5 is for less than 12 months, check reason: Initial return, Final return, Change in accounting period.

State in detail why you need the extension. Awaiting information from third parties without which a complete and accurate return cannot be filed by the initial extended due date.

Table with 3 rows: 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. 8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. 8c Balance due. Subtract line 8b from line 8a.

Signature and Verification must be completed for Part II only.

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

Signature: John P. ... Title: CPA Date: 8/6/14 BAA FIFZ052 12/31/13 Form 8868 (Rev 1-2014)

* No RESPONSE RECEIVED AT TIME OF FILING

U.S. Postal Service CERTIFIED MAIL RECEIPT (Domestic Mail Only; No Insurance Coverage Provided). Official Use. Postage \$0.49, Certified Fee \$3.30, Return Receipt Fee \$2.70, Restricted Delivery Fee \$0.00, Total Postage & Fees \$6.49. Sent to IRS, 13-JFF 8806#2, OGDEN UT 84201-0045.

Internal Revenue Service Ogdens, Utah 84201-0045. SENDER: COMPLETE THIS SECTION. COMPLETE THIS SECTION ON DELIVERY. A. Signature (checked), B. Received by (Printed Name) and Date of Delivery (AUG 14 2014), C. Service Type (Certified Mail checked), D. Restricted Delivery? (checked). 2 Article N (Transfer) 7012 2920 0000 5466 7825 13-JFF 8806#2