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Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

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

OMB No 1545-0052

**2013**

**Open to Public Inspection**

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

Name of foundation
OTTO & EDNA NEELY FOUNDATION

**A Employer identification number**
86-0581770

Number and street (or P O box number if mail is not delivered to street address)
325 S HIGLEY RD
ROOM/SUITE 110

Room/suite

**B** Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
GILBERT, AZ 85296

**C** If exemption application is pending, check here ▶ ☐

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

**D 1.** Foreign organizations, check here ▶ ☐

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

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

**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)*▶$ 17,110,302

**J** Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
*(Part I, column (d) must be on cash basis.)*

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

**Part I** **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )*

| | | **(a)** Revenue and expenses per books | **(b)** Net investment income | **(c)** Adjusted net income | **(d)** Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check ▶ ☑ if the foundation is **not** required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 141 | 141 | | |
| | 4 Dividends and interest from securities | 290,022 | 290,022 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 776,535 | | | |
| | b Gross sales price for all assets on line 6a 3,611,561 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 776,535 | | |
| | 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) | 14,211 | 10,211 | | |
| | 12 **Total.** Add lines 1 through 11 | 1,080,909 | 1,076,909 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 50,600 | 10,120 | | 40,480 |
| | 14 Other employee salaries and wages | 122,270 | 24,746 | | 98,984 |
| | 15 Pension plans, employee benefits | 10,760 | 2,152 | | 8,608 |
| | 16a Legal fees (attach schedule) | 6,032 | 2,006 | | 4,026 |
| | b Accounting fees (attach schedule) | 18,752 | 3,751 | | 15,001 |
| | c Other professional fees (attach schedule) | 140,246 | 140,246 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 20,810 | 4,063 | | 8 |
| | 19 Depreciation (attach schedule) and depletion | 276 | | | |
| | 20 Occupancy | 17,321 | 3,464 | | 13,857 |
| | 21 Travel, conferences, and meetings | 153 | 31 | | 122 |
| | 22 Printing and publications | 1,499 | 299 | | 1,200 |
| | 23 Other expenses (attach schedule) | 12,946 | 621 | | 12,325 |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 401,665 | 191,499 | | 194,611 |
| | 25 Contributions, gifts, grants paid | 449,188 | | | 449,188 |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 850,853 | 191,499 | | 643,799 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | 230,056 | | | |
| | b **Net investment income** (if negative, enter -0-) | | 885,410 | | |
| | 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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash—non-interest-bearing | 9,118 | 29,012 | 29,012 |
| | 2 Savings and temporary cash investments | 1,154,869 | 389,383 | 389,383 |
| | 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 | 3,739 | | |
| | 10a Investments—U S and state government obligations (attach schedule) | 1,300,497 | 1,174,945 | 1,158,542 |
| | b Investments—corporate stock (attach schedule) | 7,498,928 | 8,047,988 | 12,256,486 |
| | c Investments—corporate bonds (attach schedule) | 2,417,359 | 2,276,932 | 2,275,087 |
| | 11 Investments—land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | 211,517 | 882,087 | 1,000,000 |
| | 14 Land, buildings, and equipment basis ▶ 2,068 | | | |
| | Less accumulated depreciation (attach schedule) ▶ 276 | | 1,792 | 1,792 |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 12,596,027 | 12,802,139 | 17,110,302 |
| Liabilities | 17 Accounts payable and accrued expenses | | 519 | |
| | 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) | | 519 | |
| 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 | 10,384,441 | 10,384,441 | |
| | 28 Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 2,211,586 | 2,417,179 | |
| | 30 **Total net assets or fund balances** (see page 17 of the instructions) | 12,596,027 | 12,801,620 | |
| | 31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 12,596,027 | 12,802,139 | |

## 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 | 12,596,027 |
| 2 | Enter amount from Part I, line 27a | 2 | 230,056 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 540 |
| 4 | Add lines 1, 2, and 3 | 4 | 12,826,623 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 25,003 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 12,801,620 |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1a | See Additional Data Table | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (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 | See Additional Data Table | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } | 2 | 776,535 |
| 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 | 164,886 |

## 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 | 681,630 | 14,092,252 | 0 048369 |
| 2011 | 684,829 | 13,940,173 | 0 049126 |
| 2010 | 653,842 | 13,223,239 | 0 049446 |
| 2009 | 780,880 | 12,763,077 | 0 061183 |
| 2008 | 879,440 | 16,055,091 | 0 054776 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d). | 2 | 0 262900 |
| 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 052580 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | 4 | 15,580,545 |
| 5 | Multiply line 4 by line 3. | 5 | 819,225 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 8,854 |
| 7 | Add lines 5 and 6. | 7 | 828,079 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 643,799 |

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<br>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 | 17,708 |
| 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 | 17,708 |
| 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 | 17,708 |
| 6 | Credits/Payments | | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 16,739 | | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 720 | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments Add lines 6a through 6d | | | 7 | 17,459 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached | | | 8 | 76 |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | 325 |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶ | | | 11 | |

**Part VII-A** **Statements Regarding Activities**

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | No |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | | No |
| | *If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | No |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | No |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>● By language in the governing instrument, or<br>● 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)<br>▶AZ | | | |
| 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 ▶OTTOANDEDNANEELYFOUNDATION ORG

14 The books are in care of ▶GREGORY L BAMFORD Telephone no ▶(602) 818-2997

Located at ▶325 S HIGLEY RD STE 110 GILBERT AZ ZIP+4 ▶85296

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) ☐ Yes ☑ No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1c | | |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No | | | |
| | If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions ) | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No | | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | No |

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

| | | | | |
|---|---|---|---|---|
| **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 |
|---|---|---|---|---|
| HARLEY CHRISTIAN<br>325 S HIGLEY RD STE 110<br>GILBERT, AZ 85296 | RETIRED DIRE<br>40 00 | 102,695 | 1,460 | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| **1** BENEVOLENCE TO PROVIDE SHELTER TO THE INDIGENT | 4,500 |
| **2** SCHOLARSHIP FUNDS FOR SCHOOL SUPPLIES AND TUITION, PAID DIRECLTY TO STUDENTS | 4,000 |
| **3** | |
| **4** | |

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

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

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities | 1a | 15,245,834 |
| b | Average of monthly cash balances | 1b | 570,427 |
| c | Fair market value of all other assets (see instructions) | 1c | 1,551 |
| d | **Total** (add lines 1a, b, and c) | 1d | 15,817,812 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 15,817,812 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 237,267 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 15,580,545 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 779,027 |

**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 | 779,027 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 17,708 | | |
| b | Income tax for 2013 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 17,708 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 761,319 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | 4,000 |
| 5 | Add lines 3 and 4 | | | 5 | 765,319 |
| 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 | 765,319 |

**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 | 643,799 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 643,799 |
| 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 | 643,799 |

**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 | | | | 765,319 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. . . . . . . | | | 590,235 | |
| b Total for prior years 20___, 20___, 20___ | | | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008. . . . . . . | | | | |
| b From 2009. . . . . . . | | | | |
| c From 2010. . . . . . . | | | | |
| d From 2011. . . . . . . | | | | |
| e From 2012. . . . . . . | | | | |
| f **Total** of lines 3a through e. . . . . . . . . | | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 643,799 | | | | |
| a Applied to 2012, but not more than line 2a | | | 590,235 | |
| 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. . . . . | | | | 53,564 |
| e Remaining amount distributed out of corpus | | | | |
| 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 | | | | |
| 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 . . . . . . . . . . | | | | 711,755 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . . . . . . . . . . | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . | | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a . . . . . . | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. . . . | | | | |
| b Excess from 2010. . . . | | | | |
| c Excess from 2011. . . . | | | | |
| d Excess from 2012. . . . | | | | |
| e Excess from 2013. . . . | | | | |

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

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

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|---|---|---|---|---|
| | **(a)** 2013 | **(b)** 2012 | **(c)** 2011 | **(d)** 2010 | |
| **2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| **b** 85% of line 2a | | | | | |
| **c** Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| **d** Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| **e** Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| **3** Complete 3a, b, or c for the alternative test relied upon<br>**a** "Assets" alternative test—enter<br>**(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<br>**(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) )

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

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

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

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

OTTO EDNA NEELY FOUNDATION
325 S HIGLEY RD
GILBERT, AZ 85296
(480) 917-0767

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

COMPLETED APPLICATION & REQUIRED ATTACHMENTS

**c** Any submission deadlines

NONE

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

NONE

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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 | | | | 449,188 |
| **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 | 141 | |
| 4 Dividends and interest from securities. . . . | | | 14 | 290,022 | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property. . . . . . | | | | | |
| b Not debt-financed property. . . . . | | | | | |
| 6 Net rental income or (loss) from personal property . . . . . . . . . . . . . . | | | | | |
| 7 Other investment income. . . . . | | | 14 | 10,211 | |
| 8 Gain or (loss) from sales of assets other than inventory . . . . . . . . . . . . . . | | | 18 | 776,535 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory. . | | | | | |
| 11 Other revenue a RETURN OF SCHOLARSHIP FUNDS | | | 25 | 4,000 | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e). . | | | | 1,080,909 | |

13 **Total.** Add line 12, columns (b), (d), and (e). . . . . . . . . . . . . . . . . . . . . . 13 1,080,909

(See worksheet in line 13 instructions to verify calculations )

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

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

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

| | | Yes | No |
|---|---|---|---|
| **1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| **a** Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| **(1)** Cash. | 1a(1) | | No |
| **(2)** Other assets. | 1a(2) | | No |
| **b** Other transactions | | | |
| **(1)** Sales of assets to a noncharitable exempt organization. | 1b(1) | | No |
| **(2)** Purchases of assets from a noncharitable exempt organization. | 1b(2) | | No |
| **(3)** Rental of facilities, equipment, or other assets. | 1b(3) | | No |
| **(4)** Reimbursement arrangements. | 1b(4) | | No |
| **(5)** Loans or loan guarantees. | 1b(5) | | No |
| **(6)** Performance of services or membership or fundraising solicitations. | 1b(6) | | No |
| **c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |

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

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

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

**b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| | | |

**Sign Here**

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

| ****** | 2014-08-21 | ****** |
|---|---|---|
| Signature of officer or trustee | Date | Title |

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed ☐ | PTIN |
|---|---|---|---|---|
| STACY A SCHNEIDER | | 2014-09-04 | | P00251594 |
| Firm's name ▶ SCHNEIDER & ASSOCIATE CPAS PC | | | Firm's EIN ▶ 20-3741415 | |
| Firm's address ▶ 727 E BETHANY HOME RD STE D122 PHOENIX, AZ 85014 | | | Phone no (602) 277-2117 | |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| US TREASURY NOTE DUE 5/13/13 CUSIP | P | 2010-08-04 | 2013-05-15 |
| BED BATH & BEYOND INC CUSIP 0758961 | P | 2010-04-23 | 2013-09-23 |
| DEERE & COMPANY CUSIP 244199105 | P | 2011-11-10 | 2013-07-25 |
| INTUIT INC CUSIP 461202103 | P | 2011-08-22 | 2013-11-21 |
| MALLINCKRODT PUB LTD CO CUSIP G5785 | P | 2008-10-17 | 2013-06-28 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-07-12 |
| CANADIAN NATURAL RESOURCES LIMITED C | P | 2012-02-14 | 2013-11-29 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-17 | 2013-01-29 |
| DENBURY RESOURCES INC CUSIP 2479162 | P | 2009-12-03 | 2013-11-27 |
| HALLIBURTON COMPANY CUSIP 406216101 | P | 2012-06-15 | 2013-08-01 |
| INTERPUBLIC GROUP COMPANY INC CUSIP | P | 2008-02-15 | 2013-05-21 |
| MKS INSTRUMENTS INC CUSIP 55306N104 | P | 2011-06-16 | 2013-10-28 |
| PENNYMAC FINL SVCS INC A CUSIP 7093 | P | 2013-05-09 | 2013-12-16 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-13 | 2013-02-05 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2009-01-22 | 2013-03-08 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2007-10-22 | 2013-01-10 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-10-25 | 2013-08-26 |
| VIACOM INC CL B CUSIP 92553P201 | P | 2010-05-06 | 2013-10-17 |
| US TREASURY NOTE DUE 5/13/13 CUSIP | P | 2011-08-09 | 2013-05-15 |
| BIOGEN IDEC INC CUSIP 09062X103 | P | 2010-04-23 | 2013-04-30 |
| DEERE & COMPANY CUSIP 244199105 | P | 2012-09-14 | 2013-07-25 |
| INTUIT INC CUSIP 461202103 | P | 2011-08-22 | 2013-11-22 |
| MALLINCKRODT PUB LTD CO CUSIP G5785 | P | 2008-10-17 | 2013-07-03 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-07-15 |
| CISCO SYSTEMS INC CUSIP 17275R102 | P | 2011-09-08 | 2013-10-24 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-17 | 2013-01-30 |
| FBR & COMPANY CUSIP 30247C301 | P | 2009-12-04 | 2013-07-18 |
| HARMAN INTL INDS INC CUSIP 41308610 | P | 2012-11-19 | 2013-08-08 |
| INTERPUBLIC GROUP COMPANY INC CUSIP | P | 2008-02-15 | 2013-07-29 |
| MKS INSTRUMENTS INC CUSIP 55306N104 | P | 2011-06-17 | 2013-10-28 |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| PENNYMAC FINL SVCS INC A CUSIP 7093 | P | 2013-05-09 | 2013-12-18 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-13 | 2013-02-08 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2009-05-28 | 2013-09-26 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2007-10-22 | 2013-01-11 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-11-09 | 2013-08-26 |
| VIACOM INC CL B CUSIP 92553P201 | P | 2010-05-06 | 2013-11-08 |
| US TREASURY NOTE DUE 5/13/13 CUSIP | P | 2012-05-16 | 2013-05-15 |
| BIOGEN IDEC INC CUSIP 09062X103 | P | 2010-04-23 | 2013-09-20 |
| DISNEY WALT COMPANY CUSIP 254687106 | P | 2008-10-17 | 2013-07-17 |
| MICROSOFT CORP CUSIP 594918104 | P | 2008-10-17 | 2013-10-10 |
| MALLINCKRODT PUB LTD CO CUSIP G5785 | P | 2008-10-24 | 2013-07-03 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-07-18 |
| CISCO SYSTEMS INC CUSIP 17275R102 | P | 2011-09-09 | 2013-10-24 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-17 | 2013-01-31 |
| FBR & COMPANY CUSIP 30247C301 | P | 2009-12-04 | 2013-07-23 |
| HARMAN INTL INDS INC CUSIP 41308610 | P | 2012-11-19 | 2013-11-01 |
| INTERPUBLIC GROUP COMPANY INC CUSIP | P | 2008-02-19 | 2013-07-29 |
| MKS INSTRUMENTS INC CUSIP 55306N104 | P | 2011-06-17 | 2013-10-29 |
| PFIZER INC CUSIP 717081103 | P | 2010-05-06 | 2013-11-08 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-14 | 2013-02-08 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2009-05-28 | 2013-09-27 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2007-10-22 | 2013-04-25 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-11-14 | 2013-08-26 |
| VODAFONE GRP PLC NEW ADR CUSIP 9285 | P | 2013-02-20 | 2013-09-06 |
| US TREASURY NOTE DUE 10/1/17 CUSIP | P | 2012-12-07 | 2013-10-10 |
| BLACKROCK INC CUSIP 09247X101 | P | 2009-03-27 | 2013-01-30 |
| EOG RESOURCES INC CUSIP 26875P101 | P | 2011-10-04 | 2013-02-20 |
| NIKE INC CUSIP 654106103 | P | 2011-06-07 | 2013-09-20 |
| MALLINCKRODT PUB LTD CO CUSIP G5785 | P | 2010-04-23 | 2013-07-03 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-07-22 |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| CISCO SYSTEMS INC CUSIP 17275R102 | P | 2012-02-10 | 2013-10-24 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-17 | 2013-02-01 |
| FBR & COMPANY CUSIP 30247C301 | P | 2009-12-04 | 2013-08-06 |
| HARMAN INTL INDS INC CUSIP 41308610 | P | 2012-11-19 | 2013-11-04 |
| LSI CORP CUSIP 502161102 | P | 2013-02-01 | 2013-12-16 |
| MKS INSTRUMENTS INC CUSIP 55306N104 | P | 2011-07-12 | 2013-10-29 |
| PITNEY BOWES INC CUSIP 724479100 | P | 2008-01-10 | 2013-04-08 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-14 | 2013-02-11 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2009-05-28 | 2013-09-30 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2008-11-05 | 2013-04-25 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-11-15 | 2013-08-26 |
| VODAFONE GRP PLC NEW ADR CUSIP 9285 | P | 2013-02-20 | 2013-09-09 |
| FEDL HOME LOAN MTG CORP DUE 7/15/13 | P | 2006-01-31 | 2013-07-15 |
| BLACKROCK INC CUSIP 09247X101 | P | 2009-03-30 | 2013-01-30 |
| EOG RESOURCES INC CUSIP 26875P101 | P | 2011-10-04 | 2013-03-01 |
| NIKE INC CUSIP 654106103 | P | 2011-06-07 | 2013-09-23 |
| XILINX INC CUSIP 983919101 | P | 2012-06-05 | 2013-09-19 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-09-16 |
| CITI GROUP INC CUSIP 172967424 | P | 2009-12-07 | 2013-01-09 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-17 | 2013-03-22 |
| GUESS INC CUSIP 401617105 | P | 2011-09-09 | 2013-02-06 |
| HARMAN INTL INDS INC CUSIP 41308610 | P | 2012-11-19 | 2013-11-25 |
| LSI CORP CUSIP 502161102 | P | 2013-02-01 | 2013-12-19 |
| MKS INSTRUMENTS INC CUSIP 55306N104 | P | 2011-07-12 | 2013-12-23 |
| PITNEY BOWES INC CUSIP 724479100 | P | 2008-10-24 | 2013-04-08 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-14 | 2013-02-12 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2009-10-13 | 2013-09-30 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2010-05-03 | 2013-04-25 |
| UNUM GROUP CUSIP 91529Y106 | P | 2010-05-21 | 2013-06-24 |
| VODAFONE GRP PLC NEW ADR CUSIP 9285 | P | 2013-02-20 | 2013-10-14 |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| FEDL HOME LOAN MTG CORP DUE 7/15/13 | P | 2009-03-27 | 2013-07-15 |
| BLACKROCK INC CUSIP 09247X101 | P | 2009-04-08 | 2013-01-30 |
| EOG RESOURCES INC CUSIP 26875P101 | P | 2011-10-04 | 2013-04-15 |
| ORACLE CORP CUSIP 68389X105 | P | 2010-10-13 | 2013-07-31 |
| ALLEGION PUBLIC LTD CUSIP G0176J109 | P | 2010-05-06 | 2013-12-01 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-09-17 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-03 | 2013-01-04 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-18 | 2013-03-22 |
| GUESS INC CUSIP 401617105 | P | 2011-09-12 | 2013-02-06 |
| HARTFORD FINANCIAL SERVICES GROUP IN | P | 2000-02-28 | 2013-04-11 |
| LSI CORP CUSIP 502161102 | P | 2013-02-04 | 2013-12-19 |
| NOBLE ENERGY INC CUSIP 655044105 | P | 2010-05-06 | 2013-02-20 |
| PITNEY BOWES INC CUSIP 724479100 | P | 2008-10-24 | 2013-04-09 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-12-06 | 2013-02-12 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2009-10-13 | 2013-10-01 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2010-05-03 | 2013-04-26 |
| UNUM GROUP CUSIP 91529Y106 | P | 2010-05-21 | 2013-07-24 |
| VODAFONE GRP PLC NEW ADR CUSIP 9285 | P | 2013-02-20 | 2013-10-15 |
| HEWLETT PACKARD COMPANY DUE 12/9/21 | P | 2011-12-07 | 2013-10-23 |
| BLACKROCK INC CUSIP 09247X101 | P | 2009-04-23 | 2013-01-30 |
| EOG RESOURCES INC CUSIP 26875P101 | P | 2011-10-04 | 2013-04-18 |
| ORACLE CORP CUSIP 68389X105 | P | 2010-12-06 | 2013-07-31 |
| ALLEGION PUBLIC LTD CUSIP G0176J109 | P | 2010-05-06 | 2013-12-05 |
| CA INC CUSIP 12673P105 | P | 2008-10-27 | 2013-09-18 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-12 | 2013-01-04 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-19 | 2013-03-25 |
| GUESS INC CUSIP 401617105 | P | 2011-09-12 | 2013-02-08 |
| HARTFORD FINANCIAL SERVICES GROUP IN | P | 2006-08-04 | 2013-04-11 |
| LSI CORP CUSIP 502161102 | P | 2013-02-08 | 2013-12-19 |
| NOBLE ENERGY INC CUSIP 655044105 | P | 2010-05-06 | 2013-02-21 |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| PITNEY BOWES INC CUSIP 724479100 | P | 2010-08-17 | 2013-04-09 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-12-06 | 2013-12-17 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2010-05-07 | 2013-10-01 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2010-05-06 | 2013-04-26 |
| UNUM GROUP CUSIP 91529Y106 | P | 2010-06-04 | 2013-07-24 |
| VODAFONE GRP PLC NEW ADR CUSIP 9285 | P | 2013-02-20 | 2013-10-16 |
| PROCTER & GAMBLE COMPANY DUE 2/15/19 | P | 2009-02-05 | 2013-06-27 |
| CELGENE CORP CUSIP 151020104 | P | 2010-04-23 | 2013-07-02 |
| EOG RESOURCES INC CUSIP 26875P101 | P | 2012-06-15 | 2013-04-18 |
| PROCTER & GAMBLE COMPANY CUSIP 7427 | P | 2010-04-23 | 2013-09-19 |
| AON CORP CUSIP 037389103 | P | 2008-10-17 | 2013-11-08 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-09-19 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-15 | 2013-01-07 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-22 | 2013-03-25 |
| GUESS INC CUSIP 401617105 | P | 2011-09-21 | 2013-03-13 |
| HARTFORD FINANCIAL SERVICES GROUP IN | P | 2006-08-04 | 2013-04-12 |
| LSI CORP CUSIP 502161102 | P | 2013-02-08 | 2013-12-20 |
| NOBLE ENERGY INC CUSIP 655044105 | P | 2010-05-06 | 2013-02-22 |
| PITNEY BOWES INC CUSIP 724479100 | P | 2010-08-17 | 2013-04-10 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-12-06 | 2013-12-18 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2010-05-07 | 2013-10-02 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2010-05-06 | 2013-04-29 |
| UNUM GROUP CUSIP 91529Y106 | P | 2010-06-04 | 2013-07-25 |
| PROCTER & GAMBLE COMPANY DUE 2/15/19 | P | 2009-04-15 | 2013-06-27 |
| CELGENE CORP CUSIP 151020104 | P | 2010-04-23 | 2013-07-17 |
| EATON CORP CUSIP 278058102 | P | 2012-12-03 | 2013-05-31 |
| PROCTER & GAMBLE COMPANY CUSIP 7427 | P | 2010-04-23 | 2013-10-30 |
| APACHE CORP CUSIP 037411105 | P | 2008-10-17 | 2013-11-27 |
| CA INC CUSIP 12673P105 | P | 2008-10-27 | 2013-09-19 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-15 | 2013-01-08 |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-22 | 2013-03-26 |
| GUESS INC CUSIP 401617105 | P | 2011-09-22 | 2013-03-13 |
| HARTFORD FINANCIAL SERVICES GROUP IN | P | 2006-08-04 | 2013-05-03 |
| LSI CORP CUSIP 502161102 | P | 2013-02-12 | 2013-12-20 |
| NOBLE ENERGY INC CUSIP 655044105 | P | 2010-05-11 | 2013-02-22 |
| PITNEY BOWES INC CUSIP 724479100 | P | 2010-08-17 | 2013-04-11 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-12-06 | 2013-12-30 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2010-05-07 | 2013-10-03 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-10-18 | 2013-02-20 |
| UNUM GROUP CUSIP 91529Y106 | P | 2010-06-04 | 2013-11-01 |
| US TREASURY NOTE DUE 5/31/14 CUSIP | P | 2010-09-29 | 2013-09-05 |
| CELGENE CORP CUSIP 151020104 | P | 2010-04-23 | 2013-09-18 |
| EBAY INC CUSIP 278642103 | P | 2008-10-17 | 2013-08-13 |
| PROCTER & GAMBLE COMPANY CUSIP 7427 | P | 2010-04-23 | 2013-12-11 |
| APACHE CORP CUSIP 037411105 | P | 2008-10-17 | 2013-11-27 |
| CA INC CUSIP 12673P105 | P | 2008-10-27 | 2013-11-18 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-16 | 2013-01-09 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-22 | 2013-03-27 |
| GUESS INC CUSIP 401617105 | P | 2012-06-13 | 2013-03-13 |
| HARTFORD FINANCIAL SERVICES GROUP IN | P | 2006-08-04 | 2013-05-06 |
| LSI CORP CUSIP 502161102 | P | 2013-02-13 | 2013-12-20 |
| PENNYMAC FINL SVCS INC A CUSIP 7093 | P | 2013-05-09 | 2013-09-30 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-04 | 2013-02-01 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-12-06 | 2013-12-31 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2010-05-07 | 2013-10-17 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-10-19 | 2013-02-20 |
| UNUM GROUP CUSIP 91529Y106 | P | 2010-06-04 | 2013-11-04 |
| AMAZON COM INC CUSIP 023135106 | P | 2008-10-17 | 2013-07-17 |
| CISCO SYSTEMS INC CUSIP 17275R102 | P | 2010-04-23 | 2013-04-22 |
| EXPRESS SCRIPTS HOLDING CUSIP 30219 | P | 2012-07-10 | 2013-07-29 |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| PROCTER & GAMBLE COMPANY CUSIP 7427 | P | 2010-04-23 | 2013-12-12 |
| BARRICK GOLD CORP CUSIP 067901108 | P | 2008-10-17 | 2013-04-10 |
| CA INC CUSIP 12673P105 | P | 2008-10-27 | 2013-11-19 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-16 | 2013-01-15 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-22 | 2013-03-28 |
| HALLIBURTON COMPANY CUSIP 406216101 | P | 2012-06-12 | 2013-01-25 |
| HARTFORD FINANCIAL SERVICES GROUP IN | P | 2006-08-04 | 2013-11-15 |
| LSI CORP CUSIP 502161102 | P | 2013-02-13 | 2013-12-23 |
| PENNYMAC FINL SVCS INC A CUSIP 7093 | P | 2013-05-09 | 2013-10-01 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-08 | 2013-02-01 |
| PRIVATEBANCORP INC CUSIP 742962103 | P | 2011-07-26 | 2013-06-27 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2010-05-07 | 2013-10-25 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-10-19 | 2013-02-21 |
| UNUM GROUP CUSIP 91529Y106 | P | 2010-06-07 | 2013-11-04 |
| APACHE CORP CUSIP 037411105 | P | 2010-07-23 | 2013-05-23 |
| DEERE & COMPANY CUSIP 244199105 | P | 2011-06-10 | 2013-05-17 |
| HOME DEPOT INC CUSIP 437076102 | P | 2008-01-14 | 2013-06-21 |
| SCHWAB CHARLES CORP CUSIP 808513105 | P | 2009-02-19 | 2013-05-31 |
| BARRICK GOLD CORP CUSIP 067901108 | P | 2008-10-24 | 2013-04-10 |
| CA INC CUSIP 12673P105 | P | 2008-10-27 | 2013-11-20 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-16 | 2013-01-17 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-22 | 2013-04-11 |
| HALLIBURTON COMPANY CUSIP 406216101 | P | 2012-06-13 | 2013-01-25 |
| HARTFORD FINANCIAL SERVICES GROUP IN | P | 2007-07-24 | 2013-11-15 |
| LSI CORP CUSIP 502161102 | P | 2013-02-26 | 2013-12-23 |
| PENNYMAC FINL SVCS INC A CUSIP 7093 | P | 2013-05-09 | 2013-11-11 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-11 | 2013-02-01 |
| PRIVATEBANCORP INC CUSIP 742962103 | P | 2011-07-26 | 2013-07-09 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2010-05-07 | 2013-11-08 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-10-19 | 2013-08-26 |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| VIACOM INC CL B CUSIP 92553P201 | P | 2006-03-08 | 2013-05-10 |
| APACHE CORP CUSIP 037411105 | P | 2010-08-12 | 2013-05-23 |
| DEERE & COMPANY CUSIP 244199105 | P | 2011-06-10 | 2013-06-21 |
| INTUIT INC CUSIP 461202103 | P | 2011-08-22 | 2013-09-19 |
| VISA INC CUSIP 92826C839 | P | 2010-05-26 | 2013-06-24 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-05-06 |
| CA INC CUSIP 12673P105 | P | 2010-05-06 | 2013-11-20 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-17 | 2013-01-17 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-22 | 2013-04-30 |
| HALLIBURTON COMPANY CUSIP 406216101 | P | 2012-06-13 | 2013-07-29 |
| HARTFORD FINANCIAL SERVICES GROUP IN | P | 2009-08-05 | 2013-11-15 |
| MKS INSTRUMENTS INC CUSIP 55306N104 | P | 2011-06-15 | 2013-10-24 |
| PENNYMAC FINL SVCS INC A CUSIP 7093 | P | 2013-05-09 | 2013-12-02 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-12 | 2013-02-01 |
| PRIVATEBANCORP INC CUSIP 742962103 | P | 2011-07-26 | 2013-07-10 |
| REDWOOD TRUST INC CUSIP 758075402 | P | 2010-05-07 | 2013-11-13 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-10-22 | 2013-08-26 |
| VIACOM INC CL B CUSIP 92553P201 | P | 2010-05-06 | 2013-05-10 |
| BED BATH & BEYOND INC CUSIP 0758961 | P | 2010-04-23 | 2013-06-26 |
| DEERE & COMPANY CUSIP 244199105 | P | 2011-06-10 | 2013-07-17 |
| INTUIT INC CUSIP 461202103 | P | 2011-08-22 | 2013-11-13 |
| VISA INC CUSIP 92826C839 | P | 2010-05-26 | 2013-07-17 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-05-07 |
| CA INC CUSIP 12673P105 | P | 2010-05-06 | 2013-11-25 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-17 | 2013-01-23 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-22 | 2013-05-01 |
| HALLIBURTON COMPANY CUSIP 406216101 | P | 2012-06-13 | 2013-07-31 |
| INGERSOLL RAND PLC CUSIP G47791101 | P | 1999-11-24 | 2013-07-22 |
| MKS INSTRUMENTS INC CUSIP 55306N104 | P | 2011-06-15 | 2013-10-25 |
| PENNYMAC FINL SVCS INC A CUSIP 7093 | P | 2013-05-09 | 2013-12-10 |

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

| **(a)** List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | **(b)** How acquired P—Purchase D—Donation | **(c)** Date acquired (mo , day, yr ) | **(d)** Date sold (mo , day, yr ) |
|---|---|---|---|
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-12 | 2013-02-04 |
| PRIVATEBANCORP INC CUSIP 742962103 | P | 2011-07-26 | 2013-11-08 |
| REINSURANCE GROUP OF AMERICA INC CUS | P | 2009-03-10 | 2013-11-25 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-10-23 | 2013-08-26 |
| VIACOM INC CL B CUSIP 92553P201 | P | 2010-05-06 | 2013-08-02 |
| BED BATH & BEYOND INC CUSIP 0758961 | P | 2010-04-23 | 2013-09-20 |
| DEERE & COMPANY CUSIP 244199105 | P | 2011-11-10 | 2013-07-17 |
| INTUIT INC CUSIP 461202103 | P | 2011-08-22 | 2013-11-14 |
| VISA INC CUSIP 92826C839 | P | 2010-06-10 | 2013-07-17 |
| CA INC CUSIP 12673P105 | P | 2008-10-17 | 2013-07-11 |
| CANADIAN NATURAL RESOURCES LIMITED C | P | 2012-02-14 | 2013-11-27 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-17 | 2013-01-28 |
| CONVERGYS CORP CUSIP 212485106 | P | 2011-08-22 | 2013-05-02 |
| HALLIBURTON COMPANY CUSIP 406216101 | P | 2012-06-14 | 2013-08-01 |
| INGERSOLL RAND PLC CUSIP G47791101 | P | 1999-11-24 | 2013-08-01 |
| MKS INSTRUMENTS INC CUSIP 55306N104 | P | 2011-06-16 | 2013-10-25 |
| PENNYMAC FINL SVCS INC A CUSIP 7093 | P | 2013-05-09 | 2013-12-11 |
| PMC-SIERRA INC CUSIP 69344F106 | P | 2011-04-13 | 2013-02-04 |
| PRIVATEBANCORP INC CUSIP 742962103 | P | 2011-07-28 | 2013-11-08 |
| SANOFI SPON ADR CUSIP 80105N105 | P | 2007-10-16 | 2013-01-10 |
| TYSON FOODS INC CUSIP 902494103 | P | 2012-10-24 | 2013-08-26 |
| VIACOM INC CL B CUSIP 92553P201 | P | 2010-05-06 | 2013-10-16 |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 120,000 | | 121,987 | -1,987 |
| 10,094 | | 6,498 | 3,596 |
| 9,062 | | 8,100 | 962 |
| 9,826 | | 5,924 | 3,902 |
| 22 | | 17 | 5 |
| 5,973 | | 3,122 | 2,851 |
| 3,273 | | 3,660 | -387 |
| 510 | | 309 | 201 |
| 28,390 | | 22,957 | 5,433 |
| 4,622 | | 2,890 | 1,732 |
| 21,979 | | 12,747 | 9,232 |
| 1,203 | | 946 | 257 |
| 14,243 | | 14,918 | -675 |
| 5,177 | | 5,768 | -591 |
| 25,477 | | 13,949 | 11,528 |
| 19,383 | | 16,750 | 2,633 |
| 11,804 | | 6,559 | 5,245 |
| 16,551 | | 6,400 | 10,151 |
| 98,000 | | 99,906 | -1,906 |
| 48,530 | | 11,569 | 36,961 |
| 5,355 | | 5,327 | 28 |
| 9,456 | | 5,748 | 3,708 |
| 1,035 | | 832 | 203 |
| 2,985 | | 1,561 | 1,424 |
| 35,636 | | 26,087 | 9,549 |
| 340 | | 206 | 134 |
| 1,499 | | 1,305 | 194 |
| 16,211 | | 9,262 | 6,949 |
| 1,701 | | 850 | 851 |
| 301 | | 238 | 63 |

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

| **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 16,060 | | 16,953 | -893 |
| 1,293 | | 1,441 | -148 |
| 14,046 | | 10,520 | 3,526 |
| 9,807 | | 8,375 | 1,432 |
| 8,853 | | 4,993 | 3,860 |
| 16,394 | | 6,400 | 9,994 |
| 254,000 | | 256,918 | -2,918 |
| 128,738 | | 27,221 | 101,517 |
| 37,449 | | 14,570 | 22,879 |
| 13,332 | | 9,766 | 3,566 |
| 581 | | 408 | 173 |
| 2,976 | | 1,561 | 1,415 |
| 53,454 | | 38,493 | 14,961 |
| 340 | | 206 | 134 |
| 2,985 | | 2,610 | 375 |
| 8,206 | | 3,705 | 4,501 |
| 3,401 | | 1,708 | 1,693 |
| 2,700 | | 2,144 | 556 |
| 15,585 | | 8,310 | 7,275 |
| 1,293 | | 1,437 | -144 |
| 8,033 | | 6,011 | 2,022 |
| 5,378 | | 4,187 | 1,191 |
| 2,951 | | 1,676 | 1,275 |
| 16,467 | | 12,379 | 4,088 |
| 73,857 | | 76,796 | -2,939 |
| 1,423 | | 781 | 642 |
| 6,532 | | 3,524 | 3,008 |
| 13,766 | | 8,172 | 5,594 |
| 1,848 | | 1,555 | 293 |
| 8,952 | | 4,682 | 4,270 |

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

| **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 24,500 | | 21,858 | 2,642 |
| 341 | | 206 | 135 |
| 2,952 | | 2,610 | 342 |
| 28,574 | | 12,966 | 15,608 |
| 63,482 | | 41,960 | 21,522 |
| 301 | | 252 | 49 |
| 1,460 | | 3,685 | -2,225 |
| 1,292 | | 1,437 | -145 |
| 3,946 | | 3,006 | 940 |
| 21,512 | | 12,440 | 9,072 |
| 2,951 | | 1,676 | 1,275 |
| 9,888 | | 7,414 | 2,474 |
| 140,000 | | 136,945 | 3,055 |
| 712 | | 378 | 334 |
| 15,170 | | 8,669 | 6,501 |
| 10,359 | | 6,211 | 4,148 |
| 2,960 | | 1,960 | 1,000 |
| 3,052 | | 1,561 | 1,491 |
| 21,171 | | 16,099 | 5,072 |
| 1,704 | | 1,031 | 673 |
| 20,202 | | 22,350 | -2,148 |
| 20,079 | | 9,262 | 10,817 |
| 20,750 | | 13,746 | 7,004 |
| 5,650 | | 4,790 | 860 |
| 2,921 | | 4,360 | -1,439 |
| 1,292 | | 1,437 | -145 |
| 3,946 | | 3,107 | 839 |
| 5,378 | | 3,413 | 1,965 |
| 8,607 | | 6,616 | 1,991 |
| 7,106 | | 4,939 | 2,167 |

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

| **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 85,000 | | 92,916 | -7,916 |
| 3,795 | | 2,056 | 1,739 |
| 14,025 | | 8,246 | 5,779 |
| 15,568 | | 13,707 | 1,861 |
| 14 | | | 14 |
| 6,126 | | 3,122 | 3,004 |
| 5,151 | | 3,718 | 1,433 |
| 3,408 | | 1,944 | 1,464 |
| 2,679 | | 3,026 | -347 |
| 7,188 | | 8,109 | -921 |
| 9,829 | | 6,503 | 3,326 |
| 11,196 | | 6,986 | 4,210 |
| 7,471 | | 10,899 | -3,428 |
| 4,522 | | 3,860 | 662 |
| 3,962 | | 3,107 | 855 |
| 13,414 | | 8,534 | 4,880 |
| 6,315 | | 4,411 | 1,904 |
| 17,734 | | 12,347 | 5,387 |
| 101,836 | | 101,542 | 294 |
| 3,083 | | 2,732 | 351 |
| 4,516 | | 2,819 | 1,697 |
| 16,314 | | 14,469 | 1,845 |
| 17,838 | | | 17,838 |
| 6,125 | | 2,858 | 3,267 |
| 5,151 | | 2,934 | 2,217 |
| 3,406 | | 1,919 | 1,487 |
| 8,482 | | 9,078 | -596 |
| 6,614 | | 19,787 | -13,173 |
| 4,368 | | 2,838 | 1,530 |
| 11,025 | | 6,986 | 4,039 |

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

| **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 2,988 | | 3,985 | -997 |
| 3,944 | | 3,309 | 635 |
| 3,966 | | 3,036 | 930 |
| 8,048 | | 4,734 | 3,314 |
| 6,321 | | 4,479 | 1,842 |
| 32,191 | | 22,224 | 9,967 |
| 22,543 | | 20,096 | 2,447 |
| 4,564 | | 2,265 | 2,299 |
| 11,403 | | 9,613 | 1,790 |
| 6,166 | | 4,886 | 1,280 |
| 40,239 | | 24,540 | 15,699 |
| 13,492 | | 6,867 | 6,625 |
| 3,422 | | 2,054 | 1,368 |
| 8,515 | | 4,759 | 3,756 |
| 5,428 | | 6,057 | -629 |
| 2,780 | | 8,244 | -5,464 |
| 12,055 | | 7,829 | 4,226 |
| 5,543 | | 3,493 | 2,050 |
| 10,544 | | 13,948 | -3,404 |
| 1,937 | | 1,654 | 283 |
| 5,811 | | 4,553 | 1,258 |
| 5,419 | | 3,156 | 2,263 |
| 6,291 | | 4,479 | 1,812 |
| 61,994 | | 56,703 | 5,291 |
| 11,421 | | 5,007 | 6,414 |
| 15,051 | | 11,679 | 3,372 |
| 10,384 | | 8,059 | 2,325 |
| 18,518 | | 15,174 | 3,344 |
| 1,840 | | 857 | 983 |
| 1,707 | | 1,027 | 680 |

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

| **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 10,230 | | 5,709 | 4,521 |
| 16,285 | | 17,338 | -1,053 |
| 1,163 | | 3,297 | -2,134 |
| 4,384 | | 2,871 | 1,513 |
| 22,229 | | 14,196 | 8,033 |
| 6,067 | | 7,970 | -1,903 |
| 644 | | 551 | 93 |
| 3,724 | | 3,036 | 688 |
| 19,142 | | 13,255 | 5,887 |
| 16,731 | | 11,869 | 4,862 |
| 160,450 | | 166,122 | -5,672 |
| 26,070 | | 10,491 | 15,579 |
| 3,466 | | 1,005 | 2,461 |
| 10,117 | | 7,615 | 2,502 |
| 27,738 | | 22,760 | 4,978 |
| 6,557 | | 2,858 | 3,699 |
| 1,711 | | 1,022 | 689 |
| 3,409 | | 1,898 | 1,511 |
| 21,704 | | 21,832 | -128 |
| 4,636 | | 13,189 | -8,553 |
| 5,480 | | 3,586 | 1,894 |
| 3,763 | | 3,667 | 96 |
| 658 | | 709 | -51 |
| 1,290 | | 1,103 | 187 |
| 3,618 | | 3,036 | 582 |
| 2,393 | | 1,647 | 746 |
| 8,510 | | 6,047 | 2,463 |
| 11,668 | | 2,002 | 9,666 |
| 34,087 | | 46,062 | -11,975 |
| 12,450 | | 10,248 | 2,202 |

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

| **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 9,595 | | 7,361 | 2,234 |
| 14,900 | | 14,235 | 665 |
| 6,502 | | 2,858 | 3,644 |
| 679 | | 409 | 270 |
| 6,821 | | 3,795 | 3,026 |
| 23,827 | | 16,850 | 6,977 |
| 2,119 | | 4,946 | -2,827 |
| 4,936 | | 3,227 | 1,709 |
| 3,718 | | 3,667 | 51 |
| 1,315 | | 1,444 | -129 |
| 4,209 | | 2,632 | 1,577 |
| 1,820 | | 1,518 | 302 |
| 21,077 | | 14,819 | 6,258 |
| 946 | | 665 | 281 |
| 19,035 | | 20,349 | -1,314 |
| 4,390 | | 4,070 | 320 |
| 5,547 | | 1,895 | 3,652 |
| 10,646 | | 6,825 | 3,821 |
| 4,956 | | 4,082 | 874 |
| 1,297 | | 571 | 726 |
| 1,019 | | 614 | 405 |
| 1,695 | | 948 | 747 |
| 7,942 | | 5,635 | 2,307 |
| 14,149 | | 38,258 | -24,109 |
| 12,615 | | 7,815 | 4,800 |
| 5,388 | | 5,500 | -112 |
| 6,577 | | 7,221 | -644 |
| 7,041 | | 3,948 | 3,093 |
| 1,824 | | 1,518 | 306 |
| 5,902 | | 3,293 | 2,609 |

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

| **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 17,239 | | 9,514 | 7,725 |
| 9,315 | | 10,701 | -1,386 |
| 8,275 | | 8,141 | 134 |
| 4,089 | | 2,720 | 1,369 |
| 17,740 | | 7,433 | 10,307 |
| 2,769 | | 1,561 | 1,208 |
| 8,433 | | 5,479 | 2,954 |
| 679 | | 410 | 269 |
| 1,698 | | 948 | 750 |
| 22,798 | | 14,088 | 8,710 |
| 7,610 | | 3,440 | 4,170 |
| 1,830 | | 1,442 | 388 |
| 3,570 | | 3,667 | -97 |
| 3,946 | | 4,317 | -371 |
| 4,634 | | 2,632 | 2,002 |
| 5,511 | | 4,553 | 958 |
| 44,266 | | 24,794 | 19,472 |
| 10,344 | | 4,800 | 5,544 |
| 5,429 | | 3,727 | 1,702 |
| 1,338 | | 1,302 | 36 |
| 24,549 | | 14,875 | 9,674 |
| 4,349 | | 1,710 | 2,639 |
| 2,081 | | 1,171 | 910 |
| 13,143 | | 8,429 | 4,714 |
| 1,189 | | 717 | 472 |
| 3,405 | | 1,896 | 1,509 |
| 9,072 | | 5,635 | 3,437 |
| 18,635 | | 6,295 | 12,340 |
| 4,280 | | 3,362 | 918 |
| 14,264 | | 14,667 | -403 |

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

| **(e)** Gross sales price | **(f)** Depreciation allowed (or allowable) | **(g)** Cost or other basis plus expense of sale | **(h)** Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|
| 6,451 | | 7,172 | -721 |
| 10,226 | | 5,379 | 4,847 |
| 22,459 | | 6,778 | 15,681 |
| 20,658 | | 11,322 | 9,336 |
| 27,722 | | 11,199 | 16,523 |
| 8,412 | | 5,303 | 3,109 |
| 10,370 | | 9,131 | 1,239 |
| 9,350 | | 5,660 | 3,690 |
| 4,538 | | 1,831 | 2,707 |
| 5,937 | | 3,122 | 2,815 |
| 9,715 | | 10,979 | -1,264 |
| 1,699 | | 1,031 | 668 |
| 1,716 | | 948 | 768 |
| 18,487 | | 11,337 | 7,150 |
| 12,384 | | 4,197 | 8,187 |
| 1,834 | | 1,419 | 415 |
| 5,363 | | 5,500 | -137 |
| 645 | | 722 | -77 |
| 5,113 | | 2,368 | 2,745 |
| 9,692 | | 8,632 | 1,060 |
| 8,853 | | 4,914 | 3,939 |
| 8,320 | | 3,200 | 5,120 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | -1,987 |
| | | | 3,596 |
| | | | 962 |
| | | | 3,902 |
| | | | 5 |
| | | | 2,851 |
| | | | -387 |
| | | | 201 |
| | | | 5,433 |
| | | | 1,732 |
| | | | 9,232 |
| | | | 257 |
| | | | -675 |
| | | | -591 |
| | | | 11,528 |
| | | | 2,633 |
| | | | 5,245 |
| | | | 10,151 |
| | | | -1,906 |
| | | | 36,961 |
| | | | 28 |
| | | | 3,708 |
| | | | 203 |
| | | | 1,424 |
| | | | 9,549 |
| | | | 134 |
| | | | 194 |
| | | | 6,949 |
| | | | 851 |
| | | | 63 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | -893 |
| | | | -148 |
| | | | 3,526 |
| | | | 1,432 |
| | | | 3,860 |
| | | | 9,994 |
| | | | -2,918 |
| | | | 101,517 |
| | | | 22,879 |
| | | | 3,566 |
| | | | 173 |
| | | | 1,415 |
| | | | 14,961 |
| | | | 134 |
| | | | 375 |
| | | | 4,501 |
| | | | 1,693 |
| | | | 556 |
| | | | 7,275 |
| | | | -144 |
| | | | 2,022 |
| | | | 1,191 |
| | | | 1,275 |
| | | | 4,088 |
| | | | -2,939 |
| | | | 642 |
| | | | 3,008 |
| | | | 5,594 |
| | | | 293 |
| | | | 4,270 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 2,642 |
| | | | 135 |
| | | | 342 |
| | | | 15,608 |
| | | | 21,522 |
| | | | 49 |
| | | | -2,225 |
| | | | -145 |
| | | | 940 |
| | | | 9,072 |
| | | | 1,275 |
| | | | 2,474 |
| | | | 3,055 |
| | | | 334 |
| | | | 6,501 |
| | | | 4,148 |
| | | | 1,000 |
| | | | 1,491 |
| | | | 5,072 |
| | | | 673 |
| | | | -2,148 |
| | | | 10,817 |
| | | | 7,004 |
| | | | 860 |
| | | | -1,439 |
| | | | -145 |
| | | | 839 |
| | | | 1,965 |
| | | | 1,991 |
| | | | 2,167 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | -7,916 |
| | | | 1,739 |
| | | | 5,779 |
| | | | 1,861 |
| | | | 14 |
| | | | 3,004 |
| | | | 1,433 |
| | | | 1,464 |
| | | | -347 |
| | | | -921 |
| | | | 3,326 |
| | | | 4,210 |
| | | | -3,428 |
| | | | 662 |
| | | | 855 |
| | | | 4,880 |
| | | | 1,904 |
| | | | 5,387 |
| | | | 294 |
| | | | 351 |
| | | | 1,697 |
| | | | 1,845 |
| | | | 17,838 |
| | | | 3,267 |
| | | | 2,217 |
| | | | 1,487 |
| | | | -596 |
| | | | -13,173 |
| | | | 1,530 |
| | | | 4,039 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(i)** F M V as of 12/31/69 | **(j)** Adjusted basis as of 12/31/69 | **(k)** Excess of col (i) over col (j), if any | |
| | | | -997 |
| | | | 635 |
| | | | 930 |
| | | | 3,314 |
| | | | 1,842 |
| | | | 9,967 |
| | | | 2,447 |
| | | | 2,299 |
| | | | 1,790 |
| | | | 1,280 |
| | | | 15,699 |
| | | | 6,625 |
| | | | 1,368 |
| | | | 3,756 |
| | | | -629 |
| | | | -5,464 |
| | | | 4,226 |
| | | | 2,050 |
| | | | -3,404 |
| | | | 283 |
| | | | 1,258 |
| | | | 2,263 |
| | | | 1,812 |
| | | | 5,291 |
| | | | 6,414 |
| | | | 3,372 |
| | | | 2,325 |
| | | | 3,344 |
| | | | 983 |
| | | | 680 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 4,521 |
| | | | -1,053 |
| | | | -2,134 |
| | | | 1,513 |
| | | | 8,033 |
| | | | -1,903 |
| | | | 93 |
| | | | 688 |
| | | | 5,887 |
| | | | 4,862 |
| | | | -5,672 |
| | | | 15,579 |
| | | | 2,461 |
| | | | 2,502 |
| | | | 4,978 |
| | | | 3,699 |
| | | | 689 |
| | | | 1,511 |
| | | | -128 |
| | | | -8,553 |
| | | | 1,894 |
| | | | 96 |
| | | | -51 |
| | | | 187 |
| | | | 582 |
| | | | 746 |
| | | | 2,463 |
| | | | 9,666 |
| | | | -11,975 |
| | | | 2,202 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(i)** F M V as of 12/31/69 | **(j)** Adjusted basis as of 12/31/69 | **(k)** Excess of col (i) over col (j), if any | |
| | | | 2,234 |
| | | | 665 |
| | | | 3,644 |
| | | | 270 |
| | | | 3,026 |
| | | | 6,977 |
| | | | -2,827 |
| | | | 1,709 |
| | | | 51 |
| | | | -129 |
| | | | 1,577 |
| | | | 302 |
| | | | 6,258 |
| | | | 281 |
| | | | -1,314 |
| | | | 320 |
| | | | 3,652 |
| | | | 3,821 |
| | | | 874 |
| | | | 726 |
| | | | 405 |
| | | | 747 |
| | | | 2,307 |
| | | | -24,109 |
| | | | 4,800 |
| | | | -112 |
| | | | -644 |
| | | | 3,093 |
| | | | 306 |
| | | | 2,609 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(i)** F M V as of 12/31/69 | **(j)** Adjusted basis as of 12/31/69 | **(k)** Excess of col (i) over col (j), if any | |
| | | | 7,725 |
| | | | -1,386 |
| | | | 134 |
| | | | 1,369 |
| | | | 10,307 |
| | | | 1,208 |
| | | | 2,954 |
| | | | 269 |
| | | | 750 |
| | | | 8,710 |
| | | | 4,170 |
| | | | 388 |
| | | | -97 |
| | | | -371 |
| | | | 2,002 |
| | | | 958 |
| | | | 19,472 |
| | | | 5,544 |
| | | | 1,702 |
| | | | 36 |
| | | | 9,674 |
| | | | 2,639 |
| | | | 910 |
| | | | 4,714 |
| | | | 472 |
| | | | 1,509 |
| | | | 3,437 |
| | | | 12,340 |
| | | | 918 |
| | | | -403 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | -721 |
| | | | 4,847 |
| | | | 15,681 |
| | | | 9,336 |
| | | | 16,523 |
| | | | 3,109 |
| | | | 1,239 |
| | | | 3,690 |
| | | | 2,707 |
| | | | 2,815 |
| | | | -1,264 |
| | | | 668 |
| | | | 768 |
| | | | 7,150 |
| | | | 8,187 |
| | | | 415 |
| | | | -137 |
| | | | -77 |
| | | | 2,745 |
| | | | 1,060 |
| | | | 3,939 |
| | | | 5,120 |

**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 |
|---|---|---|---|---|
| CLIFFORD W SAYLOR<br>325 S HIGLEY RD STE 110<br>GILBERT, AZ 85296 | PRESIDENT/DI<br>2 00 | 21,200 | 0 | 0 |
| NORMAN L KNOX<br>325 S HIGLEY RD STE 110<br>GILBERT, AZ 85296 | VICE-PRESIDE<br>2 00 | 7,200 | 0 | 0 |
| GREGORY L BAMFORD<br>325 S HIGLEY RD STE 110<br>GILBERT, AZ 85296 | SECRETARY/TR<br>2 00 | 21,200 | 0 | 0 |
| STEVEN D TODD<br>325 S HIGLEY RD STE 110<br>GILBERT, AZ 85296 | DIRECTOR<br>2 00 | 500 | 0 | 0 |
| WALTER DELECKI<br>325 S HIGLEY RD STE 110<br>GILBERT, AZ 85296 | DIRECTOR<br>2 00 | 500 | 0 | 0 |

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

| Recipient<br>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* | | | | |
| ANDRE HOUSE OF ARIZONA PO BOX 2014<br>PHOENIX,AZ 85001 | NONE | EXEMPT | FOOD & CLOTHING FOR POOR & HOMELESS | 10,000 |
| ARIZONA ACADEMY OF PERFORMING ARTS 950 E REDFIELD RD<br>TEMPE,AZ 85283 | NONE | EXEMPT | FINE ARTS GRANT | 3,750 |
| ARIZONA AGRICULTURE EDUCATION FFA F PO BOX 33455<br>PHOENIX,AZ 85067 | NONE | EXEMPT | HIRE PART-TIME PARAPROFESSIONAL & SP | 41,000 |
| ARIZONA CACTUS PINE GIRL SCOUTS 119 E CORONADO RD<br>PHOENIX,AZ 85004 | NONE | EXEMPT | UNRESTRICTED | 5,000 |
| FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS ROAD<br>KANSAS CITY,MO 64129 | NONE | EXEMPT | ARIZONA CHAPTER SUPPORT | 5,000 |
| ARIZONA NATIONAL STOCK SHOW 1826 W MCDOWELL RD<br>PHOENIX,AZ 85007 | NONE | EXEMPT | UNRESTRICTED | 10,000 |
| ARIZONA STATE UNIVERSITY FOUNDATION PO BOX 2260<br>TEMPE,AZ 85280 | NONE | EXEMPT | SCHOLARSHIPS | 80,800 |
| ARIZONA ZOOLOGICAL SOCIETY 455 N GALVIN PKWY<br>PHOENIX,AZ 85008 | NONE | EXEMPT | UNRESTRICTED | 2,500 |
| ARIZONANS FOR CHILDREN 2435 E JA JOLLA DR<br>TEMPE,AZ 85282 | NONE | EXEMPT | UNRESTRICTED | 5,000 |
| BOY SCOUTS OF AMERICA 2969 N GREENFIELD RD<br>PHOENIX,AZ 85016 | NONE | EXEMPT | GRAND CANYON COUNCIL | 5,000 |
| BRIDGING AZ FURNITURE BANK 25 N EXTENSION RD<br>MESA,AZ 85201 | NONE | EXEMPT | COMMUNITY SERVICE GRANT | 15,000 |
| CENTRAL ARIZONA SHELTER SERVICES 230 S 12TH AVE<br>PHOENIX,AZ 85007 | NONE | EXEMPT | DENTAL CLINIC | 14,000 |
| CHANDLER CHRISTIAN COMMUNITY CENTER PO BOX 591<br>CHANDLER,AZ 85244 | NONE | EXEMPT | FOOD BANK FOR POOR & HOMELESS | 8,000 |
| CHILD CRISIS CENTER - EAST VALLEY PO BOX 4114<br>MESA,AZ 85211 | NONE | EXEMPT | UNRESTRICTED | 4,000 |
| FIRST UNITED METHODIST CHURCH OF GI 331 S COOPER RD<br>GILBERT,AZ 85233 | NONE | EXEMPT | UNRESTRICTED | 5,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 449,188 |

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

| Recipient<br>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* | | | | |
| GABRIEL'S ANGELS 220 S MULBERRY ST<br>MESA,AZ 85202 | NONE | EXEMPT | UNRESTRICTED | 2,500 |
| GILBERT HISTORICAL SOCIETY PO BOX 1484<br>GILBERT,AZ 85299 | NONE | EXEMPT | FAMILY ROOM EXHIBITS | 5,000 |
| GILBERT NATIONAL LITTLE LEAGUE PO BOX 1013<br>GILBERT,AZ 85299 | NONE | EXEMPT | YOUTH SPORTS | 2,000 |
| GILBERT SISTER CITIES PO BOX 527<br>GILBERT,AZ 85299 | NONE | EXEMPT | STUDENT EXCHANGE PROGRAM | 3,000 |
| GRAND CANYON UNIVERSITY SCHOLARSHIP 5025 N CENTRAL AVE STE 4<br>PHOENIX,AZ 85012 | NONE | EXEMPT | SCHOLARSHIPS | 3,000 |
| MARICOPA COMMUNITY COLLEGE FOUNDATI 2419 W 14TH ST<br>TEMPE,AZ 85281 | NONE | EXEMPT | SCHOLARSHIPS | 16,500 |
| MARICOPA COUNTY FAIR 1826 W MCDOWELL RD<br>PHOENIX,AZ 85007 | NONE | EXEMPT | MARICOPA COUNTY FAIR LIVESTOCK AUCTI | 7,521 |
| MESA ARTS CENTER FOUNDATION PO BOX 1466<br>MESA,AZ 85211 | NONE | EXEMPT | BASIC ARTS LEARNING PROGRAM | 10,000 |
| MESA PRESBYTERIAN MINISTRIES 161 N MESA DR<br>MESA,AZ 85201 | NONE | EXEMPT | CHRIST HAVEN PROGRAM | 30,500 |
| METROPOLITAN YOUTH SYMPHONY PO BOX 41852<br>MESA,AZ 85274 | NONE | EXEMPT | FUND MUSIC LESSONS, MYS REGISTRATION | 9,000 |
| MISSION OF MERCY 1741 E MORTEN AVE<br>PHOENIX,AZ 85020 | NONE | EXEMPT | HEALTH SERVICES | 7,500 |
| NEW LEAF 868 E UNIVERSITY DR<br>MESA,AZ 85203 | NONE | EXEMPT | LA MESITA - A FAMILY SHELTER | 3,000 |
| NEW LIFE CENTER INC PO BOX 5005<br>GOODYEAR,AZ 85338 | NONE | EXEMPT | SPONSOR WEEKEND COUNSELOR PROGRAM | 3,000 |
| NORTHERN ARIZONA UNIVERSITY FOUNDAT PO BOX 4108<br>FLAGSTAFF,AZ 86011 | NONE | EXEMPT | SCHOLARSHIPS | 15,000 |
| ONE SMALL STEP INC 2659 FREEDOM PARKWAY 25<br>CUMMING,GA 30041 | NONE | EXEMPT | UNRESTRICTED | 8,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 449,188 |

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

| Recipient<br>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* | | | | |
| PAZ DE CRISTO COMMUNITY CENTER 424 W BROADWAY RD<br>MESA,AZ 85210 | NONE | EXEMPT | FOOD FOR HOMELESS | 4,000 |
| PHOENIX CHILDREN'S HOSPITAL<br>1919 E THOMAS RD<br>PHOENIX,AZ 85016 | NONE | EXEMPT | "PEDALING WITH PURPOSE" SPONSORSHIP | 2,117 |
| RYAN HOUSE 110 W MERRELL ST FIRST F<br>PHOENIX,AZ 85013 | NONE | EXEMPT | UNRESTRICTED | 5,000 |
| SALVATION ARMY - CHANDLER<br>PO BOX 250<br>CHANDLER,AZ 85244 | NONE | EXEMPT | UNRESTRICTED | 4,500 |
| SALVATION ARMY - MESA PO BOX 1120<br>MESA,AZ 85211 | NONE | EXEMPT | UNRESTRICTED | 4,500 |
| ST MARY'S FOOD BANK ALLIANCE 2831 N 31ST AVE<br>PHOENIX,AZ 85009 | NONE | EXEMPT | UNRESTRICTED | 8,000 |
| ST VINCENT DE PAUL SOCIETY<br>PO BOX 13600<br>PHOENIX,AZ 85002 | NONE | EXEMPT | UNRESTRICTED | 14,000 |
| SUNSHINE ACRES CHILDREN'S HOME 3405 N HIGLEY RD<br>MESA,AZ 85215 | NONE | EXEMPT | UNRESTRICTED | 4,000 |
| SYMPHONY OF THE SOUTHWEST<br>56 S CENTER ST<br>MESA,AZ 85210 | NONE | EXEMPT | YOUTH SYMPHONY "PETER & THE WOLF" PR | 9,000 |
| TEEN CHALLENGE OF ARIZONA<br>PO BOX 5966<br>TUCSON,AZ 85703 | NONE | EXEMPT | UNRESTRICTED | 6,000 |
| UNITED FOOD BANK 358 E JAVELINA ST<br>MESA,AZ 85210 | NONE | EXEMPT | UNRESTRICTED | 8,000 |
| UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY<br>TUCSON,AZ 85721 | NONE | EXEMPT | SCHOLARSHIPS | 10,500 |
| VALLEY LEADERSHIP CORPORATION 4105 N 20TH ST STE 200<br>PHOENIX,AZ 85016 | NONE | EXEMPT | VALLEY TEEN LEADERSHIP SCHOLARSHIPS | 5,000 |
| VALLEY OF THE SUN YMCA 5725 S SENATOR HWY<br>PRESCOTT,AZ 86303 | NONE | EXEMPT | YMCA CAMPING SERVICES SCHOLARSHIPS | 10,000 |
| YOUNG LIFE PO BOX 520<br>COLORADO SPRINGS,CO 80901 | NONE | EXEMPT | YOUNG LIFE - GILBERT/HIGLEY/APACHE J | 15,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 449,188 |

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|---|---|---|

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

# Depreciation and Amortization
**(Including Information on Listed Property)**

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2013**

Attachment Sequence No **179**

| Name(s) shown on return | Business or activity to which this form relates | Identifying number |
|---|---|---|
| OTTO & EDNA NEELY FOUNDATION | INDIRECT DEPRECIATION | 86-0581770 |

**Part I** **Election To Expense Certain Property Under Section 179**
***Note:*** *If you have any listed property, complete Part V before you complete Part I.*

| | | | |
|---|---|---|---|
| 1 | Maximum amount (see instructions) | 1 | 500,000 |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | 2,000,000 |
| 4 | Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |

| 6 | **(a)** Description of property | **(b)** Cost (business use only) | **(c)** Elected cost |
|---|---|---|---|
| | | | |
| | | | |

| | | | |
|---|---|---|---|
| 7 | Listed property Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2012 Form 4562 | 10 | |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶ | 13 | |

**Note:** *Do not use Part II or Part III below for listed property. Instead, use Part V.*

**Part II** **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions )

| | | | |
|---|---|---|---|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | 276 |

**Part III** **MACRS Depreciation (Do not** include listed property.) (See instructions.)

**Section A**

| | | | |
|---|---|---|---|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2013 | 17 | |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐ | | |

**Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

| **(a)** Classification of property | **(b)** Month and year placed in service | **(c)** Basis for depreciation (business/investment use only—see instructions) | **(d)** Recovery period | **(e)** Convention | **(f)** Method | **(g)** Depreciation deduction |
|---|---|---|---|---|---|---|
| **19a** 3-year property | | | | | | |
| **b** 5-year property | | | | | | |
| **c** 7-year property | | | | | | |
| **d** 10-year property | | | | | | |
| **e** 15-year property | | | | | | |
| **f** 20-year property | | | | | | |
| **g** 25-year property | | | 25 yrs | | S/L | |
| **h** Residential rental property | | | 27 5 yrs | MM | S/L | |
| | | | 27 5 yrs | MM | S/L | |
| **i** Nonresidential real property | | | 39 yrs | MM | S/L | |
| | | | | MM | S/L | |

**Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

| | | | | | | |
|---|---|---|---|---|---|---|
| **20a** Class life | | | | | S/L | |
| **b** 12-year | | | 12 yrs | | S/L | |
| **c** 40-year | | | 40 yrs | MM | S/L | |

**Part IV** **Summary** (see instructions.)

| | | | |
|---|---|---|---|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 276 |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

**Part V** **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
***Note:*** *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

**Section A—Depreciation and Other Information (Caution:** *See the instructions for limits for passenger automobiles.***)**

**24a** Do you have evidence to support the business/investment use claimed? **Yes** **No** **24b** If "Yes," is the evidence written? **Yes** **No**

| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation/ deduction | (i) Elected section 179 cost |
|---|---|---|---|---|---|---|---|---|
| **25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) | | | | | | **25** | | |
| **26** Property used more than 50% in a qualified business use | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| **27** Property used 50% or less in a qualified business use | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |

**28** Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . **28**

**29** Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . . . . . . . . **29**

**Section B—Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

| | (a) Vehicle 1 | | (b) Vehicle 2 | | (c) Vehicle 3 | | (d) Vehicle 4 | | (e) Vehicle 5 | | (f) Vehicle 6 | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **30** Total business/investment miles driven during the year (**do not** include commuting miles) . . | | | | | | | | | | | | |
| **31** Total commuting miles driven during the year . | | | | | | | | | | | | |
| **32** Total other personal(noncommuting) miles driven | | | | | | | | | | | | |
| **33** Total miles driven during the year Add lines 30 through 32 . . . . . . . . . . | | | | | | | | | | | | |
| | **Yes** | **No** | **Yes** | **No** | **Yes** | **No** | **Yes** | **No** | **Yes** | **No** | **Yes** | **No** |
| **34** Was the vehicle available for personal use during off-duty hours? . . . . . . . | | | | | | | | | | | | |
| **35** Was the vehicle used primarily by a more than 5% owner or related person? . . . . . . . | | | | | | | | | | | | |
| **36** Is another vehicle available for personal use? . | | | | | | | | | | | | |

**Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

| | **Yes** | **No** |
|---|---|---|
| **37** Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | | |
| **38** Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . . | | |
| **39** Do you treat all use of vehicles by employees as personal use? . . . . . . . . . . . . . . . . . | | |
| **40** Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received? . . . . . . . . . . . . . . . . . . . . . . . . . . | | |
| **41** Do you meet the requirements concerning qualified automobile demonstration use? (See instructions ) . . . . . | | |
| **Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles | | |

**Part VI** **Amortization**

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|---|---|---|---|---|---|
| **42** Amortization of costs that begins during your 2013 tax year (see instructions) | | | | | |
| | | | | | |
| | | | | | |

**43** Amortization of costs that began before your 2013 tax year . . . . . . . . . . . . . . **43**

**44 Total.** Add amounts in column (f) See the instructions for where to report . . . . . . . . **44**

# TY 2013 Accounting Fees Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| INDIRECT ACCOUNTING FEES | 18,752 | 3,751 | | 15,001 |

# TY 2013 Compensation Explanation

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Person Name | Explanation |
| --- | --- |
| CLIFFORD W SAYLOR | |
| NORMAN L KNOX | |
| GREGORY L BAMFORD | |
| STEVEN D TODD | |
| WALTER DELECKI | |

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

# TY 2013 Depreciation Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| 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 |
|---|---|---|---|---|---|---|---|---|---|
| COMPUTER EQUIPMENT | 2013-05-01 | 2,068 | | S/L | 5 0000 | 276 | | | |

# TY 2013 Employee Compensation Explanation

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Employee | Explanation |
| --- | --- |
| HARLEY CHRISTIAN | |

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|---|---|---|

# TY 2013 Investments Corporate Bonds Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| FEDL HOME LOAN MTG CORP DUE 7/15/13 | | |
| LILLY ELI & COMPANY DUE 3/6/14 CUSIP | 154,133 | 150,987 |
| FEDL NATL MTG ASSN DUE 10/15/14 CUSI | 233,095 | 232,862 |
| FEDL NATL MTG ASSN DUE 12/19/14 CUSI | 150,914 | 150,809 |
| JPMORGAN CHASE & COMPANY DUE 1/20/15 | 79,793 | 77,340 |
| BP CAPITAL MARKETS PLC 3/10/15 CUSIP | 77,897 | 81,143 |
| AMERICAN EXPRESS CR CORP DUE 6/12/15 | 105,524 | 106,695 |
| SYSCO CORP DUE 6/12/15 CUSIP: 871829 | 74,578 | 75,071 |
| DIRECTV HOLDINGS LLC DUE 3/1/16 CUSI | 85,122 | 83,975 |
| GENERAL ELECTRIC CAPITAL CORP 1/9/17 | 80,884 | 84,562 |
| BERKSHIRE HATHAWAY DUE 1/31/17 CUSIP | 77,828 | 76,727 |
| AT&T INC DUE 2/15/17 CUSIP: 00206RBC | 149,971 | 149,790 |
| INTUIT INC DUE 3/15/17 CUSIP: 461202 | 110,006 | 106,219 |
| WELLS FARGO & CO DUE 5/8/17 CUSIP: 9 | 77,906 | 76,399 |
| CVS CAREMARK CORP DUE 6/1/17 CUSIP: | 42,639 | 40,828 |
| FEDL HOME LOAN MTG CORP DUE 7/28/17 | 151,095 | 149,052 |
| MARATHON OIL CORP DUE 10/1/17 CUSIP: | 117,300 | 113,328 |
| PROCTER & GAMBLE COMPANY DUE 2/15/19 | | |
| COCA COLA COMPANY DUE 3/15/19 CUSIP: | 153,072 | 168,150 |
| VALERO ENERGY CORP DUE 2/1/20 CUSIP: | 87,400 | 85,667 |
| KEYCORP MEDIUM TERM DUE 3/24/21 CUSI | 93,289 | 92,897 |
| HEWLETT PACKARD COMPANY DUE 12/9/21 | | |
| BAXTER INTL INC DUE 6/15/23 CUSIP: 0 | 82,159 | 80,249 |
| VERIZON COMMUNICATIONS INC DUE 9/15/ | 92,327 | 92,337 |

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491247004064 |
|---|---|---|

# TY 2013 Investments Corporate Stock Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| ADT CORP CUSIP: 00101J106 | 23,627 | 40,470 |
| AMC NETWORKS INC CUSIP: 00164V103 | 12,380 | 42,569 |
| AKAMAI TECHNOLOGIES INC CUSIP: 00971 | 53,383 | 69,355 |
| AMAZON.COM INC CUSIP: 023135106 | 60,247 | 168,289 |
| AMGEN INC CUSIP: 031162100 | 43,422 | 84,419 |
| ANADARKO PETROLEUM CORP CUSIP: 03251 | 75,432 | 120,566 |
| ANHEUSER BUSCH INBEV CUSIP: 03524A10 | 44,526 | 83,358 |
| APACHE CORP CUSIP: 037411105 | | |
| APPLE INC CUSIP: 037833100 | 44,217 | 62,834 |
| AUTODESK INC CUSIP: 052769106 | 55,399 | 96,864 |
| BED BATH & BEYOND INC CUSIP: 0758961 | 23,889 | 40,150 |
| BIOGEN IDEC INC CUSIP: 09062X103 | 40,204 | 214,711 |
| BLACKROCK INC CUSIP: 09247X101 | 65,007 | 107,600 |
| BRISTOL MYERS SQUIBB CUSIP: 11012210 | 28,837 | 33,538 |
| BROADCOM CORP CUSIP: 111320107 | 119,285 | 121,841 |
| CME GROUP INC CUSIP: 12572Q105 | 40,991 | 52,961 |
| CVS CAREMARK CORP CUSIP: 126650100 | 66,027 | 137,414 |
| CABLEVISION SYS CORP CUSIP: 12686C10 | 32,704 | 44,825 |
| CAMERON INTL CORP CUSIP: 13342B105 | 71,892 | 85,723 |
| CATERPILLAR INC CUSIP: 149123101 | 54,174 | 59,753 |
| CELGENE CORP CUSIP: 151020104 | 43,944 | 131,795 |
| CISCO SYSTEMS INC CUSIP: 17275R102 | | |
| CITRIX SYSTEMS INC CUSIP: 177376100 | 125,811 | 125,235 |
| COCA COLA COMPANY CUSIP: 191216100 | 57,844 | 88,817 |
| COMCAST CORP CUSIP: 20030N200 | 150,873 | 390,810 |
| CREE INC CUSIP: 225447101 | 58,440 | 78,275 |
| DEERE & COMPANY CUSIP: 244199105 | | |
| DISNEY WALT COMPANY CUSIP: 254687106 | 43,989 | 108,794 |
| DIRECTV CUSIP: 25490A101 | 14,053 | 52,140 |
| DOLBY LABORATORIES INC CUSIP: 25659T | 48,685 | 52,634 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| EMC CORP MASS CUSIP: 268648102 | 53,817 | 56,990 |
| EOG RESOURCES INC CUSIP: 26875P101 | | |
| EBAY INC CUSIP: 278642103 | 47,556 | 113,077 |
| EXPRESS SCRIPTS HOLDING CUSIP: 30219 | 37,962 | 48,395 |
| FACEBOOK INC CUSIP: 30303M102 | 34,252 | 81,427 |
| FLUOR CORP CUSIP: 343412102 | 42,133 | 74,670 |
| FOREST LABORATORIES INC CUSIP: 34583 | 98,170 | 184,592 |
| FREEPORT MCMORAN COPPER & GOLD CUSIP | 18,311 | 21,814 |
| GENERAL ELECTRIC COMPANY CUSIP: 3696 | 43,485 | 61,246 |
| GOOGLE INC CUSIP: 38259P508 | 61,094 | 145,692 |
| GRAINGER WW INC CUSIP: 384802104 | 6,807 | 6,896 |
| HOME DEPOT INC CUSIP: 437076102 | 48,523 | 125,569 |
| IMMUNOGEN INC CUSIP: 45253H101 | 17,215 | 31,379 |
| INTUIT INC CUSIP: 461202103 | | |
| ISIS PHARMACEUTICALS CUSIP: 46433010 | 16,466 | 71,314 |
| JOHNSON & JOHNSON CUSIP: 478160104 | 74,850 | 106,702 |
| JUNIPER NETWORKS INC CUSIP: 48203R10 | 60,958 | 63,196 |
| L3 COMMUNICATIONS HOLDINGS CUSIP: 50 | 58,483 | 71,596 |
| LIBERTY INTERACTIVE CORP CUSIP: 5307 | 19,568 | 99,790 |
| LIBERTY MEDIA CORP CUSIP: 530322106 | 6,020 | 136,929 |
| MICROSOFT CORP CUSIP: 594918104 | 52,841 | 71,116 |
| MONSANTO COMPANY CUSIP: 61166W101 | 47,230 | 84,499 |
| NASDAQ OMX GROUP INC CUSIP: 63110310 | 23,226 | 40,795 |
| NATIONAL OILWELL VARCO INC CUSIP: 63 | 26,435 | 57,262 |
| NETAPP INC CUSIP: 64110D104 | 80,795 | 80,964 |
| NIKE INC CUSIP: 654106103 | 22,628 | 43,095 |
| NUCOR CORP CUSIP: 670346105 | 56,337 | 68,593 |
| ORACLE CORP CUSIP: 68389X105 | | |
| PALL CORP CUSIP: 696429307 | 41,027 | 105,834 |
| PEPSICO INC CUSIP: 713448108 | 60,909 | 80,037 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| PROCTER & GAMBLE COMPANY CUSIP: 7427 | | |
| QUALCOMM INC CUSIP: 747525103 | 31,730 | 44,921 |
| RED HAT INC CUSIP: 756577102 | 28,650 | 34,521 |
| RIVERBED TECHNOLOGY INC CUSIP: 76857 | 46,477 | 55,524 |
| SANDISK CORP CUSIP: 80004C101 | 33,391 | 98,333 |
| SCHLUMBERGER LTD CUSIP: 806857108 | 88,544 | 115,341 |
| SCHWAB CHARLES CORP CUSIP: 808513105 | 46,247 | 70,200 |
| STARS CUSIP: 85571Q102 | 821 | 27,369 |
| TEXAS INSTRUMENTS INC CUSIP: 8825081 | 37,596 | 62,352 |
| THERMO FISHER SCIENTIFIC INC CUSIP: | 34,128 | 80,729 |
| UNITED PARCEL SERVICE INC CUSIP: 911 | 54,883 | 79,861 |
| UNITEDHEALTH GROUP INC CUSIP: 91324P | 89,023 | 182,603 |
| VERTEX PHARMACEUTICALS INC CUSIP: 92 | 28,820 | 63,155 |
| VISA INC CUSIP: 92826C839 | 47,586 | 142,070 |
| XILINX INC CUSIP: 983919101 | 33,019 | 46,517 |
| YUM BRANDS INC CUSIP: 988498101 | 46,179 | 52,549 |
| ZOETIS INC CUSIP: 98978V103 | 36,428 | 40,013 |
| COVIDEN PLC CUSIP: G2554F113 | 28,327 | 44,946 |
| EATON CORP CUSIP: 278058102 | 48,272 | 70,792 |
| SEAGATE TECHNOLOGY INC CUSIP: G7945M | 42,476 | 162,583 |
| WEATHERFORD INTL LTD CUSIP: H2701310 | 137,205 | 139,797 |
| PENTAIR LTD CUSIP: H6169Q108 | 12,895 | 37,204 |
| TE CONNECTIVITY LTD CUSIP: H84989104 | 60,305 | 121,242 |
| TYCO INTERNATIONAL LTD CUSIP: H89128 | 36,127 | 82,080 |
| CHECK POINT SOFTWARE TECH LTD CUSIP: | 25,816 | 33,604 |
| AMERICAN INTL GROUP INC CUSIP: 02687 | 145,324 | 229,725 |
| ANGLOGOLD ASHANTI LTD CUSIP: 0351282 | 173,838 | 54,498 |
| APACHE CORP CUSIP: 037411105 | 179,171 | 180,474 |
| AVERY DENNISON CORP CUSIP: 053611109 | 43,997 | 45,171 |
| AVON PRODUCTS INC CUSIP: 054303102 | 68,449 | 67,158 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| BARRICK GOLD CORP CUSIP: 067901108 | 101,546 | 52,890 |
| BIO RAD LABS INC CUSIP: 090572207 | 80,075 | 83,437 |
| CA INC CUSIP: 12673P105 | 107,829 | 171,279 |
| CANADIAN NATURAL RESOURCES LIMITED C | 198,794 | 206,424 |
| CENTURYLINK INC CUSIP: 156700106 | 88,484 | 89,180 |
| CISCO SYSTEMS INC CUSIP: 17275R102 | | |
| CITI GROUP INC CUSIP: 172967424 | 156,966 | 215,735 |
| CONVERGYS CORP CUSIP: 212485106 | | |
| DENBURY RESOURCES INC CUSIP: 2479162 | 88,356 | 82,150 |
| FBR & COMPANY CUSIP: 30247C301 | 105,486 | 127,626 |
| GENERAL MOTORS COMPANY CUSIP: 37045V | 157,722 | 220,698 |
| GUESS INC CUSIP: 401617105 | | |
| HALLIBURTON COMPANY CUSIP: 406216101 | | |
| HARMAN INTL INDS INC CUSIP: 41308610 | 28,953 | 61,388 |
| HARTFORD FINANCIAL SERVICES GROUP IN | 122,826 | 227,706 |
| INTERPUBLIC GROUP COMPANY INC CUSIP: | 58,676 | 153,990 |
| JPMORGAN CHASE & COMPANY CUSIP: 4662 | 85,897 | 122,808 |
| LSI CORP CUSIP: 502161102 | 77,271 | 128,558 |
| LOEWS CORP CUSIP: 540424108 | 72,012 | 101,304 |
| MKS INSTRUMENTS INC CUSIP: 55306N104 | 42,567 | 56,848 |
| MCDERMOTT INTL INC CUSIP: 580037109 | 107,225 | 98,012 |
| MICROSOFT CORP CUSIP: 594918104 | 145,695 | 188,921 |
| NRG ENERGY INC CUSIP: 629377508 | 58,885 | 68,928 |
| NOBLE ENERGY INC CUSIP: 655044105 | | |
| ORACLE CORP CUSIP: 68389X105 | 120,772 | 141,562 |
| PMC-SIERRA INC CUSIP: 69344F106 | 33,535 | 39,866 |
| PACCAR INC CUSIP: 693718108 | 59,724 | 100,589 |
| PENNYMAC MORTGAGE INVESTMENT TR CUSI | 85,688 | 87,248 |
| PFIZER INC CUSIP: 717081103 | 94,233 | 168,465 |
| PITNEY BOWES INC CUSIP: 724479100 | | |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| PRIVATEBANCORP INC CUSIP: 742962103 | 30,639 | 75,218 |
| REDWOOD TRUST INC CUSIP: 758075402 | 38,575 | 52,299 |
| REINSURANCE GROUP OF AMERICA INC CUS | 104,276 | 174,173 |
| SANOFI SPON ADR CUSIP: 80105N105 | 122,008 | 185,024 |
| TALISMAN ENERGY INC CUSIP: 87425E103 | 235,173 | 208,535 |
| TERADYNE INC CUSIP: 880770102 | 111,034 | 119,816 |
| TESORO CORP CUSIP: 881609101 | 69,494 | 81,900 |
| TEVA PHARMACEUTICALS INDS LTD ADR CU | 154,871 | 144,288 |
| TYSON FOODS INC CUSIP: 902494103 | | |
| UNUM GROUP CUSIP: 91529Y106 | 113,978 | 181,364 |
| VERIFONE SYSTEMS INC CUSIP: 92342Y10 | 34,774 | 40,230 |
| VIACOM INC CL B CUSIP: 92553P201 | 45,369 | 122,276 |
| AON CORP CUSIP: 037389103 | 68,249 | 159,391 |
| DELPHI AUTOMOTIVE PLC CUSIP: G278231 | 24,500 | 72,156 |
| INGERSOLL RAND PLC CUSIP: G47791101 | 43,003 | 80,080 |
| NORWEGIAN CRUISE LINE HLDGS LTD CUSI | 164,996 | 184,444 |
| WILLIS GROUP HOLDINGS CUSIP: G966661 | 65,728 | 85,139 |

# TY 2013 Investments Government Obligations Schedule

| | |
|---|---|
| **Name:** | OTTO & EDNA NEELY FOUNDATION |
| **EIN:** | 86-0581770 |
| **US Government Securities - End of Year Book Value:** | 1,174,945 |
| **US Government Securities - End of Year Fair Market Value:** | 1,158,542 |
| **State & Local Government Securities - End of Year Book Value:** | |
| **State & Local Government Securities - End of Year Fair Market Value:** | |

# TY 2013 Investments - Other Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|---|---|---|---|
| ATEL GROWTH CAPITAL FUND V | AT COST | 182,087 | 300,000 |
| AMERICAN REALTY CAPITAL TRUST IV | AT COST | 350,000 | 350,000 |
| GRIFFIN-AMERICAN HEALTHCARE REIT | AT COST | 350,000 | 350,000 |

# TY 2013 Land, Etc. Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Category / Item | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|---|---|---|---|---|
| COMPUTER EQUIPMENT 2014 | 2,068 | 276 | 1,792 | 1,792 |

# TY 2013 Legal Fees Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| INDIRECT LEGAL FEES | 6,032 | 2,006 | | 4,026 |

# TY 2013 Other Decreases Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Description | Amount |
|---|---|
| PRIOR OVERSTATEMENT OF COST BASIS: AON | 25,003 |

# TY 2013 Other Expenses Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| EXPENSES | | | | |
| DIRECT SCHOLARSHIPS | 4,000 | | | 4,000 |
| LIABILITY INSURANCE | 1,836 | 367 | | 1,469 |
| DUES & SUBSCRIPTIONS | 370 | 74 | | 296 |
| WORKER'S COMPENSATION INSURAN | 434 | 87 | | 347 |
| WEBSITE DESIGN & MAINTENANCE | 464 | 93 | | 371 |
| BENEVOLENCE | 4,500 | | | 4,500 |
| SCHOLARSHIP DINNER | 1,342 | | | 1,342 |

# TY 2013 Other Income Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---|---|---|---|
| LEGAL SETTLEMENT REVENUE | 6,640 | 6,640 | |
| ATEL GROWTH CAPTIAL V | 3,571 | 3,571 | |
| RETURN OF SCHOLARSHIP FUNDS | 4,000 | | |

# TY 2013 Other Increases Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Description | Amount |
|---|---|
| PRIOR UNDERSTATEMENT OF COST BASIS: TSN | 540 |

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|---|---|---|

# TY 2013 Other Professional Fees Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| INVESETMENT MANAGEMENT | 140,246 | 140,246 | | |

# TY 2013 Taxes Schedule

**Name:** OTTO & EDNA NEELY FOUNDATION

**EIN:** 86-0581770

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| CORPORATION COMMISSION FEES | 10 | 2 | | 8 |
| FEDERAL INCOME TAX (CURRENT YEAR | 16,739 | | | |
| FOREIGN TAX PAID | 4,061 | 4,061 | | |