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Form, 990-PF

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

2013

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

For calendar year 2013, or tax year beginning

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

, 2013, and ending

		COMBE FOUND					Α	86-08			
62 PA	37 RAI	N. 59TH PLA DISE VALLEY,	AZ 85253				В		number (see the 05-7155	instructions)	
G	Che	ck all that apply:	Initial return		Initial return of a form	ner public charity	С	•	n application is anizations, chec	pending, check here	► [] ► []
			Address char	nge	Name change					ing the 85% test, check	k —
Н	Cr Cr	neck type of organiz			1(c)(3) exempt private for	oundation private foundation	E	here and at	tach computatio	on .	
<u> </u>		ir market value of all ass	ets at end of year		counting method: X C		-	under secti	on 507(b)(1)(A)		-
	(fr. > \$	om Part II, column (c), I 55	ne 16) 4,323.	(Part I,	Other (specify) column (d) must be on	cash basis)	F	If the found under section	lation is in a 60 on 507(b)(1)(B)	-month termination , check here	►
Pa	ırt I	Analysis of F	Revenue and		(a) Revenue and	(b) Net investmer	nt	(c) Adju	sted net	(d) Disbursemei	
		columns (b), (c), sarily equal the a (see instructions		neces- n (a)	expenses per books	ıncome			come	for charitat purposes (ca basis only	ash
			s, grants, etc, received foundn is not req to a							<u> </u>	
		3 Interest on sa cash investm	avings and tempo	rary						:	
		4 Dividends and in 5 a Gross rents	terest from securities		13,351.	13,35	51.		13,351.		·····
		b Net rental income or (loss)							:		
F E	?		om sale of assets not of for all	n line 10 , 799.	48,958.	***************************************					
Ĭ	<u> </u>	_ assets on line 6a	ncome (from Part IV, I			48,95	58.		=		
E N	•	8 Net short-terr 9 Income modi	n capital gain						1,740.		
È		10 a Gross sales less returns and				······					
		allowances b Less Cost of				······					
		goods sold c Gross profit/(los	s) (att sch)								
		11 Other income	(attach schedule	-	0.2						
		12 Total. Add lin	SEE STATEM es 1 through 11	FNT T	92. 62,401.	62,30	9.		15,091.	***************************************	
			officers, directors, trus alaries and wages	tees, etc.	0.						
			aiaries ailu wayes s, employee bene	fits		<u> </u>					·
n	A	16 a Legal fees (attacl		cm o	2 222	0.00					
3	A D M	b Accounting fees (c Other prof fees (ST 2 ST 3	2,800. 275.	2,80	75.				
Z o Z P	N	17 Interest							· ···		
ZOPERAT-	Ť	18 Taxes (attach schedule19 Depreciation		STM 4	188.	I RECE	₩	ED			······
Ť	Ŷ	sch) and dep	letion			99 1114 94) 14 0 80			
⊟N ⊟G	Ě	20 Occupancy21 Travel, confe	rences, and meet	ings		JUN 2 (9 2	14 0			
∋å o	E	22 Printing and	oublications.	_		Ш		<u> </u>			
	E X P E N	23 Other expens	es (attach schedu	ile)		OGDE	<u>V.</u>	UT			
	SES	24 Total operation	ng and administra Id lines 13 through	ntive	3,263.	3,07	75				
	•	25 Contributions, gi	fts, grants paid ${\sf PAR}$	T XV	167,755.	5,0,				167,7	55.
		26 Total expense Add lines 24	es and disbursem and 25	ents.	171,018.	3,07	75.		0.	167,7	55.
		27 Subtract line	26 from line 12:	-		,					
		and disburse	enue over expen ments	763	-108,617.						
			come (if negative, ente	•		59,23	34.		15,091.		
BA	4 F	or Paperwork Redu	me (if negative, enter		ructions.		TEE	1 A0504L 10/18		Form 990-PF (2013)

	1	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End o	•
Par	H	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash – non-interest-bearing .			
	2	Savings and temporary cash investments	11,669.	101,389.	101,389.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
i		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach sch).		:	
Ą		Less: allowance for doubtful accounts			
A S E T	8	Inventories for sale or use			
E	9	Prepaid expenses and deferred charges			
Ś	İ	a Investments – U.S. and state government obligations (attach schedule)			
		nvestments — corporate stock (attach schedule)			
	٠ (investments — corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			450 004
	13	Investments – other (attach schedule)	582,257.	383,920.	452,934.
	14	Land, buildings, and equipment: basis ▶	1		•
		Less accumulated depreciation (attach schedule)			
		Other assets (describe >			
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item l)	593,926.	485,309.	554,323.
Ļ	17	Accounts payable and accrued expenses			
Å	18	Grants payable			
Ŗ	19	Deferred revenue			
Ľ	20	Loans from officers, directors, trustees, & other disqualified persons			
Ī	21	Mortgages and other notes payable (attach schedule)			}
i	22	Other liabilities (describe			<u> </u>
E S	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
ŊĘ	24	Unrestricted	593,926.	485,309.	
E U	25	Temporarily restricted			
ΔD	26	Permanently restricted			
A B S A E L T A		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
ΕL	27	Capital stock, trust principal, or current funds			<u> </u>
SN	28	· · · · · · · · · · · · · · · · · · ·			
ΟĔ	29	Retained earnings, accumulated income, endowment, or other funds		405 200	
RS	30	Total net assets or fund balances (see instructions)	593,926.	485,309.	į t
	31	Total liabilities and net assets/fund balances (see instructions)	593,926.	485,309.	
Par	m	Analysis of Changes in Net Assets or Fund Balance			
·	Tota	I net assets or fund balances at beginning of year – Part II, colur		ee with	593,926.
^		of-year figure reported on prior year's return) er amount from Part I, line 27a		2	-108,617.
	-	Increases not included in line 2 (itemize)		3	100,017.
3		lines 1, 2, and 3			485,309.
4 5		eases not included in line 2 (itemize)		5	
6		il net assets or fund balances at end of year (line 4 minus line 5)	- Part II, column (b), line		485,309.
	. 5.0	and addition of the property of the experience of the control of t			

	(a) List and describe 2-story brick warehouse	the kind(s) of property sold (e.g., real; or common stock, 200 shares MLC C	estate,	(b) How acquered P — Purcha D — Donat	ase	(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a MC	1a MORGAN STANLEY P					VARIOUS	VARIOUS
	ORGAN STANLEY						VARIOUS
	ORGAN STANLEY			P			
	ORGAN STANLEY			P		VARIOUS	VARIOUS VARIOUS
e	MGAN SIANDEI					VIII(100D	VIIICIOO
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	5		(h) Gain or (e) plus (f) mi	
a	34,566.		32	,826.			1,740.
b	1,117.		1	,085.			32.
С	224,963.		196	,930.			28,033.
d	19,153.		···-				19,153.
е							
	<u> </u>	ng gain in column (h) and owned by the				(I) Gains (Colui	
(i	i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (over column (j), if any			ain minus column (k), in -0-) or Losses (fro	
а							1,740.
ь							32.
С							28,033.
d			·				19,153.
е			<u> </u>			····	.,
2 Cap	oital gain net income or (net	capital loss). — If gain, also e If (loss), enter	nter in Part I, line 7 r -0- in Part I, line 7		2		48,958.
	, , ,	oss) as defined in sections 1222(5) and 8, column (c) (see instructions) If (los	_				
ın F	Part I, line 8	Section 4940(e) for Reduced			3		1,740.
lf 'Yes,' tł		on 4942 tax on the distributable amour	nt of any year in the base ne	riod2			
	the state of the s	y under section 4940(e). Do not compl	lete this part.			∐Yes 	X No
	er the appropriate amount in		lete this part.				X No
Cale	the state of the s	y under section 4940(e). Do not compl	lete this part.	y entries.	(colu	(d) Distribution mn (b) divided by	ratio
Cale	ter the appropriate amount in (a) Base period years endar year (or tax year	y under section 4940(e). Do not complete each column for each year; see the interpretable (b) Adjusted qualifying distributions	ete this part. structions before making an (c) Net value of noncharitable-use asset	y entries.	(colu	(d) Distribution	ratio y column (c))
Cale	ter the appropriate amount in (a) Base period years endar year (or tax year beginning in)	y under section 4940(e). Do not compleach column for each year; see the in	ete this part. istructions before making an (c) Net value of noncharitable-use asset	y entries.	(colu	(d) Distribution	ratio
Cale	ter the appropriate amount in (a) Base period years endar year (or tax year beginning in) 2012	y under section 4940(e). Do not compleach column for each year; see the in Adjusted qualifying distributions 224, 183.	ete this part. istructions before making an (c) Net value of noncharitable-use asset	y entries. s (, 223., , 768.)	(colu	(d) Distribution	ratio y column (c)) 0.377907
Cale	ter the appropriate amount in (a) Base period years endar year (or tax year beginning in) 2012 2011	y under section 4940(e). Do not compleach column for each year; see the in Adjusted qualifying distributions 224, 183. 236, 956.	lete this part. Instructions before making an order (c) Net value of noncharitable-use asset 593 749 1,035	y entries. s (, 223., , 768.)	(colu	(d) Distribution	ratio y column (c)) 0.377907 0.316039
Cale	ter the appropriate amount in (a) Base period years endar year (or tax year beginning in) 2012 2011 2010	y under section 4940(e). Do not compleach column for each year; see the in Adjusted qualifying distributions 224, 183. 236, 956. 289, 077.	ete this part. (c) Net value of noncharitable-use asset 749 1,035	y entries. , 223. , 768. , 226.	(colu	(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240
Cale	Base period years endar year (or tax year beginning in) 2012 2011 2010 2009	y under section 4940(e). Do not compleach column for each year; see the in (b) Adjusted qualifying distributions 224, 183. 236, 956. 289, 077. 297, 416.	ete this part. (c) Net value of noncharitable-use asset 749 1,035	y entries. , 223. , 768. , 226. , 351.	(colu	(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240 0.328872 0.409101
Cale	Base period years endar year (or tax year beginning in) 2012 2011 2010 2009	y under section 4940(e). Do not compleach column for each year; see the in (b) Adjusted qualifying distributions 224, 183. 236, 956. 289, 077. 297, 416.	ete this part. (c) Net value of noncharitable-use asset 749 1,035	y entries. , 223. , 768. , 226. , 351.	(colu	(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240 0.328872
2 Tot	ter the appropriate amount in (a) Base period years endar year (or tax year beginning in) 2012 2011 2010 2009 2008 (a) of line 1, column (d) erage distribution ratio for the	y under section 4940(e). Do not compleach column for each year; see the in (b) Adjusted qualifying distributions 224, 183. 236, 956. 289, 077. 297, 416.	structions before making an (c) Net value of noncharitable-use asset 593 749 1,035 904 715	y entries. , 223. , 768. , 226. , 351.		(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240 0.328872 0.409101
2 Tot 3 Ave	Base period years endar year (or tax year beginning in) 2012 2011 2010 2009 2008 al of line 1, column (d) erage distribution ratio for the inber of years the foundation	y under section 4940(e). Do not compleach column for each year; see the in (b) Adjusted qualifying distributions 224, 183. 236, 956. 289, 077. 297, 416. 292, 817.	structions before making an (c) Net value of noncharitable-use asset 749 1,035 904 715 on line 2 by 5, or by the lars .	y entries. , 223. , 768. , 226. , 351.	2	(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240 0.328872 0.409101 1.711159
2 Tot 3 Ave	Base period years endar year (or tax year beginning in) 2012 2011 2010 2009 2008 al of line 1, column (d) erage distribution ratio for the inber of years the foundation	y under section 4940(e). Do not complete ach column for each year; see the interpretation (b) Adjusted qualifying distributions 224, 183. 236, 956. 289, 077. 297, 416. 292, 817.	structions before making an (c) Net value of noncharitable-use asset 749 1,035 904 715 on line 2 by 5, or by the lars .	y entries. , 223. , 768. , 226. , 351.	2	(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240 0.328872 0.409101 1.711159 0.342232
2 Tot 3 Ave nun 4 Ent 5 Mul	Base period years endar year (or tax year beginning in) 2012 2011 2010 2009 2008 Tall of line 1, column (d) erage distribution ratio for the other of years the foundation erer the net value of noncharitation.	y under section 4940(e). Do not complete ach column for each year; see the interpretation (b) Adjusted qualifying distributions 224, 183. 236, 956. 289, 077. 297, 416. 292, 817.	structions before making an (c) Net value of noncharitable-use asset 749 1,035 904 715 on line 2 by 5, or by the lars .	y entries. , 223. , 768. , 226. , 351.	2 3 4	(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240 0.328872 0.409101 1.711159 0.342232 467,411.
2 Tot 3 Avenum 4 Ent 5 Mul 6 Ent	Base period years endar year (or tax year beginning in) 2012 2011 2010 2009 2008 Tall of line 1, column (d) erage distribution ratio for the or the net value of noncharitating line 4 by line 3	y under section 4940(e). Do not complete ach column for each year; see the interpretation (b) Adjusted qualifying distributions 224, 183. 236, 956. 289, 077. 297, 416. 292, 817.	structions before making an (c) Net value of noncharitable-use asset 749 1,035 904 715 on line 2 by 5, or by the lars .	y entries. , 223. , 768. , 226. , 351.	2 3 4 5	(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240 0.328872 0.409101 1.711159 0.342232 467,411. 159,963.
2 Tot 3 Ave nun 4 Ent 5 Mul 6 Ent 7 Add	Base period years endar year (or tax year beginning in) 2012 2011 2010 2009 2008 Tal of line 1, column (d) erage distribution ratio for the enber of years the foundation ter the net value of noncharitation of the line 1 and the line 3 ter 1% of net investment income	y under section 4940(e). Do not complete ach column for each year; see the interpretation (b) Adjusted qualifying distributions 224, 183. 236, 956. 289, 077. 297, 416. 292, 817. 5-year base period — divide the total whas been in existence if less than 5 years. able-use assets for 2013 from Part X, I ome (1% of Part I, line 27b)	structions before making an (c) Net value of noncharitable-use asset 749 1,035 904 715 on line 2 by 5, or by the lars .	y entries. , 223. , 768. , 226. , 351.	2 3 4 5 6	(d) Distribution	ratio y column (c)) 0.377907 0.316039 0.279240 0.328872 0.409101 1.711159 0.342232 467,411. 159,963.

	990-PF (2013) WITHYCOMBE FOUNDATION	86-0				F	age 4
Par	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948	see ir	nstruc	tions)		
1 a	Exempt operating foundations described in section 4940(d)(2), check here I and enter 'N/A' on line 1.	1	1				
	Date of ruling or determination letter (attach copy of letter if necessary — see instrs)						
b	Domestic foundations that meet the section 4940(e) requirements in Part V,	-	1				<u>592.</u>
	check here. ► X and enter 1% of Part I, line 27b		I				
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	ŀ	ŧ				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable						
_	foundations only. Others enter -0-)	ļ.	2				0.
3	Add lines 1 and 2	-	3				<u>592.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4				0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	-	5				592.
6	Credits/Payments:		I				
	2013 estimated tax pmts and 2012 overpayment credited to 2013		‡				
	Exempt foreign organizations – tax withheld at source		Ī				
	Tax paid with application for extension of time to file (Form 8868)		Ī				
	Backup withholding erroneously withheld		_				_
7	Total credits and payments. Add lines 6a through 6d	-	7				0.
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached		8		_		10.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9			t	502.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<u> </u>	10				
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded		11				
	t VII-A Statements Regarding Activities				 1	Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did participate or intervene in any political campaign?	t		-	1 a	165	X
ь	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?				1 b		Х
	If the answer is 'Yes' to 1a or 1b , attach a detailed description of the activities and copies of any material or distributed by the foundation in connection with the activities	s publi:	shed				
c	Did the foundation file Form 1120-POL for this year?				1 c		Х
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:						
	(1) On the foundation •\$ 0. (2) On foundation managers •\$			0.			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax important foundation managers \$ 0.	seu on		ŀ	1		
2	foundation managers S O. Has the foundation engaged in any activities that have not previously been reported to the IRS?			f	2	;	Х
2	If 'Yes,' attach a detailed description of the activities				-		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, ar	ticles		F	3		v
	of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the change	5		-			X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?				4 a		X /A
	olf 'Yes,' has it filed a tax return on Form 990-T for this year?			}	5	IN	X
5				Į	-		<u> </u>
_	If 'Yes,' attach the statement required by General Instruction T Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			[
6	By language in the governing instrument, or						
	 By state legislation that effectively amends the governing instrument so that no mandatory directions the with the state law remain in the governing instrument? 	at conf	lict		6	Х	
	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV]	7	X	ļ
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions)	-		_	1		
	AZ			_	1		
t	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 <i>General Instruction G? If 'No,' attach explanation</i> .				8ь	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3 for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' con) or 49 plete F	42(j)(Part X	5) //	9		Х
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing the and addresses	eır nar	nes		10		X
BAA				For	m 99 1)-PF ((2013)

1 62	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		Х
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			
14		- <u>90</u> 5-7	155	
	Located at • 6237 N. 59TH PLACE PARADISE VALLEY AZ ZIP + 4 • 85253-8		. – – -	-—
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	N/A	<i>1</i>	
	and enter the amount of tax-exempt interest received or accrued during the year		T	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	<u></u>	<u></u>	1
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 8	a During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	o		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	0		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	L		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	o		
	(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 XN			
	in the second of	`		
	(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 X N	0		
ı	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N	/A
	Organizations relying on a current notice regarding disaster assistance check here			
•	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		Х
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)):			
ě	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?	0		
	If 'Yes,' list the years ► 20 _ , 20 _ , 20			
ı	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to			
	all years listed, answer 'No' and attach statement – see instructions.)	2 b	N	/A
•	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 , 20 , 20 , 20			
3 8	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X N	0		
ł	o If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013).	3 b	N	/A
4 8	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		Х
ŧ	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		Х
BAA		Form 99	0-PF (

Form 990-PF (2013) WITHYCOMBE FOUNDA		n 4720 May Re Red		818957	Page 6
······································		11 4/20 may be net	quired (continue		
5 a During the year did the foundation pay or incu(1) Carry on propaganda, or otherwise attempt	•	n (section 4945(e))?	Yes	X No	
(2) Influence the outcome of any specific publion, directly or indirectly, any voter registra	lic election (see section	4955); or to carry	Yes │	X No	
(3) Provide a grant to an individual for travel,		ourposes? .	—	X No	
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section	nan a charitable, etc, or 4940(d)(2)? (see instruc	ganization described ctions).	Yes	X No	
(5) Provide for any purpose other than religion educational purposes, or for the preventio	us, charitable, scientific n of cruelty to children o	, literary, or or animals?	Yes	X No	
b If any answer is 'Yes' to 5a(1)-(5), did any of t described in Regulations section 53.4945 or in (see instructions)?	he transactions fail to q a current notice regard	ualify under the exception ing disaster assistance	ons	5 b	N/A
Organizations relying on a current notice regains	rding disaster assistance	e check here	•		
c If the answer is 'Yes' to question 5a(4), does t tax because it maintained expenditure response	sibility for the grant?		N/A Yes	□No	
If 'Yes,' attach the statement required by Regu	ulations section 53 4945	-5(d)		_ []	
6 a Did the foundation, during the year, receive ar on a personal benefit contract?			Yes	X No	
b Did the foundation, during the year, pay premi If 'Yes' to 6b, file Form 8870	ums, directly or indirect	ly, on a personal benefi	t contract?	6 b	X
7 a At any time during the tax year, was the found	lation a party to a prohit	oited tax shelter transac	tion? Yes	X No	
b If 'Yes,' did the foundation receive any procee				N/A 7b	
Part VIII Information About Officers, Dir	ectors, Trustees, Fo	oundation Managers	, Highly Paid Em	ployees,	
			ations)	· · -	
1 List all officers, directors, trustees, foundation				(a) [ana	
(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 deferre compensation	t other al	e account, lowances
F. KEITH WITHYCOMBE	TRUSTEE AS N	0.	0		0.
6237 NORTH 59TH PLACE PARADISE VALLEY, AZ 85253	0				
PATRICIA A. WITHYCOMBE	TRUSTEE AS N	0.	0		0.
6237 NORTH 59TH PLACE	0				
PARADISE VALLEY, AZ 85253					
			<u> </u>	 	
2 Compensation of five highest-paid employees	(other than those inclu	ded on line 1 — see ins	tructions). If none, er	nter '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 account, lowances
NONE					
				 	
Total number of other employees paid over \$50,000	·			>	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Emploand Contractors (continued)	oyees,
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'	
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
NONE	
Total number of others receiving over \$50,000 for professional services.	0
Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
' N'11	
2	
3	· -
4	
Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 . ▶	0.
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	(2010)

86-0818957 Page 8 Form 990-PF (2013) WITHYCOMBE FOUNDATION Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes: 1 1 a 452,934. a Average monthly fair market value of securities 21,595. **b** Average of monthly cash balances 1 b 1 c c Fair market value of all other assets (see instructions) . 474,529. 1 d d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c 0. (attach detailed explanation) 1 e 2 0. Acquisition indebtedness applicable to line 1 assets 3 474,529. Subtract line 2 from line 1d Cash deemed held for charitable activities Enter 1-1/2% of line 3 4 7,118. (for greater amount, see instructions) 467,411. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 6 23,371. 6 Minimum investment return. Enter 5% of line 5 Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations Part XI and certain foreign organizations check here and do not complete this part.) î 23,371. Minimum investment return from Part X, line 6 2 a Tax on investment income for 2013 from Part VI, line 5. 2 a 592 **b** Income tax for 2013. (This does not include the tax from Part VI.) 2 b 2 c 592. c Add lines 2a and 2b 3 22,779. 3 Distributable amount before adjustments. Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions 5 22,779. Add lines 3 and 4 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 22,779. Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 1 a 167,755. **b** Program-related investments - total from Part IX-B 1 b 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 2 Amounts set aside for specific charitable projects that satisfy the: 3 a a Suitability test (prior IRS approval required) 3 b **b** Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 167,755 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. 5 Enter 1% of Part I, line 27b (see instructions) .

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.

Adjusted qualifying distributions. Subtract line 5 from line 4

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6

592.

167,163.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
Distributable amount for 2013 from Part XI, line 7				22,779.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years. 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 290, 951.				
b From 2009 289,590.				
c From 2010 286, 066.			:	
d From 2011 236, 590.				
e From 2012 224, 620.				
f Total of lines 3a through e	1,327,817.			***************************************
4 Qualifying distributions for 2013 from Part			•	
XII, line 4: ► \$ 167,755.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
 Treated as distributions out of corpus (Election required — see instructions) 	0.			
d Applied to 2013 distributable amount				22,779.
e Remaining amount distributed out of corpus	144,976.			
5 Excess distributions carryover applied to 2013.	0.			0.
(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 	1,472,793.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014			1	0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.		 - - - -	
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	290,951.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,181,842.			
10 Analysis of line 9:			-	
a Excess from 2009 289,590.			ŧ	
b Excess from 2010 286, 066.			<u>‡</u>	
c Excess from 2011 236,590.			1	
d Excess from 2012 224, 620.			#	
e Excess from 2013 144, 976.	<u> </u>			Form 990-PF (2013)

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Part XIV Private Operating Founda					<u>N/A</u>
1 a If the foundation has received a ruling or of is effective for 2013, enter the date of the	ruling	·		<u></u>	4042(1)(5)
b Check box to indicate whether the foundat	Tax year	rating toundation d		4942(j)(3) or	4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for	(a) 2013	(b) 2012	Prior 3 years (c) 2011	(d) 2010	(e) Total
each year listed b 85% of line 2a			<u> </u>		·
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					
 Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c 					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets(2) Value of assets qualifying under section 4942(j)(3)(B)(j)					
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:					
 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	1			1.000	
Part XV Supplementary Information assets at any time during t	i (Compiete this ne vear — see ii	s part only it the	e foundation na	ια \$5,υυυ or more	: In
1 Information Regarding Foundation Manag					
List any managers of the foundation who has	nave contributed mo	ore than 2% of the t	otal contributions re	ceived by the foundati	on before the
close of any tax year (but only if they have SEE STATEMENT 5	e contributed more t	than \$5,000) (See	section 507(d)(2))		
b List any managers of the foundation who can partnership or other entity) of which the NONE	own 10% or more of foundation has a 10	the stock of a corp)% or greater intere	poration (or an equal est.	ly large portion of the	ownership of
2 Information Regarding Contribution, Gran	t Gift Loan Schol	arshin etc Program			
Check here ► X if the foundation only n requests for funds. If the foundation make	nakes contributions	to preselected char	ritable organizations		
complete items 2a, b, c, and d. a The name, address, and telephone number	er or e-mail of the p	erson to whom app	lications should be a	addressed:	·
· · · · ·	·	.,			
b The form in which applications should be s	submitted and inforr	nation and material	s they should includ	e:	
c Any submission deadlines:					
					
d Any restrictions or limitations on awards, s	such as by geograph	nical areas, charitat	ole fields, kinds of in	stitutions, or other fac	ctors:
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- Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
	substantial contributor	recipient		
Name and address (home or business) a Paid during the year SEE STATEMENT 6	substantial contributor	recipient	CONTRIBUTION	
Total			▶ 3:	167,755
b Approved for future payment				
Total .			▶ 31	o

Part XVI-A Analysis of Income-Producing Activities

nter gross amounts unless otherwise indicated.	Unrelated	business income	Excluded by	section 512, 513, or 514	(e)	
Program service revenue:	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income (See instructions.)	
a						
b						
С						
d						
е						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities .		~~~~	14	13,351.		
5 Net rental income or (loss) from real estate:				1	<u></u> <u></u>	
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property		·				
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory					48,958.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a TAX REFUND			1	92.	*11*	
b						
С						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)	_,			13,443.	48,958.	
13 Total. Add line 12, columns (b), (d), and (e)				13 _	62,401.	
See worksheet in line 13 instructions to verify calculation	s.)		_			

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.)
N/A	

Form 990-PF (2013) WITHYCOMBE FOUNDATION 86-0818957 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Di	d the organization directlescribed in section 501(c)	y or indirectly er	ngage in any of her than section	the following with 501(c)(3) organi	any other organiz zations) or in sect	zation ion 527,		Yes	No
	lating to political organization		a nancharitable	ovemnt organiza	tion of:				
a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash							1 a (1)		v
٠.	Other assets						1 a (1)		$\frac{X}{X}$
							18(2)		
_	her transactions:			_			1 4 (1)		v
(1) Sales of assets to a noncharitable exempt organization							1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization							1 b (2)		X
(3) Rental of facilities, equipment, or other assets							1 b (3) 1 b (4)		X
(4) Reimbursement arrangements									X
(5)	Loans or loan guarante	es	•				1 b (5)		X
(6)	Performance of service	s or membershi	p or fundraising	solicitations			1 b (6)		X
c St	aring of facilities, equipn	nent, mailing list	ts, other assets,	or paid employe	es.		1 c		_X_
d If the an	the answer to any of the e goods, other assets, or y transaction or sharing	above is 'Yes,' o services given l arrangement, sh	complete the foll by the reporting now in column (c	lowing schedule foundation. If the	Column (b) should e foundation receive goods, other ass	d always show the fair ma yed less than fair market ets, or services received.	arket value value in	of	
(a) Line	- ,		of noncharitable exen			of transfers, transactions, and s		gements	;
N/A		1				<u> </u>	-		
	- 	 	 					-	
			 				-		
									
									
									—
	 					·			
				<u> </u>					
									
			<u> </u>						
———								_	
						· · · · · · · · · · · · · · · · · · ·			
									
									
					ļ	 			
de	the foundation directly or scribed in section 501(c)	of the Code (oth	ited with, or rela	ted to, one or mo 501(c)(3)) or in s	ore tax-exempt org section 527?	anizations	Yes	X	No
b if	Yes,' complete the follow		4) 7	6		(-) December of rele	tramatara	·	
77./7	(a) Name of organiza	tion	(b) Type	e of organization		(c) Description of rela	uonsnip		
N/A									
			,						
	Under penalties of perjury, i declar correct, and complete	e that I have examined on of prepare (other	this feturn, including a than taxpayer) is bas	accompanying schedule: sed on all information,	s and statements, and to t of which preparer has ai	the best of my knowledge and belief ny knowledge	, it is true,		
Sign		11/1/1/		/			May the II	RS discu	ıss
Here	- A M	/m	2/	16/16/14	✓ ► TRUSTEE	AS NEED	this return	n with th shown b	e elow
	Signature of officer of trustee	W W /G		Date	Title	AS NEED	. I (see instri	uctions) Yes	5 I
	Print/Type preparer's r	name /	Prepare s	signature /	Date	Charle I	PTIN	T es	No
	1	//	0 //1		(12) 1/2	Check Lif		255	
Paid		BECKMAN		BALL CBROKM			P00142	<u>∠55</u>	
Prepai	•••								
Use O		Firm's address 14850 N. SCOTTSDALE RD., #205							
		SCOTTSDALE	, AZ <u>8</u> 5254			Phone no (480)	<u>315-1</u>		
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2013	FEDERAL STATEMENTS	PAGE 1
	WITHYCOMBE FOUNDATION	86-0818957
STATEMENT 1 FORM 990-PF, PART I, LINE 11 OTHER INCOME		
	(A) (B) NET REVENUE INVESTMENT PER BOOKS INCOME	(C) ADJUSTED ET INCOME
TAX REFUND	TOTAL \$ 92. \$ 0. \$	0.
STATEMENT 2 FORM 990-PF, PART I, LINE 16B ACCOUNTING FEES		
	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED	(D) CHARITABLE
	PER BOOKS INCOME NET INCOME \$ 2,800. \$ 2,800. \$ 2,800. \$ 2,800. \$ 2,800. \$ 0.	PURPOSES 0.
STATEMENT 3 FORM 990-PF, PART I, LINE 16C OTHER PROFESSIONAL FEES		
INVESTMENT	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME \$ 275. \$ 275. \$ 275. \$ 275. \$ 275. \$ 0. \$	(D) CHARITABLE PURPOSES 0.
STATEMENT 4 FORM 990-PF, PART I, LINE 18 TAXES		
	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED	(D) CHARITABLE
1	PER BOOKS INCOME NET INCOME \$ 188. \$ 0. \$ 0. \$ \$ 0.	PURPOSES 0.

STATEMENT 5 FORM 990-PF, PART XV, LINE 1A FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

F. KEITH WITHYCOMBE PATRICIA A. WITHYCOMBE

, T.
2013

FEDERAL STATEMENTS

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WITHYCOMBE FOUNDATION

STATEMENT 6 FORM 990-PF, PART XV, LINE 3A RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE GRANT	
SCOTTSDALE HEALTHCARE FDN 10001 N 92ND STREET STE 121 SCOTTSDALE, AZ 85258	N/A	PUBLIC	GENERAL CHARITABLE	\$ 20,000.
ASU FOUNDATION 300 E UNIVERSITY DRIVE TEMPE, AZ 85281	N/A	PUBLIC	GENERAL CHARITABLE	43,000.
THE US AIR FORCE ACADEMY ENDOWMENT 3116 ACADEMY DRIVE, STE 200 USAF ACADEMY, CO 80840	N/A	PUBLIC	GENERAL CHARITABLE	75,505.
ARIZONA HUMANE SOCIETY 226 NORTH 13TH AVENUE PHOENIX, AZ 85021	N/A	PUBLIC	GENERAL CHARITABLE	22,500.
UMOM 3333 E VAN BUREN ST PHOENIX, AZ 85008	N/A	PUBLIC	GENERAL CHARITABLE	1,500.
ST. MARY'S FOOD BANK 3003 W. THOMAS RD. PHOENIX, AZ 85009	N/A	PUBLIC	GENERAL CHARITABLE	250.
TEACH FOR AMERICA 3030 N CENTRAL AVE PHOENIX, AZ 85012	N/A	PUBLIC	GENERAL CHARITABLE	5,000.
				TOTAL \$ 167,755.