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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: TIMOTHY T. DAY FOUNDATION, INC.

A Employer identification number: 86-0870436

Number and street (or P O box number if mail is not delivered to street address): 3219 E. CAMELBACK RD.

Room/suite: 841

B Telephone number (see instructions): (602) 595-8880

City or town, state or province, country, and ZIP or foreign postal code: PHOENIX, AZ 85018

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 73,689,494.

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				
	4	Dividends and interest from securities	1,462,290.	1,612,298.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	70,389.			
	b	Gross sales price for all assets on line 6a 27,817,016.				
	7	Capital gain net income (from Part IV, line 2)				
	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) ATCH 2		153.		
	12	**Total.** Add lines 1 through 11	1,532,679.	1,612,451.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 3	2,480.	2,480.		
	b	Accounting fees (attach schedule) ATCH 4	7,000.	7,000.		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 5	31,546.	32,790.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	218,651.	219,059.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	259,677.	261,329.		
	25	Contributions, gifts, grants paid	2,641,000.			2,641,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,900,677.	261,329.	0	2,641,000.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,367,998.			
	b	**Net investment income** (if negative, enter -0-)		1,351,122.		
	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	809,097.	110,475.	110,475.
	2	Savings and temporary cash investments			
	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			
	10 a	Investments - U S and state government obligations (attach schedule) **	23,530,152.	13,531,114.	13,435,654.
	b	Investments - corporate stock (attach schedule) ATCH 8	16,504,592.	20,808,422.	24,680,000.
	c	Investments - corporate bonds (attach schedule) ATCH 9	2,988,448.	5,064,888.	5,203,887.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	26,924,341.	29,872,276.	30,259,478.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	70,756,630.	69,387,175.	73,689,494.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	70,756,630.	69,387,175.	
	30	**Total net assets or fund balances** (see instructions)	70,756,630.	69,387,175.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	70,756,630.	69,387,175.	

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	70,756,630.
2	Enter amount from Part I, line 27a	2	-1,367,998.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	-1,457.
4	Add lines 1, 2, and 3	4	69,387,175.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	69,387,175.

**ATCH 7

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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 -22,268.

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 0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,733,800.	70,795,854.	0.052740
2011	1,983,800.	73,229,453.	0.027090
2010	976,195.	3,736,112.	0.261286
2009	667,150.	713,591.	0.934919
2008	678,746.	707,474.	0.959394

2	**Total** of line 1, column (d)	2	2.235429
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	0.447086
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	70,916,775.
5	Multiply line 4 by line 3	5	31,705,897.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,511.
7	Add lines 5 and 6	7	31,719,408.
8	Enter qualifying distributions from Part XII, line 4	8	2,641,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	27,022.
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	27,022.
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	27,022.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	17,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	17,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . . ▶			9	10,022.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DAY FAMILY OFFICE Telephone no ▶

Located at ▶ 3219 E. CAMELBACK RD. #841 PHOENIX, AZ ZIP+4 ▶ 85018

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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Yes	No
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 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		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
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 ▶ ____, ____, ____, ____			
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		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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? *If "Yes" to 6b, file Form 8870.*	**6b**		X
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
ATCH 12		0	0	0

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

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

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

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		0
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 TO PROVIDE SUPPORT TO 501(C)(3)'S FOR ACTIVITIES, RESEARCH, PUBLICATIONS AND ORGANIZATIONS THAT PROMOTE THE CONCEPTS OF LIMITED GOV'T, ECONOMIC FREEDOM AND INDIV. RESPONSIBILITY.	
2 TO PROVIDE SUPPORT TO 501(C)(3)'S FOR ACTIVITIES, FACILITIES & PROGRAMS THAT ENCOURAGE PHYSICAL FITNESS, SOUND NUTRITION AND A HEALTHY LIFESTYLE AMONG THE STUDENTS AT SELECTED UNIV.	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	54,161,248.
	b	Average of monthly cash balances	1b	17,835,478.
	c	Fair market value of all other assets (see instructions)	1c	
	d	**Total** (add lines 1a, b, and c)	1d	71,996,726.
	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	71,996,726.
4		Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,079,951.
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	70,916,775.
6		**Minimum investment return.** Enter 5% of line 5	6	3,545,839.

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	3,545,839.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	27,022.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	27,022.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,518,817.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,518,817.
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	3,518,817.

Part XII **Qualifying Distributions** (see instructions)

1		Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
	a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,641,000.
	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	2,641,000.
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	0
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,641,000.

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					3,518,817.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008					
b	From 2009					
c	From 2010	715,981.				
d	From 2011					
e	From 2012	210,553.				
f	**Total** of lines 3a through e		926,534.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,641,000.					
a	Applied to 2012, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2013 distributable amount					2,641,000.
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))*		877,817.			877,817.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		48,717.			
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					
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		48,717.			
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010					
c	Excess from 2011					
d	Excess from 2012	48,717.				
e	Excess from 2013					

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation 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 a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

TIMOTHY T. DAY

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

NONE

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

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

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

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

c Any submission deadlines

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

TIMOTHY T. DAY FOUNDATION, INC. 86-0870436

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 13				
Total . . . . ▶ **3a**				2,641,000.
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					
4 Dividends and interest from securities			14	1,462,290.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	70,389.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,532,679.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,532,679.

(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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 4/10/14 | Title Chairman

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL I FLEMING		4/9/14		P00169547

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ▶ 1850 N. CENTRAL AVE., SUITE 700
PHOENIX, AZ 85004-4563

Phone no 602-364-8000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					142,947.	
		NT ACCOUNT 26-42323 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
155,592.		139,663.					15,929.	
		NT ACCOUNT 26-42324 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
191,754.		171,859.					19,895.	
		NT ACCOUNT 26-42322 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,137,352.		1,113,089.					24,263.	
		NT ACCOUNT 26-42320 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
143,546.		134,589.					8,957.	
		NT ACCOUNT 26-42325 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
77,244.		81,832.					-4,588.	
		NT ACCOUNT 26-42326 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
197,927.		209,741.					-11,814.	
		NT ACCOUNT 26-71665 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	05/08/2013
135.		118.					17.	
		NT ACCOUNT 26-84169 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
281,474.		249,644.					31,830.	
		NT ACCOUNT 26-42296 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	12/02/2013
1,275,523.		1,353,058.					-77,535.	
		NT ACCOUNT 26-42293 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	06/18/2013
266,573.		282,989.					-16,416.	
		NT ACCOUNT 26-42290 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	06/18/2013
517,632.		592,751.					-75,119.	
		NT ACCOUNT 26-42321 ST TRANSACTIONS				P	12/06/2012	10/28/2013

TIMOTHY T. DAY FOUNDATION, INC. 86-0870436

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
6,421.		5,818.					603.	
		NT ACCOUNT 26-42323 LT TRANSACTIONS				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
677,081.		567,950.					109,131.	
		NT ACCOUNT 26-42324 LT TRANSACTIONS				P	VAR	06/17/2013
		PROPERTY TYPE: SECURITIES						
974,276.		851,652.					122,624.	
		NT ACCOUNT 26-42325 LT TRANSACTIONS				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
247,580.		231,575.					16,005.	
		NT ACCOUNT 26-42326 LT TRANSACTIONS				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
207,989.		192,012.					15,977.	
		NT ACCOUNT 26-42322 LT TRANSACTIONS				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
523,096.		432,400.					90,696.	
		NT ACCOUNT 26-42321 LT TRANSACTIONS				P	VAR	04/05/2012
		PROPERTY TYPE: SECURITIES						
49,290.		53,320.					-4,030.	
		NT ACCOUNT 26-42320 LT TRANSACTIONS				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
520,139.		435,904.					84,235.	
		NT ACCOUNT 26-42290 LT TRANSACTIONS				P	VAR	06/18/2013
		PROPERTY TYPE: SECURITIES						
902,037.		1,001,713.					-99,676.	
		NT ACCOUNT 26-42293 LT TRANSACTIONS				P	04/04/2012	06/18/2013
		PROPERTY TYPE: SECURITIES						
898,889.		1,000,000.					-101,111.	
		NT ACCOUNT 26-42296 LT TRANSACTIONS				P	VAR	12/02/2013
		PROPERTY TYPE: SECURITIES						
2,522,784.		2,843,907.					-321,123.	
		NT ACCOUNT 26-71660 LT TRANSACTIONS				P	VAR	05/08/2013
		PROPERTY TYPE: SECURITIES						
2,000.		1,623.					377.	

TIMOTHY T. DAY FOUNDATION, INC. 86-0870436

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		NT ACCOUNT 26-71661 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				P	04/04/2005	05/08/2013
4,000.		3,665.					335.	
		NT ACCOUNT 26-71665 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	05/08/2013
2,938.		2,446.					492.	
		NT ACCOUNT 26-84169 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
414,322.		360,556.					53,766.	
		NT ACCOUNT 26-42316 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,746,000.		1,746,768.					-768.	
		NT ACCOUNT 26-42319 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
11003809.		11040139.					-36,330.	
		NT ACCOUNT 26-42316 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
993,701.		1,008,526.					-14,825.	
		NT ACCOUNT 26-42319 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,875,913.		1,872,925.					2,988.	
TOTAL GAIN(LOSS)							-22,268.	

TIMOTHY T. DAY FOUNDATION, INC. 86-0870436

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST ON SECURITIES	1,462,290.	1,612,298.
TOTAL	1,462,290.	1,612,298.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME		153.
TOTALS		153.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,480.	2,480.		
TOTALS	2,480.	2,480.		

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		7,000.	7,000.		
	TOTALS	7,000.	7,000.		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD		32,790.
FEDERAL INCOME TAX	31,546.	
TOTALS	31,546.	32,790.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS	2,103.	393.
ACCOUNT MGT & ADMIN FEES	216,548.	218,666.
TOTALS	218,651.	219,059.

TIMOTHY T. DAY FOUNDATION, INC. 86-0870436

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NORTHERN TRUST ACCOUNTS	13,531,114.	13,435,654.
US OBLIGATIONS TOTAL	13,531,114.	13,435,654.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NORTHERN TRUST ACCOUNTS	20,808,422.	24,680,000.
TOTALS	20,808,422.	24,680,000.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NORTHERN TRUST ACCOUNTS	5,064,888.	5,203,887.
TOTALS	5,064,888.	5,203,887.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NORTHERN TRUST ACCOUNTS	29,872,276.	30,259,478.
TOTALS	29,872,276.	30,259,478.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
OTHER		-1,457.
	TOTAL	-1,457.

TIMOTHY T. DAY FOUNDATION, INC. 86-0870436

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TIMOTHY T. DAY 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	PRESIDENT / DIRECTOR	0	0	0
SANDRA R. DAY 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	VP / DIRECTOR	0	0	0
RICHARD MALLERY 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	SEC / DIRECTOR	0	0	0
WILLIAM ERIC CHRISTOPHER GLEASON 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	DIRECTOR	0	0	0
LESLIE DAY PELLILLO 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	DIRECTOR	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TIMOTHY T. DAY, JR. 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	DIRECTOR	0	0	0
BRYAN W. DAY 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	DIRECTOR	0	0	0
STACY TUCKER 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	TREASURER / DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
100 CLUB OF ARIZONA 5033 N. 19TH AVE, STE. 123 STE. 200-516 PHOENIX, AZ 85028	NONE PC	GENERAL FUND	2,500.
AMERICAN RED CROSS 4800 HARRY HINES BLVD DALLAS, TX 75235	NONE PC	GENERAL FUND	700.
ANIMAL ADOPTION CENTER 175 N GLENWOOD ST JACKSON, WY 83001	NONE PC	GENERAL FUND	52,500.
ANIMAL ADVOCATES OF THE US PO BOX 262 EL CAJON, CA 92022	NONE PC	GENERAL FUND	1,000.
ANIMAL GUARDIAN NETWORK AND SANCTUARY 4815 E. CAREFREE HIGHWAY #108-504 CAVECREEK, AZ 85331	NONE PC	GENERAL FUND	56,000.
ANIMAL HUMANE ASSOCIATION OF STAR VALLEY P.O. BOX 654 THAYNE, WY 83127	NONE PC	GENERAL FUND	7,200.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
APARN 1106 N. GILBERT RD. #2-PMB-192 MESA, AZ 85203	NONE PC	GENERAL FUND	67,500.
BARROW NEUROLOGICAL FOUNDATION 350 W. THOMAS RD. PHOENIX, AZ 85013	NONE PC	GENERAL FUND	52,200.
COLORADO STATE UNIVERSITY (LULU'S LEGACY) 401 UNIVERSITY SERVICES CENTER FORT COLLINS, CO 80523	NONE PC	GENERAL FUND	17,500.
COMMUNITY FOUNDATION OF JACKSON HOLE P.O. BOX 574 JACKSON, WY 83001	NONE PC	GENERAL FUND	35,500.
DEERFIELD ACADEMY 7 BOYDEN RD DEERFIELD, MA 01342	NONE PC	GENERAL FUND	50,000.
DOG IS MY COPILOT, INC. PO BOX 3399 JACKSON HOLE, WY 83001	NONE PC	GENERAL FUND	7,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIGHTING FOR DAWN PO BOX 17664 ATLANTA, GA 30316	NONE PC	GENERAL FUND	7,000.
FRIENDS OF ANIMAL CARE AND CONTROL 12625 N CAVE CREEK ROAD PHOENIX, AZ 85022	NONE PC	GENERAL FUND	2,500.
GEORGE W BUSH PRESIDENTIAL CENTER AT SMU 2943 SMU BLVD DALLAS, TX 72505	NONE PC	GENERAL FUND	10,000.
GOLDWATER INSTITUTE 500 E. CORONADO RD. PHOENIX, AZ 85004	NONE PC	GENERAL FUND	10,000.
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN ST. CAMBRIDGE, MA 02163	NONE PC	GENERAL FUND	50,000.
HBS ADVANCED MANAGEMENT PROGRAM 124 MOUNT AUBURN ST. CAMBRIDGE, MA 02163	NONE PC	GENERAL FUND	204,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HBS MARINE CORPS ENTREPRENEUR FELLOWSHIP 124 MOUNT AUBURN ST. CAMBRIDGE, MA 02163	NONE PC	GENERAL FUND	56,200.
HOSPICE OF THE VALLEY 1510 E FLOWER ST. PHOENIX, AZ 85014	NONE PC	GENERAL FUND	10,000.
INJURED MARINE SEMPER FI FUND 825 COLLEGE BLVD. OCEANSIDE, CA 92057	NONE PC	GENERAL FUND	200,000.
JEWISH GENETIC DISEASES CENTER OF GREATER PHOENIX 12701 N SCOTTSDALE ROAD SUITE 102, PMB 609 SCOTTSDALE, AZ 85254	NONE PC	GENERAL FUND	500.
LUV OF DOGZ FUND, INC. 7841 E VIA DE BELLEZA SCOTTSDALE, AZ 85258	NONE PC	GENERAL FUND	9,500.
MARICOPA COUNTY ANIMAL CARE AND CONTROL 2630 W. 8TH ST. MESA, AZ 85201	NONE PC	GENERAL FUND	75,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARINE CORPS HERITAGE FOUNDATION 3800 FETTLER PARK DRIVE DUMFRIES, VA 22025	NONE PC	GENERAL FUND	1,300,000.
MARINE CORPS SCHOLARSHIP FOUNDATION 909 N. WASHINGTON STREET SUITE 104 ALEXANDRIA, VA 22314	NONE PC	GENERAL FUND	200,000.
MARINE CORPS UNIVERSITY FOUNDATION P.O. BOX 122 SUITE 400 QUANTICO, VA 22134	NONE PC	GENERAL FUND	25,000.
MARINER'S CHURCH 5001 NEWPORT COAST DR. IRVINE, CA 92603	NONE PC	GENERAL FUND	4,100.
NATIONAL MILL DOG RESCUE PO BOX 88468 COLORADO SPRINGS, CO 80908	NONE PC	GENERAL FUND	1,000.
NOTRE DAME PREPATORY 9701 E. BELL RD. SCOTTSDALE, AZ 85260	NONE PC	GENERAL FUND	300.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OLD FRIENDS SENIOR DOG SANCTUARY PO BOX 93 MOUNT JULIET, TN 37121	NONE PC	GENERAL FUND	4,500.
OUR LADY OF MERCY ACADEMY 815 CONVENT ROAD SYOSSET, NY 11791	NONE PC	GENERAL FUND	500.
PACC911 10645 N. TATUM BLVD. PHOENIX, AZ 85028	NONE PC	GENERAL FUND	33,500.
PARADISE VALLEY PRIVATE SCHOOL FOUNDATION 4800 E. DOUBLETREE RANCH RD. SUITE 200-516 PARADISE VALLEY, AZ 85253	NONE PC	GENERAL FUND	4,300.
PAWS 504 MAIN AVE. NORWALK, CT 06851	NONE PC	GENERAL FUND	10,000.
PUG NATION RESCUE OF LOS ANGELES PO BOX 270 TORRANCE, CA 90507	NONE PC	GENERAL FUND	4,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PULMONARY HYPERTENSION ASSOCIATION 801 ROEDER RD. SILVER SPRING, MD 20910	NONE PC	GENERAL FUND	2,500.
TETON VALLEY COMMUNITY ANIMAL SHELTER P.O. BOX 1507 STE. 1000 DRIGGS, ID 83422	NONE PC	GENERAL FUND	5,000.
UNITED STATES WAR DOGS ASSOCIATION INC 1313 MT HOLLY ROAD BURLINGTON, NJ 08016	NONE PC	GENERAL FUND	1,000.
VALLEY OF THE SUN UNITED WAY 1515 E. OSBORN RD. SUITE 201 PHOENIX, AZ 85014	NONE PC	GENERAL FUND	10,000.
WESLEYAN UNIVERSITY 45 WYLLYS AVE MIDDLETOWN, CT 06459	NONE PC	GENERAL FUND	50,000.
		TOTAL CONTRIBUTIONS PAID	2,641,000.