Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Trust Treated as Private Foundation | OMB No 1545-0052 **2013**

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: THE THELMA B & THOMAS P HART FOUNDATION

A Employer identification number: 86-0881550

Number and street (or P.O box number if mail is not delivered to street address): 4795 CAUGHLIN PARKWAY | Room/suite: 100

B Telephone number: 775-333-0300

City or town, state or province, country, and ZIP or foreign postal code: RENO, NV 89519

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: [X] 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) ▶$ 31,645,863.

J Accounting method: [X] 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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,975.	3,975.		
	4 Dividends and interest from securities	558,978.	529,195.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,519.			
	b Gross sales price for all assets on line 6a 7,046,388.				
	7 Capital gain net income (from Part IV, line 2)		3,519.		
	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)				
	11 Other income	2,620.	2,620.		STATEMENT 2
	12 Total. Add lines 1 through 11	569,092.	539,309.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	232,000.	92,800.		139,200.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	181.	181.		0.
	b Accounting fees STMT 4	29,039.	21,279.		7,760.
	c Other professional fees STMT 5	169,620.	169,620.		0.
	17 Interest				
	18 Taxes STMT 6	11,897.	1,477.		0.
	19 Depreciation and depletion	282.	0.		
	20 Occupancy	5,073.	0.		5,073.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	12,577.	4,905.		7,672.
	24 Total operating and administrative expenses. Add lines 13 through 23	460,669.	290,262.		159,705.
	25 Contributions, gifts, grants paid	1,524,250.			1,524,250.
	26 Total expenses and disbursements. Add lines 24 and 25	1,984,919.	290,262.		1,683,955.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,415,827.>			
	b Net investment income (if negative, enter -0-)		249,047.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	246,415.	69,728.	69,728.
2	Savings and temporary cash investments	2,474,068.	2,254,045.	2,254,045.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	2,256.		
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 8	8,643,931.	11,947,606.	17,051,605.
c	Investments - corporate bonds STMT 9	759,643.	5,484,779.	5,580,672.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 10	14,605,364.	5,671,933.	6,689,627.
14	Land, buildings, and equipment: basis ▶ 5,840.			
	Less accumulated depreciation STMT 11 ▶ 5,654.	468.	186.	186.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	26,732,145.	25,428,277.	31,645,863.
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			
22	Other liabilities (describe ▶ STATEMENT 12)	1,820.	28.	
23	**Total liabilities** (add lines 17 through 22)	1,820.	28.	
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 ▶ [X] **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	26,730,325.	25,428,249.	
30	**Total net assets or fund balances**	26,730,325.	25,428,249.	
31	**Total liabilities and net assets/fund balances**	26,732,145.	25,428,277.	

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	26,730,325.
2	Enter amount from Part I, line 27a	2	<1,415,827.>
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	113,751.
4	Add lines 1, 2, and 3	4	25,428,249.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,428,249.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
c	EV ENERGY PARTNERS LP	P	VARIOUS	VARIOUS
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	6,867,726.		7,038,585.	<170,859.>
b	178,662.			178,662.
c			4,284.	<4,284.>
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				<170,859.>
b				178,662.
c				<4,284.>
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 | 3,519.

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).
If (loss), enter -0- in Part I, line 8 ... 3 | N/A

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	1,642,201.	29,196,131.	.056247
2011	1,655,073.	30,163,332.	.054870
2010	1,434,559.	29,775,304.	.048179
2009	1,711,567.	28,437,155.	.060188
2008	1,676,481.	32,862,137.	.051016

2	**Total** of line 1, column (d)	2	.270500
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	.054100
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	31,808,195.
5	Multiply line 4 by line 3	5	1,720,823.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,490.
7	Add lines 5 and 6	7	1,723,313.
8	Enter qualifying distributions from Part XII, line 4	8	1,683,955.

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	4,981.
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	0.
3 Add lines 1 and 2		3	4,981.
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	4,981.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 10,420.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 11,200.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	21,620.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	16,639.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 16,639. **Refunded** ▶		11	0.

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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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) ▶ NV			
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

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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 ▶ MARK W KNOBEL Telephone no. ▶ 775-333-0300
Located at ▶ 4795 CAUGHLIN PARKWAY, RENO, NV ZIP+4 ▶ 89519

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 N/A

			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		X
	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.) N/A	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.)* N/A	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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] 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)? ☐ Yes [X] 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 [X] 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)? N/A | 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? N/A ☐ 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
CRAIG KARRASCH 4795 CAUGHLIN PARKWAY, SUITE 100 RENO, NV 89519	TRUSTEE 8.00	116,000.	0.	0.
MARK KNOBEL 4795 CAUGHLIN PARKWAY, SUITE 100 RENO, NV 89519	TRUSTEE 12.00	116,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
JP MORGAN CHASE BANK, N.A. 270 PARK AVENUE, NEW YORK, NY 10017	INVESTMENT BROKER	80,874.
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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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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	22,935,593.
b	Average of monthly cash balances	1b	2,778,828.
c	Fair market value of all other assets	1c	6,578,163.
d	**Total** (add lines 1a, b, and c)	1d	32,292,584.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	32,292,584.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	484,389.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,808,195.
6	**Minimum investment return.** Enter 5% of line 5	6	1,590,410.

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	1,590,410.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a 4,981.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	4,981.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,585,429.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,585,429.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,585,429.

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	1,683,955.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,683,955.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,683,955.

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				1,585,429.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			848,420.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,683,955.				
a Applied to 2012, but not more than line 2a			848,420.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				835,535.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				749,894.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

NONE

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:

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NCJFCJ P. O. BOX 8970 RENO, NV 89507	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	10,000.
SAFE HAVEN RESCUE ZOO PO BOX 184 IMLAY, NV 89418	NONE	PC: 509(A)(1) OR 509(A)(2)	WILDLIFE ENCLOSURE	4,000.
NEVADA MUSEUM OF ART 160 W LIBERTY ST RENO, NV 89501	NONE	PC: 509(A)(1) OR 509(A)(2)	SCHOOL TOUR PROGRAM	35,000.
ARTOWN 528 W FIRST ST RENO, NV 89503	NONE	PC: 509(A)(1) OR 509(A)(2)	SUMMER FESTIVAL	5,000.
WOOSTER HIGH SCHOOL/ IB BOOSTERS 1331 E PLUMB LN RENO, NV 89502	NONE	PC: LOCAL GOV'T	THEATRE IMPROVEMENT	8,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,524,250.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,975.	
4 Dividends and interest from securities			14	529,195.	29,783.
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	3,519.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME			01	2,620.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		539,309.	29,783.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 569,092.

(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).
4	TAX-EXEMPT INTEREST

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	

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
N/A		

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.

▶ Mark Kubel 10/28/14 ▶ TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JENNIFER BECKER HARRIS	JENNIFER BECKER HARRIS	10/24/14		P00183358

Firm's name ▶ CLARK NUBER, PS — Firm's EIN ▶ 91-1194016

Firm's address ▶ 10900 4TH STREET, SUITE 1700 BELLEVUE, WA 98004 — Phone no. 425-454-4919

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KEEP MEMORY ALIVE 888 W BONNEVILLE AVE LAS VEGAS, NV 89106	NONE	PC: 509(A)(1) OR 509(A)(2)	EVENT/OPERATIONAL SUPPORT	47,800.
RENO HIGH SCHOOL 395 BOOTH ST RENO, NV 89509	NONE	PC: LOCAL GOV'T	OPERATIONAL SUPPORT	10,000.
AAUN LEGACY HALL/MS 232 RENO, NV 89557	NONE	PC: 509(A)(1) OR 509(A)(2)	EVENT SPONSORSHIP	10,000.
SIERRA VISTA 2001 SOARING EAGLE DRIVE RENO, NV 89512	NONE	PC: 509(A)(1) OR 509(A)(2)	MATHEMATICS PROGRAM	2,500.
UNIVERSITY OF NEVADA, RENO 102 MORRILL HALL/162 RENO, NV 89557	NONE	PC: LOCAL GOV'T	EQUIPEMNT/ATHLETIC DEPARTMENT	8,000.
BISHOP MUSEUM 1525 BERNICE ST HONOLULU, HI 96817	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	25,000.
ARTOWN 528 W FIRST ST RENO, NV 89503	NONE	PC: 509(A)(1) OR 509(A)(2)	SUMMER FESTIVAL	10,000.
SWOPE MIDDLE SCHOOL 509 KEELE DRIVE RENO, NV 89509	NONE	PC: LOCAL GOV'T	TECHNOLOGY EQUIPMENT	10,000.
CARE CHEST OF SIERRA NEVADA 7910 N VIRGINIA ST RENO, NV 89506	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	30,000.
BOY SCOUTS OF AMERICA - NV AREA COUNCIL 1745 S WELLS AVE RENO, NV 89502	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT/ CAPITAL CAMPAIGN	50,000.
Total from continuation sheets				1,462,250.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITY CHEST, INC. 991 S C ST VIRGINIA CITY, NV 89440	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	25,000.
SPCA OF NORTHERN NEVADA 4950 SPECTRUM BLVD RENO, NV 89512	NONE	PC: 509(A)(1) OR 509(A)(2)	VETERINARY EQUIPMENT	20,000.
FIRST TEE OF NORTHERN NEVADA 1575 DELUCCHI LANE STE 104 RENO, NV 89502	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	5,000.
UNIVERSITY OF NEVADA, RENO FOUNDATION 102 MORRILL HALL/162 RENO, NV 89557	NONE	PC: 509(A)(1) OR 509(A)(2)	COLLEGE OF BUSINESS/SUMMER PROG	10,000.
NEVADA MUSEUM OF ART 160 W LIBERTY ST RENO, NV 89501	NONE	PC: 509(A)(1) OR 509(A)(2)	SCHOOL TOUR PROGRAM	50,000.
RENO HIGH SCHOOL 395 BOOTH ST RENO, NV 89509	NONE	PC: LOCAL GOV'T	OPERATIONAL SUPPORT	10,000.
NATIONAL SEARCH DOG FOUNDATION 501 EAST OJAI AVENUE OJAI, CA 93023	NONE	PC: 509(A)(1) OR 509(A)(2)	CAPITAL CAMPAIGN	50,000.
COMMUNITY FOUNDATION OF WESTERN NEVADA 1885 S ARLINGTON AVE STE 103 RENO, NV 89509	NONE	PC: 509(A)(1) OR 509(A)(2)	SCHOLASTIC GATEWAY FUND	2,000.
RENO PHILHARMONIC ASSOCIATION 926 RIVERSIDE DR STE 3 RENO, NV 89503	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	5,000.
NEVADA CHILDREN'S FOUNDATION 2300 EAGLE VALLEY RANCH RD CARSON CITY, NV 89703	NONE	PC: 509(A)(1) OR 509(A)(2)	RESPITE PROGRAM	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NBU P. O. BOX 21393 RENO, NV 89515	NONE	PC: 509(A)(1) OR 509(A)(2)	MAISON ORTIZ YOUTH CAMP	1,000.
MENDIVE MIDDLE SCHOOL 1900 WHITEWOOD DRIVE SPARKS, NV 89434	NONE	PC: LOCAL GOV'T	SCHOLASTIC PROGRAM TRAVEL SUPPORT	2,000.
BRISTLECONE FAMILY RESOURCES PO BOX 52230 SPARKS, NV 89435	NONE	PC: 509(A)(1) OR 509(A)(2)	CAPITAL CAMPAIGN	10,000.
NEVADA DIABETES ASSOCIATION 1005 TERMINAL WAY STE 170 RENO, NV 89502	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	7,500.
CITICARE P.O. BOX 7101 RENO, NV 89510	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	5,000.
UNIVERSITY OF NEVADA, RENO FOUNDATION MORRILL HALL/162 RENO, NV 89557	NONE	PC: 509(A)(1) OR 509(A)(2)	EDUCATION FUND	100,000.
PETS OF THE HOMELESS 206 S DIVISION ST STE 10 CARSON CITY, NV 89703	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	1,500.
RENO CHAMBER ORCHESTRA 925 RIVERSIDE DR STE 5 RENO, NV 89503	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	20,000.
TERRY LEE WELLS NEVADA DISCOVERY MUSEUM 490 SOUTH CENTER RENO, NV 89501	NONE	PC: 509(A)(1) OR 509(A)(2)	CAPITAL CAMPAIGN	50,000.
CANINE COMPANIONS FOR INDEPENDENCE 2965 DUTTON AVE SANTA ROSA, CA 95407	NONE	PC: 509(A)(1) OR 509(A)(2)	TEAM TRAINING PROGRAM	37,800.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HIDDEN VALLEY ELEMENTARY SCHOOL 2105 ALPHABET DRIVE RENO, NV 89502	NONE	PC: 509(A)(1) OR 509(A)(2)	TECHNOLOGY EQUIPMENT	19,200.
UNR FOUNDATION MORRILL HALL ALUMNI CENTER MS/0007 RENO, NV 89557	NONE	PC: 509(A)(1) OR 509(A)(2)	FUNDRAISING EVENT	18,750.
ENVIROLUTION 250 BELL ST RENO, NV 89503	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	10,000.
KEEP TRUCKEE MEADOWS BEAUTIFUL P.O. BOX 7412 RENO, NV 89510	NONE	PC: 509(A)(1) OR 509(A)(2)	ANNUAL LITTER INDEX	3,500.
NORTH. NV CHILDREN'S CANCER FOUNDATION 3550 BARRON WAY #5A RENO, NV 89511	NONE	PC: 509(A)(1) OR 509(A)(2)	FAMILY ASSISTANCE PROGRAM	10,000.
GIRL SCOUTS OF SIERRA NEVADA 605 WASHINGTON STREET RENO, NV 89503	NONE	PC: 509(A)(1) OR 509(A)(2)	FAMILIES AND NEIGHBORS PROGRAM	15,000.
GIRL SCOUTS OF SIERRA NEVADA 605 WASHINGTON STREET RENO, NV 89503	NONE	PC: 509(A)(1) OR 509(A)(2)	FAMILIES AND NEIGHBORS PROGRAM	5,000.
NORTHERN NEVADA DENTAL HEALTH PROGRAM 6770 S MCCARRAN BLVD STE 102 RENO, NV 89509	NONE	PC: 509(A)(1) OR 509(A)(2)	JASON EBERLE MEMORIAL FUND	1,000.
CHILDREN'S CABINET 1090 S ROCK BLVD RENO, NV 89502	NONE	PC: 509(A)(1) OR 509(A)(2)	SPORTS PROGRAM	1,200.
STEP 2 3700 SAFE HARBOR WAY RENO, NV 89512	NONE	PC: 509(A)(1) OR 509(A)(2)	CAPITAL CAMPAIGN	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEVADA MUSEUM OF ART 160 W LIBERTY ST RENO, NV 89501	NONE	PC: 509(A)(1) OR 509(A)(2)	SCHOOL TOUR PROGRAM	2,500.
MCGEORGE SCHOOL OF LAW 3200 FIFTH STREET SACRAMENTO, CA 95817	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	20,000.
UNIVERSITY OF NEVADA, RENO FOUNDATION MORRILL HALL/162 RENO, NV 89557	NONE	PC: 509(A)(1) OR 509(A)(2)	CAPITAL CAMPAIGN/HEALTH SCIENCE BLDG	200,000.
UNIVERSITY OF NEVADA, RENO FOUNDATION MORILL HALL/162 RENO, NV 89557	NONE	PC: 509(A)(1) OR 509(A)(2)	SPORTS MEDICINE CENTER	100,000.
GUIDE DOGS FOR THE BLIND 350 LOS RANCHITOS RD SAN RAFAEL, CA 94903	NONE	PC: 509(A)(1) OR 509(A)(2)	CAPITAL CAMPAIGN	164,000.
BOYS AND GIRLS CLUB OF MASON VALLEY 124 NORTH MAIN STREET YERINGTON, NV 89447	NONE	PC: 509(A)(1) OR 509(A)(2)	EQUIPMENT/MOVIE THEATER	10,000.
BOYS AND GIRLS CLUB OF TRUCKEE MEADOWS 2680 E NINTH ST RENO, NV 89512	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	50,000.
CARE CHEST OF SIERRA NEVADA 7910 N VIRGINIA ST RENO, NV 89506	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	20,000.
KNPB CHANNEL 5 PUBLIC BROADCASTING 1670 N VIRGINIA ST RENO, NV 89503	NONE	PC: 509(A)(1) OR 509(A)(2)	LEARNING MEDIA PROGRAM/OPERATION	25,000.
TRU VISTA FOUNDATION P. O. BOX 2446 RENO, NV 89505	NONE	PC: 509(A)(1) OR 509(A)(2)	GUARDIANSHIP PROGRAM	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL AUTOMOBILE MUSEUM 10 LAKE STREET RENO, NV 89501	NONE	PC: 509(A)(1) OR 509(A)(2)	ANNUAL CAMPAIGN	5,000.
RENO HIGH SCHOOL 395 BOOTH ST RENO, NV 89509	NONE	PC: LOCAL GOV'T	OPERATIONAL SUPPORT	5,000.
WASHOE COUNTY DISTRICT ATTORNEY P. O. BOX 11130 RENO, NV 89520	NONE	PC: LOCAL GOV'T	CARES/SART PROGRAM	15,000.
SAFE TALK FOR TEENS 6490 S. MCCARRAN BLD D1 #136 RENO, NV 89509	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	5,000.
GALENA HIGH SCHOOL 3600 BUTCH CASSIDY DR RENO, NV 89511	NONE	PC: LOCAL GOV'T	SPORTS PROGRAM	2,500.
RENO HIGH SCHOOL 395 BOOTH ST RENO, NV 89509	NONE	PC: LOCAL GOV'T	OPERATIONAL SUPPORT	5,000.
WEILL CORNELL MEDICAL COLLEGE 1300 YORK AVENUE NEW YORK, NY 10065	NONE	PC: 509(A)(1) OR 509(A)(2)	RESEARCH PROJECT	50,000.
BIG BROTHERS BIG SISTERS OF NORTHERN NV 745 W MOANA LN STE 200 RENO, NV 89509	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	10,000.
CHILDREN'S CABINET 1090 S ROCK BLVD RENO, NV 89502	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	20,000.
FOOD BANK OF NORTHERN NEVADA, INC. 550 ITALY DRIVE MCCARRAN, NV 89434	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MOM'S ON THE RUN P. O. BOX 10994 RENO, NV 89510	NONE	PC: 509(A)(1) OR 509(A)(2)	PROGRAM SUPPORT	2,500.
NEVADA HUMANE SOCIETY 2825 LONGLEY LANE RENO, NV 89502	NONE	PC: 509(A)(1) OR 509(A)(2)	OPERATIONAL SUPPORT	10,000.
WASHOE LEGAL SERVICES 299 S ARLINGTON AVE RENO, NV 89501	NONE	PC: 509(A)(1) OR 509(A)(2)	CHILD ADVOCACY PROGRAM	10,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	529,195.	0.	529,195.	529,195.	
TAX EXEMPT INTEREST	29,783.	0.	29,783.	0.	
TO PART I, LINE 4	558,978.	0.	558,978.	529,195.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	2,620.	2,620.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,620.	2,620.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	181.	181.		0.
TO FM 990-PF, PG 1, LN 16A	181.	181.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,039.	21,279.		7,760.
TO FORM 990-PF, PG 1, LN 16B	29,039.	21,279.		7,760.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	169,620.	169,620.		0.
TO FORM 990-PF, PG 1, LN 16C	169,620.	169,620.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,477.	1,477.		0.
EXCISE TAXES	10,420.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,897.	1,477.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	4,222.	0.		4,222.
PORTFOLIO DEDUCTIONS	4,779.	4,779.		0.
OTHER EXPENSES	3,576.	126.		3,450.
TO FORM 990-PF, PG 1, LN 23	12,577.	4,905.		7,672.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A	11,947,606.	17,051,605.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,947,606.	17,051,605.

FORM 990-PF	CORPORATE BONDS		STATEMENT 9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A		5,484,779.	5,580,672.
TOTAL TO FORM 990-PF, PART II, LINE 10C		5,484,779.	5,580,672.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS - SEE ATTACHMENT A	COST	5,671,933.	6,689,627.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,671,933.	6,689,627.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TABLE	2,374.	2,374.	0.
COMPUTER TABLE	1,149.	1,149.	0.
OFFICE FURNITURE	1,223.	1,223.	0.
COMPUTER	569.	569.	0.
PRINTER	232.	232.	0.
COMPUTER	293.	107.	186.
TOTAL TO FM 990-PF, PART II, LN 14	5,840.	5,654.	186.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 12
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
ACCRUED EXCISE TAXES		1,820.	28.
TOTAL TO FORM 990-PF, PART II, LINE 22		1,820.	28.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARK W KNOBEL
4795 CAUGHLIN PARKWAY, SUITE 100
RENO, NV 89519

TELEPHONE NUMBER

775-333-0300

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED FORM

ANY SUBMISSION DEADLINES

NONE PER SE, BUT RECOMMENDED SUBMISSION BY JUNE OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE GENERALLY (BUT NOT EXCLUSIVELY) MADE TO ORGANIZATIONS IN NORTHERN NEVADA, NOTHERN CALIFORNIA, AND HAWAII. PRIMARY FIELDS FOR WHICH GRANTS ARE MADE ARE EDUCATION, CHILDREN'S PROGRAMS, SERVICE ANIMAL PROGRAMS, HEALTH AND COMMUNITY-BASED PROGRAMS.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	TABLE	041106	SL	7.00	16	2,374.			2,374.	2,288.		86.
12	COMPUTER TABLE	083006	SL	7.00	16	1,149.			1,149.	1,039.		110.
13	OFFICE FURNITURE	022806	SL	7.00	16	1,223.			1,223.	1,196.		27.
14	COMPUTER	060407	SL	5.00	16	569.			569.	569.		0.
15	PRINTER	113007	SL	5.00	16	232.			232.	232.		0.
16	COMPUTER	022312	SL	5.00	16	293.			293.	48.		59.
	* TOTAL 990-PF PG 1 DEPR					5,840.		0.	5,840.	5,372.	0.	282.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Fidelity INVESTMENTS

Investment Report

December 1, 2013 - December 31, 2013

00002977 01 AV 0 357 13002977 Envelope 021169874

THELMA/THOMAS HART FOUNDATION
4795 CAUGHLIN PKWY STE 100
RENO NV 89519-0994

Your Advisor
HOLLEN FINANCIAL PLANNING LTD
PO BOX 6629
RENO NV 89513-6629

Brokerage [redacted] THELMA/THOMAS HART FOUNDATION

Account Summary

Beginning value as of Dec 1	$1,422,879.74
Change in investment value	22,159.89
Ending value as of Dec 31	**$1,445,039.63**
Accrued Interest (AI)	$0.00
Change in AI from last statement	$0.00

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$7,692.05	$21,432.68
St cap gain	696.04	696.04
Interest	0.79	6.80
Lt cap gain	22,141.94	22,141.94
Total	**$30,530.82**	**$44,277.46**

Realized Gain/Loss from Sales

	This Period	Year to Date
Long-term gain	$0.00	$53.07

Your Advisor is an independent organization and is not affiliated with Fidelity Investments. Brokerage services provided by Fidelity Brokerage Services LLC, Member NYSE, SIPC. 800-544-6666. Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC

Holdings (Symbol) as of December 31, 2013

	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Mutual Funds *93% of holdings*						
DFA INFLATION PROTECTED SEC PORT (DIPSX) EAI: $2,681.68, EY: 1.83%	12,810.559	$11.460	$165,030.00	$150,011.64	$146,809.00	-$ 18,221.00
DIMENSIONAL EMERGING MKTS VAL PRTF INSTL (DFEVX) EAI: $2,256.76, EY: 2.34%	3,490.730	27.610	97,168.30	99,730.15	96,379.05	-789.25

THE THELMA B & THOMAS P HART FOUNDATION - EIN 86-0881550

ATTACHMENT A

Fidelity INVESTMENTS

Investment Report

December 1, 2013 - December 31, 2013

Brokerage [redacted] THELMA/THOMAS HART FOUNDATION

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
DFA INT'L SMALL CAP VALUE (DISVX)	7,560.008	20.350	123,467.32	152,712.16	153,846.16	30,378.84
EAI: $4,354.56, EY: 2.83%						
DFA US SMALL CAP VALUE PRTF INSTL (DFSVX)	11,944.284	35.410	305,032.81	432,741.40	422,947.09	117,914.28
EAI: $2,400.80, EY: 0.57%						
FA US LARGE CAP VALUE PRTF INSTL (DFLVX)	8,000.749	31.620	157,872.93	247,703.18	252,983.68	95,110.75
EAI: $3,648.34, EY: 1.44%						
DFA INTERNATIONAL VALUE PRTF INSTL (DFIVX)	4,942.527	19.830	83,004.84	96,478.12	98,010.31	15,005.47
EAI: $2,659.08, EY: 2.71%						
DIMENSIONAL GLOBAL EQUITY PORT INST (DGEIX)	4,023.878	17.950	47,265.95	71,021.44	72,228.61	24,962.66
EAI: $1,227.28, EY: 1.70%						
VANGUARD REIT INDEX INVESTOR (VGSIX)	4,358.300	21.470	98,955.14	94,749.44	93,572.70	- 5,382.44
EAI: $3,896.32, EY: 4.16%						
B **Subtotal of Mutual Funds**			1,077,797.29		1,336,776.60	258,979.31
Core Account ***7% of holdings***						
CASH	108,263.030	1.000	not applicable	77,732.21	108,263.03	not applicable
Subtotal of Core Account					108,263.03	
Total			$ 1,077,797.29		$1,445,039.63	$ 258,979.31

INVESTOR STATEMENT

Thelma B and Thomas P Hart Foundation
4795 Caughlin Parkway, Suite 100
Reno, NV 89519
USA

REGISTERED HOLDER(S)
Thelma B and Thomas P Hart Foundation

REGISTERED ADDRESS
4795 Caughlin Parkway
Suite 100
Reno, NV 89519
USA

Holder Number: [redacted]
Country of Residence: United States

Gabelli Associates Limited - Class A April 2012 HWM1

FUND NET ASSET VALUES		Net Asset Value
Opening Price	30-Nov-2013	605.2482
Closing Price	31-Dec-2013	607.3743

ACCOUNT VALUE	NAV Date	Share	Net Asset Value	Change in Account
Opening Market Value of Account	30-Nov-2013	439.764140	605.2482	266,166.45
Add: Additions		0.000000		0.00
Less: Subtractions	No transactions in period	0.000000		0.00
B Closing Market Value of Account	31-Dec-2013	439.764140	607.3743	267,101.44
Increase or decrease in market value due to change in the price in the period				934 99
Net Return:				0.351%

THE THELMA B & THOMAS P HART FOUNDATION - EIN 86-0881550

ATTACHMENT A

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Small Cap Equity							
ALEXANDER & BALDWIN INC 014491-10-4 ALEX	41.73	621.000	25,914.33	19,004.28	6,910.05	99.36	0.38%
ASSOCIATED BANC CORP 045487-10-5 ASBC	17.40	730.000	12,702.00	10,338.47	2,363.53	262.80	2.07%
BANKUNITED INC 06652K-10-3 BKU	32 92	541 000	17,809.72	13,256 10	4,553.62	454.44	2.55%
P BIGLARI HOLDINGS INC 08986R-10-1 BH	506.64	47.000	23,812 08	20,628.95	3,183.13		
BOISE CASCADE COMPANY 739D-10-0 BCC	29.48	643.000	18,955.64	18,000.77	954.87		
APITAL BANK FINANCIAL CORP CLASS A 139794-10-1 CBF	22.75	490.000	11,147.50	10,766.74	380.76		
CARRIZO OIL & GAS INC 144577-10-3 CRZO	44.77	769.000	34,428 13	19,549 34	14,878.79		
CASEYS GENERAL STORES INC 147528-10-3 CASY	70.25	140.000	9,835.00	5,256.47	4,578.53	100.80	1.02%
CORE-MARK HOLDING CO INC 218681-10-4 CORE	75.93	450.000	34,168 50	19,516.68	14,651.82	396.00	1.16%
COST OF PENDING PURCHASES	1.00	(2,545.650)	(2,545.65)	(2,545.65)			
DELEK US HOLDINGS INC 246647-10-1 DK	34.41	250.000	8,602.50	7,576.85	1,025.65	150.00	1.74%

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THELMA & THOMAS HART FND-ADV RES [redacted]
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div.	Yield
US Small Cap Equity							
TIC TIMBER CORP 850-10-0 DEL	67.94	250.000	16,985.00	12,997.50	3,987.50	100.00	0.59%
DESTINATION XL GROUP INC 25065K-10-4 DXLG	6.54	2,689.000	17,586.06	14,605.96	2,980.10		
DOMINION DIAMOND CORPORATION 257287-10-2 DDC	14 36	270.000	3,877.20	3,969.09	(91.89)		
ENCORE CAPITAL GROUP INC 292554-10-2 ECPG	50.26	480.000	24,124.80	15,294.80	8,830.00		
ENCORE WIRE CORP 292562-10-5 WIRE	54.20	410.000	22,222.00	8,839.27	13,382.73	32 80 8.20	0.15%
ENSTAR GROUP LIMITED G3075P-10-1 ESGR	138.91	90 000	12,501.90	5,819.57	6,682.33		
FOOT LOCKER INC 344849-10-4 FL	41.44	450 000	18,648.00	8,620 74	10,027.26	360.00	1.93%
FORESTAR GROUP INC 346233-10-9 FOR	21.27	650.000	13,825.50	13,847.66	(22.16)		
X CORP 361448-10-3 GMT	52.17	292 000	15,233.64	8,985.92	6,247 72	362.08	2.38%
GULFPORT ENERGY CORPORATION 402635-30-4 GPOR	63.13	590.000	37,246 70	27,033.82	10,212.88		
HHGREGG INC 42833L-10-8 HGG	13.97	1,580 000	22,072.60	24,452.76	(2,380.16)		
INTREPID POTASH INC 46121Y-10-2 IPI	15 84	1,120.000	17,740.80	20,963.61	(3,222.81)		
INVESTORS BANCORP INC 46146P-10-2 ISBC	25.58	580.000	14,836 40	8,280.83	6,555.57	116.00	0.78%

THE THELMA B & THOMAS P HART FOUNDATION - EIN 86-0881550

ATTACHMENT A

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Small Cap Equity							
KENNEDY-WILSON HLDGS INC 489398-10-7 KW	22.25	1,040.000	23,140 00	19,752.57	3,387.43	291.20 72.80	1.26%
M D C HOLDINGS INC 552676-10-8 MDC	32.24	530.000	17,087.20	15,875.53	1,211.67	530.00	3.10%
MARCUS CORP 566330-10-6 MCS	13.44	341 000	4,583.04	4,067.44	515 60	115.94	2.53%
MATERION CORPORATION 576690-10-1 MTRN	30.85	140 000	4,319.00	3,280.06	1,038.94	44.80	1.04%
NATIONAL BANK HOLD-CL A 633707-10-4 NBHC	21.40	860.000	18,404.00	16,249.48	2,154.52	172.00	0.93%
NAVIGATORS GROUP INC 638904-10-2 NAVG	63.16	200.000	12,632.00	9,478.70	3,153.30		
NORTHFIELD BANCORP INC 66611T-10-8 NFBK	13.20	1,600.000	21,120.00	19,092.22	2,027.78	384.00	1.82%
OSHKOSH TRUCK CORP B 688239-20-1 OSK	50.38	410.000	20,655.80	16,488.53	4,167.27	246.00	1.19%
OWENS CORNING INC 690742-10-1 OC	40.72	360.000	14,659.20	14,469.34	189 86		
RAYMOND JAMES FINANCIAL INC 754730-10-9 RJF	52.19	270.000	14,091.30	7,875.74	6,215.56	172.80 43.20	1.23%
SCHNITZER STEEL INDUSTRIES INC 806882-10-6 SCHN	32.67	310.000	10,127.70	12,893.65	(2,765.95)	232.50	2.30%
SILVER BAY REALTY TRUST CORP 82735Q-10-2 SBY	15.99	811.000	12,967.89	15,054.19	(2,086.30)	32.44 8.11	0.25%
SINCLAIR BROADCAST GROUP INC CL A 829226-10-9 SBGI	35.73	590.000	21,080 70	15,542.34	5,538.36	354.00	1.68%

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THELMA & THOMAS HART FND-ADV RES [redacted]
For the Period 12/1/13 to 12/31/13

US Small Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
[illegible]SER HOLDINGS CORP [illegible]233-10-6 SUSS	65 49	450.000	29,470.50	20,399.38	9,071.12		
SYMETRA FINANCIAL CORPORATION 87151Q-10-6 SYA	18.96	1,340 000	25,406.40	15,955.86	9,450.54	482.40	1.90%
TELETECH HOLDINGS INC 879939-10-6 TTEC	23.94	838 000	20,061.72	14,865.18	5,196.54		
TESCO CORP 88157K-10-1 TESO	19.78	1,025.000	20,274.50	14,313.17	5,961.33		
US DOLLAR	1 00	16,029.890	16,029.89	16,029 89		4.80 0.67	0.03%
VAIL RESORTS INC 91879Q-10-9 MTN	75.23	150 000	11,284.50	6,539.83	4,744.67	124.50 31.13	1.10%
VIAD CORP 92552R-40-6 VVI	27.78	630.000	17,501.40	16,038.22	1,463.18	252.00 57.30	1.44%
B Total US Small Cap Equity			$766,627.09	$589,321.85	$177,305.24	$5,673.66 $221.41	0.77%
			-16,029.89	-16,029.89 cash			
			750,597.20	573,291.96			

THE THELMA B & THOMAS P HART FOUNDATION - EIN 86-0881550

ATTACHMENT A

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THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
NETWORKS INC A V-10-3 AMCX	68.11	875.000	59,596.25	9,091.05	50,505.20		
AMERICAN EXPRESS CO 025816-10-9 AXP	90.73	1,800.000	163,314.00	56,098.97	107,215.03	1,656.00	1.01%
ANADARKO PETROLEUM CORP 032511-10-7 APC	79.32	1,000.000	79,320.00	46,290.00	33,030.00	720.00	0.91%
BAXTER INTERNATIONAL INC 071813-10-9 BAX	69.55	1,000.000	69,550.00	45,156.00	24,394.00	1,960.00 490.00	2.82%
BOEING CO 097023-10-5 BA	136.49	500.000	68,245.00	29,993.55	38,251.45	1,460.00	2.14%
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53.15	1,000.000	53,150.00	27,637.60	25,512.40	1,440.00 360.00	2.71%
BROWN FORMAN CORP CL A 115637-10-0 BF A	73.77	750.000	55,327.50	28,761.50	26,566.00	870.00	1.57%
BROWN FORMAN CORP B 37-20-9 BF B	75.57	187.000	14,131.59	5,736.59	8,395.00	216.92	1.54%
CABLEVISION SYSTEMS CORP CL A NY 12686C-10-9 CVC	17.93	3,500.000	62,755.00	24,015.48	38,739.52	2,100.00	3.35%
CAMPBELL SOUP COMPANY 134429-10-9 CPB	43.28	2,000.000	86,560.00	58,922.00	27,638.00	2,496.00	2.88%
CBS CORP CLASS A W/I 124857-10-3 CBS A	63.64	1,000.000	63,640.00	27,138.03	36,501.97	480.00 120.00	0.75%
COCA-COLA CO 191216-10-0 KO	41.31	3,000.000	123,930.00	73,210.00	50,720.00	3,360.00	2.71%

THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
[illegible]ANE CO [illegible]24399-10-5 CR	67.25	1,800.000	121,050.00	59,586.84	61,463.16	2,160.00	1.78%
DEERE & CO 244199-10-5 DE	91.33	1,800.000	164,394.00	57,185.12	107,208.88	3,672.00 918.00	2.23%
DENTSPLY INTERNATIONAL INC 249030-10-7 XRAY	48.48	800.000	38,784.00	20,956.00	17,828.00	200.00 50.00	0.52%
DIRECTV 25490A-30-9 DTV	69.06	1,000.000	69,060.00	14,504.84	54,555.16		
DISCOVERY COMMUNICATIONS INC - C 25470F-30-2 DISC K	83.86	200.000	16,772.00	2,047.86	14,724.14		
DISCOVERY COMMUNICATIONS INC CL A 25470F-10-4 DISC A	90.42	200.000	18,084.00	2,933.44	15,150.56		
DISH NETWORK CORP CL A 25470M-10-9 DISH	57.92	800.000	46,336.00	24,346.12	21,989.88		
[illegible] PEPPER SNAPPLE GROUP INC 26138E-10-9 DPS	48.72	980.000	47,745.60	18,784.23	28,961.37	1,489.60 372.40	3.12%
EXELIS INC. 30162A-10-8 XLS	19.06	1,500.000	28,590.00	4,767.10 **	N/A	619.50 154.95	2.17%
FIRSTENERGY CORP 337932-10-7 FE	32.98	1,000.000	32,980.00	41,275.00	(8,295.00)	2,200.00	6.67%
FLOWSERVE CORP 34354P-10-5 FLS	78.83	1,800.000	141,894.00	24,520.04	117,373.96	1,008.00 252.00	0.71%
GATX CORP 361448-10-3 GMT	52.17	1,500.000	78,255.00	54,290.55	23,964.45	1,860.00	2.38%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
ERAL MILLS INC 34-10-4 GIS	49.91	2,000.000	99,820.00	46,034.00	53,786.00	3,040.00	3.05%
GREAT PLAINS ENERGY INC 391164-10-0 GXP	24.24	2,900.000	70,296.00	73,422.91	(3,126.91)	2,668.00	3.80%
HILLSHIRE BRANDS CO COM 432589-10-9 HSH	33.44	800.000	26,752.00	20,576.64	6,175.36	560.00 140.00	2.09%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	91.37	500.000	45,685.00	14,108.35	31,576.65	900.00	1.97%
INTERNATIONAL FLAVORS & FRAGRANCES INC 459506-10-1 IFF	85.98	500.000	42,990.00	24,114.60	18,875.40	780.00 195.00	1.81%
ITT CORP NEW 450911-20-1 ITT	43.42	750.000	32,565.00	12,407.88	20,157.12	300.00	0.92%
LEGG MASON INC 524901-10-5 LM	43.48	1,000.000	43,480.00	23,145.90	20,334.10	520.00 130.00	1.20%
RTY INTERACTIVE CORPORATION IES A COMMON 53071M-10-4 LINT A	29.35	1,000.000	29,350.00	16,619.82	12,730.18		
LIBERTY VENTURES SER A 53071M-88-0 LVNT A	122.59	50.000	6,129.50	1,510.02	4,619.48		
LIBERTY MEDIA CORPORATION CLASS A COMMON 531229-10-2 LMCA	146.29	200.000	29,258.40	1,776.02	27,482.38		
MADISON SQUARE GARDEN COMPANY 55826P-10-0 MSG	57.58	600.000	34,548.00	4,394.62	30,153.38		

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THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
NDELEZ INTERNATIONAL-W/I 09207-10-5 MDLZ	35.30	1,000.000	35,300.00	19,342.00	15,958.00	560.00 140.00	1.59%
NATIONAL FUEL GAS CO 636180-10-1 NFG	71.40	1,000.000	71,400.00	41,050.05	30,349.95	1,500.00 375.00	2.10%
NORTHERN TRUST CORP 665859-10-4 NTRS	61.89	1,000.000	61,890.00	47,336.10	14,553.90	1,240.00 310.00	2.00%
NORTHEAST UTILITIES 664397-10-6 NU	42.39	2,624.000	111,231.36	57,691.00	53,540.36	3,857.28	3.47%
O REILLY AUTOMOTIVE INC NEW COM 67103H-10-7 ORLY	128.71	300.000	38,613.00	8,071.09	30,541.91		
PATTERSON COMPANIES INC 703395-10-3 PDCO	41.20	2,400.000	98,880.00	83,234.02	15,645.98	1,536.00	1.55%
PRECISION CASTPARTS CORP 740189-10-5 PCP	269.30	500.000	134,650.00	23,061.73	111,588.27	60.00	0.04%
PC INC 9660-10-6 RES	17.85	3,750.000	66,937.50	7,681.48	59,256.02	1,500.00	2.24%
RYMAN HOSPITALITY PROPERTIES INC 78377T-10-7 RHP	41.78	1,131.000	47,253.18	28,011.80	19,241.38	2,262.00 565.50	4.79%
SENSIENT TECHNOLOGIES CORP 81725T-10-0 SXT	48.52	1,000.000	48,520.00	20,266 00	28,254.00	920.00	1.90%
SINCLAIR BROADCAST GROUP INC CL A 829226-10-9 SBGI	35.73	3,000.000	107,190.00	22,613.57	84,576.43	1,800.00	1.68%
SNYDERS-LANCE INC COM 833551-10-4 LNCE	28.66	500.000	14,330.00	9,942.35	4,387.65	320.00	2.23%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
RZ SERIES A COMMON STOCK 1Q-10-2 STRZ A	29.24	200.000	5,848.00	229.62	5,618.38		
STATE STREET CORP 857477-10-3 STT	73.39	500.000	36,695.00	23,730.95	12,964.05	520.00 130.00	1.42%
TEXAS INSTRUMENTS INC 882508-10-4 TXN	43.91	1,000.000	43,910.00	24,358.30	19,551.70	1,200.00	2.73%
TIME WARNER INC NEW 887317-30-3 TWX	69.72	1,233.000	85,964.76	41,793.28	44,171.48	1,417.95	1.65%
UNITED STATES CELLULAR CORP 911684-10-8 USM	41.82	1,000.000	41,820.00	46,084.30	(4,264.30)		
VIACOM INC CLASS A W/I 92553P-10-2 VIA	87.77	1,000.000	87,770.00	35,452.60	52,317.40	1,200.00	1.37%
WALT DISNEY CO 254687-10-6 DIS	76.40	500.000	38,200.00	11,650.39	26,549.61	430.00 430.00	1.13%
TE MANAGEMENT INC 6L-10-9 WM	44.87	1,000.000	44,870.00	37,920.90	6,949.10	1,460.00	3.25%
WESTAR ENERGY INC 95709T-10-0 WR	32.17	2,000.000	64,340.00	40,225.00	24,115.00	2,720.00 680.00	4.23%
XYLEM INCORPORATION 98419M-10-0 XYL	34.60	1,500.000	51,900.00	34,742.09	17,157.91	699.00	1.35%
ZIMMER HOLDINGS INC 98956P-10-2 ZMH	93.19	1,000.000	93,190.00	65,369.80	27,820.20	800.00 200.00	0.86%
B Total US Large Cap Equity			$3,595,040.84	$1,725,217.09	$1,846,000.65	$64,738.25 $8,012.85	1.80%

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THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

US Small/Mid Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
AMPCO-PITTSBURGH CORP 032037-10-3 AP	19.45	600.000	11,670.00	17,920.89	(6,250.89)	432.00	3.70%
ASCENT CAPITAL GROUP, INC. 043632-10-8 ASCM A	85.56	520.000	44,491.20	14,972.73	29,518.47		
BOULDER BRANDS, INC. 101405-10-8 BDBD	15 86	1,000.000	15,860.00	5,726.60	10,133.40		
CAVCO INDUSTRIES INC 149568-10-7 CVCO	68.70	700.000	48,090.00	13,473.31	34,616.69		
CHEMED CORP 16359R-10-3 CHE	76.62	600.000	45,972.00	14,178.00	31,794.00	480.00	1.04%
CINCINNATI BELL INC 171871-10-6 CBB	3.56	7,000.000	24,920.00	19,923.40	4,996.60		
CIRCOR INTERNATIONAL INC 17273K-10-9 CIR	80.78	1,500.000	121,170.00	27,636.25	93,533.75	225.00	0.19%
CTS CORP 126501-10-5 CTS	19.91	2,000.000	39,820.00	22,223.60	17,596.40	320.00 80.00	0.80%
EXACTECH INC 30064E-10-9 EXAC	23.76	500.000	11,880.00	6,410.07	5,469.93		
FERRO CORP 315405-10-0 FOE	12.83	4,000.000	51,320.00	52,857.00	(1,537.00)		
GRAFTECH INTERNATIONAL LTD 384313-10-2 GTI	11.23	2,000.000	22,460.00	19,010.70	3,449.30		
GRIFFON CORP 398433-10-2 GFF	13.21	2,000.000	26,420.00	19,139.55	7,280.45	240.00	0.91%
INTERNAP NETWORK SERVICES CORP 45885A-30-0 INAP	7.52	3,000.000	22,560.00	22,591.40	(31.40)		

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THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

US Small/Mid Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
AN CORP A 48-10-3 KAMN	39.73	1,000.000	39,730.00	11,957.30	27,772.70	640.00 160.00	1.61%
LIN MEDIA LLC 532771-10-2 LIN	28.71	1,500.000	43,065.00	9,765.90	33,299.10		
MARINE PRODUCTS CORP 568427-10-8 MPX	10.05	1,500.000	15,075.00	10,696.95	4,378.05	180.00	1.19%
MYERS INDUSTRIES INC 628464-10-9 MYE	21.12	2,000.000	42,240.00	16,770.00	25,470.00	720.00 180.00	1.70%
NOBILITY HOMES INC 654892-10-8 NOBH	9.01	1,000.000	9,010.00	21,711.72	(12,701.72)		
PEP BOYS MANNY MOE & JACK 713278-10-9 PBY	12.14	2,000.000	24,280.00	17,780.60	6,499.40		
STERLING BANCORP 85917A-10-0 STL	13.37	1,262.000	16,872.94	12,507.35	4,365.59	302.88	1.80%
TREDEGAR CORP 894650-10-0 TG	28.81	1,000.000	28,810.00	16,752.82	12,057.18	280.00 70.00	0.97%
.COM INC 894675-10-7 TREE	32.84	16.000	525.44	149.40	376.04		
ZEP INC 98944B-10-8 ZEP	18.16	4,000.000	72,640.00	69,738.80	2,901.20	800.00	1.10%
B Total US Small/Mid Cap Equity			$778,881.58	$443,894.34	$334,987.24	$4,619.88 $490.00	0.59%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
Non-US Equity							
NONE ONS ADR 23636T-10-0 DANO Y	14.52	6,000.000	87,120.00	63,405.00	23,715.00	1,476.00	1.69%
LIBERTY GLOBAL PLC - CLASS A G5480U-10-4 LBTY A	89.00	600.000	53,400.00	10,735.32	42,664.68		
LIBERTY GLOBAL PLC-SERIES C G5480U-12-0 LBTY K	84.32	600.000	50,592.00	10,314.33	40,277.67		
ROGERS COMMUNICATIONS-CL B 775109-20-0 RCI	45.25	1,000.000	45,250.00	13,009.55	32,240.45	1,676.00 306.62	3.70%
WEATHERFORD INTL LTD H27013-10-3 WFT	15.49	2,000.000	30,980.00	25,112.20	5,867.80		
B Total Non-US Equity			$267,342.00	$122,576.40	$144,765.60	$3,152.00 $306.62	1.18%
Emerging Market Equity							
MENTO ECONOMICO MEXICANO S A DE CV PONS ADR 344419-10-6 FMX	97.87	900.000	88,083.00	27,596.01	60,486.99	2,805.30	3.18%
MILLICOM INTERNATIONAL CELLULAR L6388F-11-0 MIIC F	99.37	300.000	29,811.00	23,750.30	6,060.70	792.00	2.66%
ORTHOFIX INTERNATIONAL N.V. N6748L-10-2 OFIX	22.82	1,000.000	22,820.00	N/A **	N/A		
B Total Emerging Market Equity			$140,714.00	$51,346.31	$66,547.69	$3,597.30	2.55%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Estate & Infrastructure	209,993.00	206,979.36	(3,013.64)	4%

Alternative Assets Detail

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. / Accrued Div.	Yield
Real Estate & Infrastructure						
B VANGUARD REIT ETF 922908-55-3 VNQ	3,206.00	cost basis = $210,448.35		206,979.36	8,947.94	4.32%

Equity Detail

		Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
	US Large Cap Equity							
	ISHARES DJ SELECT DIVIDEND INDEX FUND 464287-16-8 DVY	71.35	20,000 000	1,427,000.00	1,012,910.00	414,090.00	43,720.00	3 06%
	SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184.69	4,900.000	904,981.00	551,446.00	353,535.00	16,419.90	1.81%
B	Total US Large Cap Equity			$2,331,981.00	$1,564,356.00	$767,625.00	$60,139.90	2.67%
	EAFE Equity							
	ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36.77	46,321.435	1,703,239.16	1,100,000.00	603,239.16	42,754.68	2.51%
	CULLEN INTER HIGH DIVID-I 0001-70-3 CIHI X	11.40	61,791.967	704,428 42	600,000.00	104,428.42	16,992.79	2.41%
	DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43.04	28,394 424	1,222,096.01	1,100,000.00	122,096.01	19,734.12	1.61%
B	Total EAFE Equity			$3,629,763.59	$2,800,000.00	$829,763.59	$79,481.59	2.19%
	Asia ex-Japan Equity							
B	MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24.97	59,761.465	1,492,243.78	1,075,000.00	417,243.78		

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THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

Emerging Market Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
GUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	41.14	7,400.000	304,436.00	282,417.42	22,018.58	8,325.00	2.73%
VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	9.55	29,325.513	280,058.65	300,000.00	(19,941.35)	3,079.17	1.10%
B Total Emerging Market Equity			$584,494.65	$582,417.42	$2,077.23	$11,404.17	1.95%

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
BLACKSTONE PARTNERS OFFSHORE FUND LTD. CLASS H2 - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 092911-95-7	1,319.37 11/29/13	1,524 340	2,011,168.47	1,650,000 00
GLOBAL ACCESS HEDGE FUND LTD CLASS A LEAD SERIES 2009 N/O Client 47799K-91-1	1,270.09	1,262.597	1,603,608.80	1,376,610.45
D **Total Hedge Funds**			$3,614,777.27	$3,026,610.45

	Price	Quantity	Estimated Value	Cost	Est. Annual Income / Accrued Income
Hard Assets					
D PIMCO COMMODITYPL STRAT-P 72201P-18-7 PCLP X	10.67	56,550.424	603,393.02	600,000.00	1,922.71

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR	1.00	1,427,861 92	1,427,861.92	1,427,861.92		428.35 37.13	0.03% [1]
US Fixed Income							
J.P. MORGAN-BLACKROCK OPPORTUNISTIC RMBS LTD. INCOME DISTRIBUTION LEAD SERIES 01-13 N/O Client 141459-94-1	1,048.48 11/29/13	311.42	326,517.89	250,000 00			
HARBOR HIGH YIELD BOND-INST 11-55-3	10.81	86,823.26	938,559 43	954,778.76	(16,219.33)	54,351.36	5.79%
DOUBLELINE TOTAL RET BD-I 258620-10-3	10.78	51,831.99	558,748.88	580,000.00	(21,251.12)	28,870.42	5.17%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11 89	50,335.67	598,489.93	600,000.00	(1,510.07)	15,553.69 1,359.06	2.60%
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11 47	177,935.94	2,040,925.27	2,000,000.00	40,925.27	56,049.82 5,693.95	2.75%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
US Fixed Income							
[illegible]M INFLATION MGD BOND FD - SEL FUND 2037 48121A-56-3	10 38	57,971.01	601,739.13	600,000.00	1,739.13	6,608.69 / 579.71	1.10%
Total US Fixed Income			$5,064,980.53	$4,984,778.76 / $4,734,778.76	$3,683.88	$161,433.98 / $7,632.72	3.19%
Foreign Exchange & Non-USD Fixed Income							
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	13.87	36,630.04	508,058 61	500,000.00	8,058.61	22,490 84	4 43%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div.	Yield
US Large Cap Equity							
CONOCOPHILLIPS 20825C-10-4 COP	70.65	1,000.000	70,650.00	58,499.88	12,150.12	2,760.00	3.91%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	37.74	2,500.000	94,350.00	80,450.00	13,900.00	3,125.00	3.31%
JP MORGAN CHASE & CO 46625H-10-0 JPM	58.48	7,500 000	438,600 00	258,973.05	179,626.95	11,400.00	2.60%
B Total US Large Cap Equity			$603,600.00	$397,922.93	$205,677.07	$17,285.00	2.86%
US Small Cap Equity							
B KAYNE ANDERSON ENERGY DEVELOPMENT CO 48660Q-10-2 KED	27.97	3,850.000	107,684.50	101,279.40	6,405.10	7,007.00	6.51%
Non-US Equity							
B ROYAL DUTCH SHELL PLC ADR 780259-20-6 RDS A	71 27	1,000.000	71,270.00	64,200.00	7,070.00	3,060.00	4.29%

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THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
Preferred Stocks							
B GOLDMAN SACHS GROUP INC PFD 5.5% 38145G-30-8 GS PJ	22 29	4,000.000	89,160 00	104,000 00	(14,840.00)	5,500.00	6.17%
Concentrated & Other Equity							
BANK OF AMERICA CORP 8 1/8% PFD STK DEC 29 2049 DTD 04/30/2008 060505-DT-8 BB+ /BA3	111.53	65,000.000	72,496.45	75,634.72	(3,138.27)	5,281.25 674.77	7.22%
CITIGROUP INC 5.900% 12/29/2049 DTD 12/13/2012 172967-GF-2 BB+ /BA3	93.53	300,000.000	280,587.00	318,269.17	(37,682.17)	17,700.00 6,686.40	6 36%
FREEPORT-MCMORAN COPPER & GOLD INC CALL 01/18/14 @ 33 Underlying Asset Price = $37.74 35671D-9X-L FCX	4 72	(25.000)	(11,800.00)	(4,249.92)	(7,550.08)		
JP MORGAN CHASE & CO CALL 01/18/14 @ 60 Underlying Asset Price = $58.48 46625H-9Y-B JPM	0.38	(40.000)	(1,520.00)	(5,519.87)	3,999.87		
B **Total Concentrated & Other Equity**			$339,763.45	$384,134.10	($44,370.65)	$22,981.25 $7,361.17	6.79%

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
D **HIGHBRIDGE LEVERAGED LOAN PARTNERS** OFFSHORE FUND III, L.P. EXISTING INVESTOR - $500K AND OVER (100% ROLLOVER) 12-12 N/O Client HFHBCB-MA-4	1.03 11/29/13	529,931.270	544,804.32	529,931.27

J.P. Morgan

THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

Fund Strategy/Vintage	Capital Commitment Unfunded Commitment	(Net Capital Called Since Inception) Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value Estimated Profit/ (Loss)
rivate Investments						
BLACKSTONE COMMERCIAL REAL ESTATE DEBT CLASS A (OFFSHORE) N/O Client 092915-91-7 Direct Real Estate/2010	300,000.00 96,202.22	(203,797.78) 90,784 77	(113,013.01)	230,448.30 09/30/13	(51,635.10)	178,813.20 65,800.19
BLACKSTONE COMMERCIAL REAL ESTATE DEBT OFFSHORE LTD BCRED CLASS A - 100% ROLLOVER N/O Client 092916-95-6 Direct Real Estate/2010	329,791.43	(336,823.00) 97,555.95	(239,267.05)	247,636.09 09/30/13		247,636.09 8,369.04
J.P. MORGAN SECONDARY PRIVATE EQUITY INVESTORS OFFSHORE SPECIAL II L.P. N/O Client 466651-92-4 Diversified Strategies (LBO/VC)/2012	750,000.00 583,500.00	(166,500.00)	(166,500.00)	139,158.75 11/30/13	37,500.00	176,658.75 10,158.75
MORGAN SECONDARY PRIVATE EQUITY ESTORS OFFSHORE SPECIAL, L.P N/O Client 885596-93-2 Diversified Strategies (LBO/VC)/2009	500,000 00 175,308 65	(324,691 35) 151,834.02	(172,857.33)	384,827.00 11/30/13		384,827.00 211,969.67

J.P. Morgan

THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

Fund Strategy/Vintage	Capital Commitment Unfunded Commitment	(Net Capital Called Since Inception) Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value Estimated Profit/ (Loss)
Private Investments						
LC ASIA PRIVATE INVESTORS, L.P. (OFFSHORE) CLASS A N/O Client 509999-93-4 LBO/2010	465,000.00 73,850.78	(391,149.22) 78,151.94	(312,997.28)	338,412.59 09/30/13	(8,194.23)	330,218 36 17,221.08
B **Total Private Investments**						**$1,318,153.40**

THE THELMA B & THOMAS P HART FOUNDATION - EIN 86-0881550

ATTACHMENT A

J.P. Morgan

THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. / Accrued Div	Yield
Real Estate & Infrastructure						
BLACKSTONE REAL ESTATE CMBS LTD COMMITMENT TO BCRED CLASS A 100% ROLLOVER N/O Client 09290F-91-6	12,623 35	9,789.44		14,967.37 11/29/13		
JPMORGAN ALERIAN MLP INDEX ETN 46625H-36-5 AMJ	2,200.00	99,110.00		101,970.00	4,815.80	4.72%
Total Real Estate & Infrastructure		$108,899.44	$0.00	$116,937.37	$4,815.80	

THE THELMA B & THOMAS P HART FOUNDATION - EIN 86-0881550

ATTACHMENT A

J.P. Morgan

THELMA B & THOMAS P HART FOUNDATION [redacted]
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Estimated Value	Cost	Est. Annual Income / Accrued Income
Hard Assets					
AYNE ANDERSON ENERGY TOTAL RETURN FUND 48660P-10-4 KYE	27.35	3,400.000	92,990.00	100,225.27	6,528.00

THE THELMA B & THOMAS P HART FOUNDATION - EIN 86-0881550

ATTACHMENT A

[redacted]

	Original Commitment Amount	Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value
Other Private Investments				
B SILVER CREEK PRIVATE EQUITY Assets Held Elsewhere 999460-96-7	1.00			398,572

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CONSOLIDATED REPORT

12/03/2013 TO 01/02/2014

Zazove Convertible Securities Fund, Inc.
1033 Skokie Blvd.
Suite 310
Northbrook, IL 60062

If you have any questions concerning your account, please contact Shareholder Services at:
1-847-239-7100

0000000992

THELMA & THOMAS HART FOUNDATION
4795 CAUGHLIN PKWY STE 100
RENO NV 89509

Changes in Portfolio Value

FUND/ACCOUNT NUMBER	BEGINNING VALUE	(+) ADDITIONS	(-) WITHDRAWALS	(+) CHANGE IN VALUE	(=) ENDING VALUE
B Convertible Securities [redacted]	$440,363.69	$0.00	$0.00	$3,455.52	$443,819.21
TOTAL	$440,363.69	$0.00	$0.00	$3,455.52	$443,819.21

Distribution and Contribution Summary

FUND/ACCOUNT NUMBER	YEAR-TO-DATE DIVIDENDS	YEAR-TO-DATE SHORT-TERM GAINS	YEAR-TO-DATE LONG-TERM GAINS
[redacted]	$0.00	$0.00	$0.00

FMV Totals

17,051,605.05	= Total of B, Stocks
5,580,671.86	= Total of C, Bonds
6,689,627.38	= Total of D, Other Investments

29,321,904.29	= Total Investments FMV

Cost Basis Totals

11,947,605.91	= Total of B, Stocks
5,484,778.76	= Total of C, Bonds
5,671,933.10	= Total of D, Other Investments

23,104,317.77	= Total Investments Cost Basis

THE THELMA B & THOMAS P HART FOUNDATION - EIN 86-0881550

ATTACHMENT A