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 , and ending

Name of foundation
COOPER FAMILY FOUNDATION
C/O MARY I. COOPER

A Employer identification number
86-0905824

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
8912 E PINNACLE PEAK RD #F9-663

B Telephone number
602-909-4173

City or town, state or province, country, and ZIP or foreign postal code
SCOTTSDALE, AZ 85255

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) ▶$ 1,703,432.

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))

	Line		(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				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	9,669.	9,669.	9,669.	STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<556.>			
	b	Gross sales price for all assets on line 6a 514,055.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			N/A	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	100.	100.	100.	STATEMENT 2
	12	Total. Add lines 1 through 11	9,213.	9,769.	9,769.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	5,250.	5,250.	0.	0.
	c	Other professional fees STMT 4	6,217.	6,217.	0.	0.
	17	Interest				
	18	Taxes STMT 5	488.	488.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	227.	227.	0.	117.
	24	Total operating and administrative expenses. Add lines 13 through 23	12,182.	12,182.	0.	117.
	25	Contributions, gifts, grants paid	349,700.			349,700.
	26	Total expenses and disbursements. Add lines 24 and 25	361,882.	12,182.	0.	349,817.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<352,669.>			
	b	Net investment income (if negative, enter -0-)		0.		
	c	Adjusted net income (if negative, enter -0-)			9,769.	

RECEIVED
NOV 2 4 2014
OGDEN

SCANNED DEC 0 1 2014

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	78,196.	95,583.	95,583.
	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			
	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	515,622.	385,571.	1,172,159.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	323,413.	90,957.	435,690.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	917,231.	572,111.	1,703,432.
Liabilities	17 Accounts payable and accrued expenses	12,425.	12,425.	
	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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	12,425.	12,425.	
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	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	904,806.	559,686.	STATEMENT 7
	30 **Total net assets or fund balances**	904,806.	559,686.	
	31 **Total liabilities and net assets/fund balances**	917,231.	572,111.	

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	904,806.
2	Enter amount from Part I, line 27a	2	<352,669.>
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTNMENT	3	7,549.
4	Add lines 1, 2, and 3	4	559,686.
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	559,686.

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				
b	SEE ATTACHED STATEMENT			
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	514,055.		514,611.	<556.>

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				<556.>

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	<556.>
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	28,818.

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	426,724.	1,388,088.	.307419
2011	371,617.	1,837,199.	.202274
2010	459,000.	2,053,387.	.223533
2009	503,333.	2,053,249.	.245140
2008	740,261.	3,540,926.	.209059

2	**Total** of line 1, column (d)	2	1.187425
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	.237485
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,202,396.
5	Multiply line 4 by line 3	5	285,551.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	285,551.
8	Enter qualifying distributions from Part XII, line 4	8	349,817.

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 ▶ [X] and enter 1% of Part I, line 27b			1	0.
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	0.
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	0.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,379.		
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	3,379.
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	3,379.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	3,379.	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) ▶ 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 ▶ MARY I. COOPER Telephone no. ▶ 602-909-4173
Located at ▶ 8912 E PINNACLE PEAK RD #F9-663, SCOTTSDALE, AZ ZIP+4 ▶ 85255

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)*

		Yes	No
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)?	☒ 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	X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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
GARY COOPER 8912 E PINNACLE PEAK RD #F9-663 SCOTTSDALE, AZ 85255	DIRECTOR 0.00	0.	0.	0.
CHRISTINE COOPER 8912 E PINNACLE PEAK RD #F9-663 SCOTTSDALE, AZ 85255	DIRECTOR 0.00	0.	0.	0.
MARY COOPER 8912 E PINNACLE PEAK RD #F9-663 SCOTTSDALE, AZ 85255	DIRECTOR 0.00	0.	0.	0.
JOHN COOPER 8912 E PINNACLE PEAK RD #F9-663 SCOTTSDALE, AZ 85255	DIRECTOR 0.00	0.	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

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
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
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	
2	
All other program-related investments. See instructions. 3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2013)

323561 10-10-13

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	1,130,677.
b	Average of monthly cash balances	1b	90,030.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,220,707.
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	1,220,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,311.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,202,396.
6	**Minimum investment return.** Enter 5% of line 5	6	60,120.

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	60,120.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a:		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	60,120.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	60,120.
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	60,120.

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	349,817.
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	349,817.
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	349,817.

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				60,120.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 565,693.				
b From 2009 401,005.				
c From 2010 356,543.				
d From 2011 281,747.				
e From 2012 357,320.				
f Total of lines 3a through e	1,962,308.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 349,817.				
a Applied to 2012, but not more than line 2a			0.	
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				60,120.
e Remaining amount distributed out of corpus	289,697.			
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	2,252,005.			
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				0.
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	565,693.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,686,312.			
10 Analysis of line 9:				
a Excess from 2009 401,005.				
b Excess from 2010 356,543.				
c Excess from 2011 281,747.				
d Excess from 2012 357,320.				
e Excess from 2013 289,697.				

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 10

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				
A NEW HOPE CENTER 20 CHURCH STREET OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
ALLIED CHRISTIANS OF TIOGA COUNTY P.O. BOX 21 OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
ANTIGUA INTERNATIONAL EDUCATION FOUNDATION 518 S. WOLFE STREET BALTIMORE, MD 21231	NONE	PUBLIC CHARITY	CHARITABLE	17,100.
BROADWAY DREAMS FOUNDATION CORPORATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
CAMP AHWAGA ASSOCIATION PO BOX 3 OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	349,700.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	9,669.	
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					100.
8 Gain or (loss) from sales of assets other than inventory			18	<556.>	
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)		0.		9,113.	100.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 9,213.

(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).
	N/A

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

Signature of officer or trustee: [signature] Date: 11/17/14 Title: MANAGER

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
ERIC J. VOITA	[signature]	11.14.2014		P00687348
Firm's name ▶ TFO PHOENIX, INC.			Firm's EIN ▶ 45-3635408	
Firm's address ▶ 2400 E ARIZONA BILTMORE CIR STE 1400 PHOENIX, AZ 85016			Phone no. 602-466-2611	

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	WELLS FARGO #2500 - SHORT TERM	P		
b	WELLS FARGO #4700 - SHORT TERM	P		
c	WELLS FARGO #4700 - WELLS FARGO #4700 - LONG TERM			
d	KAYNE ANDERSON - NET ORDINARY EARNINGS	P		
e	KAYNE ANDERSON - NET CAPITAL GAINS	P		
f	KAYNE ANDERSON - DISPOSITION	P	VARIOUS	VARIOUS
g	KAYNE ANDERSON - LONG TERM CAP GAIN DIV	P		
h				
i				
j				
k				
l				
m				
n				
o				

	(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	187,955.		172,226.	15,729.
b	19,364.		24,324.	<4,960.>
c	152,873.		104,648.	48,225.
d	17,508.			17,508.
e	541.			541.
f	135,780.		213,413.	<77,633.>
g	34.			34.
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 15,729.
b				** <4,960.>
c				48,225.
d				** 17,508.
e				** 541.
f				<77,633.>
g				34.
h				
i				
j				
k				
l				
m				
n				
o				

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	<556.>
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	28,818.

323591
05-01-13

** (SHORT-TERM)

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
CHRISTINA'S SMILE CHILDREN'S DENTAL CLINIC 123 GOLF CREST COVE, SUITE 404 AUSTIN, TX 78734	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
CRISIS NURSERY FOUNDATION 2334 E. POLK STREET PHOENIX, AZ 85006	NONE	PUBLIC CHARITY	CHARITABLE	70,000.
FOOTHILLS CARING CORPS 7275 E. EAST STREET SUITE B103, B104 CAREFREE, AZ 85377	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
FUTURO DE LOS NINOS FOUNDATION 2 RIVER TERRACE #24A NEW YORK, NY 10282	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
JOINT COUNCIL ON INTERNATIONAL CHILDREN'S SERVICES 117 S. SAINT ASAPH STREET ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	CHARITABLE ;LISTTOTAL 42524	40,000.
MOMENTUM FOR MENTAL HEALTH 438 NORTH WHITE ROAD SAN JOSE, CA 95127	NONE	PUBLIC CHARITY	CHARITABLE	30,000.
OWEGO APALACHIN SCHOOL DISTRICT 36 TALCOTT STREET OWEGO, NY 13827	NONE	GOVERNMENT AGENCY	CHARITABLE	15,000.
Total from continuation sheets				310,600.

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
OWEGO LITTLE LEAGUE 1 CHARLOTTE STREET OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
SEEDS OF LOVE 2461 MOSSWOOD LANE SANTA CLARA, CA 95051	NONE	PUBLIC CHARITY	CHARITABLE	54,100.
THE ROGOSIN INSTITUTE INC 505 EAST 70TH STREET NEW YORK, NY 10021	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
TIOGA COUNTY BOYS AND GIRLS CLUB 201 ERIE STREET, P.O. BOX 181 OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
TIOGA COUNTY COUNCIL ON THE ARTS 181 FRONT STREET OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
TIOGA COUNTY RURAL MINISTRY 143 NORTH AVE. OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
VIBRATIONAL RESEARCH INSTITUTE LIVERMORE, CO 80536	NONE	NC	CHARITABLE	10,000.
Total from continuation sheets				

TRANSACTION DETAIL *(continued)*

Date	Quantity	Description	Amount	Cost Basis
Sales				
03/26/13	468 384	ARBITRAGE FUND CLASS I ON TRADE DATE 03/25/2013 CUSIP 03875R205 TRADE PRICE $12 7200	$5,957.84	- $6,000 00
03/26/13	304 959	ARTIO GLOBAL HIGH INCOME-I #1525 ON TRADE DATE 03/25/2013 CUSIP 04315J860 TRADE PRICE $10 1500	3,095 33	- 2,875 76
02/21/13	163 755	EATON VANCE FLOATING RATE FD-I #924 ON TRADE DATE 02/20/2013 CUSIP 277911491 TRADE PRICE $9 1600	1,500 00	- 1,463 97
03/26/13	157 336	EATON VANCE FLOATING RATE FD-I #924 ON TRADE DATE 03/25/2013 CUSIP 277911491 TRADE PRICE. $9 2000	1,447.49	- 1,406 59
04/24/13	607 287	EATON VANCE GLOBAL MACRO - I #0088 ON TRADE DATE 04/23/2013 CUSIP. 277923728 TRADE PRICE $9 8700	5,993 92	- 6,000 00
01/23/13	265 604	FID ADV EMER MKTS INC- CL I #607 ON TRADE DATE 01/22/2013 CUSIP 315920702 TRADE PRICE· $15.0600	4,000.00	- 3,622 84
02/21/13	33 921	FID ADV EMER MKTS INC- CL I #607 ON TRADE DATE 02/20/2013 CUSIP 315920702 TRADE PRICE. $14 7401	500.00	- 462.68
04/24/13	415 261	FID ADV EMER MKTS INC- CL I #607 ON TRADE DATE 04/23/2013 CUSIP 315920702 TRADE PRICE· $14.7500	6,125 10	- 5,664.16

TRANSACTION DETAIL *(continued)*

Sales *(continued)*

Date	Quantity	Description	Amount	Cost Basis
01/25/13	30 000	ISHARES CORE S&P MIDCAP ETF ON TRADE DATE 01/22/2013 SOLD THROUGH CAP INSTITUTIONAL SERVICES INC SYMBOL IJH CUSIP 464287507 COMM 0 90, SEC FEES $0 07 TRADE PRICE· $107 6400	3,228 23	- 2,787 85
02/25/13	30 000	ISHARES CORE S&P MIDCAP ETF ON TRADE DATE 02/20/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL· IJH CUSIP 464287507 COMM $0 90 TRADE PRICE. $111 5573	3,345 82	- 2,787 86
03/28/13	90 000	ISHARES CORE S&P MIDCAP ETF ON TRADE DATE 03/25/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL. IJH CUSIP 464287507 COMM. $2 70 TRADE PRICE $113 2474	10,189.57	- 8,363 56
01/14/13	81 000	ISHARES CORE S&P SMALL-CAP E ON TRADE DATE 01/09/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL IJR CUSIP· 464287804 COMM 2 43, SEC FEES· $0 15 TRADE PRICE: $80.5100	6,518 73	- 5,728 32
02/25/13	25.000	ISHARES CORE S&P SMALL-CAP E ON TRADE DATE 02/20/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL IJR CUSIP 464287804 COMM $0 75 TRADE PRICE $85 2280	2,129.95	- 1,768 00
03/28/13	59 000	ISHARES CORE S&P SMALL-CAP E ON TRADE DATE 03/25/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL. IJR CUSIP. 464287804 COMM· $1.77 TRADE PRICE. $86 4780	5,100.43	- 4,172.47

TRANSACTION DETAIL *(continued)*

Sales *(continued)*

Date	Quantity	Description	Amount	Cost Basis
02/25/13	72 000	ISHARES RUSSELL 1000 GROWTH ON TRADE DATE 02/20/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL IWF CUSIP 464287614 COMM 2 16, SEC FEES $0 12 TRADE PRICE· $69 2200	4,981.56	- 4,814 64
03/28/13	198 000	ISHARES RUSSELL 1000 GROWTH ON TRADE DATE 03/25/2013 SOLD THROUGH BNY BROKERAGE INC. SYMBOL IWF CUSIP 464287614 COMM 5 94, SEC FEES· $0 32 TRADE PRICE. $70 4201	13,936 92	- 13,240.26
04/26/13	100 000	ISHARES RUSSELL 1000 GROWTH ON TRADE DATE 04/23/2013 SOLD THROUGH RAYMOND JAMES & ASSOC. SYMBOL IWF CUSIP 464287614 COMM· 3 00, SEC FEES: $0.17 TRADE PRICE $71 7820	7,175 03	- 6,687 00
05/28/13	110 000	ISHARES RUSSELL 1000 GROWTH ON TRADE DATE 05/22/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL· IWF CUSIP 464287614 COMM 3 30, SEC FEES· $0 15 TRADE PRICE· $76 4601	8,407 16	- 7,374 60
01/10/13	1,067 073	PIMCO COMMODITY REAL RET STRAT-I#45 ON TRADE DATE 01/09/2013 SYMBOL PCRIX CUSIP 722005667 TRADE PRICE $6 5600	7,000.00	- 7,618.90
01/23/13	441 826	PIMCO COMMODITY REAL RET STRAT-I#45 ON TRADE DATE 01/22/2013 SYMBOL: PCRIX CUSIP 722005667 TRADE PRICE $6 7900	3,000.00	- 3,154 64
04/24/13	1,002.785	PIMCO COMMODITY REAL RET STRAT-I#45 ON TRADE DATE 04/23/2013 SYMBOL. PCRIX CUSIP· 722005667 TRADE PRICE. $6.2200	6,237 32	- 7,159 89

TRANSACTION DETAIL *(continued)*

Sales *(continued)*

Date	Quantity	Description	Amount	Cost Basis
01/10/13	267 142	PIMCO TOTAL RET FD-INST #35 ON TRADE DATE 01/09/2013 CUSIP 693390700 TRADE PRICE $11 2300	3,000 00	- 3,013 36
02/21/13	223 414	PIMCO TOTAL RET FD-INST #35 ON TRADE DATE 02/20/2013 CUSIP 693390700 TRADE PRICE $11 1900	2,500 00	- 2,520 11
05/23/13	445.236	PIMCO TOTAL RET FD-INST #35 ON TRADE DATE 05/22/2013 CUSIP 693390700 TRADE PRICE $11 1900	4,982 19	- 5,005.31
02/25/13	25 000	SPDR DJ WILSHIRE INTERNATIONAL REAL ON TRADE DATE 02/20/2013 SOLD THROUGH BNY BROKERAGE INC CUSIP 78463X863 COMM 0 75, SEC FEES $0 03 TRADE PRICE $41 8000	1,044.22	- 860 19
03/28/13	125 000	SPDR DJ WILSHIRE INTERNATIONAL REAL ON TRADE DATE 03/25/2013 SOLD THROUGH BNY BROKERAGE INC. CUSIP. 78463X863 COMM 3 75, SEC FEES $0 12 TRADE PRICE: $42 4701	5,304.89	- 4,300.92
02/21/13	224 820	TURNER SPECTRUM FUND-INSTL #3311 ON TRADE DATE 02/20/2013 CUSIP 900297664 TRADE PRICE $11.1200	2,500.00	- 2,482 01
03/26/13	318 658	TURNER SPECTRUM FUND-INSTL #3311 ON TRADE DATE 03/25/2013 CUSIP 900297664 TRADE PRICE $11 1400	3,549 85	- 3,517.99

TRANSACTION DETAIL *(continued)*

Sales *(continued)*

Date	Quantity	Description	Amount	Cost Basis
02/25/13	200 000	VANGUARD FTSE EMERGING MARKETS ETF ON TRADE DATE 02/20/2013 SOLD THROUGH BNY BROKERAGE INC. SYMBOL VWO CUSIP 922042858 COMM 6 00, SEC FEES $0 20 TRADE PRICE $44 2701	8,847 82	- 7,597 98
03/26/13	338 000	VANGUARD FTSE EMERGING MARKETS ETF ON TRADE DATE 03/21/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL VWO CUSIP 922042858 COMM 10 14, SEC FEES $0.32 TRADE PRICE $42 2873	14,282 65	- 12,840 58
01/14/13	22 000	VANGUARD MSCI EMERGING MARKETS ETF ON TRADE DATE 01/09/2013 SOLD THROUGH SIDCO / CONVERGEX SYMBOL. VWO CUSIP 922042858 COMM 0 66, SEC FEES· $0 02 TRADE PRICE $44 7000	982.72	- 835 78
02/25/13	30 000	VANGUARD REIT VIPER ON TRADE DATE 02/20/2013 SOLD THROUGH BNY BROKERAGE INC CUSIP 922908553 COMM 0.90, SEC FEES $0 05 TRADE PRICE: $69 9500	2,097.55	- 1,867 20
03/28/13	70 000	VANGUARD REIT VIPER ON TRADE DATE 03/25/2013 SOLD THROUGH BNY BROKERAGE INC CUSIP 922908553 COMM. 2.10, SEC FEES $0 11 TRADE PRICE $69 5800	4,868.39	- 4,356 79
01/14/13	127 000	VANGUARD TOTAL INTL STOCK ET ON TRADE DATE 01/09/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL. VXUS CUSIP. 921909768 COMM. 3.81, SEC FEES. $0.14 TRADE PRICE $47.2500	5,996.80	- 5,048 03

TRANSACTION DETAIL *(continued)*

Sales *(continued)*

Date	Quantity	Description	Amount	Cost Basis
02/25/13	40 000	VANGUARD TOTAL INTL STOCK ET ON TRADE DATE 02/20/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL VXUS CUSIP 921909768 COMM 1 20, SEC FEES $0 05 TRADE PRICE· $48 2300	1,927 95	- 1,589 93
03/28/13	123 000	VANGUARD TOTAL INTL STOCK ET ON TRADE DATE 03/25/2013 SOLD THROUGH BNY BROKERAGE INC. SYMBOL VXUS CUSIP 921909768 COMM 3 69, SEC FEES $0 14 TRADE PRICE $47 6001	5,850 98	- 4,889 04
04/26/13	110 000	VANGUARD TOTAL INTL STOCK ET ON TRADE DATE 04/23/2013 SOLD THROUGH RAYMOND JAMES & ASSOC SYMBOL VXUS CUSIP 921909768 COMM 3 30, SEC FEES $0 12 TRADE PRICE $48 1201	5,289 79	- 4,372 32
05/28/13	100 000	VANGUARD TOTAL INTL STOCK ET ON TRADE DATE 05/22/2013 SOLD THROUGH BNY BROKERAGE INC SYMBOL· VXUS CUSIP 921909768 COMM 3 00, SEC FEES· $0 09 TRADE PRICE $50 6210	5,059 01	- 3,974.83
Total Sales			**$187,955.21**	**- $172,226.36**

TRANSACTION DETAIL *(continued)*

Date	Quantity	Description	Amount	Cost Basis
Purchases *(continued)*				
03/05/13	700 000	WPP PLC 10P ON TRADE DATE 02/28/2013 PURCHASED THROUGH WEEDEN & COMPANY COMM $22.37 TRADE PRICE $15 9770	- 11,206 27	11,206 27
Total Purchases			**- $118,712.93**	**$118,712.93**
Sales				
10/21/13	1,143 000	AAC TECNOLOGIES HOLDING USD 0 01 ON TRADE DATE 10/17/2013 SOLD THROUGH WEEDEN & COMPANY CUSIP G2953R106 COMM· $9 84 OTHER FEES $5 31 TRADE PRICE $4 3052	$4,905.65	- $3,346 82
10/22/13	857 000	AAC TECNOLOGIES HOLDING USD 0 01 ON TRADE DATE 10/18/2013 SOLD THROUGH WEEDEN & COMPANY CUSIP G2953R106 COMM $7 52 OTHER FEES $4 06 TRADE PRICE. $4 3865	3,747 63	- 2,509 38
10/08/13	100 000	ABBOTT LABS ON TRADE DATE 10/03/2013 SOLD THROUGH ISI GROUP INC SYMBOL ABT CUSIP. 002824100 COMM 5 00, SEC FEES $0 06 TRADE PRICE· $33.4692	3,341 86	- 2,642 78
07/01/13	500 000	CHEUNG KONG (HOLDINGS) LIMITED - ADR ON TRADE DATE 06/26/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL· CHEUY CUSIP· 166744201 COMM· 25 00, SEC FEES $0 12 TRADE PRICE $13.2056	6,577 68	- 7,529 48

TRANSACTION DETAIL *(continued)*

Date	Quantity	Description	Amount	Cost Basis
Sales *(continued)*				
10/29/13	67 000	CHEUNG KONG (HOLDINGS) LIMITED - ADR ON TRADE DATE 10/24/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL CHEUY CUSIP 166744201 COMM. 3 35, SEC FEES $0 02 TRADE PRICE. $15 3928	1,027 95	- 1,008 95
10/30/13	433 000	CHEUNG KONG (HOLDINGS) LIMITED - ADR ON TRADE DATE 10/25/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL. CHEUY CUSIP: 166744201 COMM 21 65, SEC FEES $0 12 TRADE PRICE $15.4289	6,658.94	- 6,520 52
01/08/13	100 000	DOLLAR TREE INC ON TRADE DATE 01/03/2013 SOLD THROUGH CANTOR FITZGERALD & CO INC SYMBOL. DLTR CUSIP 256746108 COMM 5 00, SEC FEES· $0 09 TRADE PRICE· $39 3194	3,926 85	- 1,480 72
01/30/13	200 000	DOLLAR TREE INC ON TRADE DATE 01/25/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL· DLTR CUSIP. 256746108 COMM 10 00, SEC FEES $0 19 TRADE PRICE. $41.0891	8,207 63	- 2,961 42
03/04/13	100 000	DOLLAR TREE INC ON TRADE DATE 02/27/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL DLTR CUSIP 256746108 COMM· 5.00, SEC FEES $0.11 TRADE PRICE $46.1077	4,605.66	- 1,480.71
04/08/13	180 000	E M C CORP MASS ON TRADE DATE 04/03/2013 SOLD THROUGH BLAIR, WILLIAM & CO SYMBOL EMC CUSIP. 268648102 COMM 9 00, SEC FEES $0 10 TRADE PRICE $23.7440	4,264 82	- 5,329.75

TRANSACTION DETAIL *(continued)*

Sales *(continued)*

Date	Quantity	Description	Amount	Cost Basis
11/29/13	300 000	EBAY INC ON TRADE DATE 11/25/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL. EBAY CUSIP 278642103 COMM 15 00, SEC FEES $0 26 TRADE PRICE· $49 1346	14,725.12	- 12,240 02
01/07/13	100 000	FAMILY DLR STORES INC ON TRADE DATE 01/02/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL FDO CUSIP: 307000109 COMM 5 00, SEC FEES· $0 15 TRADE PRICE $63 4788	6,342 73	- 2,800 92
01/30/13	100.000	FAMILY DLR STORES INC ON TRADE DATE 01/25/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL FDO CUSIP 307000109 COMM 5 00, SEC FEES $0 14 TRADE PRICE $58.8691	5,881.77	- 2,800 91
04/16/13	100 000	FAMILY DLR STORES INC ON TRADE DATE 04/11/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL FDO CUSIP· 307000109 COMM 5 00, SEC FEES $0 14 TRADE PRICE $59 6657	5,961 43	- 2,800.92
03/04/13	300 000	GOLDCORP INC NEW ON TRADE DATE 02/27/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL GG CUSIP 380956409 COMM 15.00, SEC FEES $0 23 TRADE PRICE. $33 0157	9,889.48	- 11,329.91
07/02/13	1,164 000	GOLDEN EAGLE RETAIL GROUP L HKD 0 1 ON TRADE DATE 06/27/2013 SOLD THROUGH WEEDEN & COMPANY CUSIP G3958R109 COMM $3 09 OTHER FEES $1 67 TRADE PRICE $1 3270	1,539.88	- 2,833 03

TRANSACTION DETAIL *(continued)*

Sales *(continued)*

Date	Quantity	Description	Amount	Cost Basis
07/03/13	836 000	GOLDEN EAGLE RETAIL GROUP L HKD 0.1 ON TRADE DATE 06/28/2013 SOLD THROUGH WEEDEN & COMPANY CUSIP G3958R109 COMM $2 26 OTHER FEES $1 22 TRADE PRICE $1 3490	1,124 30	- 2,034 72
07/29/13	150.000	HDFC BANK LTD - ADR ON TRADE DATE 07/24/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL HDB CUSIP 40415F101 COMM 7 50, SEC FEES· $0 10 TRADE PRICE $36 1255	5,411 23	- 5,599 02
02/01/13	400 000	MCMORAN EXPLORATION CO ON TRADE DATE 01/29/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL MMR CUSIP 582411104 COMM 20 00, SEC FEES $0 15 TRADE PRICE $15.8062	6,302 33	- 5,408 91
03/12/13	589 000	MCMORAN EXPLORATION CO ON TRADE DATE 03/07/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL: MMR CUSIP 582411104 COMM. 29.45, SEC FEES. $0.22 TRADE PRICE· $16 1308	9,471.37	- 8,744 61
03/13/13	86 000	MCMORAN EXPLORATION CO ON TRADE DATE 03/08/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL MMR CUSIP. 582411104 COMM. 4 30, SEC FEES· $0 04 TRADE PRICE $16.1502	1,384.58	- 1,517 83
07/01/13	100.000	NESTLE S A REGISTERED SHARES - ADR ON TRADE DATE 06/26/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL NSRGY CUSIP· 641069406 COMM 5 00, SEC FEES. $0 12 TRADE PRICE· $64 9800	6,492 88	- 2,373 71

TRANSACTION DETAIL *(continued)*

Sales *(continued)*

Date	Quantity	Description	Amount	Cost Basis
04/15/13	1,400.000	OSISKO MINING CORP ON TRADE DATE 04/10/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL OSKFF CUSIP 688278100 COMM 70 00, SEC FEES $0 17 TRADE PRICE $5 4114	7,505.79	- 11,527 31
01/29/13	300.000	SEABRIDGE GOLD INC ON TRADE DATE 01/24/2013 SOLD THROUGH DOMINICK & DOMINICK SYMBOL. SA CUSIP 811916105 COMM 15 00, SEC FEES $0 11 TRADE PRICE $15 7012	4,695 25	- 6,878.71
03/15/13	100 000	SPDR GOLD TRUST ON TRADE DATE 03/12/2013 SOLD THROUGH BLAIR, WILLIAM & CO SYMBOL. GLD CUSIP 78463V107 COMM 5.00, SEC FEES $0 35 TRADE PRICE· $154 2084	15,415 49	- 6,377 00
09/20/13	200 000	TENCENT HOLDINGS LTD-UNS ADR ON TRADE DATE 09/17/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL TCEHY CUSIP 88032Q109 COMM· 10 00, SEC FEES $0.19 TRADE PRICE· $53 9275	10,775.31	- 4,655.97
07/01/13	400 000	VALE SA ADR ON TRADE DATE 06/26/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL VALE CUSIP 91912E105 COMM: 20 00, SEC FEES $0 10 TRADE PRICE. $13 3700	5,327 90	- 1,256 38

TRANSACTION DETAIL *(continued)*

DATE	QUANTITY	DESCRIPTION	AMOUNT	COST BASIS
Sales *(continued)*				
07/01/13	100 000	WANT WANT CHINA-UNSPON ADR ON TRADE DATE 06/26/2013 SOLD THROUGH WEEDEN & COMPANY SYMBOL· WWNTY CUSIP 93370R107 COMM 5.00, SEC FEES $0 12 TRADE PRICE. $67 3100	6,725 88	- 2,982 24
Total Sales			**$172,237.39**	**- $128,972.65**

Cash Receipts

TAXABLE

Interest

DATE	QUANTITY	DESCRIPTION	AMOUNT	COST BASIS
01/02/13		WFB MONEY MARKET DEPOSIT ACCOUNT CUSIP 999491905 INTEREST FROM 12/1/12 TO 12/31/12	$0 18	
02/01/13		WFB MONEY MARKET DEPOSIT ACCOUNT CUSIP 999491905 INTEREST FROM 1/1/13 TO 1/31/13	0 16	
03/01/13		WFB MONEY MARKET DEPOSIT ACCOUNT CUSIP 999491905 INTEREST FROM 2/1/13 TO 2/28/13	0 30	
04/01/13		WFB MONEY MARKET DEPOSIT ACCOUNT CUSIP 999491905 INTEREST FROM 3/1/13 TO 3/31/13	0 72	
05/01/13		WFB MONEY MARKET DEPOSIT ACCOUNT CUSIP 999491905 INTEREST FROM 4/1/13 TO 4/30/13	0.73	
06/03/13		WFB MONEY MARKET DEPOSIT ACCOUNT CUSIP 999491905 INTEREST FROM 5/1/13 TO 5/31/13	0 15	

Please make inquiries to
Investorservices@citi com

Cooper Family Foundation
[KAMEF000005]
Mary and John Cooper
David E Weiss, Mary and John Cooper
8912 E Pinnacle Peak Road, Ste F9-663
Scottsdale, AZ 85255

Telephone 602-909-4173
Email tidymary@msn com

Shareholder's Account Statement

Name of Fund	Kayne Anderson Midstream Energy Fund, Ltd
Period Ended	July 31, 2013
Account #	158476
Shareholder	Cooper Family Foundation

Account Summary

Share Class	**Shares**	**NAV / Share**		**Amount**
Class B-(Non-Restricted)-Series 6*1 (06-09)	-	2,730.6006	$	-

Transaction History		Date	Shares	NAV / Share		Amount
Share Class	**Class B-(Non-Restricted)-Series 6*1 (06-09)**					
Opening Balance as of		7/1/2013	56 3350	2,723 5840	$	153,433 07
Withdrawal		7/31/2013	(56 3350)	2,730 6006	$	(153,828 35)
Ending Balance as of		7/31/2013	-	2,730 6006	$	-

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
WELLS FARGO #2500 - DIVIDENDS	824.	0.	824.	824.	824.
WELLS FARGO #2500 - INTEREST	1.	0.	1.	1.	1.
WELLS FARGO #4700 - DIVIDENDS	8,840.	0.	8,840.	8,840.	8,840.
WELLS FARGO #4700 - INTEREST	4.	0.	4.	4.	4.
TO PART I, LINE 4	9,669.	0.	9,669.	9,669.	9,669.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC INCOME	100.	100.	100.
TOTAL TO FORM 990-PF, PART I, LINE 11	100.	100.	100.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	5,250.	5,250.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,250.	5,250.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WELLS FARGO #4700	5,771.	5,771.	0.	0.
WELLS FARGO #2500	446.	446.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	6,217.	6,217.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID - WELLS FARGO #4700	488.	488.	0.	0.
TO FORM 990-PF, PG 1, LN 18	488.	488.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AZ CORPORATION COMMISSION	10.	10.	0.	0.
ADR FEES	110.	110.	0.	10.
WIRE FEES	107.	107.	0.	107.
TO FORM 990-PF, PG 1, LN 23	227.	227.	0.	117.

FORM 990-PF	OTHER FUNDS	STATEMENT 7

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
	904,806.	559,686.
TOTAL TO FORM 990-PF, PART II, LINE 29	904,806.	559,686.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO #2500	0.	558,469.
WELLS FARGO #4700	385,571.	613,690.
TOTAL TO FORM 990-PF, PART II, LINE 10B	385,571.	1,172,159.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDENTREE INVESTMENT	COST	90,957.	435,690.
KAYNE ANDERSON - MEF (OFF SHORE)	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		90,957.	435,690.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARY I. COOPER
8912 E PINNACLE PEAK RD #F9-663
SCOTTSDALE, AZ 85255

TELEPHONE NUMBER

602-909-4173

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING DOCUMENTATION OF EXEMPTION UNDER 501(C)(3) AND COMPLETE DESCRIPTION OF EXEMPT FUNCTION ACTIVITIES

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. COOPER FAMILY FOUNDATION C/O MARY I. COOPER	Employer identification number (EIN) or 86-0905824
	Number, street, and room or suite no. If a P.O. box, see instructions. 8912 E PINNACLE PEAK RD #F9-663	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SCOTTSDALE, AZ 85255	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶ MARY I. COOPER 8912 E PINNACLE PEAK RD #F9-663 - SCOTTSDALE, AZ 85255

Telephone No. ▶ 602-909-4173 Fax No. ▶ 602-466-2601

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY IN ORDER TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 3,379.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶

323842
12-31-13