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Return of Private Foundation

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

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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 THE RODEL FOUNDATION		A Employer identification number 86-1015598
Number and street (or P.O. box number if mail is not delivered to street address) 6720 N. SCOTTSDALE ROAD, SUITE 310		B Telephone number 480-348-1300
City or town, state or province, country, and ZIP or foreign postal code SCOTTSDALE, AZ 85253		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 61,311,321. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,785.	1,785.		STATEMENT 2
4 Dividends and interest from securities		1,544,501.	1,739,013.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,150,368.			STATEMENT 1
b Gross sales price for all assets on line 6a		9,665,964.			
7 Capital gain net income (from Part IV, line 2)			2,152,962.		
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		<15,503.>	1,642.		STATEMENT 4
12 Total Add lines 1 through 11		3,681,151.	3,895,402.		
13 Compensation of officers, directors, trustees, etc		248,900.	24,890.		224,010.
14 Other employee salaries and wages		74,220.	3,711.		70,509.
15 Pension plans, employee benefits		39,941.	1,997.		37,964.
16a Legal fees STMT 5		962.	0.		962.
b Accounting fees STMT 6		8,000.	4,000.		4,000.
c Other professional fees STMT 7		118,223.	118,223.		0.
17 Interest					
18 Taxes STMT 8		94,833.	37,949.		10.
19 Depreciation and depletion		1,792.	90.		
20 Occupancy		23,824.	1,668.		22,156.
21 Travel, conferences, and meetings		61,892.	0.		61,892.
22 Printing and publications					
23 Other expenses STMT 9		28,298.	9,874.		27,988.
24 Total operating and administrative expenses Add lines 13 through 23		700,885.	202,402.		449,491.
25 Contributions, gifts, grants paid		2,449,600.			2,449,600.
26 Total expenses and disbursements Add lines 24 and 25		3,150,485.	202,402.		2,899,091.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		530,666.			
b Net investment income (if negative, enter -0-)			3,693,000.		
c Adjusted net income (if negative, enter -0-)				N/A	

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		98,311.	17,219.	17,219.
	2	Savings and temporary cash investments		1,213,869.	582,934.	582,934.
	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 11	34,631,349.	36,547,237.	36,547,237.
	c	Investments - corporate bonds	STMT 12	9,557,001.	11,925,078.	11,925,078.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 13	11,504,232.	12,236,783.	12,236,783.	
14	Land, buildings, and equipment: basis ▶	16,540.				
	Less: accumulated depreciation	STMT 14 ▶	14,470.	3,862.	2,070.	2,070.
15	Other assets (describe ▶ PROCEEDS RECEIVABLE)		377,978.	0.	0.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		57,386,602.	61,311,321.	61,311,321.	
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 15)		4,848.	663.	
23	Total liabilities (add lines 17 through 22)		4,848.	663.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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		57,381,754.	61,310,658.	STATEMENT 10
30	Total net assets or fund balances		57,381,754.	61,310,658.		
31	Total liabilities and net assets/fund balances		57,386,602.	61,311,321.		

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	57,381,754.
2	Enter amount from Part I, line 27a	2	530,666.
3	Other increases not included in line 2 (itemize) ▶ INCREASE IN FMV	3	3,398,238.
4	Add lines 1, 2, and 3	4	61,310,658.
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	61,310,658.

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 9,665,964.		7,513,002.	2,152,962.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			2,152,962.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	2,152,962.
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	2,693,062.	55,328,932.	.048674
2011	2,689,934.	54,963,031.	.048941
2010	2,207,028.	54,042,942.	.040838
2009	2,303,059.	49,170,312.	.046838
2008	3,258,443.	56,027,250.	.058158

2 Total of line 1, column (d)	2	.243449
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	.048690
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	58,477,512.
5 Multiply line 4 by line 3	5	2,847,270.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,930.
7 Add lines 5 and 6	7	2,884,200.
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,899,091.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	36,930.
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	36,930.
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	36,930.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	81,265.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	121,265.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	84,335.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 84,335. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AZ, CA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		X	
14	The books are in care of ► DONALD V. BUDINGER Telephone no. ► 480-348-1300 Located at ► 6720 N. SCOTTSDALE ROAD, #310, SCOTTSDALE, AZ ZIP+4 ► 85253			
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	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

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 ☒ 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
DONALD V. BUDINGER 6720 N. SCOTTSDALE ROAD, SUITE 310 SCOTTSDALE, AZ 85253	DIRECTOR AND	PRESIDENT		
	40.00	248,900.	0.	0.
WILLIAM D. BUDINGER 6720 N. SCOTTSDALE ROAD, SUITE 310 SCOTTSDALE, AZ 85253	DIRECTOR			
	30.00	0.	0.	0.
SUSAN B. LONKI 6720 N. SCOTTSDALE ROAD, SUITE 310 SCOTTSDALE, AZ 85253	DIRECTOR AND	SECRETARY		
	1.00	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

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Paid Employees, and Contractors (continued)[illegible]

0

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		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	NONE	
		0.
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	48,646,141.
b	Average of monthly cash balances	1b	677,286.
c	Fair market value of all other assets	1c	10,044,605.
d	Total (add lines 1a, b, and c)	1d	59,368,032.
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	59,368,032.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	890,520.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	58,477,512.
6	Minimum investment return. Enter 5% of line 5	6	2,923,876.

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	2,923,876.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	36,930.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,930.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,886,946.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,886,946.
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	2,886,946.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,899,091.
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	2,899,091.
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	36,930.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,862,161.

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.

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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				2,886,946.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,681,282.	
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: ► \$ 2,899,091.				
a Applied to 2012, but not more than line 2a			2,681,282.	
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				217,809.
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:	0.			
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				2,669,137.
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				

N/A

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

- (4) Gross investment income

[illegible]

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	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
Name and address (home or business)				
a Paid during the year				
ARIZONA COLLEGE SCHOLARSHIP FOUNDATION 4040 E CAMELBACK RD STE 220 PHOENIX, AZ 85018	NONE	PUBLIC CHARITY	EDUCATION	50,000.
ASPEN CENTER FOR ENVIRONMENTAL STUDIES 100 PUPPY SMITH STREET ASPEN, CO 81611	NONE	PUBLIC CHARITY	ENVIRONMENT	5,000.
ASPEN INSTITUTE 1 DUPONT CIRCLE, NW SUITE 700 WASHINGTON, DC 20036-1133	NONE	PUBLIC CHARITY	EDUCATION, SOCRATES CHALLENGE, RODEL SCHOLARS	650,000.
ASPEN PUBLIC RADIO 110 E. HALLAM STREET, SUITE 134 ASPEN, CO 81611	NONE	PUBLIC CHARITY	EDUCATION	2,500.
ASU FOUNDATION 300 E. UNIVERSITY DRIVE TEMPE, AZ 85281	NONE	PUBLIC CHARITY	TO SUPPORT "CARBON NATION" AT ASU	150,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,449,600.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

- | 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? | Yes | No |
|----------|--|-------|----|
| | | | |
| 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. | | |

[illegible]

- 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.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
	Signature of officer or trustee <i>x Donald E. Beuchner</i>		Date <i>11-17-14</i>		Title <i>President</i>						
Paid Preparer Use Only	Print/Type preparer's name AMY A. O'LOUGHLIN		Preparer's signature <i>Amy O'Loughlin</i>		Date 11-14-14		Check <input type="checkbox"/> if self-employed		PTIN P00869687		
	Firm's name ▶ CBIZ MHM, LLC						Firm's EIN ▶ 34-1884125				
	Firm's address ▶ 3101 N. CENTRAL AVE., STE. 300 PHOENIX, AZ 85012						Phone no. 602-264-6835				

Form **990-PF** (2013)

THE RODEL FOUNDATION

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	DEUTSCHE BANK TRUST CO AMERICA 246441 - SEE STMT	P	VARIOUS	VARIOUS
b	DEUTSCHE BANK TRUST CO AMERICA 246441 - SEE STMT	P	VARIOUS	VARIOUS
c	DEUTSCHE BANK 246441 - CAP GAIN DIST.	P	VARIOUS	VARIOUS
d	HIRTLE CALLAGHAN PRIVATE EQUITY FUND III, LP	P	VARIOUS	VARIOUS
e	HIRTLE CALLAGHAN PRIVATE EQUITY FUND III, LP	P	VARIOUS	VARIOUS
f	HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	P	VARIOUS	VARIOUS
g	HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	P	VARIOUS	VARIOUS
h	BANK CAPITAL CORP ADD'L PROCEEDS	P	VARIOUS	01/18/13
i	EARL PROPERTY FUND II, LLC	P	VARIOUS	VARIOUS
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 2,201,497.		2,260,229.	<58,732.>
b 6,774,425.		5,246,295.	1,528,130.
c 684,734.			684,734.
d		307.	<307.>
e		6,124.	<6,124.>
f		24.	<24.>
g 5,304.			5,304.
h 4.			4.
i		23.	<23.>
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			<58,732.>
b			1,528,130.
c			684,734.
d			<307.>
e			<6,124.>
f			<24.>
g			5,304.
h			4.
i			<23.>
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	2,152,962.
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 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
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	COMMUNITY CONCERN - CORPORATE PURPOSE PROJECT	375,000.
DEMOCRACY A JOURNAL OF IDEAS INC 818 18TH STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	50,000.
ECOFLIGHT 307 L AIRPORT BUSINESS CENTER ASPEN, CO 81611	NONE	PUBLIC CHARITY	ENVIRONMENT	15,000.
GRAND CANYON TRUST NATIVE AMERICAN PROGRAM 2601 N. FORT VALLEY RD. FLAGSTAFF, AZ 86001	NONE	PUBLIC CHARITY	ENVIRONMENT	75,000.
HIGH COUNTRY NEWS 119 GRAND AVENUE PAONIA, CO 81428	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	2,500.
NO LABELS FOUNDATION 1680 WISCONSIN AVENUE, NW STE 320 WASHINGTON, DC 20007	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	120,000.
ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	100,000.
ROOM TO READ 111 SUTTER STREET, 16TH FLOOR SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	EDUCATION	25,000.
SANTE FE INSTITUTE 1399 HYDE PARK RD SANTE FE, NM 87501	NONE	PUBLIC CHARITY	EDUCATION	25,000.
SCIENCE FOUNDATION ARIZONA 400 E. VAN BUREN, SUITE 230 PHOENIX, AZ 85004	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	200,000.
Total from continuation sheets				1,592,100.

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
SOJOURNERS 3333 - 14TH STREET, NW STE 200 WASHINGTON, DC 20010	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	50,000.
SUSTAINABLE SETTINGS 6107 HIGHWAY 133 CARBONDALE, CO 81623	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	5,000.
THE AOPA FOUNDATION 421 AVIATION WAY FREDERICK, MD 21701	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	15,000.
THE THIRD WAY FOUNDATION 1101 - 14TH STREET, NW STE 1250 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	5,000.
THIRD WAY INSTITUTE 1025 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	400,000.
THUNDERBIRD SCHOOL OF GLOBAL MANAGEMENT 1 GLOBAL PLACE GLENDALE, AZ 85306-6000	NONE	PUBLIC CHARITY	EDUCATION	49,600.
TRUMAN NATIONAL SECURITY INSTITUTE 1050 17TH STREET, NW, STE 375 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	50,000.
USO OPERATION ENDURING CARE 2111 WILSON BLVD, SUITE 1200 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	20,000.
VOICES FOR PROGRESS/TIDES 1220 19TH STREET, STE 205 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	COMMUNITY CONCERN	10,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK TRUST CO AMERICA 246441 - SEE STMT			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,201,497.	2,263,733.	0.	0.	<62,236.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK TRUST CO AMERICA 246441 - SEE STMT			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,774,425.	5,245,385.	0.	0.	1,529,040.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK 246441 - CAP GAIN DIST.			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
684,734.	0.	0.	0.	684,734.

2013 Tax Information Statement

 Account Number:
246441
Tax ID Number:
86-1015598

RODEL FOUNDATION

Arizona Supplemental Capital Gains and Losses Detail

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
27,4320	40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO	06/14/2013	06/26/2013	462.50	474.58	0.00	-12.08
56,3470	40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO	09/13/2013	09/13/2013	1,044.11	1,040.17	0.00	3.94
7456.9340	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	12/28/2012	03/25/2013	106,634.15	99,179.52	0.00	7,454.63
2257.4250	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	06/14/2013	06/26/2013	33,590.48	34,199.99	0.00	-609.51
1943.4050	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/13/2013	09/13/2013	30,394.85	30,278.26	0.00	116.59
3257.1030	922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD	12/20/2012	11/22/2013	85,205.82	92,860.08	0.00	-7,654.26
Total Short Term Sales					2,201,497.09	2,263,732.81	3,504.38	-58,731.34
Long Term Sales								
1417.7690	40415H628	HC CAPITAL TRUST COMMODITY RELATED SEC PORTFOLIO	04/27/2011	09/13/2013	15,000.00	19,423.44	0.00	-4,423.44
19092.8600	40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO	09/27/2001	03/25/2013	315,604.98	176,227.10	0.00	139,377.88
13961.6060	40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO	09/27/2001	06/06/2013	240,000.00	128,865.62	0.00	111,134.38
9186.2330	40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO	09/27/2001	06/26/2013	155,706.65	84,788.93	0.00	70,917.72
10182.1260	40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO	09/27/2001	09/13/2013	184,398.30	93,981.02	0.00	90,417.28
14553.0150	40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO	09/27/2001	11/22/2013	280,000.00	134,324.33	0.00	145,675.67
7591.0930	40415H883	HC CAPITAL TRUST GROWTH PORTFOLIO	09/27/2001	12/26/2013	150,000.00	70,065.79	0.00	79,934.21
22621.0010	40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT	11/20/2009	03/25/2013	249,962.06	217,953.34	0.00	32,008.72
1615.0000	40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT	11/20/2009	09/13/2013	19,153.90	15,560.53	0.00	3,593.37

Important Tax Return Documents Enclosed

Account Number:
246441Tax ID Number:
86-1015598**2013 Tax Information Statement**

RODEL FOUNDATION

Arizona Supplemental Capital Gains and Losses Detail

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
62400 0000	40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT	11/20/2009	11/22/2013	780,000 00	601,224.00	0 00	178,776 00
14524 2330	40415H735	HC CAPITAL TRUST REAL ESTATE SECURITIES	05/21/2009	03/25/2013	124,908 40	145,242 33	0 00	-20,333 93
42172 4130	40415H735	HC CAPITAL TRUST REAL ESTATE SECURITIES	05/21/2009	05/03/2013	227,381 00	407,123 84	0 00	-179,742.84
30027.0050	40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO	09/21/2001	03/25/2013	490,641.26	296,563 58	0 00	194,077.68
4672 8970	40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO	09/21/2001	06/06/2013	80,000 00	44,908 32	0 00	35,091 68
1158 8080	40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO	09/21/2001	06/26/2013	19,537.50	11,068 34	0 00	8,469 16
2372.1470	40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO	08/08/2002	09/13/2013	43,955 89	22,346 53	0 00	21,609 36
1270 3250	40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO	08/08/2002	11/22/2013	25,000.00	11,966 95	0 00	13,033 05
989 6090	40415H685	HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO	08/08/2002	12/26/2013	20,000 00	9,322 50	0 00	10,677 50
9749 9270	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	03/02/2012	03/25/2013	139,423 96	123,544 40	0 00	15,879 56
24751.1810	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/27/2001	03/25/2013	353,941 89	302,004 21	0 00	51,937 68
27094 2410	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/27/2001	05/15/2013	414,000 00	329,465.97	0 00	84,534 03
39867.1100	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/27/2001	06/06/2013	600,000 00	484,784 06	0 00	115,215 94
36423 8410	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/27/2001	06/11/2013	550,000 00	442,913 91	0 00	107,086 09

**Important Tax Return Documents Enclosed**

2013 Tax Information Statement

Account Number.

246441

Tax ID Number

86-1015598

RODEL FOUNDATION

Arizona Supplemental Capital Gains and Losses Detail

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Wash Sale Loss Disallowed	Net Gain or Loss
11183 4350	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/27/2001	06/26/2013	166,409 52	135,990 57	0.00	30,418 95
24271 4290	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/27/2001	09/13/2013	379,605 15	295,140 58	0.00	84,464 57
21647 6250	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/27/2001	11/22/2013	360,000 00	263,235 12	0.00	96,764 88
4430 0060	40415H669	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO	09/27/2001	12/26/2013	75,000 00	53,868 87	0.00	21,131 13
694 8660	922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD	06/29/2012	11/22/2013	18,177 70	20,189 68	0.00	-2,011 98
11338 5510	922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD	07/21/2011	11/22/2013	296,616 49	304,200 93	0.00	-7,584 44
Total Long Term Sales					6,774,424.65	5,246,294.79	0.00	1,528,129.86

Important Tax Return Documents Enclosed

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
HIRTLE CALLAGHAN PRIVATE EQUITY FUND III, LP	0.	307.	0.	0.		VARIOUS
						VARIOUS
						<307.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
HIRTLE CALLAGHAN PRIVATE EQUITY FUND III, LP	0.	6,124.	0.	0.		VARIOUS
						VARIOUS
						<6,124.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	0.	24.	0.	0.		VARIOUS
						VARIOUS
						<24.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	5,304.	0.	0.	0.		VARIOUS
						VARIOUS
						5,304.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BANK CAPITAL CORP ADD'L PROCEEDS	4.	0.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EARL PROPERTY FUND II, LLC	0.	23.	0.	0.	<23.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,150,368.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BILTMORE BANK OF ARIZONA	1,785.	1,785.	
TOTAL TO PART I, LINE 3	1,785.	1,785.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1					
INTEREST/DIVIDENDS	252,914.	0.	252,914.	443,648.	
SECURITIES	1,291,587.	0.	1,291,587.	1,295,365.	
TO PART I, LINE 4	1,544,501.	0.	1,544,501.	1,739,013.	

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME (LOSS) FROM PASS-THROUGHS	<15,503.>	1,642.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<15,503.>	1,642.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	962.	0.		962.
TO FM 990-PF, PG 1, LN 16A	962.	0.		962.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	4,000.		4,000.
TO FORM 990-PF, PG 1, LN 16B	8,000.	4,000.		4,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	118,223.	118,223.		0.
TO FORM 990-PF, PG 1, LN 16C	118,223.	118,223.		0.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAXES	56,924.	50.		0.
FOREIGN TAXES	37,899.	37,899.		0.
LICENSES & FEES	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	94,833.	37,949.		10.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE DEVELOPMENT & HOSTING	6,765.	0.		6,765.
EVENTS	450.	0.		450.
TELEPHONES	3,389.	0.		3,389.
LEASED OFFICE EQUIPMENT	113.	0.		113.

OFFICE EXPENSES	5,636.	0.	5,636.
DUES & PUBLICATIONS	1,316.	0.	1,316.
COMPUTER MAINTENANCE	6,210.	310.	5,900.
MISCELLANEOUS	1,922.	0.	1,922.
INSURANCE	2,426.	0.	2,426.
POSTAGE & DELIVERY	71.	0.	71.
DEDUCTIONS FROM PASS THROUGHS	0.	9,564.	0.
TO FORM 990-PF, PG 1, LN 23	28,298.	9,874.	27,988.

FORM 990-PF	OTHER FUNDS	STATEMENT 10
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	57,381,754.	61,310,658.
TOTAL TO FORM 990-PF, PART II, LINE 29	57,381,754.	61,310,658.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DEUTSCHE BANK - SEE ATTACHED	36,547,237.	36,547,237.
TOTAL TO FORM 990-PF, PART II, LINE 10B	36,547,237.	36,547,237.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DEUTSCHE BANK - SEE ATTACHED	11,925,078.	11,925,078.
TOTAL TO FORM 990-PF, PART II, LINE 10C	11,925,078.	11,925,078.

Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2013

RF COMBINED
Base Currency USD

List of Holdings - Equities

Quantity	Security Description Security ID Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Equity Investment Funds									
HC CAPITAL TRUST COMMODITY RELATED SECURITIES PORTFOLIO									
326,528 26	Ticker HCCSX Account 246441	9.60%	USD 10 480	10 740	3,422,922 01 M	3,506,913 51		35,918 11	1.02%
HC CAPITAL TRUST EMERGING MKTS PORTFOLIO									
275,507 98	Ticker HCEMX Account 246441	14.07%	USD 18 590	18 660	5,122,959 98 M	5,140,978 85			
HC CAPITAL TRUST GROWTH PORTFOLIO									
359,325 36	Ticker HCEGX Account 246441	19.43%	USD 9 100	19 760	3,269,655 50 M	7,100,269 19		88,034 71	1.24%
HC CAPITAL TRUST INSTITUTIONAL INTERNATIONAL EQUITY PORTFOLIO									
1,149,672 47	Ticker HCINX Account 246441	38.25%	USD 9 530	12 160	10,951,259 04 M	13,980,017 19		343,752 07	2.46%
HC CAPITAL TRUST REAL ESTATE SECURITIES									
248,287 89	Ticker HCREX Account 246441	1.87%	USD 2 760	2 750	685,897 48 M	682,791 69			
HC CAPITAL TRUST SMALL CAP EQUITY PORTFOLIO									
39,927 78	Ticker HCCEX Account 246441	2.21%	USD 9 370	20 240	374,233 06 M	808,138 21		5 549 96	0.69%



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

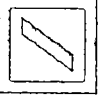
As of December 31, 2013

RF COMBINED
Base Currency USD

List of Holdings - Equities

Quantity	Security Description Security ID Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Equity Investment Funds									
	HC CAPITAL TRUST VALUE EQUITY PORTFOLIO Ticker HCVEX								
315,647 41	Account 246441	14 58%	USD 11 420	16 880	3,605,149 98 M	5,328,128 31		115,842 60	2 17%
Total Equity Investment Funds		100 00%			27,432,077 05	36,547,236 95		589,097 45	1 61%
Total Equities									
Total Accrued Income						36,547,236 95		589,097 45	1 61%
Total Equities including Accrued Income						36,547,236 95			

A "W" following the amount displayed in the Adjusted Cost Basis column indicates multiple lots, a "U" indicates undetermined cost



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2013

RF COMBINED
Base Currency USD

List of Holdings - Fixed Income

Investment Funds	Quantity	Security Description Security ID Moody's/S&P Rating Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO										
		Ticker HCHYX								
503,763 40	Account 246441		31 35%	USD 7 099	7 420	3,576,016 56 M	3,737,924 40		230,219 87	6 16%
HC CAPITAL TRUST US CORPORATE FIXED INCOME SECURITIES PORTFOLIO										
		Ticker HCXSX								
154,690 52	Account 246441		12 70%	USD 9 973	9 790	1,542,794 52 M	1,514,420 17		50,893 18	3 36%
HC CAPITAL TRUST US GOVERNMENT FIXED INCOME SECURITIES PORTFOLIO										
		Ticker HCUSX								
184,313 20	Account 246441		15 08%	USD 9 898	9 760	1,824,290 33 M	1,798,896 79		22,301 90	1 24%
HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES PORTFOLIO										
		Ticker HCASX								
179,828 53	Account 246441		14 65%	USD 9 944	9 650	1,788,174 49 M	1,735,345 35		56,286 33	3 24%
VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD										
		Ticker VAIPX								
123,223 08	Account 246441		26 32%	USD 26 301	25 470	3,240,903 98 M	3,138,491 77		57,298 73	1 83%
Total Investment Funds				100 00%		11,972,179 88	11,925,078 48		417,000 01	3 50%
Total Fixed Income				100 00%		11,972,179 88	11,925,078 48		417,000 01	3 50%
Total Accrued Income										
Total Fixed Income including Accrued Income							11,925,078 48			

A "M" following the amount displayed in the Adjusted Cost Basis column indicates multiple lots, a "U" indicates undetermined cost
For Investment Funds, Annual Yield is reported in the Yield to Maturity column



Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2013

RF COMBINED
Base Currency USD

List of Holdings - Alternative Investments

	Quantity	Security Description Security ID Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Hedge Funds										
		CMS STRUCTURED PRODUCTS FUND III (CAYMAN) LTD [SHARES HELD ELSEWHERE] CUSIP 125992149 19 10 Account 246422	1 38%		5,761 150	0 00 M	110,037 97			
		H CALLAGHAN ABSO RETN OFFSHR FD II LTD CUSIP H99990964 1,426 63 Account 246423	20 68%	USD 1,000 000	1,155 395	1,426,634 74	1,648,326 48			
		H CALLAGHAN TOT RETN OFFSHR FD II LTD CUSIP H99990949 2,904 58 Account 246423	43 77%	USD 1,000 000	1,200 851	2,904,577 30	3,487,964 56			
		HC SPECIAL OPPORTUNITIES SPC CLOSED END SEGREGATED PORTFOLIO 1 OFFSHORE CUSIP H99022412 159 29 Account 246423	1 98%	USD 999 930	991 792	159,274 62 M	157,977 59			
Total Hedge Funds							5,404,306 60			
Limited Partnerships										
		HC PRIVATE EQ VI OFFSHORE CUSIP H99000632 743 41 Account 246423	7 65%	USD 574 460	820 179	427,054 15 M	609,726 81			
		HCC PE FUND V OFFSHORE CUSIP 997049CJ8 380 03 Account 246423	3 46%	USD 581 390	725 509	220,944 34 M	275,713 01			
		HIRTLE CALLAGHAN PE OFFSHORE FUND VII LTD CUSIP 997050NN5 1,392 70 Account 246423	19 00%	USD 811 110	1,087 498	1,129,627 29 M	1,514,557 38			



FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EARL PROPERTY FUND II, LLC	FMV	325,086.	325,086.
DEUTSCHE BANK - SEE ATTACHED	FMV	10,163,862.	10,163,862.
JDM PARTNERS REAL ESTATE FUND	FMV	1,539,500.	1,539,500.
21,930 SHS GRANDPOINT CAPITAL	FMV	208,335.	208,335.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,236,783.	12,236,783.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 14
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTERS 2005	2,960.	2,960.	0.
COMPUTERS 2007	1,479.	1,479.	0.
COMPUTERS 2009	5,349.	5,041.	308.
COMPUTERS 2010	3,076.	2,545.	531.
COMPUTERS 2011	2,772.	1,974.	798.
COMPUTERS 2012	904.	471.	433.
TOTAL TO FM 990-PF, PART II, LN 14	16,540.	14,470.	2,070.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX LIABILITY	4,848.	663.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,848.	663.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 16
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NAME OF MANAGER

DONALD V. BUDINGER
WILLIAM D. BUDINGER

Deutsche Bank
Private Wealth Management

Detailed Portfolio Information

As of December 31, 2013

RF COMBINED
Base Currency USD

List of Holdings - Alternative Investments

Quantity	Security Description Security ID Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Annual Yield %
Limited Partnerships									
28.85	HIRTLE CALLAGHAN PRIVATE EQUITY III LP CUSIP 433993888 Account 246423	0.88%		2,433.681	0.00 M	70,206.83			
24.88	HIRTLE CALLAGHAN PRIVATE EQUITY IV LP CUSIP 433993504 Account 246423	1.19%		3,817.311	0.00 M	94,955.61			
	Total Limited Partnerships	32.19%			1,777,625.78	2,585,159.64			
	Total Alternative Investments	100.00%			6,288,112.44	7,969,466.24			

Total Accrued Income

Total Alternative Investments including Accrued Income

7,969,466.24
2,194,344.13
10,163,860.37

A "M" following the amount displayed in the Adjusted Cost Basis column indicates multiple lots, a "U" indicates undetermined cost

cash equivalents held in brokerage
account (see next page)
Other investment carrying to
statement 13 of 990-PF



Detailed Portfolio Information

As of December 31, 2013

RF COMBINED
Base Currency USD

List of Holdings - Cash and Cash Equivalents

Quantity	Security Description Security ID Moody's/S&P Rating Account Number	% of Category	Local Unit Cost	Price in USD Local Price	Adjusted Cost Basis in USD	Market Value in USD	Accrued Income in USD	Estimated Annual Income in USD	Yield to Maturity %
Cash Management									
	DWS GVT CASH FUND INSTITUTIONAL								
40 33	Account 246422	0 00%	USD 1 000	1 000	40 33	40 33			0 02%
19 76	Account 246423	0 00%	USD 1 000	1 000	19 76	19 76			0 05%
2,194,280 53	Account 246441	100 00%	USD 1 000	1 000	2,194,280 53	2,194,280 53	53 51	658 28	0 03%
2,194,340 62		100 00%			2,194,340 62	2,194,340 62	53 51	658 30	
Total Cash Management		100 00%			2,194,340 62	2,194,340 62	53 51	658 30	0 03%
Total Cash and Cash Equivalents									
		100 00%			2,194,340 62	2,194,340 62	53 51	658 30	0 03%
Total Accrued Income									
					53 51	53 51			
Total Cash and Cash Equivalents including Accrued Income									
					2,194,394 13	2,194,394 13			

For Cash Management vehicles and Money Market Funds, Annual Yield is reported in the Yield to Maturity column



**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number	
		Employer identification number (EIN) or	
File by the due date for filing your return. See instructions.	THE RODEL FOUNDATION	86-1015598	
	Number, street, and room or suite no. If a P.O. box, see instructions. 6720 N. SCOTTSDALE ROAD, SUITE 310	Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SCOTTSDALE, AZ 85253		

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

DONALD V. BUDINGER

- The books are in the care of ► **6720 N. SCOTTSDALE ROAD, #310 - SCOTTSDALE, AZ 85253**
Telephone No. ► **480-348-1300** Fax No. ►

- 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a 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.	3a	\$	121,265.
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.	3b	\$	61,265.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	60,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• 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).

Type or print File by the due date for filing your return See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions THE RODEL FOUNDATION	Employer identification number (EIN) or 86-1015598
	Number, street, and room or suite no. If a P O box, see instructions 6720 N. SCOTTSDALE ROAD, SUITE 310	Social security number (SSN)
City, town or post office, state, and ZIP code For a foreign address, see instructions SCOTTSDALE, AZ 85253		

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.

DONALD V. BUDINGER

• The books are in the care of **6720 N. SCOTTSDALE ROAD, #310 - SCOTTSDALE, AZ 85253**

Telephone No. **480-348-1300**

Fax No.

• 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 NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE 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	\$	121,265.
8b 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	\$	121,265.
8c 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

Date **8-7-14**

Form 8868 (Rev. 1-2014)