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026660

Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

D AND E STEWART FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite

Wells Fargo Bank N A Trust Tax Dept - PO Box 53456 MAC S4101-22G

City or town State ZIP code

Phoenix AZ 85072-3456

Foreign country name Foreign province/state/county Foreign postal code

G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,777,718 (Part I, column (d) must be on cash basis)

J Accounting method Cash Accrual
 Other (specify) _____

A Employer identification number

87-6160658

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		39,958	39,958		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		21,116			
b Gross sales price for all assets on line 6a	178,654				
7 Capital gain net income (from Part IV, line 2)			21,116		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		61,074	61,074	0	
13 Compensation of officers, directors, trustees, etc		11,776	3,368		8,408
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.		11,909	3,501	0	8,408
Add lines 13 through 23					
25 Contributions, gifts, grants paid		127,413			127,413
26 Total expenses and disbursements. Add lines 24 and 25		139,322	3,501	0	135,821
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-78,248			
b Net investment income (if negative, enter -0-)			57,573		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	91,622	90,645	90,645
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	1,291,460	1,214,245	1,687,073	
14 Land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
15 Other assets (describe ►)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,383,082	1,304,890	1,777,718	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
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	1,383,082	1,304,890	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,383,082	1,304,890	
	31 Total liabilities and net assets/fund balances (see instructions)	1,383,082	1,304,890	
	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	1,383,082		
2 Enter amount from Part I, line 27a	2	-78,248		
3 Other increases not included in line 2 (itemize) ► MUTUAL FUND & CTF ADJUSTMENT	3	150		
4 Add lines 1, 2, and 3	4	1,304,984		
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	94		
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,304,890		

Part IV Capital Gains and Losses for Tax on Investment Income			
(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)
(d) Date sold (mo., day, yr.)			
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			
(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			0
b			0
c			0
d			0
e			0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			0
b			0
c			0
d			0
e			0
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	21,116
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0
Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income			
(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)			
If section 4940(d)(2) applies, leave this part blank			
Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	134,082	1,640,557	0.081730
2011	35,932	1,578,130	0.022769
2010	91,715	1,544,182	0.059394
2009	71,430	1,469,751	0.048600
2008	57,732	1,716,390	0.033636
2 Total of line 1, column (d)		2	0.246129
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.049226
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	1,707,923
5 Multiply line 4 by line 3		5	84,074
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	576
7 Add lines 5 and 6		7	84,650
8 Enter qualifying distributions from Part XII, line 4		8	135,821
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► Refunded ►

1	576
2	0
3	576
4	
5	576
6a	436
6b	
6c	
6d	
7	436
8	
9	140
10	0
11	0

Part VII-A Statements Regarding Activities

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?

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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► UT

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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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)	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? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N.A. Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ	Telephone no ► 888-730-4933 ZIP+4 ► 85072-3456	
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 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.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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		► <input type="checkbox"/>
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		2b 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 ► 20____, 20____, 20____, 20____		
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)		3b N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b N/A
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 If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

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

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

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

►

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 (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		►

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	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		► 0

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	1,606,036
b	Average of monthly cash balances	1b	127,896
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,733,932
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,733,932
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	26,009
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,707,923
6	Minimum investment return. Enter 5% of line 5	6	85,396

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	85,396
2a	Tax on investment income for 2013 from Part VI, line 5	2a	576
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	576
3	Distributable amount before adjustments Subtract line 2c from line 1	3	84,820
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	84,820
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	84,820

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	135,821
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	135,821
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	576
6	Adjusted qualifying distributions. Subtract line 5 from line 4		135,245

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				84,820
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				0
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	4,147			
f Total of lines 3a through e	4,147			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 135,821				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))			51,001	84,820
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	55,148			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	55,148			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	4,147			
e Excess from 2013	51,001			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter				
(1)	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2)	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	(3) Largest amount of support from an exempt organization				0
(4)	(4) Gross investment income				0

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

WELLS FARGO BANK, MARY BARKER PO BOX 9936 OGDEN, UT 84409

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

LETTER OF APPLICATION

c Any submission deadlines

NONE, BUT SUGGESTED BY SEPTEMBER 30TH

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

NONE

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 See Attached Statement				
Total				► 3a 127,413
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate			14	39,958	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	21,116	
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		61,074	0
13 Total. Add line 12, columns (b), (d), and (e)			13		61,074
(See worksheet in line 13 instructions to verify calculations)					

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
Not Applicable	

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets

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

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign

Under penalties of perjury, I declare that I have examined and signed this declaration, and that it is correct, and complete. Declaration of preparer (other than filer)

14/24/2014

SVB Walla Force Rank: N/A

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Print type preparer's name

Preparer's signature

1

Date

1

8

1

if P11N

1/24/2024 1 Check if P01251266

4/24/2014 self-employed P012516

Firm's EIN ► 13-4008324

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WEBER STATE UNIVERSITY FOUNDATION

Street

4018 UNIVERSITY CIRCLE

City OGDEN	State UT	Zip Code 84408	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 127,413
--	-------------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Depreciation	Adjustments	Totals		Net Gain or Loss		
													Capital Gains/Losses				
													Other sales	Gross Sales	157,538		
1 X ACTAVIS INC	00507K103				8/3/2011		10/1/2013	17,280	7,899				0	176,854	0	21,116	
2 X AUTODESK INC	052769106				4/22/2010		8/13/2013	5,327	4,754					0	513	0	-729
3 X BHP BILLITON LIMITED -ADR	0888608108				3/25/2011		3/26/2013	5,867	6,596					0	0	0	-965
4 X FLUOR CORP NEW	343412102				12/9/2010		8/13/2013	7,248	8,153					0	0	0	-186
5 X KRAFT FOODS GROUP INC	500787Q108				5/2/2002		3/29/2013	-	4,052	2,613				0	0	0	-1479
6 X PFEIFFER INC	717081103				7/3/2013		7/3/2013	-	513	699				0	0	0	-564
7 X PFEIFFER INC	717081103				11/14/2003		7/3/2013	2,383	2,967					0	0	0	-564
8 X TROVE PRICE GROUP INC	741441108				4/22/2010		8/13/2013	9,359	11,947					0	0	0	2,598
9 X UNITED CONTINENTAL HOLD	910047109				2/2/2011		1/15/2013	4,270	4,168					0	0	0	102
10 X UNITED CONTINENTAL HOLD	910047109				9/20/2011		1/15/2013	4,398	3,350					0	0	0	849
11 X UNITED CONTINENTAL HOLD	910047109				3/28/2012		1/15/2013	-	2,329	1,877				0	0	0	452
12 X UNITED CONTINENTAL HOLD	910047109				3/28/2012		7/18/2013	-	9,431	5,839				0	0	0	3,522
13 X U.S. TREASURY NOTE -4 250	91282881012				8/18/2007		8/15/2013	100,000	99,059					0	0	0	941
14 X ZOETIS INC	989785V103				5/2/2002		7/3/2013	5	5					0	0	0	1

Part I, Line 18 (990-PF) - Taxes

		133	133	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES W/H	133	133		

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	21,623	30,856
2	APPLE COMPUTER INC COM		0	15,656	17,914
3	BB&T CORP COM		0	8,652	15,696
4	BOEING COMPANY		0	8,863	19,400
5	BRISTOL MYERS SQUIBB CO		0	14,226	17,708
6	CATERPILLAR INC		0	8,181	16,722
7	CERNER CORP COM		0	11,358	9,421
8	CISCO SYSTEMS INC		0	9,905	20,559
9	CINTAS CORP		0	7,374	12,352
10	DANAHER CORP		0	9,590	11,416
11	DEERE & CO		0	7,283	15,280
12	WALT DISNEY CO		0	6,464	15,593
13	DU PONT DE NEMOURS & CO		0	12,553	11,443
14	EMC CORP MASS		0	5,848	7,002
15	EQUITY RESIDENTIAL PPTYS TR SH BEN		0	14,235	14,719
16	FREEPORT-MCMORAN COPPER & GOLD		0	10,289	15,396
17	GILEAD SCIENCES INC		0	11,428	13,449
18	HALLIBURTON CO		0	7,520	18,938
19	HOME DEPOT INC		0	13,231	13,497
20	INTEL CORP		0	8,299	17,819
21	INTERNATIONAL BUSINESS MACHS CORP		0	1,614	17,402
22	JOHNSON & JOHNSON		0	7,773	14,835
23	LENNAR CORPORATION CLASS A COMM		0	3,041	12,614
24	MCDONALDS CORP		0	12,716	17,583
25	MICROSOFT CORP		0	12,874	14,112
26	MORGAN STANLEY		0	8,442	9,510
27	OCCIDENTAL PETE CORP		0	7,142	12,626
28	ORACLE CORPORATION		0	18,351	21,334
29	PNC FINANCIAL SERVICES GROUP		0	10,977	14,243
30	PFIZER INC		0	12,787	11,206
31	POTASH CORP SASK		0	1,887	15,468
32	PROCTER & GAMBLE CO		0	11,728	17,078
33	QUALCOMM INC		0	9,496	12,615
34	SCHLUMBERGER LTD		0	8,404	18,480
35	UNION PACIFIC CORP		0	9,248	16,501
36	UNITED TECHNOLOGIES CORP		0	11,124	16,131
37	WALMART STORES INC		0	7,603	12,062
38	WALGREEN CO		0	7,054	10,741
39	COCA COLA CO		0	6,184	10,699
40	EBAY INC		0	12,239	18,746
41	BANK AMER CORP		0	11,004	12,408
42	GOLDMAN SACHS GROUP INC		0	7,268	11,307
43	COSTCO WHOLESALE CORP		0	23,613	28,604
44	WF ADV SMALL CAP OPPOR FD-ADMIN 84		0	761	27,324
45	EXXON MOBIL CORPORATION		0	7,112	12,939
46	FEDEX CORPORATION		0		

Part II, Line 13 (990-PF) - Investments - Other

			1,291,460	1,214,245	1,687,073
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	UNITEDHEALTH GROUP INC		0	7,695	15,813
48	VERIZON COMMUNICATIONS		0	7,723	11,302
49	MONSANTO CO NEW		0	7,742	12,820
50	JPMORGAN CHASE & CO		0	17,649	29,240
51	T ROWE PRICE GROUP INC		0	8,740	12,566
52	US BANCORP DEL NEW		0	13,965	22,422
53	US TREASURY NOTE 3.625% 8/15/19		0	25,326	27,240
54	ACCENTURE PLC		0	7,434	13,977
55	CHEVRON CORP		0	4,292	14,365
56	MERCK & CO INC NEW		0	5,726	10,260
57	CONOCOPHILLIPS		0	3,831	12,364
58	FED HOME LN MTG CORP 1.750% 9/10/15		0	91,633	92,099
59	"UNITED CONTINENTAL HOLDINGS, INC"		0	5,161	9,571
60	GENERAL MOTORS CO		0	12,705	15,735
61	GOOGLE INC		0	13,619	28,018
62	US TREASURY NOTE 3.625% 2/15/21		0	49,987	53,957
63	CITIGROUP INC		0	42,148	15,841
64	U S TREASURY NOTE 4.125% 5/15/15		0	51,953	52,660
65	AT & T INC		0	10,293	14,591
66	MARKET VECTORS SEMICONDUCTOR		0	15,243	21,215
67	DUKE ENERGY HOLDING CORP COM		0	9,916	10,352
68	PHILLIPS 66		0	6,136	16,352
69	MONDELEZ INTERNATIONAL INC		0	9,797	14,296
70	ZOETIS INC		0	14,281	14,187
71	SPDR SERIES TRUST		0	7,620	13,353
72	ACTAVIS PLC		0	17,280	20,160
73	US TREASURY NOTE 4.000% 8/15/18		0	101,559	110,914
74	GENERAL ELECTRIC CO		0	57,872	98,105
75	WELLS FARGO & CO		0	29,278	45,400
76	BERKSHIRE HATHAWAY INC		0	12,441	17,191
77	US TREASURY NOTE 3.625% 2/15/20		0	49,776	54,422
78	ROYAL CARIBBEAN CRUISE		0	7,097	13,515
79	AFLAC INC		0	6,211	7,682
80	ADOBE SYS INC		0	10,402	16,766
81	ALLSTATE CORP COM		0	7,492	10,363
82	AMAZON COM INC		0	8,166	21,933
83	ANADARKO PETE CORP		0	13,036	14,278

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND & CTF ADJUSTMENT	1	150
2	Total	2	150

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	56
2	MUTUAL FUND & CTF ADJUSTMENT	2	38
3	Total	3	94

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Long Term CG Distributions Amount	0	175,091	0	1	157,539	17,553	0	0	0	0
	Short Term CG Distributions Amount	3,593									
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost on Other Basis Plus Expenses of Sale	F M V as of 12/31/13	Adjusted Basis as of 12/31/13	Effect of FMV Over/Under Adjusted Basis on Gains/Losses
1 ACTAVIS INC 00507TK5	052769108	4/22/2010	8/15/2013	10/7/2013	17,280		0	7,899	9,381	0	0
2 AUTODESK INC 052769108	058606108	4/22/2010	3/26/2013	5,327		5,867	0	4,754	573	0	0
3 BHP BILLITON LIMITED-ADR		4/22/2010	8/15/2013				0	6,586	-729	0	-729
4 BLUOR CORP NEW 343412102		3/25/2011	8/15/2013	7,248			0	8,153	-905	0	0
5 DRAFT FOODS GROUP INC 50076Q108		12/29/2010	3/26/2013	4,092			0	2,613	1,479	0	0
6 DRAFT INC --	71708103	5/22/2002	7/3/2013	---	913		0	689	186	0	0
7 PFIZER INC 71708103	71708103	1/1/14/2003	7/3/2013	---	2,383		0	2,981	-598	0	0
8 T ROWE PRICE GROUP INC 741447108		4/22/2010	8/15/2013	11,987			0	9,359	2,538	0	0
9 UNITED CONTINENTAL HOLDINGS INC 910047109		2/22/2011	1/15/2013	4,270			0	4,168	102	0	102
10 UNITED CONTINENTAL HOLDINGS INC - 910047109		9/20/2011	1/15/2013	4,359			0	3,550	849	0	849
11 UNITED CONTINENTAL HOLDINGS INC 910047109		3/26/2012	1/15/2013	2,328			0	1,877	452	0	452
12 UNITED CONTINENTAL HOLDINGS INC 910047109		3/26/2012	7/15/2013	9,441			0	5,839	3,592	0	0
13 U.S. TREASURY NOTE - 4 250% 8/15/13 912929FH2		6/16/2007	8/15/2013	100,000			0	99,059	94	0	0
14 ZOETIS INC 98978V105		5/22/2002	7/3/2013	5			1	6	0	0	0

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

UTAH ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERENCES THAT WE DO NOT FURNISH A COPY OF FORM 990PF TO THEIR OFFICE

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	PO Box 53456 MAC SA101-22G	Phoenix	AZ	85012-3456		TRUSTEE	4 00	3,376		0
2	KRISTEN HURST-HYDE		6112 SOUTH 2850	OGDEN	UT	84403		DIRECTOR	1 00	1,400		
3	RICHARD STROMBERG		1759 E BEECHWOOD DRIVE	LAYTON	UT	84040		DIRECTOR	1 00	1,400		
4	JAMIE SHENEFELT		5039 SOUTH 1200 EAST	OGDEN	UT	84403		DIRECTOR	1 00	1,400		
5	JACK D LAMPROS		5890 TRAILWINDS DRIVE	FORT MYERS	FL	33907		DIRECTOR	1 00	1,400		
6	DEAN WHURST		4230 EDGEHILL DRIVE	OGDEN	UT	88403		DIRECTOR	1 00	1,400		
7	BERNICE C STOMBERG		1145 EAST 5675 SOUTH	OGDEN	UT	88405		DIRECTOR	1 00	1,400		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

Date	Amount
1	436
2	
3	
4	
5	
6	
7	436