Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION	A Employer identification number 87-6227330
Number and street (or P.O box number if mail is not delivered to street address) 42 GLEN DRIVE — Room/suite	B Telephone number 415-771-5335
City or town, state or province, country, and ZIP or foreign postal code MILL VALLEY, CA 94941	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☒ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 59,110,383. — J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis.*)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,157,393.	2,064,158.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,979,705.			STATEMENT 1
	b Gross sales price for all assets on line 6a 26,109,844.				
	7 Capital gain net income (from Part IV, line 2)		3,014,682.		
	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	<53,919.>	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	5,083,179.	5,078,840.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	97,256.	54,530.		42,726.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	9,690.	4,845.		4,845.
	c Other professional fees STMT 5	277,281.	269,000.		0.
	17 Interest				
	18 Taxes STMT 6	56,640.	1,494.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	2,702.	15.		2,687.
	24 Total operating and administrative expenses. Add lines 13 through 23	443,569.	329,884.		50,258.
	25 Contributions, gifts, grants paid	2,666,250.			2,666,250.
	26 Total expenses and disbursements. Add lines 24 and 25	3,109,819.	329,884.		2,716,508.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,973,360.			
	b Net investment income (if negative, enter -0-)		4,748,956.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,012,066.	611,801.	611,801.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	46,440,317.	47,316,267.	53,355,326.
	c Investments - corporate bonds STMT 9	607,110.	605,997.	640,754.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,767,770.	3,266,558.	4,502,502.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	49,827,263.	51,800,623.	59,110,383.
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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	11,482,230.	11,482,230.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	38,345,033.	40,318,393.	
	30 Total net assets or fund balances	49,827,263.	51,800,623.	
	31 Total liabilities and net assets/fund balances	49,827,263.	51,800,623.	

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	49,827,263.
2	Enter amount from Part I, line 27a	2	1,973,360.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	51,800,623.
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	51,800,623.

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	26,109,844.		23,095,162.	3,014,682.

	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				3,014,682.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,014,682.
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	2,320,315.	53,166,844.	.043642
2011	2,262,654.	50,077,501.	.045183
2010	2,223,229.	45,958,526.	.048375
2009	1,577,500.	41,591,076.	.037929
2008	1,850,000.	63,600,762.	.029088

2 Total of line 1, column (d)	2	.204217
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	.040843
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	57,197,013.
5 Multiply line 4 by line 3	5	2,336,098.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	47,490.
7 Add lines 5 and 6	7	2,383,588.
8 Enter qualifying distributions from Part XII, line 4	8	2,716,508.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	47,490.
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	47,490.
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	47,490.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 45,063.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	60,063.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	12,573.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 12,573. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE PRIVATE TRUST COMPANY Telephone no. ▶ 415-771-5335
Located at ▶ 1422 EUCLID AVENUE, SUITE 1130, CLEVELAND, OH ZIP+4 ▶ 44115

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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 (No)

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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
PRIVATE TRUST COMPANY 1422 EUCLID AVENUE, SUITE 1130 CLEVELAND, OH 44115	TRUSTEE 2.00	42,256.	0.	0.
WENDY HAYWARD 1422 EUCLID AVENUE, SUITE 1130 CLEVELAND, OH 44115	EXECUTIVE DIRECTOR 20.00	55,000.	0.	0.
BILL HAYWARD 1422 EUCLID AVENUE, SUITE 1130 CLEVELAND, OH 44115	DIRECTOR 1.00	0.	0.	0.
HOPE HAYWARD 1422 EUCLID AVENUE, SUITE 1130 CLEVELAND, OH 44115	DIRECTOR 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
N/A	0.00	0.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SHEPHERD FINANCIAL PARTNERS 1004 MAIN STREET, WINCHESTER, MA 01890	FINANCIAL ADVISOR	277,281.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	51,685,510.
b	Average of monthly cash balances	1b	2,575,111.
c	Fair market value of all other assets	1c	3,807,412.
d	Total (add lines 1a, b, and c)	1d	58,068,033.
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	58,068,033.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	871,020.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,197,013.
6	Minimum investment return. Enter 5% of line 5	6	2,859,851.

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	2,859,851.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 47,490.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	47,490.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,812,361.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,812,361.
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	2,812,361.

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	2,716,508.
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	2,716,508.
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	47,490.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,669,018.

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				2,812,361.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			2,501,607.	
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: ▶ $ 2,716,508.				
a Applied to 2012, but not more than line 2a			2,501,607.	
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				214,901.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,597,460.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				2,666,250.
Total			▶ 3a	2,666,250.
b *Approved for future payment*				
SEE STATEMENT 12				3,183,250.
Total			▶ 3b	3,183,250.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,157,393.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	<53,919.>			
8 Gain or (loss) from sales of assets other than inventory			18	2,979,705.	
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)		<53,919.>		5,137,098.	0.

13 Total. Add line 12, columns (b), (d), and (e) .... 13 5,083,179.

(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).

323621 10-10-13

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

[signature] AVP 11-13-14 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID SACARELOS	[signature]	11-12-2014		P00082838
Firm's name ▶ SEILER LLP			Firm's EIN ▶ 94-1624276	
Firm's address ▶ THREE LAGOON DRIVE, SUITE 400 REDWOOD CITY, CA 94065			Phone no. 650-365-4646	

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	SALE OF PUBLICALLY TRADED SECURITES	P	VARIOUS	VARIOUS
b	SALE OF PUBLICALLY TRADED SECURITES	D	VARIOUS	VARIOUS
c	SALE OF MUTUAL FUNDS	P	VARIOUS	VARIOUS
d	GAINS FROM THE LAPSE OF OPTIONS	P	VARIOUS	VARIOUS
e	GAINS FROM PTP K-1'S	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	14,323,493.		12,068,671.	2,254,822.
b	1,991,672.		2,015,912.	<24,240.>
c	9,636,435.		9,010,579.	625,856.
d	76,271.			76,271.
e	57,978.			57,978.
f	23,995.			23,995.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				2,254,822.
b				<24,240.>
c				625,856.
d				76,271.
e				57,978.
f				23,995.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	3,014,682.
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

323591
05-01-13

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF PUBLICALLY TRADED SECURITES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,323,493.	12,068,671.	0.	0.	2,254,822.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF PUBLICALLY TRADED SECURITES	DONATED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,991,672.	2,050,889.	0.	0.	<59,217.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF MUTUAL FUNDS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,636,435.	9,010,579.	0.	0.	625,856.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS FROM THE LAPSE OF OPTIONS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,271.	0.	0.	0.	76,271.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS FROM PTP K-1'S	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,978.	0.	0.	0.	57,978.

CAPITAL GAINS DIVIDENDS FROM PART IV	23,995.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,979,705.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LPL FINANCIAL #1225	2,181,379.	23,995.	2,157,384.	2,064,149.	
LPL FINANCIAL #9719	9.	0.	9.	9.	
TO PART I, LINE 4	2,181,388.	23,995.	2,157,393.	2,064,158.	

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF REALIZED GAIN AND LOSSES
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2013

Stock	Shares	Date Purchased	Date Sold	Proceeds	Book Basis	Gain/(Loss)
Abbvie Inc	3,570	4/9/2009	2/27/2013	131,150	81,409	49,741
Alps Alerian MLP ETF	98,800	3/19/2013	8/22/2013	1,730,946	1,633,855	97,091
AT&T Inc	25,000	5/14/2010	3/15/2013	902,230	639,250	262,980
Bristol Myers Squibb	40,000	various	12/30/2013	2,054,980	1,075,195	979,785
Dow Chemical Company	7,592	8/9/2011	4/25/2013	256,452	215,635	40,817
Exelon Corporation	6,100	6/16/2009	2/28/2013	188,385	298,711	(110,326)
First Eagle Overseas	72,779	1/11/2013	3/19/2013	1,692,123	1,647,000	45,123
General Electric	50,000	inherited	2/15/2013	1,107,975	1,451,250	(343,275)
Intel Corporation	10,000	various	4/19/2013	2,229,950	2,092,415	137,535
International Paper Company	8,017	8/9/2011	5/21/2013	382,885	191,920	190,965
Marathon Oil Corporation	10,004	8/9/2011	5/21/2013	361,375	245,458	115,917
Microsoft Corporation	60,000	8/21/2012	4/22/2013	1,848,037	1,810,200	37,837
Oracle Corporation	20,000	3/23/2009	4/25/2013	649,586	352,193	297,393
Pimco Total Return Fund	40,689	various	4/24/2013	460,601	447,238	13,363
Raytheon Company	6,056	8/9/2011	1/29/2013	332,723	244,392	88,331
Target Corporation	17,662	12/18/2012	12/26/2013	1,102,070	1,093,800	8,270
Wells Fargo & Company	23,800	inherited	3/15/2013	883,436	599,463	283,973
Wells Fargo & Company	7	inherited	4/24/2013	261	176	85
				16,315,165	14,119,560	2,195,605
Mutual Funds						
Doubline Total Return Bond Fund	152,682	1/13/2012	6/20/2013	1,700,883	1,693,249	7,634
Ishares IBoxx High Yield Corporation Bond ETF	18,300	4/27/2011	1/11/2013	1,728,030	1,694,027	34,003
Ishares Cohen & Steers Realty Majors ETF	3,300	10/12/2004	6/14/2013	270,892	190,550	80,342
Ishares Dow Jones Intl Select Dividend ETF	34,585	9/5/2012	1/11/2013	1,190,742	1,084,326	106,416
Ishares Russell 1000 Growth Index ETF	11,500	various	1/11/2013	776,463	580,284	196,179
Ishares Russell 2000 Index ETF	11,273	various	1/11/2013	985,238	840,731	144,507
Lord Abbett Short Duration Income Fund	381,466	10/7/2009	4/11/2013	1,770,000	1,735,668	34,332
Lord Abbett Total Return	112,217	1/17/2012	4/24/2013	1,214,187	1,191,744	22,443
				9,636,435	9,010,579	625,856
Lapse of Options						
Dow Chemical - options	75	1/24/2013	3/16/2013	2,700		2,700
Energy Transfer Partners - options	118	7/8/2013	9/21/2013	3,540		3,540
General Electric - options	286	3/26/2013	5/18/2013	1,716		1,716
Huntsman Corporation - options	188	7/8/2013	8/17/2013	10,340		10,340
Intel Corporation - options	1,000	12/27/2012	2/16/2013	18,999		18,999
International Paper - options	80	3/26/2013	5/18/2013	3,161		3,161
Lorillard - options	500	1/24/2013	3/16/2013	10,000		10,000
Nustar Energy - options	216	1/24/2013	3/16/2013	5,400		5,400
Marathon Oil - options	100	3/26/2013	5/18/2013	2,209		2,209
Microsoft - options	600	12/27/2012	2/16/2013	13,200		13,200
Philip Morris International - options	100	1/24/2013	3/16/2013	2,000		2,000
Wells Fargo & Company	230	12/27/2012	1/19/2013	3,006		3,006
				76,271	-	76,271
Total Gain/Loss				26,027,871	23,130,139	2,897,732

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER PARTNERS	<25,761.>	<25,761.>	
NUSTAR ENERGY LP	<20,713.>	<20,713.>	
PENN VIRGINIA RESOURCE PARTNERS LP	<20,223.>	<20,223.>	
PENN VIRGINIA RESOURCE PARTNERS LP	<260.>	0.	
TEEKAY LONG PARTNERS, LP	<10,467.>	<10,467.>	
KEYSTONE PRIVATE EQUITY OPPORTUNITIES II, LP	23,505.	23,505.	
INVESTMENT INCOME LIMITED TO LOSS	0.	53,659.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<53,919.>	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING RE: TAX RETURN PREPARATION	9,690.	4,845.		4,845.
TO FORM 990-PF, PG 1, LN 16B	9,690.	4,845.		4,845.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL ADVISOR	277,281.	269,000.		0.
TO FORM 990-PF, PG 1, LN 16C	277,281.	269,000.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	56,209.	0.		0.
FOREIGN TAX	431.	1,494.		0.
TO FORM 990-PF, PG 1, LN 18	56,640.	1,494.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	15.	15.		0.
DUES	1,750.	0.		1,750.
FILING FEES	200.	0.		200.
OFFICE EXPENSE	737.	0.		737.
TO FORM 990-PF, PG 1, LN 23	2,702.	15.		2,687.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	47,316,267.	53,355,326.
TOTAL TO FORM 990-PF, PART II, LINE 10B	47,316,267.	53,355,326.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	605,997.	640,754.
TOTAL TO FORM 990-PF, PART II, LINE 10C	605,997.	640,754.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICALLY TRADED PARTNERSHIP	FMV	2,770,128.	4,010,398.
PRIVATE EQUITY	FMV	496,430.	492,104.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,266,558.	4,502,502.

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
FINANCIAL STATEMENTS - BALANCE SHEET DETAILS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

ASSETS		COST 12/31/2013	FMV 12/31/2013	COST 12/31/2012	FMV 12/31/2012
Cash and Cash Equivalent		611,801	611,801	1,012,066	1,012,066
Corporate Bonds					
100,000	Boston MA Housing Auth	99,250	104,692	99,250	112,278
150,000	Cablevision Systems Corp	152,167	167,438	152,583	166,875
150,000	Pitney Bowes Note	151,255	165,298	151,553	160,367
200,000	Richmond Ca Wstwtr Rev Bond	203,325	203,326	203,724	217,240
	Total Corporate Bonds	605,997	640,754	607,110	656,760
Equities					
3,570	Abbott Laboratories	75,072	136,838	156,480	233,835
10,850	Abbvie Inc	439,497	541,129	-	-
60,000	Altria Group	1,141,132	2,303,400	1,141,132	1,886,400
38,800	American Realty Cap Pptys	498,394	498,619	-	-
18,795	Annaly Capital Management Inc - Preferred	459,960	458,598	459,960	477,581
11,800	AT&T	444,681	414,888	639,250	842,750
7,500	Bank of America - Preferred	186,631	180,675	186,631	186,900
3,170	Baxter International	158,747	220,474	158,749	211,312
10,890	British Petroleum	446,992	529,363	-	-
-	Bristol Myers Squibb	-	-	1,075,195	1,303,600
10,800	Caterpillar Inc	945,456	980,748	-	-
2,729	Chevron Corporation	247,170	340,879	247,170	295,114
5,000	Cohen & Steers MLP	101,893	91,600	-	-
25,160	Colgate-Palmolive	978,176	1,640,684	978,176	1,315,113
7,100	Conocophillips	498,449	501,615	-	-
15,350	Diebold Inc	502,039	506,704	-	-
9,200	Dominion Resources	300,069	595,148	300,069	476,560
-	Dow Chemical Company	-	-	215,635	245,445
16,375	Duke Energy Corporation	1,066,347	1,130,039	1,066,347	1,044,725
-	Exelon Corporation	-	-	298,711	181,414
15,220	Firstenergy Corporation	548,890	501,956	299,113	317,376
150,376	General Electric	4,232,294	4,135,164	5,644,607	4,192,392
18,867	Huntsman Corporation	242,154	464,128	242,154	299,985
-	Intel Corporation	-	-	2,073,416	2,041,000
-	International Paper Company	-	-	191,920	319,397
14,000	Kinder Morgan Energy	500,626	504,000	-	-
4,570	Kimberly-Clark Corporation	447,907	477,382	-	-
37,600	Lilly Eli & Company	1,479,024	1,911,584	1,497,304	1,854,432
50,000	Lorillard Inc	1,751,904	2,534,000	1,202,760	1,400,040
-	Marathon Oil Corporation	-	-	245,458	306,724
3,465	Marine Petroleum Trust	46,896	47,644	-	-
-	Microsoft Corporation	-	-	1,797,000	1,592,382
26,478	Monmouth Real Estate Inv Corp	244,434	240,685	-	-
19,996	National Grid	1,060,895	1,306,139	1,060,895	1,148,570
14,900	New York Community Bancorp	250,129	251,065	-	-
5,300	Nextera Energy	301,170	453,786	301,170	366,707
-	Oracle Corporation	-	-	352,193	666,400
920	Petrochina Company	79,909	100,961	79,909	132,278
39,080	Pfizer Inc	625,209	1,197,020	625,209	980,099
10,000	Philip Morris International	461,871	871,300	461,871	836,400
14,850	PPL Corporation	467,679	446,836	298,838	263,396
7,200	Procter & Gamble	384,183	586,152	384,183	488,808
9,500	Public Service	301,115	304,380	301,115	290,700
-	Raytheon Company	-		244,392	348,583
13,300	Realty Income Corporation	499,936	496,489	-	-
10,550	Scana Corporation	497,050	495,112	-	-
22,794	Southern Company	868,465	937,061	868,465	975,811
-	Target Corporation	-	-	1,093,801	1,045,061
15,000	Teekay Offshore Partners	228,407	496,350	258,969	390,150
30,650	Telefonica	500,110	500,821	-	-
49,600	Unilever	1,397,263	2,043,520	1,397,263	1,920,512

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
FINANCIAL STATEMENTS - BALANCE SHEET DETAILS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

		COST 12/31/2013	FMV 12/31/2013	COST 12/31/2012	FMV 12/31/2012
ASSETS (Continued)					
Equities					
6,693	Universal Hlth Realty Income Tr	272,932	268,121	-	-
8,027	Waste Management	257,458	360,171	257,458	270,831
-	Wells Fargo Bank	-		602,406	809,583
		26,438,615	33,003,228	28,705,374	31,958,366
Mutual Funds					
72,942	Blackrock High Yield Muni	663,782	611,256	663,782	696,599
	I Shares Tr Cohen & Steers Realty Index Fund			190,550	259,182
249,280	Doubline Total Return Bond Fund	2,814,342	2,687,235	3,135,091	3,188,961
	I Shares Dow Jones Intl Select Div Fund			1,084,326	1,164,477
	I Shares Trust IBoxx High Yield Corp Bond Fd			1,694,027	1,708,305
	I Shares Russell 1000 Growth Index Fund			580,284	753,135
	I Shares Russell 2000 Growth Index Fund			840,731	950,514
70,850	I Shares US Preferred Stock	2,861,386	2,609,406	-	-
	Lord Abbett Invt Total Return Fund			1,191,744	1,208,576
381,903	Lord Abbett Invt Short Duration Inc Fund	1,759,917	1,737,203	3,495,585	3,541,566
422,258	Mainstay High Yield Corp Bond Fund	2,579,242	2,554,661	1,206,742	1,223,043
48,048	Miller Convertible	513,476	596,760	505,986	519,077
	Pimco Total Return Fund			446,684	456,791
53,949	Putnam Tax Free High Yield Bond Fund	663,576	624,185	663,576	690,542
226,442	Ridgeworth Seix Floating Income Fund	2,035,835	2,051,567	2,035,835	2,033,451
144,266	Steelpath Oppenheimer MLP Select	1,721,096	1,771,589	-	-
208,518	Templeton Global Total Return	2,913,000	2,812,911	-	-
472,289	Virtus Multi Sector Short Term	2,352,000	2,295,325	-	-
		20,877,652	20,352,098	17,734,943	18,394,219
Publically Traded Partnerships					
14,060	El Paso Pipeline Partners LP	501,756	506,160	-	-
11,879	Energy Transfer Partners	490,953	680,073	-	-
24,200	Nustar Energy LP	557,599	1,233,958	682,553	1,028,016
12,700	Penn VA Resource Partners	129,487	340,741	176,435	329,946
14,400	Plains All American	752,308	745,488	-	-
11,800	Teekay Long Partners	338,025	503,978	378,406	445,804
	Total Publically Traded Partnerships	2,770,128	4,010,398	1,237,394	1,803,766
Private Equity					
	Keystone National Equity	496,430	492,104	530,376	508,980
TOTAL ASSETS		51,800,623	59,110,383	49,827,263	54,332,157

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2013

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
Animal Shelter of Wood River Valley P.O. Box 1496 Hailey, ID 83333	82-0351171	no	501(c)(3) public charity	to provide operating support for "Paws for Hunger"	$ 5,000
Blaine County Hunger Coalition 121 Honeysuckle Street Bellevue, ID 83313	72-1582755	no	501(c)(3) public charity	to provide operating funding for the Hope Garden	15,000
Booker T Washington Community Service Center 800 Presidio Avenue San Francisco, CA 94115	94-1160952	no	501(c)(3) public charity	to provide capital support for their new facility	50,000
Boys & Girls Clubs of Monterey County 1332 La Salle Avenue, P.O. Box 97 Seaside, CA 93955	94-1702753	no	501(c)(3) public charity	to provide general support for their core programs with children	50,000
California Friday Night Live 1241 Johnson Avenue, Box 211 San Luis Obispo, CA 93401	77-0305510	no	501(c)(3) public charity	to provide underwriting for two documentaries & to provide scholarship funding	12,000
CASA of Monterey County Voices for Children 945 South Main Street, Suite 107 Salinas, CA 93901	77-0398079	no	501(c)(3) public charity	to provide operating support to train advocates working with foster children	25,000
Carmel Mission Foundation P.O. Box 221351 Carmel, CA 93922	26-2981780	no	501(c)(3) public charity	to provide capital support for the historical renovation	62,500
Central Coast Visiting Nurses Assoc Fdn P.O. Box 2480 Monterey, CA 93942	94-1205572	no	501(c)(3) public charity	to provide operating support for hospice care & VNA general patient care	5,000
Central Coast YMCA 500 Lincoln Avenue Salinas, CA 93901	77-0202335	no	501(c)(3) public charity	to provide scholarship funding at the Salinas Y	5,000
Childrens Hospital & Research Ctr Fdn 2201 Broadway, Suite 600 Oakland, CA 94612	94-1657474	no	501(c)(3) public charity	to provide funding for a grant writer & an outreach coordinator	40,750
Community Hospital Foundation P.O. Box HH Monterey, CA 93942	94-2789696	no	501(c)(3) public charity	to provide operating support for Stroke Education to increase the timely response during a stroke emergency	5,000
Edgewood Center for Children & Families 1801 Vicente Street San Francisco, CA 94116	94-1186168	no	501(c)(3) public charity	to provide capital support for the Garden Learning Center	50,000
Futures Without Violence 100 Montgomery Street, The Presidio San Francisco, CA 94129	94-3110973	no	501(c)(3) public charity	to provide capital support for their RESPECT! Campaign to end domestic violence	5,000
Girl Scouts of California Central Coast 10550 Merritt Street Castroville, CA 95012	94-1567162	no	501(c)(3) public charity	to provide operating support in honor of their 100th anniversary	20,000

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2013

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
Hailey Ice Park P.O. Box 3150 Hailey, ID 83333	82-0518345	no	501(c)(3) public charity	to provide capital support for McKercher Park outdoor ice rink	250,000
Hartnell College Foundation 411 Central Avenue, Room 107 Salinas, CA 93901	94-2781664	no	501(c)(3) public charity	to underwrite the cost of a teaching position in Sustainable design	100,000
Hospice of the Central Coast P.O. Box HH Monterey, CA 93942	94-2404634	no	501(c)(3) public charity	to provide operating support for hospice care	2,500
Kiddo! Mill Valley Schools Community Fdn 409 Sycamore Avenue Mill Valley, CA 94941	94-2848305	no	501(c)(3) public charity	to provide operating support to fund art & PE in the elementary schools	5,000
Kinship Center of Monterey County 124 River Road Salinas, CA 93908	77-0037578	no	501(c)(3) public charity	to provide operating support to maintain critical, unduplicated svcs for abused & abandoned kids	25,000
League to Save Lake Tahoe 2608 Lake Tahoe Boulevard South Lake Tahoe, CA 96150	94-6128680	no	501(c)(3) public charity	to provide operating support for ongoing preservation	17,500
The Media Center for Art, Education and Technology 901 Blanco Circle Salinas, CA 93901	26-1262543	no	501(c)(3) public charity	to provide capital funding for cutting edge equipment for the multi media studio	100,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	94-2487469	no	501(c)(3) public charity	to provide scholarship funding for the Children's Education Endowment Fund	10,000
Monterey Bay Area Council of the Boy Scouts of America 970 West Julian San Jose, CA 95126	23-7054309	no	501(c)(3) public charity	to provide capital support to extinguish long term debt & to provide capital support at Camp Pico Blanco	125,000
Monterey Institute of International Study 460 Pierce Street Monterey, CA 93940	94-1425570	no	501(c)(3) public charity	to provide scholarship funding and to underwite the cost of the Sustainable Business Speaker Series	25,000 10,000
Mount Tamalpais School 100 Harvard Avenue Mill Valley, CA 94941	94-2356968	no	501(c)(3) public charity	to provide capital and operating support for their master plan	50,000
Neighborhood House 1050 W 500 S Salt Lake City, UT 84104	87-0212462	no	501(c)(3) public charity	to provide capital support for new playground equipment	50,000
Pioneer Montessori School P.O. Box 1809 Ketchum, ID 83340	82-0360653	no	501(c)(3) public charity	to provide capital funding for the expansion of their school	120,000
Public Recreation Unlimited P.O. Box 2562 Salinas, CA 93902	23-7088131	no	501(c)(3) public charity	to provide capital funding for their multi-use stadium in Salinas	125,000

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2013

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
Rancho Cielo Youth Campus P.O. Box 6948 Salinas, CA 93912	77-0555859	no	501(c)(3) public charity	to provide capital funding for a waste water treatment facility capital funding for a new frig	100,000 21,000
Robert Louis Stevenson School 3152 Forest Lake Road Pebble Beach, CA 93953	94-1218745	no	501(c)(3) public charity	to provide operating support to provide capital support for the new LEED cert dorm to provide capital support for	10,000 250,000 100,000
Rotary Club of Salinas Charitable Fund P.O. Box 676 Salinas, CA 93902	77-0447589	no	501(c)(3) public charity	to provide capital support to renovate Closter Park	20,000
Salinas Valley Memorial Hospital Fdn P.O. Box 4760 Salinas, CA 93912-9952	94-2641137	no	501(c)(3) public charity	to provide operating support for patient care	5,000
San Francisco Food Bank 75 Digital Drive Novato, CA 94949	94-3041517	no	501(c)(3) public charity	to provide operating support for families in need during the holiday season in Marin County	5,000
Santa Catalina School 1500 Mark Thomas Drive Monterey, CA 93940	94-1156652	no	501(c)(3) public charity	to provide financial aid to provide capital support for the renovation of the Lower School	5,000 100,000
Save The Redwoods League 114 Sansome Street, Suite 1200 San Francisco, CA 94104	94-0843915	no	501(c)(3) public charity	to underwrite the Redwoods and Climate Change Initiative and on going research of the redwoods	50,000
Sawtooth Botanical Garden P O Box 928 Sun Valley, ID 83353	82-047555	no	501(c)(3) public charity	to provide capital funding for their garden gazebo	10,000
Senior Center of Blaine County **Blaine County Seniors Council, Inc** P.O. Box 28 Hailey, ID 83333	82-0315917	no	501(c)(3) public charity	to provide operating income for Meals on Wheels program	55,000
Sun Valley Board of Realtors Community Fdi P.O. Box 1937 Ketchum, ID 83340	20-1776202	no	501(c)(3) public charity	to provide operating support for families in need during the holiday season	5,000
Tahoe Rim Trail Association P.O. Box 3267 Stateline, NV 89449	94-2789846	no	501(c)(3) public charity	to provide operating support for the Youth Backcountry camps	5,000
Tamalpais High School 700 Miller Avenue Mill Valley, CA 94941	68-0385326	no	501(c)(3) public charity	to provide capital funding for outdate science equipment	5,000
The SPCA for Monterey County P.O. Box 3058 Monterey, CA 93942	94-1167409	no	501(c)(3) public charity	to provide capital support for their Campaign for Compassion to underwrite the adoption ctr	350,000
The Food Bank For Monterey County 815 West Market Street Salinas, CA 93901	77-0270228	no	501(c)(3) public charity	to provide operating support for families in need during the holiday season	5,000

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2013

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
Trust for Public Land 101 Montgomery Street, Suite 900 San Francisco, CA 94104	23-7222333	no	501(c)(3) public charity	to provide capital support for the Canal Community Garden in Marin County	50,000
University of California, Berkeley 195 Walter A. Haas Jr. Pavillion Berkeley, CA 94720-4422	94-6002123	no	501(c)(3) public charity		
Public Service Center BUILD Fund				to provide scholarship support	25,000
Scholarship Fund				to provide operating support	1,000
Men's Golf Team				to provide operating support	1,000
HAAS School of Business				to provide operating support	1,000
Library Fund				to provide operating support	1,000
Bear Backers				to provide operating support	1,000
University of Utah 540 Arapeen Drive, Suite 120 Salt Lake City, UT 84108	87-6000525	no	501(c)(3) public charity		
Hope Eccles Consumer Health Library				to provide operating support	5,000
Spencer S. Eccles Health Science Library				to provide operating support	10,000
University of Utah **KUED- TV** 101 S. Wasatch Drive Salt Lake City, UT 84112	87-6000525	no	501(c)(3) public charity	to underwrite the cost of a mobile education lab and provide funding for their Ready To Learn Initiative	25,000
Western Watershed Project P.O. Box 1770 Hailey, ID 83333	94-3202140	no	501(c)(3) public charity	to underwrite seasonal field training	20,000
Wood River Community YMCA P.O. Box 6801 Ketchum, ID 83340	82-0481436	no	501(c)(3) public charity	to provide capital support for the conversion of the	60,000
					2,666,250

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF APPROVED FUTURE PAYMENTS OF CHARITABLE GRANTS
FOR THE CALENDAR YEARS ENDED DECEMBER 31, 2014 THROUGH 2018

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
Booker T Washington Community Service Center 800 Presidio Avenue San Francisco, CA 94115	94-1160952	no	501(c)(3) public charity	to provide capital support for their new facility	50,000
Boys & Girls Clubs of Monterey County 1332 La Salle Avenue, P.O. Box 97 Seaside, CA 93955	94-1702753	no	501(c)(3) public charity	to provide general support for their core programs with children	50,000
Carmel Mission Foundation P.O. Box 221351 Carmel, CA 93922	26-2981780	no	501(c)(3) public charity	to provide capital support for the historical renovation	100,000
Central Coast Visiting Nurses Assoc Fdn P.O. Box 2480 Monterey, CA 93942	94-1205572	no	501(c)(3) public charity	to provide operating support for hospice care & VNA general patient care	25,000
Childrens Hospital & Research Ctr Fdn 2201 Broadway, Suite 600 Oakland, CA 94612	94-1657474	no	501(c)(3) public charity	to provide funding for a grant writer & an outreach coordinator	384,250
Community Hospital Foundation P.O. Box HH Monterey, CA 93942	94-2789696	no	501(c)(3) public charity	to provide operating support for Stroke Education	25,000
Flourish Foundation P.O. Box 2429 Ketchum, ID 83340	27-4446378	no	501(c)(3) public charity	to provide scholarship funding to high school students completing community projects	24,000
Hailey Ice Park P.O. Box 3150 Hailey, ID 83333	82-0518345	no	501(c)(3) public charity	to provide capital support for McKercher Park outdoor ice rink	250,000
Hospice of the Central Coast P.O. Box HH Monterey, CA 93942	94-2404634	no	501(c)(3) public charity	to provide operating support for hospice care	12,500
Public Recreation Unlimited P.O. Box 2562 Salinas, CA 93902	23-7088131	no	501(c)(3) public charity	to provide capital funding for their multi-use stadium in Salinas	250,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	94-2487469	no	501(c)(3) public charity	to provide scholarship funding for the Children's Education Endowment Fund	700,000
Monterey Institute of International Study 460 Pierce Street Monterey, CA 93940	94-1425570	no	501(c)(3) public charity	to provide scholarship funding and to underwite the cost of the Sustainable Business Series	125,000 50,000
Mount Tamalpais School 100 Harvard Avenue Mill Valley, CA 94941	94-2356968	no	501(c)(3) public charity	to provide capital and operating support for their master plan	100,000
Rancho Cielo Youth Campus P.O. Box 6948 Salinas, CA 93912	77-0555859	no	501(c)(3) public charity	to provide capital funding for a waste water treatment facility	100,000
Robert Louis Stevenson School 3152 Forest Lake Road Pebble Beach, CA 93953	94-1218745	no	501(c)(3) public charity	to provide operating support to provide capital support for the middles school remodel	50,000 350,000

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF APPROVED FUTURE PAYMENTS OF CHARITABLE GRANTS
FOR THE CALENDAR YEARS ENDED DECEMBER 31, 2014 THROUGH 2018

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
Salinas Valley Memorial Hospital P.O. Box 4760 Salinas, CA 93912-9952	94-2641137	no	501(c)(3) public charity	to provide operating support for patient care	25,000
Santa Catalina School 1500 Mark Thomas Drive Monterey, CA 93940	94-1156652	no	501(c)(3) public charity	to provide financial aid to provide capital support for the renovation of the Lower School	25,000 200,000
Senior Center of Blaine County **Blaine County Seniors Council, Inc** P.O. Box 28 Hailey, ID 83333	82-0315917	no	501(c)(3) public charity	to provide operating income for Meals on Wheels prgram	7,500
University of California, Berkeley 195 Walter A. Haas Jr. Pavillion Berkeley, CA 94702-4422	94-6002123	no	501(c)(3) public charity	to provide operating support	25,000
University of Utah 540 Arapeen Drive, Suite 120 Salt Lake City, UT 84108 Hope Eccles Clinical Library Spencer S. Eccles Medical Library	87-6000525	no	501(c)(3) public charity	to provide operating support	75,000
Wood River Community YMCA P.O. Box 6801 Ketchum, ID 83340	82-0481436	no	501(c)(3) public charity	to provide capital funding for energy efficient projects	180,000
TOTAL					$ 3,183,250

The Nancy Eccles and Homer M. Hayward Family Foundation **FEIN: 87-6227330**

Attachment to Form 990-PF
Part VII-B, Question 5a(4) and 5c on Page 6

Expenditure Responsibility Statement
for the year 2013

Pursuant to IRC Regulation 53.4945-5(d)(2), The Nancy Eccles and Homer M. Hayward Family Foundation provides the following information:

(i)	Name of Grantee:	North Tahoe Firefighters Association P.O. Box 6047 Tahoe City, CA 96145
(ii)	Amount of Grants:	August 9, 2010 $30,000 capital support December 6, 2010 $25,000 capital support
(iii)	Purpose of Grants:	The original grant of $30,000 was to purchase a sophisticated and realistic training mannequin to provide simulation based education and training to paramedics and emergency medical technicians (EMT) in the North Tahoe Fire Protection District. The second grant of $25,000 was to cover the cost of necessary accessories, training and warranty to accompany the training mannequin.
(iv)and(vi)	Reports:	The North Tahoe Firefighters Association submitted full and complete reports of its expenditures of the August, 2010 capital support grant and of its December 6, 2010 capital support grant on December 30, 2010 and again on December 15, 2011, December 15, 2012 and December 15, 2013. The reports showed that funds of $50,000 had been used to date in accordance with the grants. Funds totaling $0 still remained in a separate account as of December 31, 2013.
(v)	Diversions:	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
(vii)	Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.