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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
Edwards Mother Earth Foundation

% c/o Foundation Source

A Employer identification number
91-1789783

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd
Suite 123

Room/suite

B Telephone number (see instructions)
(800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

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)*▶$ 35,018,366

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) (see instructions))*

			(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 (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	349	349		
	4	Dividends and interest from securities	643,865	643,865		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	572,711			
	b	Gross sales price for all assets on line 6a 4,628,663				
	7	Capital gain net income (from Part IV, line 2)		572,711		
	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)	8,363	10,479		
	12	**Total.** Add lines 1 through 11	1,225,288	1,227,404		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	17,000			17,000
	14	Other employee salaries and wages	23,400			23,400
	15	Pension plans, employee benefits	1,948			1,948
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	121,659	88,372		33,287
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	28,315	9,898		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	2,825			2,825
	21	Travel, conferences, and meetings	64,432			64,432
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,586	765		4,821
	24	**Total operating and administrative expenses.** Add lines 13 through 23	265,165	99,035		147,713
	25	Contributions, gifts, grants paid	1,321,460			1,321,460
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,586,625	99,035		1,469,173
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-361,337			
	b	**Net investment income** (if negative, enter -0-)		1,128,369		
	c	**Adjusted net income** (if negative, enter -0-)				

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	3,336,415	5,877,296	5,877,296
	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)	5,014,477	3,225,628	3,406,527
	b	Investments—corporate stock (attach schedule)	15,650,260	14,627,927	24,220,778
	c	Investments—corporate bonds (attach schedule)	1,282,386	1,428,229	1,463,765
	11	Investments—land, buildings, and equipment basis ▶ 175,035 Less accumulated depreciation (attach schedule) ▶ ____	175,035	175,035	50,000
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	228,239		
	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)	25,686,812	25,334,115	35,018,366
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 ▶ ____)			
	23	**Total liabilities** (add lines 17 through 22)		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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	25,686,812	25,334,115	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	25,686,812	25,334,115	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	25,686,812	25,334,115	

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	25,686,812
2	Enter amount from Part I, line 27a	2	-361,337
3	Other increases not included in line 2 (itemize) ▶ ____	3	8,640
4	Add lines 1, 2, and 3	4	25,334,115
5	Decreases not included in line 2 (itemize) ▶ ____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	25,334,115

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)
1 a	Publicly-traded Securities			
b	WESTSHORE IMPROVEMENT, LLC	P	2004-12-31	
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	4,628,663		3,820,426	808,237
b			235,526	-235,526
c				
d				
e				

	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				808,237
b				-235,526
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	572,711
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,479,799	30,145,304	0 049089
2011	1,394,455	29,832,113	0 046743
2010	1,329,466	28,501,254	0 046646
2009	1,496,344	26,449,602	0 056573
2008	1,492,775	30,491,854	0 048957

2	**Total** of line 1, column (d)	2	0 248008
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 049602
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	32,561,645
5	Multiply line 4 by line 3	5	1,615,123
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,284
7	Add lines 5 and 6	7	1,626,407
8	Enter qualifying distributions from Part XII, line 4	8	1,469,173

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	22,567
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	
3	Add lines 1 and 2	3	22,567
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	22,567
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 16,700		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	16,700
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	5,867
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶WA			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶co Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

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 |

			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		No
	See 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 page 20 of the instructions)?		1b		No
	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		No
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 ▶ 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		
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?	☐ 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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?	**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 (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 Additional Data Table				

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

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

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
Harbour Investment Management LLC 110 James St Ste 111 EDMONDS, WA 98020	Investment Mgmt	87,997
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	
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	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	

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	28,325,368
b	Average of monthly cash balances	1b	4,682,140
c	Fair market value of all other assets (see instructions)	1c	50,000
d	**Total** (add lines 1a, b, and c)	1d	33,057,508
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	0
3	Subtract line 2 from line 1d	3	33,057,508
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	495,863
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,561,645
6	**Minimum investment return.** Enter 5% of line 5	6	1,628,082

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,628,082
2a	Tax on investment income for 2013 from Part VI, line 5	2a	22,567		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	22,567
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,605,515
4	Recoveries of amounts treated as qualifying distributions			4	8,640
5	Add lines 3 and 4			5	1,614,155
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	1,614,155

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,469,173
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,469,173
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)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,469,173

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,614,155
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,468,276	
b Total for prior years 2011 , 2010 , 2009				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,469,173				
a Applied to 2012, but not more than line 2a			1,468,276	
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.				897
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).)*				
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				
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				1,613,258
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	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. . . . 0				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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					
(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 organization 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 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 Additional Data Table				
Total . . . . ▶ **3a**				1,321,460
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	349	
4 Dividends and interest from securities. . . .			14	643,865	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	572,711	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a K-1 PASSTHROUGH INCOME WESTSHORE IMPROVEMENT LLC	525990	-2,116	14	9,649	
b Foreign Tax Refund			01	830	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-2,116		1,227,404	

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,225,288

(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)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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 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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-05-02	******
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
Jeffrey D Haskell				
Firm's name ▶	Foundation Source		Firm's EIN ▶	
Firm's address ▶	One Hollow Ln Ste 212 Lake Success, NY 11042		Phone no (800) 839-1754	

Form 990PF Part VIII Line 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
Scott Baker Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director 1 0	1,000		
Sonia E Baker Foundation Source 501 Silverside Rd Wilmington, DE 198091377	foundation dir/interim ops dir 1 0	1,500		
Eileen Bell Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director 1 0	1,500		
Garrett Bell Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director 1 0	1,500		
Paul Cunningham Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director / Treas 1 0	1,500		
Robbin Finch Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director 1 0	1,500		
Frank Martin Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director / Pres 1 0	1,500		
Heather Martin Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director / VP 1 0	1,500		
Kristina Rayl Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director 1 0	1,500		
Tara Reinertson Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director / Sec 1 0	1,500		
John Ryan Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director 1 0	1,000		
Sutter Wehmeier Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Director 1 0	1,500		

Form 990PF Part XV Line 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*				
350ORG 20 JAY ST STE 1010 BROOKLYN, NY 11201	N/A	PC	General & Unrestricted	2,000
ALTERNATIVE STRUCTURES INTERNATIONAL 86 660 LUALUALEI HOMESTEAD RD WAIANAE, HI 96792	N/A	PC	Kahumana Farms Program	10,000
ALZHEIMERS FOUNDATION OF AMERICA INC 322 8TH AVE 7TH FL NEW YORK, NY 10001	N/A	PC	General & Unrestricted	625
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY 529 14TH ST NW STE 600 WASHINGTON, DC 20045	N/A	PC	Securing Utility Energy Efficiency Programs in Missouri	15,000
AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION - ALS 27001 AGOURA RD STE 250 CALABASAS HILLS, CA 91301	N/A	PC	General & Unrestricted	2,500
ARIZONA CENTER FOR LAW IN THE PUBLIC INTEREST 202 E MCDOWELL RD STE 153 PHOENIX, AZ 85004	N/A	PC	Arizona Energy Efficiency Project	19,000
ARIZONA PIRG EDUCATION FUND INC 130 N CENTRAL AVE STE 202 PHOENIX, AZ 85004	N/A	PC	Arizona Energy Efficiency Project	20,000
ARKANSAS PUBLIC POLICY PANEL INC 1308 W 2ND ST LITTLE ROCK, AR 72201	N/A	PC	Energy Efficiency Initiative in Arkansas	60,000
ARTS CORPS 4408 DELRIDGE WAY SW STE 110 SEATTLE, WA 98106	N/A	PC	General & Unrestricted	2,000
ASSOCIATION OF SMALL FOUNDATIONS 1720 N ST NW WASHINGTON, DC 20036	N/A	PC	General & Unrestricted	1,500
AUDUBON ARKANSAS 4500 SPRINGER BLVD LITTLE ROCK, AR 72206	N/A	PC	Audubon's Energy Efficiency Initiative in Arkansas	111,760
BAINBRIDGE GRADUATE INSTITUTE 220 2ND AVE S 4TH FL SEATTLE, WA 98104	N/A	PC	General & Unrestricted	3,500
CALIFORNIA URBAN FORESTS COUNCIL PO BOX 823 NOVATO, CA 94948	N/A	PC	Invest from the Ground Up	3,000
COFAN SURVIVAL FUND INC PO BOX 1095 CONIFER, CO 80439	N/A	PC	General & Unrestricted	23,000
COFAN SURVIVAL FUND INC PO BOX 1095 CONIFER, CO 80439	N/A	PC	Development Fund	8,000
Total . . . . ▶ **3a**				1,321,460

Form 990PF Part XV Line 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*				
COFAN SURVIVAL FUND INC PO BOX 1095 CONIFER, CO 80439	N/A	PC	Development Fund	5,000
COLORADO PUBLIC INTEREST RESEARCH FOUNDATION INC 1543 WAZEE ST STE 330 DENVER, CO 80202	N/A	PC	Colorado Energy Efficiency Project	35,000
CUB CONSUMER EDUCATION AND RESEARCH FUND 309 W WASHINGTON ST STE 800 CHICAGO, IL 60606	N/A	PC	Illinois Energy Efficiency Partnership Project	45,000
DEPAVE PO BOX 12503 PORTLAND, OR 97212	N/A	PC	General & Unrestricted	1,000
EARTH ISLAND INSTITUTE INC 2150 ALLSTON WAY STE 460 BERKELEY, CA 94704	N/A	PC	Renew Missouri Energy Efficiency Advocacy Program	142,000
ENVIRONMENT COLORADO RESEARCH AND POLICY CENTER 1536 WYNKOOP ST STE 101 DENVER, CO 80202	N/A	PC	Colorado Energy Efficiency Project	35,000
ENVIRONMENT OHIO RESEARCH & POLICY CENTER INC 692 N HIGH ST STE 202 COLUMBUS, OH 43215	N/A	PC	Mobilizing Ohio's Energy Efficiency Allies	25,000
ENVIRONMENTAL LAW & POLICY CENTER OF THE MIDWEST 35 E WACKER DR STE 1600 CHICAGO, IL 60601	N/A	PC	Illinois Energy Efficiency Partnership	70,000
ETHOS INC 10 N KILLINGSWORTH PORTLAND, OR 97217	N/A	PC	General & Unrestricted	2,000
EVERGREEN MOUNTAIN BIKE ALLIANCE 418 NE 72ND ST SEATTLE, WA 98115	N/A	PC	General & Unrestricted	250
FEEDING AMERICA - IDAHO FOOD BANK 3562 S TK AVE BOISE, ID 83705	N/A	PC	General & Unrestricted	100
FRED HUTCHINSON CANCER RESEARCH CENTER 1100 FAIRVIEW AVE N PO BOX 1 SEATTLE, WA 98109	N/A	PC	General & Unrestricted	500
GARDEN RAISED BOUNTY 2016 ELLIOTT AVE NW OLYMPIA, WA 98502	N/A	PC	General & Unrestricted	2,500
IDAHO CONSERVATION LEAGUE INC PO BOX 844 BOISE, ID 83701	N/A	PC	Increasing energy efficiency and conservation measures as a way to respond to the challenge of global warming	85,000
IDAHO FOODBANK WAREHOUSE 3562 S TK AVE BOISE, ID 83705	N/A	PC	General & Unrestricted	125
Total . . . . ▶ **3a**				1,321,460

Form 990PF Part XV Line 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*				
IDAHO HUMANE SOCIETY INC 4775 W DORMAN ST BOISE,ID 83705	N/A	PC	General & Unrestricted	75
INVISIBLE CHILDREN INC 1620 5TH AVE SAN DIEGO,CA 92101	N/A	PC	General & Unrestricted	500
LA CENTER SCHOOL DISTRICT PO BOX 1840 LA CENTER,WA 98629	N/A	PC	Jumpstart Backpack Project in partnership with the La Center Lions	2,100
MARINE CONSERVATION BIOLOGY INSTITUTE 4010 STONE WAY N 210 SEATTLE,WA 98103	N/A	PC	General & Unrestricted	8,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK,NY 10011	N/A	PC	Missouri Energy Efficiency Advocacy Program	115,000
NATURE BRIDGE 28 GEARY ST STE 650 SAN FRANCISCO,CA 94108	N/A	PC	Armstrong Scholars Program	4,500
OHIO ENVIRONMENTAL COUNCIL 1207 GRANDVIEW AVE STE 201 E025 COLUMBUS,OH 43212	N/A	PC	Ohio's Campaign for an Energy Efficient Economy	55,000
PACIFICA FOUNDATION RADIO 1925 MARTIN LUTHER KING JR WAY BERKELEY,CA 94704	N/A	PC	Funds to be used by KPFA only	1,000
PHOENIX GYMNASTICS ASSOCIATION BOOSTER CLUB 1926 W MONONA DR PHOENIX,AZ 85027	N/A	PC	General & Unrestricted	1,350
POLAR BEARS INTERNATIONAL PO BOX 3008 BOZEMAN,MT 59772	N/A	PC	General & Unrestricted	200
SALMON-SAFE 317 SW ALDER ST STE 900 PORTLAND,OR 97204	N/A	PC	Promotional Logo & branding	3,500
SAN FRANCISCO ART INSTITUTE 800 CHESTNUT ST SAN FRANCISCO,CA 94133	N/A	PC	General & Unrestricted	2,000
SEATTLE AQUARIUM SOCIETY-SEAS 1483 ALASKAN WAY SEATTLE,WA 98101	N/A	PC	General & Unrestricted	250
SIERRA CLUB FOUNDATION 85 2ND ST SAN FRANCISCO,CA 94105	N/A	PC	Ohio Clean Energy Solutions Project	35,000
SIERRA CLUB FOUNDATION 85 2ND ST SAN FRANCISCO,CA 94105	N/A	PC	SIERRA CLUB GRAND CANYON CHAPTER'S ARIZONA ENERGY EFFICIENCY PROJECT	18,000
Total . . . . ▶ **3a**				1,321,460

Form 990PF Part XV Line 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*				
SIERRA CLUB FOUNDATION - MISSOURI CHAPTER 85 2ND ST STE 750 SAN FRANCISCO, CA 94110	N/A	PC	Missouri Utility Energy Efficiency Campaign	24,500
SOUTHERN ALLIANCE FOR CLEAN ENERGY PO BOX 1842 KNOXVILLE, TN 37901	N/A	PC	Promoting Energy Efficiency in Georgia	30,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTESVILLE, VA 22902	N/A	PC	Leading Georgia to a Clean energy Future	50,000
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC 2334 BROADWAY ST UNIT A BOULDER, CO 80304	N/A	PC	Arizona Energy Efficiency Project (SWEEP)	60,000
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC 2334 BROADWAY ST UNIT A BOULDER, CO 80304	N/A	PC	Colorado Energy Efficiency Project	60,000
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC 2334 BROADWAY ST UNIT A BOULDER, CO 80304	N/A	PC	Energy Efficiency Business Coalition Advancing Colorado's Energy Efficiency Investment	25,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 5201 BLUE LAGOON DR STE 650 MIAMI, FL 33126	N/A	PC	General & Unrestricted	125
THE SNAKE RIVER ALLIANCE EDUCATION FUND INC 223 N 6TH ST STE 317 BOISE, ID 83702	N/A	PC	Meeting Idaho's Climate Change Challenges through Coal Reduction, Energy Efficiency, Education and Reducing Peak Demand	50,000
TROUT UNLIMITED PO BOX 1971 BOISE, ID 83701	N/A	PC	South Fork Boise Restoration and/or Stranding Studies	3,500
TRUTHOUT PO BOX 276414 SACRAMENTO, CA 95827	N/A	PC	General & Unrestricted	1,000
UNIVERSITY COOPERATIVE SCHOOL 5601 UNIVERSITY WAY NE SEATTLE, WA 98105	N/A	PC	General & Unrestricted	1,000
UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVE TUCSON, AZ 85721	N/A	PC	Univeristy of Arizona Men's Club Soccer Team	500
US GREEN BUILDING COUNCIL IDAHO CHAPTER PO BOX 626 BOISE, ID 83701	N/A	PC	Next Steps and Central Addition projects	10,000
WATER ORG INC 920 MAIN ST STE 1800 KANSAS CITY, MO 64105	N/A	PC	General & Unrestricted	2,000
WEST OAKLAND GREEN INITIATIVE 940 28TH ST OAKLAND, CA 94608	N/A	PC	Planting and care of trees in West Oakland neighborhoods	3,000
Total . . . . ▶ **3a**				1,321,460

Form 990PF Part XV Line 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*				
WESTERN RESOURCE ADVOCATES 2260 BASELINE RD STE 200 BOULDER, CO 80302	N/A	PC	Arizona Energy Efficiency Project (WRA)	17,500
WOODLAND COMMUNITY SERVICE CENTER PO BOX 1475 WOODLAND, WA 98674	N/A	PC	General & Unrestricted	550
WOODLAND COMMUNITY SERVICE CENTER PO BOX 1475 WOODLAND, WA 98674	N/A	PC	Charitable Event	3,000
WOODLAND COMMUNITY SERVICE CENTER PO BOX 1475 WOODLAND, WA 98674	N/A	PC	Purchase of a 2000 Econoline Cargo Van for food pickup	1,800
WOODLAND PARK ZOOLOGICAL SOCIETY 601 N 59TH ST SEATTLE, WA 98103	N/A	PC	General & Unrestricted	350
WOODLAND SCHOOL DISTRICT 800 3RD ST WOODLAND, WA 98674	N/A	PC	Athletic Dept Program	300
YOUTH ON THEIR OWN 1660 N ALVERNON WAY TUCSON, AZ 85712	N/A	PC	General & Unrestricted	500
Total . . . . ▶ **3a**				1,321,460

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LT 13 MOSES POINTE	2007-01-30	175,035		L					

TY 2013 Investments Corporate Bonds Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CENTRN 1.20%	100,000	100,529
AMGEN INC BOND - 2.125% - 05/1	99,821	101,266
APPLE INC - 01.00% - 05/03/201	96,742	96,695
BANK AMER CORP SR NT - 3.750%	96,174	106,291
BERKSHIRE HATHAWAY FIN 1.30% 0	48,886	48,785
BMW BK NORTH AMER UTAH - 0.850	99,265	99,380
CIT BK SALT LAKE CITY UT - 1.1	100,000	97,786
DISCOVER BK CD - 0.800% - 09/0	99,750	100,299
GE CAP RETAIL BAN 1.2%16	50,000	50,363
GENERAL ELEC CAP CORP MTN BE 1	49,006	49,469
GOLDMAN SACHS BK - 0.90% - 12	99,648	100,336
GOLDMAN SACHS BK USA NY - 1.15	99,716	100,907
TOYOTA MTR CR CORP MTN - 1.250	99,201	98,063
WACHOVIA BANK NATL ASSN - 4.8	290,020	313,596

TY 2013 Investments Corporate Stock Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	351,733	701,250
ABB LTD.	119,275	292,160
ABBOTT LABS	138,383	268,310
AIR PRODS & CHEM INC.	83,139	156,492
ALLERGAN INC.	100,389	188,836
APPLE INC.	145,159	168,306
AUTOMATIC DATA PROCESSING INC.	364,469	727,200
BECTON DICKINSON & CO	139,158	220,980
BERKSHIRE HATHAWAY INC. CLASS	394,216	889,200
BLACKROCK INC	179,774	316,470
CANON INC.	265,899	240,000
CENOVUS ENERGY INC	67,463	114,600
CHEVRON CORP	94,903	124,910
CISCO SYSTEMS INC	281,913	336,450
COCA-COLA CO	303,650	578,340
COLGATE-PALMOLIVE COMPANY	37,478	65,210
CONOCOPHILLIPS	26,916	84,780
CONSOLIDATED EDISON INC	414,327	497,520
COSTCO WHOLESALE CORP NEW	170,048	595,100
DANAHER CORP	56,496	154,400
DEERE CO	78,750	91,330
EMC CORP-MASS	325,200	603,600
EMERSON ELECTRIC CO.	99,181	280,720
ENCANA CORP	55,144	45,125
EXPEDITORS INTL WASH INC.	88,700	110,625
GENERAL ELECTRIC CO	442,459	364,390
GLAXOSMITHKLINE PLC	410,675	480,510
HARRIS CORP DEL	65,958	104,715
INTEL CORP	468,111	597,080
ISHARE MSCI GERMANY	53,488	79,400

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES BARCLAYS TIPS BOND FUN	121,118	109,900
ISHARES INC MSCI SWITZERLAND I	279,127	494,850
ISHARES MSCI AUSTRALIA INDEX F	45,594	48,740
ISHARES MSCI CANADA INDEX FD	53,082	58,320
ISHARES MSCI-JAPAN	579,771	546,300
ISHARES NASDAQ BIOTECHNOLOGY	173,954	454,120
JOHNSON & JOHNSON	491,401	778,515
KIMBERLY CLARK CORP	222,407	386,502
MATERIALS SELECT SECTOR SPDR	236,303	369,760
MATTELL INC.	77,431	109,434
MEDTRONIC INC	124,993	160,692
MICROSOFT CORPORATION	558,979	785,610
NEXTERA ENERGY, INC	138,547	214,050
NORFOLK SOUTHERN CORP	101,480	185,660
NOVO NORDISK A S	41,960	332,568
OCCIDENTAL PETROLEUM CORP	22,997	47,550
PACCAR INC	388,247	710,040
PEPSICO INC	286,313	497,640
PHILLIPS 66	51,125	154,260
PLUM CREEK TIMBER REIT	30,229	46,510
PROCTER GAMBLE CO	450,169	651,280
PS WILDERHILL ENRGY	67,947	25,560
QUALCOMM INC	32,361	37,125
RBC BEARINGS INCORPORATED	211,492	424,500
ROYAL DUTCH SHELL PLC	88,747	142,540
SAP AKTIENGESELL ADS	74,044	174,280
SCHWAB 1000 INDEX FD	30,000	44,054
SCHWAB GNMA FUND SELECT SHARES	120,000	112,715
SCHWAB INTERNATIONAL INDEX FUN	400,001	613,198
SCHWAB SMALL-CAP INDEX FUND-SE	200,000	373,597

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB TREASURY INFLATION PROT	40,000	36,702
SNAP ON INC.	117,499	383,320
SOUTHERN CO	332,871	390,545
STARBUCKS CORP COM	117,956	627,120
STATOIL ASA ADS	45,134	48,260
STRYKER CORPORATION	62,547	202,878
TOTAL FINA ELF S.A.	190,652	183,810
UNITED PARCEL SERVICE	428,260	683,020
UNITED TECHNOLOGIES CORP	362,389	569,000
VANGUARD GNMA FUND ADMIRAL SHS	200,000	188,040
WALGREEN CO	505,599	919,040
WALT DISNEY HOLDINGS CO.	352,718	955,000
WASHINGTON FED INC.	191,238	209,610
WASTE MANAGEMENT INC.	109,221	188,454
WELLS FARGO & CO.	49,570	68,100

TY 2013 Investments Government Obligations Schedule

Name:	Edwards Mother Earth Foundation
EIN:	91-1789783
US Government Securities - End of Year Book Value:	3,225,628
US Government Securities - End of Year Fair Market Value:	3,406,527
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2013 Investments - Land Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LT 13 MOSES POINTE	175,035		175,035	

TY 2013 Land, Etc. Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

TY 2013 Other Expenses Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	500			500
Bank Charges	519	519		
Equipment Purchase/Maintenance	836			836
Foundation Dues & Memberships	1,725			1,725
Indemnification Insurance	774			774
K-1 EXP WESTSHORE IMPROVEMENT	246	246		
Office Supplies	266			266
Payroll Processing Fees	524			524
Postage	161			161
State or Local Filing Fees	35			35

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TY 2013 Other Income Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Income WESTSHORE IMPROVEMENT, LLC	7,533	9,649	
Foreign Tax Refund	830	830	

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TY 2013 Other Increases Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Description	Amount
RETURNED GRANTS	8,640

TY 2013 Other Professional Fees Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	87,997	87,997		
CONSULTING FEES	33,662	375		33,287

TY 2013 Taxes Schedule

Name: Edwards Mother Earth Foundation

EIN: 91-1789783

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED TAX FOR 2013	16,700			
EXCISE TAX FOR 2012	1,717			
Foreign Tax Paid	8,590	8,590		
State or Local Property Taxes	1,308	1,308		