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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](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year **2013** or tax year beginning , **2013**, and ending , **20**

Name of foundation <b>PEI FAMILY FOUNDATION</b>		<b>A</b> Employer identification number <b>91-2163497</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>408-297-0700</b>
City or town, state or province, country, and ZIP or foreign postal code <b>San Jose CA 95113</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>766,023</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	117,200			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	14,454	14,454		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	118,783			
	<b>b</b> Gross sales price for all assets on line 6a <b>239,249</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		118,783		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)	0				
<b>11</b> Other income (attach schedule)					
<b>12</b> Total. Add lines 1 through 11	250,437	133,237	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	2,926			2,926
	<b>b</b> Accounting fees (attach schedule)	4,530			4,530
	<b>c</b> Other professional fees (attach schedule)	8,579	8,579		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	2,750			
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	10,178			10,178
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	28,963	8,579	0	17,634
	<b>25</b> Contributions, gifts, grants paid	50,200			50,200
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	79,163	8,579	0	67,834	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	171,274				
<b>b</b> Net investment income (if negative, enter -0-)		124,658			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .			
	<b>2</b>	Savings and temporary cash investments . . . . .	22,758	58,305	58,305
	<b>3</b>	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>4</b>	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>5</b>	Grants receivable . . . . .			
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . .			
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	<b>8</b>	Inventories for sale or use . . . . .			
	<b>9</b>	Prepaid expenses and deferred charges . . . . .			
	<b>10a</b>	Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	105,872	134,139	217,918
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b>	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>12</b>	Investments—mortgage loans . . . . .			
	<b>13</b>	Investments—other (attach schedule) . . . . .	419,402	460,222	489,800
	<b>14</b>	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>15</b>	Other assets (describe ▶ )			
	<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	548,032	652,666	766,023
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .			
	<b>18</b>	Grants payable . . . . .			
	<b>19</b>	Deferred revenue . . . . .			
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . .			
	<b>22</b>	Other liabilities (describe ▶ )			
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b>	Unrestricted . . . . .	548,032	652,666	
	<b>25</b>	Temporarily restricted . . . . .			
	<b>26</b>	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .			
	<b>28</b>	Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds			
	<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . .	548,032	652,666	
	<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	548,032	652,666	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	548,032
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	171,274
<b>3</b>	Other increases not included in line 2 (itemize) ▶	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	719,306
<b>5</b>	Decreases not included in line 2 (itemize) ▶ Contribution of appreciated securities	<b>5</b>	66,640
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	652,666

**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)
<b>1a</b> See schedule attached				
<b>b</b> Distributions				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 230,747		120,466	110,281	
<b>b</b> 8,502			8,502	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	118,783	
<b>3</b> 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 . . . . .		<b>3</b>		

**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.

<b>1</b> 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	65,703	543,308	0.1209
2011	72,055	474,722	0.1518
2010	75,854	340,299	0.2229
2009	79,666	277,603	0.2870
2008	27,414	246,471	0.1112
<b>2</b> Total of line 1, column (d)		<b>2</b>	0.8938
<b>3</b> 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 . . . . .		<b>3</b>	.17876
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .		<b>4</b>	687,271
<b>5</b> Multiply line 4 by line 3 . . . . .		<b>5</b>	122,857
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b>	1,247
<b>7</b> Add lines 5 and 6 . . . . .		<b>7</b>	124,104
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		<b>8</b>	67,834

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	2,493
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2	<b>3</b>	2,493
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,493
<b>6</b>	Credits/Payments.		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	2,998
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	2,998
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	505
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> 505 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

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

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

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	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)	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address ▶				
<b>14</b>	The books are in care of ▶ <u>Kevin Pei</u>		Telephone no. ▶ <u>408-297-0700</u>	
	Located at ▶ <u>333 W. Santa Clara St., Suite 620, San Jose CA</u>		ZIP+4 ▶ <u>95113</u>	
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here. ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
<b>16</b>	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?	<b>16</b>	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)?	<b>1b</b>	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
<b>c</b> 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?	<b>1c</b>	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.)	<b>2b</b>	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	X

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

<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)?		<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
<b>c</b>	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>6b</b>	X
	If "Yes" to 6b, file Form 8870.			
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	

**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
Kevin Pei, 333 W. Santa Clara St., Suite 620 San Jose CA 95113	Pres, Dir 2 hrs.	0	0	5,047
Melinda Pei same address	Secy, CFO, Dir 2 hrs.	0	0	5,046

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

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

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A** Summary of Direct Charitable Activities

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

Expenses

<b>1</b>		
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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

<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

Total. Add lines 1 through 3 . . . . . ▶ 0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	663,135
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	34,602
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	697,737
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	697,737
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	10,466
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	687,271
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	34,364

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	34,364
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	2,493
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2,493
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	31,871
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	31,871
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	31,871

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	67,834
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	67,834
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	67,834

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				31,871
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	23,975			
<b>b</b> From 2009 . . . . .	80,113			
<b>c</b> From 2010 . . . . .	76,725			
<b>d</b> From 2011 . . . . .	72,055			
<b>e</b> From 2012 . . . . .	65,703			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	318,571			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4. ► \$ 67,834				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				
<b>e</b> Remaining amount distributed out of corpus . . . . .	67,834			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	31,871			31,871
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	354,534			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	354,534			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .	72,217			
<b>b</b> Excess from 2010 . . . . .	76,725			
<b>c</b> Excess from 2011 . . . . .	72,055			
<b>d</b> Excess from 2012 . . . . .	65,703			
<b>e</b> Excess from 2013 . . . . .	67,834			

**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 foundation 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	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0
<b>b</b> 85% of line 2a . . . . .	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter <sup>2</sup> / <sub>3</sub> of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

Kevin Pei and Melinda Pei

- 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
<b>a</b> <i>Paid during the year</i>				
Ronald McDonald House Stanford CA		501c3	general fund	50,100
Consumer Checkbook San Francisco CA		501c3	general fund	100
<b>Total</b>			<b>3a</b>	50,200
<b>b</b> <i>Approved for future payment</i>				
None				
<b>Total</b>			<b>3b</b>	0

## Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities . . . . .			14	14,454	
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	118,783	
9	Net income or (loss) from special events . . . . .					
10	Gross profit or (loss) from sales of inventory . . . . .					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e) . . . . .		0		133,237	0
13	<b>Total.</b> Add line 12, columns (b), (d), and (e) . . . . .				<b>13</b>	<b>133,237</b>

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:			
<b>(1)</b> Cash	<b>1a(1)</b>		X
<b>(2)</b> Other assets	<b>1a(2)</b>		X
<b>b</b> Other transactions:			
<b>(1)</b> Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		X
<b>(2)</b> Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		X
<b>(3)</b> Rental of facilities, equipment, or other assets	<b>1b(3)</b>		X
<b>(4)</b> Reimbursement arrangements	<b>1b(4)</b>		X
<b>(5)</b> Loans or loan guarantees	<b>1b(5)</b>		X
<b>(6)</b> Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>		X
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

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

**b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

**President**  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name	
----------------------------	--

Ronald G. Coleman

Preparer's signature

Date

2/17/14

Check ☐ if self-employed

PTIN

PO1492463

Firm's name	► Ronald G. Coleman, PC
-------------	-------------------------

Firm's EIN ▶ 77-0331678

Firm's address ▶ 333 W. Santa Clara St., Suite 620, San Jose CA 95113

Phone no 408-297-0700

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

**2013**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

PEI FAMILY FOUNDATION

Employer identification number

91-2163497

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization <b>PEI FAMILY FOUNDATION</b>	Employer identification number <b>91-2163497</b>
--	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Kevin Pei and Melinda Pei 333 W. Santa Clara St., Suite 620 San Jose CA 95113	\$ 117,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Pei Charitable Foundation  
333 W. Santa Clara St., Suite 620,  
San Jose CA 95113  
91-2163497  
12/31/2013

Part I. Revenue and Expense

Expenses:

Legal fees: annual meeting, minutes, resolutions	2,926
Accounting fees: annual tax return prep, annual meetings	4,530
Asset management fees	8,579
Excise tax paid	2,750
Other expenses:	
Medical expense reimbursements	10,093
Filing fees	<u>85</u>
	10,178

Part II. Balance Sheet

See schedules attached



## PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER 3904-1205

## Stocks, options &amp; ETFs

## Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
APPLE INC									
AAPL									
Acquired 08/05/11 L		55	372.78	20,502.90		30,856.10	10,353.20		
Acquired 08/18/11 L		14	362.59	5,076.26		7,854.28	2,778.02		
Total	5.05	69		\$25,579.16	561.0200	\$38,710.38	\$13,131.22	\$841.80	2.17
GOLDMAN SACHS GROUP INC									
GS									
Acquired 09/17/08 L nc	2.31	100	100.00	10,035.00	177.2600	17,726.00	7,691.00	220.00	1.24
MAGELLAN MIDSTREAM PRTNS									
MMP									
Acquired 06/07/13 S nc	2.89	350	51.87	18,155.55	63.2700	22,144.50	3,988.95	780.50	3.52
ORACLE CORPORATION									
ORCL									
Acquired 03/28/91 L nc		978	0.14	133.42		37,418.28	37,284.86		
Acquired 09/30/92 L nc		22	0.28	6.16		841.72	835.56		
Total	4.99	1,000		\$139.58	38.2600	\$38,260.00	\$38,120.42	\$480.00	1.25
PEPSICO INCORPORATED									
PEP									
Acquired 11/16/11 L	1.08	100	65.46	6,546.58	82.9400	8,294.00	1,747.42	227.00	2.73
PLAINS ALL AMERICAN									
PIPELINE LP									
PAA									
Acquired 06/07/13 S nc	1.69	250	56.02	14,005.25	51.7700	12,942.50	-1,062.75	600.00	4.63
POWERSHARES QQQ TR ET									
SERIES 1									
QQQ									
Acquired 06/06/12 L		550	62.34	34,289.47		48,378.00	14,088.53		
Acquired 08/06/12 L		200	66.34	13,269.14		17,592.00	4,322.86		
Total	8.61	750		\$47,558.61	87.9600	\$65,970.00	\$18,411.39	\$669.75	1.02

## PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3904-1205

## Stocks, options & ETFs

### Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
VANGUARD INDEX FDS ET									
S&P 500 ETF SHS NEW									
VOO									
Acquired 06/26/13 S	1.81	82	147.79	12,119.25	169 1500	13,870.30	1,751 05	254.85	1.83
<b>Total Stocks and ETFs</b>	<b>28.45</b>			<b>\$134,138.98</b>		<b>\$217,917.68</b>	<b>\$83,778.70</b>	<b>\$4,073.90</b>	<b>1.87</b>
<b>Total Stocks, options &amp; ETFs</b>	<b>28.45</b>			<b>\$134,138.98</b>		<b>\$217,917.68</b>	<b>\$83,778.70</b>	<b>\$4,073.90</b>	<b>1.87</b>

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

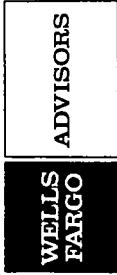
## Mutual Funds

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

### Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
INVESCO BALANCED-RISK									
ALLOCATION CL Y									
ABRYX									
Acquired 10/11/12 L		305.77600	13.11	4,008.72		3,635.67	-373 05		
Acquired 04/19/13 S		1,578.53200	12.67	20,000 00		18,768.75	-1,231 25		
Reinvestments L		120.35600	12.52	1,506.86		1,431.03	-75 83		
<b>Total</b>	<b>3.11</b>	<b>2,004.66400</b>		<b>\$25,515.58</b>	<b>11.8900</b>	<b>\$23,835.45</b>	<b>-\$1,680.13</b>	<b>N/A</b>	<b>N/A</b>
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
-\$173.27									
INVESCO DEVELOPING									
MARKET FUNDS									
CLASS Y									
GTDYX									
Acquired 08/05/11 L nc		315.25900	31.72	10,000 00		10,227 00	227 00		
Acquired 08/18/11 L nc		40.79600	30.64	1,250 00		1,323 42	73 42		
<b>Total</b>	<b>1.51</b>	<b>356.05500</b>		<b>\$11,250.00</b>	<b>32.4400</b>	<b>\$11,550.42</b>	<b>\$300.42</b>	<b>\$130.31</b>	<b>1.13</b>



## PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER 3904-1205

## Mutual Funds

## Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
FEDERATED EQUITY FDS									
STRATEGIC VALUE DIVID FD									
INSTL									
SVAIX	3.18	4,175.36500	4.79	20,000.00	5.8400	24,384.13	4,384.13	826.72	3.39
Acquired 01/19/12 L									
FIRST EAGLE FUNDS									
SOGEN OVERSEAS FUND CL I									
SGOIX		143.93300	22.58	3,250.00		3,382.42	132.42		
Acquired 08/18/11 L nc		1,112.59500	22.47	25,000.00		26,145.98	1,145.98		
Acquired 10/14/11 L nc		1,330.37700	22.55	30,000.00		31,263.86	1,263.86		
Acquired 10/11/12 L		216.35700	23.11	5,000.00		5,084.39	84.39		
Acquired 06/07/13 S		1,078.98100	23.17	25,000.00		25,356.06	356.06		
Acquired 12/23/13 S									
Total	11.91	3,882.24300		\$88,250.00	23.5000	\$91,232.71	\$2,982.71	N/A	N/A
ING GLOBAL REAL ESTATE									
FUND CL I									
IGLIX									
Acquired 10/11/12 L	4.11	1,719.19800	17.45	30,000.00	18.3200	31,495.70	1,495.70	1,304.87	4.14
FEDERATED INVT SER FDS									
INC BD FD INSTL SHS									
FDBIX		2,053.14900	9.68	19,874.47		19,053.20	-821.27		
Acquired 10/11/12 L		25.16100	9.63	242.53		233.51	-9.02		
Reinvestments L									
Total	2.52	2,078.31000		\$20,117.00	9.2800	\$19,286.71	-\$830.29	\$926.92	4.81
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$19,874.47			
						-\$587.76			
JOHN HANCOCK FUNDS III									
DISCIPLINED VALUE MID									
CAP FD CL I									
JVMIX		2,382.40400	12.82	30,542.42		43,216.78	12,674.36		
Acquired 10/11/12 L		557.41400	17.94	10,000.00		10,111.51	111.51		
Acquired 12/23/13 S		17.67400	13.08	231.35		320.61	89.26		
Reinvestments L									
Total	7.00	2,957.49200		\$40,773.77	18.1400	\$53,648.90	\$12,875.13	N/A	N/A
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$40,542.42			
						\$13,106.48			

## PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER 3904-1205

## Mutual Funds

## Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
LEGG MASON PARTNERS									
CLEARBRIDGE AGGRESSIVE									
GROWTH FUND CLASS I									
SAGYX									
Acquired 10/04/13 S		108,73700	183.93	20,000.00		21,279.83	1,279.83		
Acquired 12/23/13 S		51,73000	193.31	10,000.00		10,123.56	123.56		
Total	4.10	160,46700		\$30,000.00	195.7000	\$31,403.39	\$1,403.39	N/A	N/A
MAINSTAY FDS TR									
HIGH YIELD OPPTY S FD									
CLASS I									
MYHIX									
Acquired 08/05/11 L nc		431,77900	11.58	5,000.00		5,302.24	302.24		
Acquired 08/18/11 L nc		66,72600	11.24	750.00		819.39	69.39		
Acquired 10/14/11 L nc		921,65900	10.85	10,000.00		11,317.97	1,317.97		
Acquired 01/19/12 L		896,05700	11.16	10,000.00		11,003.59	1,003.59		
Reinvestments L nc		13,01900	11.17	145.44		159.87	14.43		
Total	3.73	2,329,24000		\$25,895.44	12.2800	\$28,603.06	\$2,707.62	\$1,590.87	5.56
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
						\$25,750.00			
						\$2,853.06			
NEUBERGER BERMAN									
EQUITY FDS REAL ESTATE									
FD INSTL CL									
NBRIX									
Acquired 12/05/11 L nc		303,45900	11.60	3,520.12		3,838.75	318.63		
Acquired 08/06/12 L		1,073,72900	13.97	15,000.00		13,582.67	-1,417.33		
Total	2.27	1,377,18800		\$18,520.12	12.6500	\$17,421.42	-\$1,098.70	\$407.64	2.34
WELLS FARGO FDS TRUST									
EMERGING MARKETS EQUITY									
FUND INSTL CLASS									
EMGNX									
Acquired 08/18/11 L nc		150,05200	21.65	3,250.00		3,305.64	55.64		
Acquired 12/20/12 L		664,89400	22.56	15,000.00		14,647.61	-352.39		
Acquired 02/01/13 S		434,21600	23.03	10,000.00		9,565.78	-434.22		
Acquired 06/07/13 S		229,99100	21.74	5,000.00		5,066.71	66.71		
Total	4.25	1,479,15300		\$33,250.00	22.0300	\$32,585.74	-\$664.26	\$131.64	0.40



## PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER 3904-1205

## Mutual Funds

## Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
ROYCE FUND									
PENNSYLVANIA MUTUAL FD									
INVESTMENT CL									
PENN									
Acquired 10/14/11 L nc		917.43100	10.90	10,000.00		13,513.75	3,513.75		
Acquired 12/23/13 S		685.40100	14.59	10,000.00		10,095.96	95.96		
Total	3.08	1,602.83200		\$20,000.00	14.7300	\$23,609.71	\$3,609.71	\$2.08	0.01
PIMCO FDS PAC INVT									
MGMT SER TOTAL RETURN FD									
INSTL CL									
PTTRX									
Acquired 08/05/11 L nc		1,353.79100	11.08	15,000.00		14,472.01	-527.99		
Acquired 08/18/11 L nc		203.25200	11.07	2,250.00		2,172.78	-77.22		
Reinvestments L nc		11.33800	10.88	123.46		121.20	-2.26		
Total	2.19	1,568.38100		\$17,373.46	10.6900	\$16,765.99	-\$607.47	\$432.87	2.58
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$17,250.00			
						-\$484.01			
RS INVT TR									
GLOBAL NATURAL RESOURCES									
FUND CL Y									
RSNYX									
Acquired 10/14/11 L nc		419.57600	35.81	15,025.02		15,004.03	-20.99		
Acquired 01/19/12 L		279.17400	35.82	10,000.00		9,983.26	-16.74		
Acquired 12/20/12 L		134.40900	37.20	5,000.00		4,806.47	-193.53		
Total	3.89	833.15900		\$30,025.02	35.7600	\$29,793.76	-\$231.26	N/A	N/A
TEMPLETON INCOME TR									
GLOBAL TOTAL RETURN FD									
ADVISOR CLASS									
TTRZX									
Acquired 10/11/12 L		1,466.12000	13.56	19,880.59		19,777.94	-102.65		
Acquired 02/01/13 S		726.74400	13.76	10,000.00		9,803.79	-196.21		
Reinvestments L		82.87100	13.52	1,120.72		1,117.93	-2.79		
Total	4.01	2,275.73500		\$31,001.31	13.4900	\$30,699.66	-\$301.65	\$1,283.51	4.18
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$29,880.59			
						\$819.07			

## PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER 3904-1205

## Mutual Funds

## Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
TRANSAMERICA FUNDS									
SMALL/MID CAP VALUE									
CLASS 1									
TSVIX									
Acquired 08/18/11 L nc		171.95800	18.90	3,250.00		4,933.47	1,683.47		
Acquired 12/20/12 L		646.55200	23.20	15,000.00		18,549.58	3,549.58		
Total	3.07	818.51000		\$18,250.00	28.6900	\$23,483.05	\$5,233.05	\$164.52	0.70
Total Open End Mutual Funds	63.94			\$460,221.70		\$489,799.80	\$29,578.10	\$7,201.95	1.47
Total Mutual Funds	63.94			\$460,221.70		\$489,799.80	\$29,578.10	\$7,201.95	1.47

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## Activity detail

## Income and distributions

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	AMOUNT
12/02	Cash	DIVIDEND		FEDERATED INVT SER FDS INC BD FD INSTL SHS 120213 2,078.31000		78.14
12/02	Cash	DIVIDEND		MAINSTAY FDS TR HIGH YIELD OPPTY S FD CLASS I 112913 2,329.24000 AS OF 11/29/13		121.82
12/02	Cash	DIVIDEND		PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL 112913 1,568.38100 AS OF 11/29/13		31.55
12/05	Cash	LT CAP GAIN		FEDERATED EQUITY FDS STRATEGIC VALUE DIVID FD INSTL 120513 4,175.36500		124.82



PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER 3904-1205

Realized gain/loss  
Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	0.00	0.00	0.00	1,827.24	-2,737.07	-909.83
Long term	73,424.70	0.00	73,424.70	111,191.12	0.00	111,191.12
<b>Total Realized Gain/Loss</b>	<b>\$73,424.70</b>	<b>\$0.00</b>	<b>\$73,424.70</b>	<b>\$113,018.36</b>	<b>-\$2,737.07</b>	<b>\$110,281.29</b>

Realized Gain/Loss Detail  
Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
NEUBERGER BERMAN EQUITY FDS REAL ESTATE FD INSTL CL CUSIP 641224795	793.02100	11 6000	12/05/11 <sub>nc</sub>	12/23/13	10,000.00	9,199.05	800.95
ORACLE CORPORATION CUSIP 68389X105	100.00000	0.2800	09/30/92 <sub>nc</sub>	12/06/13	3,541.44	28.00	3,513.44
	900.00000	0.2800	09/30/92 <sub>nc</sub>	12/06/13	31,888.70	252.00	31,636.70
	1,022.00000	0.1400	03/28/91 <sub>nc</sub>	12/19/13	37,613.04	139.43	37,473.61
<b>Total Long term</b>					<b>\$83,043.18</b>	<b>\$9,618.48</b>	<b>\$73,424.70</b>

<sub>nc</sub> Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Specific instructions and disclosures

Available funds

"Available for loan" reflects the approximate amount available as of the statement period ending date and should be reduced by any pending checks and Visa charges not yet cleared This amount is the approximate amount available for withdrawal and loans A margin loan is a variable rate loan secured by your account

Income on non-reportable accounts

Your income summary is categorized into taxable and tax-exempt income based upon the securities that you hold Please be aware that, since this is a 1099 non-reportable account, this income will NOT be reported to the IRS, but is being provided to you for informational purposes only