EXTENSION GRANTED THROUGH 11/15/2014

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation CERES FOUNDATION	**A** Employer identification number 91-2170962
Number and street (or P O box number if mail is not delivered to street address) 18606 RELIANT DRIVE — Room/suite	**B** Telephone number N/A
City or town, state or province, country, and ZIP or foreign postal code GAITHERSBURG, MD 20879	**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: [X] 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)* ▶$ 26,217,072. **J** Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	29.	29.		STATEMENT 1
4	Dividends and interest from securities	304,901.	304,901.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	786,866.			
b	Gross sales price for all assets on line 6a 10,035,310.				
7	Capital gain net income (from Part IV, line 2)		786,866.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	1,109,091.	1,109,289.		STATEMENT 3
12	**Total** Add lines 1 through 11	2,200,887.	2,201,085.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	126,000.	0.		126,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	46,378.	0.		46,378.
16a	Legal fees				
b	Accounting fees STMT 4	32,145.	0.		16,073.
c	Other professional fees STMT 5	63,857.	57,471.		6,386.
17	Interest				
18	Taxes STMT 6	44,446.	5,946.		0.
19	Depreciation and depletion	164.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	7,161.	0.		7,161.
22	Printing and publications	307.	0.		307.
23	Other expenses STMT 7	2,281.	0.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	322,739.	63,417.		202,305.
25	Contributions, gifts, grants paid	2,034,000.			2,034,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,356,739.	63,417.		2,236,305.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<155,852.>			
b	**Net investment income** (if negative, enter -0-)		2,137,668.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	75,813.	1,505,894.	1,505,894.
	2 Savings and temporary cash investments	318,207.	285,251.	285,251.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	3,519,023.	3,286,119.	4,025,229.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	19,634,644.	18,346,909.	20,400,451.
	14 Land, buildings, and equipment: basis ▶ 2,955.			
	Less accumulated depreciation STMT 11▶ 2,708.	411.	247.	247.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	23,548,098.	23,424,420.	26,217,072.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	23,548,098.	23,424,420.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	23,548,098.	23,424,420.	
	31 **Total liabilities and net assets/fund balances**	23,548,098.	23,424,420.	

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	23,548,098.
2	Enter amount from Part I, line 27a	2	<155,852.>
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	32,174.
4	Add lines 1, 2, and 3	4	23,424,420.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,424,420.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,035,310.		9,348,829.	786,866.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				786,866.

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 — 786,866.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,087,485.	25,196,671.	.043160
2011	1,448,068.	24,644,549.	.058758
2010	1,136,106.	27,036,725.	.042021
2009	1,447,222.	26,505,970.	.054600
2008	1,331,580.	22,973,535.	.057961

2	**Total** of line 1, column (d)	2	.256500
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	.051300
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	25,959,870.
5	Multiply line 4 by line 3	5	1,331,741.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	21,377.
7	Add lines 5 and 6	7	1,353,118.
8	Enter qualifying distributions from Part XII, line 4	8	2,236,305.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	21,377.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	21,377.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	21,377.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	29,793.		
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	29,793.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,416.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	8,416.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ FDNWEB.ORG/CERES

14 The books are in care of ▶ WRIGHT FORD YOUNG & CO. Telephone no. ▶ (949) 910-2727

Located at ▶ 16140 SAND CANYON AVENUE, IRVINE, CA ZIP+4 ▶ 92618

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. — Yes / No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ____, ____, ____, ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL C. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	PRESIDENT 20.00	126,000.	46,378.	0.
DONALD B. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	CFO 1.00	0.	0.	0.
TERRI L. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	SECRETARY 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,689,609.
b	Average of monthly cash balances	1b	465,807.
c	Fair market value of all other assets	1c	11,199,782.
d	**Total** (add lines 1a, b, and c)	1d	26,355,198.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,355,198.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	395,328.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,959,870.
6	**Minimum investment return** Enter 5% of line 5	6	1,297,994.

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	1,297,994.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 21,377.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	21,377.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,276,617.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,276,617.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,276,617.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,236,305.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,236,305.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	21,377.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,214,928.

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					1,276,617.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ___, ___, ___			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011	98,957.				
e From 2012					
f **Total** of lines 3a through e		98,957.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,236,305.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					1,276,617.
e Remaining amount distributed out of corpus		959,688.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,058,645.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		1,058,645.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	98,957.				
d Excess from 2012					
e Excess from 2013	959,688.				

Form **990-PF** (2013)

323581
10-10-13

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE GRANT DETAILS ATTACHED	NONE	501(C)(3)	GEN. OPERATIONS	2,034,000.
Total			▶ 3a	2,034,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	29.	
4 Dividends and interest from securities			14	304,901.	
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			14	1,109,091.	
8 Gain or (loss) from sales of assets other than inventory			18	786,866.	
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.		2,200,887.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,200,887.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Daniel C. Miller | 5-18-15 | Exec Director

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHERYL J. SCHAFFER, C.P.A., M.S.T.		5/11/15		P00066920

Firm's name ▶ WRIGHT FORD YOUNG & CO. CPA'S — Firm's EIN ▶ 95-3288054

Firm's address ▶ 16140 SAND CANYON AVENUE IRVINE, CA 92618-3715 — Phone no. (949) 910-2727

THE CERES FOUNDATION
ATTACHMENT INDEX

Ceres Foundation

Asset List as of 12/31/2013

	Cost Basis at 12/31/13	FMV as of 12/31/13
[illegible]		
Undeposited Income	$ 1,505,894	$ 1,505,894
Total	*$ 1,505,894*	*$ 1,505,894*
[illegible]		
Fidelity Treasury Fund (FDUXX)	$ 285,251	$ 285,251
Total	*$ 285,251*	*$ 285,251*
[illegible]		
DFA Commodity Strategy Port Instl (DCMSX)	$ 502,499	$ 460,547
DFA US Core Equity I (DFEOX)	$ 1,304,494	$ 1,398,530
DFA Emerging Mrkts Core Equ Portf (DFCEX)	$ 1,250,015	$ 1,263,636
Doubleline Total Return Bond Fd CL I (DBLTX)	$ 391,853	$ 381,447
FPA Crescent Instl (FPACX)	$ 1,215,021	$ 1,519,465
IVA Worldwide Fund CL I (IVWIX)	$ 944,590	$ 1,455,002
Yacktman Focused Fd Institutional (YAFIX)	$ 929,243	$ 1,337,905
Pimco Income Fund Insitutitional Fund (PIMIX)	$ 697,264	$ 770,659
Templeton Global Bond Advisor Class (TGBAX)	$ 775,138	$ 778,777
Total	*$ 8,010,117*	*$ 9,365,970*
[illegible]		
iShares Gold Trust (IAU)	$ 499,662	$ 362,279
iShares S&P 100 ETF (OEF)	$ 1,235,752	$ 1,834,264
iShares MSCI ACWI ETF (ACWI)	$ 1,550,705	$ 1,828,686
Total	*$ 3,286,119*	*$ 4,025,229*
[illegible]		
Altair Special Situations Fund, LLC ($1mm commitment)	$ 367,030	$ 443,108
Altair Distressed Credit Opportunities Fund - A, LLC ($1mm commitment)	$ 867,908	$ 1,003,139
Altair Net Lease Income Fund, LLC ($1mm commitment)	$ 634,536	$ 712,094
US Farming Realty Trust, LP ($1mm commitment)	$ 984,298	$ 1,148,770
Altair Special Situations Fund II - A, LLC ($1mm commitment)	$ 463,295	$ 462,303
Altair - Pacific Coast Capital Partners Equity VI, LLC ($1mm commitment)	$ 746,875	$ 852,819
Altair Global Asset Allocation Fund, LLC ($2 5mm commitment)	$ 2,749,302	$ 2,593,785
Luminous Capital Global Credit Opportunities Fund (C), Ltd. ($1 25mm commitment)	$ 1,347,223	$ 1,529,511
Altair - Golub Capital VII, LLC ($1mm commitment)	$ 806,838	$ 877,878
Altair Direct Lending Fund, LLC ($1mm commitment)	$ 290,111	$ 321,459
Altair Multi-Family Opportunities Fund (JRK), LLC ($800k commitment)	$ 80,995	$ 75,621
Altair - Rimrock, LLC ($1mm commitment)	$ 998,381	$ 1,013,994
Total	*$ 10,336,792*	*$ 11,034,481*
[illegible]		
Computer	$ 2,955	$ 2,955
LESS: Accumulated Depreciation	$ (2,708)	$ (2,708)
Total	*$ 247*	*$ 247*
[illegible]	[illegible]	[illegible]

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726
Recipient ID No **91-2170962** Payer's Fed ID Number 04-3523567

2013 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ABERDEEN EMERGING MARKETS FD INSTL CL, ABEMX, 003021714										
Sale	12/11/13	02/08/13	81,351 690	1,178,771 10	1,300,015 00	-121,243 90				
Sale	12/11/13	06/14/13	536 374	7,771 96	7,820 34	-48 38				
Sale	12/11/13	09/13/13	104 211	1,510 00	1 521 48	-11 48				
Subtotals				**1,188,053 06**	**1,309,356 82**					
JPMORGAN HIGHBRIDGE DYNAMIC COM STRY SEL, HDCSX, 48121A670										
Sale	01/09/13	04/27/12	35,951 327	497,199 25	650,015 00	-152,815 75				
PIMCO ALL ASSET ALL AUTHORITY-INSTIT CL PAUIX, 72200Q182										
Sale	08/28/13	09/20/12	2,551 417	25,895 90	28,473 81	-2,577 91				
Sale	08/28/13	12/27/12	1,578 265	16,018 78	17,660 79	-1 642 01				
Sale	08/28/13	12/31/12	426 097	4,324 72	4,725 42	-400 70				
Sale	08/28/13	03/21/13	470 307	4,773 43	5,140 46	-367 03				
Sale	08/28/13	06/20/13	423 898	4,302 40	4,336 48	-34 08				
Subtotals				**55,315 23**	**60,336 96**					
VIRTUS EMERGING MKTS OPPT CLASS I, HIEMX, 92828T889										
Sale	12/11/13	01/17/13	62 500 000	596,867 50	650,015 00	-53,147 50				
Sale	12/11/13	02/08/13	62 439 962	596,294 14	650,015 00	-53,720 86				
Sale	12/11/13	06/20/13	358 108	3,419 93	3,373 38	46 55				
Subtotals				**1,196,581 57**	**1,303,403.38**					

2013 Informational Tax Reporting Statement

CERES FOUNDATION

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2013 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TOTALS				**2,937,149.11**	**3,323,112.16**			**0.00**		
		Short-Term Realized Gain				**46.55**				
		Short-Term Realized Loss				**-386,009 60**				
		Wash Sale Loss Disallowed					**0 00**			

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726
Recipient ID No **91-2170962** Payer's Fed ID Number 04-3523567

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
DOUBLELINE TOTAL RETURN BOND FD CL I, DBLTX, 258620103										
Sale	02/08/13	01/03/12	52,237 343	592,879 02	577,744 33	15,134 69				
Sale	02/08/13	01/31/12	626 093	7,105 98	6,974 68	131 30				
Sale	02/12/13	01/03/12	8,810 573	99,985 00	97 444 83	2,540 17				
Sale	09/10/13	01/03/12	1,212 461	13,115 24	13,409 81	-294 57				
Sale	09/10/13	02/29/12	540 736	5,849 17	6,045 43	-196 26	74 24			
Sale	09/10/13	03/30/12	575 872	6,229 24	6,432 49	-203 25				
Sale	09/10/13	04/30/12	536 218	5,800 30	6,005 64	-205 34				
Sale	09/10/13	05/31/12	568 843	6,153 20	6,365 35	-212 15				
Sale	09/10/13	06/29/12	556 073	6,015 07	6,216 90	-201 83				
Sale	09/10/13	07/31/12	540 788	5,849 73	6,089 27	-239 54				
Sale	09/10/13	08/31/12	552 188	5,973 05	6,261 81	-288 76	112 01			
Sale	12/18/13	01/03/12	9,570 740	104,021 46	105,852 28	-1,830 82				
Sale	12/18/13	03/20/12	204 549	2,223 18	2,316 10	-92 92				
Sale	12/18/13	08/31/12	214 188	2,327 94	2,442 37	-114 43	105 30			
Sale	12/18/13	09/28/12	508 531	5,527 07	5,797 25	-270 18	94 21			
Sale	12/18/13	10/31/12	509 690	5,539 67	5,795 17	-255 50				
Sale	12/18/13	11/30/12	491 842	5,345 68	5,587 32	-241 64				
Subtotals				**879,940.00**	**866,781.03**		**385 76**			
ISHARES TR MSCI EMERGING MKTS INDEX FD, EEM, 464287234										
Sale	01/17/13	10/30/08	8,405 000	376,453 20	206,342 75	170,110 45				
Sale	01/17/13	05/20/09	6 225 000	278,812 75	200,320 50	78,492 25				

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

CERES FOUNDATION

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Recipient ID No **91-2170962** Payer's Fed ID Number 04-3523567

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ISHARES TR MSCI EMERGING MKTS INDEX FD, EEM, 464287234										
Sale	02/08/13	10/30/08	6 870 000	301,448 85	168,658 50	132 790 35				
Sale	02/08/13	11/13/08	4,125 000	181,000 94	93,498 90	87,502 04				
Subtotals				**1,137,715 74**	**668,820.65**					
JPMORGAN HIGHBRIDGE DYNAMIC COM STRY SEL, HDCSX, 48121A670										
Sale	01/09/13	04/06/11	33,238 367	459,679 60	700,000 00	-240,320 40				
Sale	01/09/13	12/16/11	115 587	1,598 54	2 055 13	-456 59				
Sale	01/09/13	12/23/11	1,601 048	22,142 16	27,457 98	-5,315 82				
Sale	01/09/13	12/23/11	80 438	1,112 44	1,379 52	-267 08				
Subtotals				**484,532 74**	**730,892.63**					
PIMCO ALL ASSET ALL AUTHORITY-INSTIT CL, PAUIX, 72200Q182										
Sale	08/12/13	06/02/09	10,296 755	106,251 88	103 355 93	2 895 95				
Sale	08/12/13	03/22/12	2,640 161	27,243 74	27,959 31	-715 57				
Sale	08/12/13	06/21/12	1,597 968	16 489 38	16 554 95	-65 57				
Sale	08/28/13	06/02/09	17,472 112	177,335 19	175 380 16	1 955 03				
Sale	08/28/13	06/18/09	933 344	9,473 08	9,163 31	309 77				
Sale	08/28/13	12/28/11	14,995 036	152,193 83	149,650 46	2,543 37				
Subtotals				**488,987.10**	**482,064.12**					
PIMCO INCOME FUND INSTITUTIONAL FUND, PIMIX, 72201F490										
Sale	01/17/13	12/21/11	18,297 534	229,985 00	200 360 49	29,624 51				
Sale	08/28/13	12/21/11	22,990 818	278,405 95	251,752 61	26,653 34				
Sale	08/28/13	01/31/12	532 623	6 449 77	5,901 46	548 31				

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726
Recipient ID No **91-2170962** Payer's Fed ID Number 04-3523567

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
PIMCO INCOME FUND INSTITUTIONAL FUND, PIMIX, 72201F490										
Sale	08/28/13	02/29/12	554 443	6,713 99	6,209 76	504 23				
Sale	08/28/13	03/30/12	554 258	6,711 75	6 240 94	470 81				
Sale	08/28/13	04/30/12	552 051	6,685 03	6,271 30	413 73				
Sale	08/28/13	05/31/12	555 237	6,723 61	6,301 94	421 67				
Sale	08/28/13	06/29/12	553 079	6,697 48	6,332 75	364 73				
Sale	08/28/13	07/31/12	544 816	6,597 42	6,363 45	233 97				
Sale	12/18/13	12/21/11	13,475 764	165,469 97	147,561 45	17,908 52				
Sale	12/18/13	08/31/12	538 642	6,614 03	6,393 68	220 35				
Sale	12/18/13	09/28/12	525 661	6,454 63	6,423 58	31 05				
Sale	12/18/13	10/31/12	525 896	6,457 52	6,452 75	4 77				
Sale	12/18/13	11/30/12	523 993	6,434 15	6,481 79	-47 64	29 53			
Sale	12/18/13	12/12/12	505 736	6,209 97	6,266 07	-56 10	30 75			
Sale	12/18/13	12/12/12	190 953	2,344 73	2,365 91	-21 18	21 18			
Subtotals				**754,955 00**	**677,679 93**		**81.46**			
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P, SPY, 78462F103										
Sale	01/17/13	08/11/11	2,380 000	352,962 56	281,553 66	71,408 90				
Sale	02/12/13	08/11/11	2 634 000	400,066 61	311,601 82	88,464 79				
Sale	12/18/13	08/11/11	3 400 000	608,524 29	402,219 52	206,304 77				
Subtotals				**1,361,553 46**	**995,375.00**					

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726
Recipient ID No **91-2170962** Payer's Fed ID Number 04-3523567

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TEMPLETON GLOBAL BOND ADVISOR CLASS, TGBAX, 880208400										
Sale	08/28/13	05/20/09	11,925 931	150,498 30	142,753 39	7 744 91				
Sale	08/28/13	08/19/09	342 086	4,316 93	4,128 98	187 95				
Sale	08/28/13	09/17/09	336 579	4,247 43	4,136 55	110 88				
Sale	08/28/13	10/19/09	328 177	4 141 40	4,161 28	-19 88				
Sale	08/28/13	11/18/09	327 857	4,137 36	4,176 90	-39 54				
Sale	08/28/13	12/17/09	333 173	4,204 45	4,201 31	3 14				
Sale	08/28/13	01/20/10	326 588	4,121 35	4,226 05	-104 70				
Sale	08/28/13	02/18/10	327 328	4 130 69	4,206 16	-75 47				
Sale	08/28/13	03/17/10	323 013	4,076 24	4,257 31	-181 07				
Sale	08/28/13	04/19/10	315 798	3,985 19	4,272 75	-287 56				
Sale	08/28/13	05/19/10	358 680	4,526 33	4,745 33	-219 00				
Sale	08/28/13	06/17/10	364 687	4,602 14	4,737 29	-135 15				
Sale	08/28/13	07/19/10	366 709	4,627 65	4,774 55	-146 90				
Sale	08/28/13	08/20/10	359 095	4,531 57	4 793 92	-262 35				
Sale	08/28/13	09/17/10	357 184	4,507 45	4,821 99	-314 54				
Sale	08/28/13	10/19/10	351 298	4,433 18	4,840 89	-407 71				
Sale	08/28/13	11/17/10	357 954	4,517 17	4,850 28	-333 11				
Sale	08/28/13	12/17/10	1,273 703	16,073 39	17,042 14	-968 75				
Sale	08/28/13	01/20/11	366 083	4,619 75	4,945 78	-326 03				
Sale	08/28/13	02/17/11	365 703	4,614 96	4,936 99	-322 03				
Sale	08/28/13	03/17/11	372 812	4,704 67	4,984 50	-279 83				
Sale	08/28/13	04/19/11	360 632	4,550 97	4 994 76	-443 79	406 61			

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

CERES FOUNDATION | Account No [redacted] | Customer Service 888-201-3726
Recipient ID No **91-2170962** | Payer's Fed ID Number 04-3523567

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TEMPLETON GLOBAL BOND ADVISOR CLASS, TGBAX, 880208400										
Sale	08/28/13	05/18/11	366 021	4,618 97	5,032 79	-413 82				
Sale	08/28/13	06/17/11	365 675	4,614 61	5,042 66	-428 05				
Sale	08/28/13	07/19/11	366 443	4,624 30	5,071 57	-447 27				
Sale	08/28/13	08/17/11	371 175	4,684 01	5,081 39	-397 38				
Sale	08/28/13	09/19/11	383 676	4,841 77	5,091 38	-249 61				
Sale	08/28/13	10/19/11	394 278	4,975 56	5,101 96	-126 40				
Sale	08/28/13	11/17/11	399 901	5,046 52	5,122 73	-76 21				
Sale	08/28/13	12/19/11	991 458	12,511 62	12,155 27	356 35				
Sale	08/28/13	12/19/11	313 426	3,955 25	3,842 60	112 65				
Sale	08/28/13	01/19/12	208 502	2,631 17	2,627 13	4 04				
Sale	08/28/13	02/17/12	201 075	2,537 45	2,638 10	-100 65	100 65			
Sale	08/28/13	03/19/12	201 879	2,547 60	2,658 74	-111 14	22 91			
Sale	08/28/13	04/18/12	206 060	2,600 36	2,664 35	-63 99				
Sale	08/28/13	05/17/12	212 890	2,686 55	2,680 28	6 27				
Sale	08/28/13	06/19/12	213 415	2,693 17	2,676 23	16 94				
Sale	08/28/13	07/18/12	209 609	2,645 14	2,697 67	-52 53				
Sale	08/28/13	08/17/12	206 220	2,602 38	2,713 86	-111 48				
Sale	12/18/13	05/20/09	14,243 888	186,011 23	170,499 34	15,511 89				
Sale	12/18/13	04/19/11	330 416	4,314 91	4,642 54	-327 63	327 63			
Sale	12/18/13	04/09/12	242 697	3,169 38	3,264 06	-94 68	94 68			
Sale	12/18/13	09/19/12	165 307	2,158 75	2,203 54	-44 79	44 79			

2013 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726
Recipient ID No **91-2170962** Payer's Fed ID Number 04-3523567

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TEMPLETON GLOBAL BOND ADVISOR CLASS, TGBAX, 880208400										
Sale	12/18/13	10/17/12	165 619	2,162 82	2,220 95	-58 13	58 13			
Sale	12/18/13	11/19/12	166 009	2,167 91	2,222 86	-54 95	22 45			
Subtotals				**524,970.00**	**508,941.10**		**1,077.85**			
YACKTMAN FOCUSED FD INSTITUTIONAL YAFIX, 561709452										
Sale	12/18/13	12/17/10	7,228 445	185,034 30	130,095 51	54,938 79				
Sale	12/18/13	06/27/12	399 165	10,217 85	7,830 97	2,386 88				
Sale	12/18/13	06/27/12	184 891	4,732 85	3,627 26	1,105 59				
Subtotals				**199,985 00**	**141,553 74**					
YACKTMAN FOCUSED SERVICE CLASS, YAFFX, 561709445										
Sale	02/08/13	12/17/10	20,257 461	446,069 29	364,431 70	81,637 59				
Sale	02/08/13	07/29/11	29,617 663	652,180 94	550,000 00	102,180 94				
Sale	02/08/13	12/29/11	683 135	15,042 63	12 863 43	2,179 20				
Sale	02/08/13	12/29/11	311 869	6 867 36	5,872 50	994 86				
Sale	02/08/13	12/29/11	219 790	4,839 78	4,138 65	701 13				
Sale	02/12/13	12/17/10	906 208	20,000 00	16,302 68	3 697 32				
Subtotals				**1,145,000 00**	**953,608.96**					
TOTALS				**6,977,639.04**	**6,025,717.16**			0.00		
	Long-Term Realized Gain					**1,211,861.14**				
	Long-Term Realized Loss					**-259,939.26**				
	Wash Sale Loss Disallowed						**1,545.07**			

CERES FOUNDATION

GRANTS PAID FOR THE YEAR ENDED DECEMBER 31, 2013

RECIPIENTS E. I. N.	GRANT RECIPIENTS NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT OF CASH GRANT
93-1154323	NATIONAL ASSOC. FOR THE EDUCATION OF HOMELESS CHILDRENS AND YOUTH P O BOX 26274 MINNEAPOLIS MN 55426	509(a)(2) under 501(c)(3)	General Operations	180,000 00
33-0362613	CHILD ADVOCATES OF SAN BERNARDINO COUNTY P O BOX 519 RIALTO CA 92377-0519	509(a)(1) under 501(c)(3)	General Operations	150,000 00
52-1547224	MENTORS, INC 1012 14TH STREET, N W , SUITE 304 WASHINGTON DC 20005-3403	509(a)(2) under 501(c)(3)	General Operations	150,000 00
33-1021736	SIERRA HOUSE 11 S MAPLE AVENUE EAST ORANGE NJ 07018-4010	509(a)(1) under 501(c)(3)	General Operations	140,000 00
94-2833431	CHILD ABUSE COUNCIL OF SACRAMENTO 4700 ROSEVILLE ROAD NORTH HIGHLANDS CA 95660-5143	509(a)(1) under 501(c)(3)	General Operations	100,000 00
04-2962882	COMMUNITY ADOLESCENT RESOURCES AND EDUCATION CENTER, INC. 247 CABOT STREET HOLYOKE MA 01040-3927	509(a)(2) under 501(c)(3)	General Operations	100,000 00
13-3391210	COVENANT HOUSE OF CALIFORNIA 1325 N WESTERN AVENUE HOLLYWOOD CA 90027-5615	509(a)(1) under 501(c)(3)	General Operations	100,000 00
20-2820261	SOUTH CENTRAL SCHOLARS FOUNDATION 29000 S WESTERN AVENUE, SUITE 401 RANCHO PALOS VERDES CA 90275-0815	509(a)(1) under 501(c)(3)	General Operations	100,000 00
56-0547491	TRIANGLE FAMILY SERVICES, INC. 3937 WESTERN BOULEVARD RALEIGH NC 27606-1936	509(a)(1) under 501(c)(3)	General Operations	100,000 00
52-1679448	OUR HOUSE 19715 ZION ROAD BROOKEVILLE MD 20833-1505	School under 501(c)(3)	General Operations	90,000 00
20-5508155	COLLEGE TRIBE 3845 S CAPITOL STREET, S W WASHINGTON DC 20032-1419	509(a)(1) under 501(c)(3)	General Operations	80,000 00
04-3602577	SEATTLE EDUCATION ACCESS 6920 ROOSEVELT WAY, N E , SUITE 355 SEATTLE WA 98115-6635	509(a)(1) under 501(c)(3)	General Operations	80,000 00
22-3848537	TREEHOUSE FOUNDATION, INC. 1 TREEHOUSE CIRCLE EASTHAMPTON MA 01027-2175	509(a)(1) under 501(c)(3)	General Operations	60,000 00
45-4888353	NETWORK FOR VICTIM RECOVERY IN THE DISTRICT OF COLUMBIA C/O LIGHTHOUSE CENTER FOR HEALING 5321 FIRST PLACE, N E WASHINGTON DC 20011	509(a)(1) under 501(c)(3)	General Operations	55,000 00
33-0086043	FAMILIES FORWARD 9221 IRVINE BOULEVARD IRVINE CA 92618-1645	509(a)(1) under 501(c)(3)	General Operations	50,000 00
52-1594479	J H P, INC. 1526 PENNSYLVANIA AVENUE, S E WASHINGTON DC 20003-3116	509(a)(1) under 501(c)(3)	General Operations	50,000 00
95-3953979	LOS ANGELES YOUTH NETWORK P O BOX 988 LOS ANGELES CA 90078	509(a)(1) under 501(c)(3)	General Operations	50,000 00
35-2153719	NYAKA AIDS ORPHANS PROJECT, INC 2970 E LAKE LANSING ROAD EAST LANSING MI 48823-7415	509(a)(1) under 501(c)(3)	General Operations	50,000 00
91-2154198	SANCTUARY ART CENTER 1604 N E 50TH STREET SEATTLE WA 98105-4223	509(a)(1) under 501(c)(3)	General Operations	50,000 00
33-0219404	FRIENDSHIP SHELTER, INC P O BOX 4252 LAGUNA BEACH CA 92652-4252	509(a)(1) under 501(c)(3)	General Operations	45,000 00

(CONTINUED ON NEXT PAGE)

CERES FOUNDATION

GRANTS PAID FOR THE YEAR ENDED DECEMBER 31, 2013

RECIPIENTS E. I. N	GRANT RECIPIENTS NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT OF CASH GRANT
94-3187806	**EASTSIDE COLLEGE PREPARATORY SCHOOL, INC** 1041 MYRTLE STREET EAST PALO ALTO CA 94303-2013	School under 501(c)(3)	General Operations	40,000 00
33-0734877	**ACHIEVEMENT INSTITUTE OF SCIENTIFIC STUDIES** 1621 BULLARD LANE SANTA ANA CA 92705-8401	509(a)(1) under 501(c)(3)	General Operations	35,000 00
94-3146280	**HOMELESS PRENATAL PROGRAM, INC.** 2500 18TH STREET SAN FRANCISCO CA 94110-2109	509(a)(1) under 501(c)(3)	General Operations	30,000 00
33-0329687	**SERVING PEOPLE IN NEED, INC.** 151 KALMUS DRIVE, H-2 COSTA MESA CA 92626-5969	509(a)(1) under 501(c)(3)	General Operations	30,000 00
52-1920377	**CAROLINE FRIESS CENTER, INC.** 900 SOMERSET STREET BALTIMORE MD 21202-5506	Church under 501(c)(3)	General Operations	28,000 00
95-4604550	**COLLEGE BOUND-DOLLARS FOR ACHIEVERS** 17316 EDWARDS ROAD, SUITE 180 CERRITOS CA 90703-2449	509(a)(1) under 501(c)(3)	General Operations	25,000 00
95-4515019	**NEW VISIONS FOUNDATION** 3131 OLYMPIC BOULEVARD SANTA MONICA CA 90404-5002	School under 501(c)(3)	General Operations	25,000 00
52-1938443	**URBAN ALLIANCE FOUNDATION, INC.** 2030 Q STREET, N W WASHINGTON DC 20009-1010	509(a)(1) under 501(c)(3)	General Operations	25,000 00
33-0516149	**PROJECT DIGNITY** 12020 CHAPMAN AVENUE, PMB 257 GARDEN GROVE CA 92840-3746	509(a)(1) under 501(c)(3)	General Operations	13,000 00
13-1837418	**FOUNDATION CENTER** 79 FIFTH AVENUE NEW YORK NY 10003-3076	509(a)(1) under 501(c)(3)	General Operations	3,000 00
			TOTAL	2,034,000 00

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FIDELITY INVESTMENTS (SHORT-TERM)	P	VARIOUS	VARIOUS
b	FIDELITY INVESTMENTS (LONG-TERM)	P	VARIOUS	VARIOUS
c	FIDELITY INVESTMENTS (LONG-TERM WASH SALE)	P	VARIOUS	VARIOUS
d	ALTERNATIVE INVESTMENT (SHORT-TERM)	P	VARIOUS	VARIOUS
e	ALTERNATIVE INVESTMENT (LONG-TERM)	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,937,149.		3,323,112.	<385,963.>
b	6,977,639.		6,025,717.	951,922.
c				1,545.
d				<31,415.>
e				130,255.
f	120,522.			120,522.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<385,963.>
b				951,922.
c				1,545.
d				<31,415.>
e				130,255.
f				120,522.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	786,866.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY INVESTMENTS	29.	29.	
TOTAL TO PART I, LINE 3	29.	29.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY INVESTMENTS	425,423.	120,522.	304,901.	304,901.	
TO PART I, LINE 4	425,423.	120,522.	304,901.	304,901.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALTERNATIVE INVESTMENT NET INCOME (EXCL. CAPITAL GAIN-LOSS)	1,109,091.	1,109,289.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,109,091.	1,109,289.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/CONSULTING	32,145.	0.		16,073.
TO FORM 990-PF, PG 1, LN 16B	32,145.	0.		16,073.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	63,857.	57,471.		6,386.
TO FORM 990-PF, PG 1, LN 16C	63,857.	57,471.		6,386.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	5,946.	5,946.		0.
2012 FEDERAL EXCISE TAX PAID WITH EXTENSION	16,000.	0.		0.
ESTIMATED 2013 FEDERAL EXCISE TAX PAID	22,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	44,446.	5,946.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYCHEX PAYROLL EXPENSES	1,421.	0.		0.
MISCELLANEOUS EXPENSES	845.	0.		0.
WIRE TRANSFER FEES	15.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,281.	0.		0.

FOOTNOTES STATEMENT 8

THE TAXPAYER HEREBY ELECTS UNDER REGULATIONS SECTION 1.1411-10(G) TO APPLY THE RULES IN SECTION 1.1411-10(G) TO THE CFCS AND QEFS IDENTIFIED BELOW.

NAME OF CFC/QEF	EIN/REFERENCE ID
COPPER DEVELOPMENT CORPORATION	N/A
CDC PHILIPPINE HOLDINGS LIMITED	N/A
HINOBA HOLDINGS (PHILIPPINES), INC.	N/A
HINOBA-AN & SIPALAY HOLDINGS, INC.	N/A
SELENGA MINING CORPORATION	N/A
BASAY COPPER LIMITED	N/A
ADANACEX RESOURCES, INC.	N/A
PIMCO BRAVO HOLDING FUND, LP	98-0686205

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,286,119.	4,025,229.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,286,119.	4,025,229.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	8,010,117.	9,365,970.
ALTERNATIVE INVESTMENTS	COST	10,336,792.	11,034,481.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,346,909.	20,400,451.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,955.	2,708.	247.
TOTAL TO FM 990-PF, PART II, LN 14	2,955.	2,708.	247.

FORM 990-PF PART XV - LINE 1A STATEMENT 12
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

DONALD B. MILDER
TERRI L. MILDER

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER	01/22/10	200DB	5.00	HY	17	2,955.			1,478.	1,477.	1,066.		164.	1,230.
	* TOTAL 990-PF PG 1 DEPR						2,955.			1,478.	1,477.	1,066.		164.	1,230.

328111
05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone