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
THE VALENCIA FOUNDATION
C/O HEATHER VALENCIA, TRUSTEE

A Employer identification number
91-6522313

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1619 NE 52ND ST.

B Telephone number
206-525-7900

City or town, state or province, country, and ZIP or foreign postal code
SEATTLE, WA 98105

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) ▶$ 669,699.

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				
	4 Dividends and interest from securities	11,493.	11,493.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	75,961.			STATEMENT 1
	b Gross sales price for all assets on line 6a 138,404.				
	7 Capital gain net income (from Part IV, line 2)		78,588.		
	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	427.	0.		STATEMENT 3
	12 **Total** Add lines 1 through 11	87,881.	90,081.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,195.	0.		0.
	c Other professional fees STMT 5	6,190.	6,190.		0.
	17 Interest				
	18 Taxes STMT 6	597.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	25.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	9,007.	6,190.		0.
	25 Contributions, gifts, grants paid	73,300.			73,300.
	26 **Total expenses and disbursements** Add lines 24 and 25	82,307.	6,190.		73,300.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,574.			
	b **Net investment income** (if negative, enter -0-)		83,891.		
	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			
	2 Savings and temporary cash investments	7,186.	18,218.	18,218.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	351,785.	346,327.	651,481.
	c Investments - corporate bonds			
	11 Investments land buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	358,971.	364,545.	669,699.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	358,971.	364,545.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	358,971.	364,545.	
	31 **Total liabilities and net assets/fund balances**	358,971.	364,545.	

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	358,971.
2 Enter amount from Part I, line 27a	2	5,574.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	364,545.
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	364,545.

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	CHARLES SCHWAB ST - SEE ATTACHMENT	P	VARIOUS	VARIOUS
b	CHARLES SCHWAB LT - SEE ATTACHMENT		VARIOUS	VARIOUS
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	1,494.		1,310.	184.
b	136,910.		58,506.	78,404.
c				
d				
e				

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				184.
b				78,404.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 78,588.

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	70,645.	529,941.	.133307
2011	81,970.	512,956.	.159799
2010	61,392.	525,909.	.116735
2009	62,975.	470,114.	.133957
2008	73,300.	629,981.	.116353

2 Total of line 1, column (d)	2	.660151
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	.132030
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	631,125.
5 Multiply line 4 by line 3	5	83,327.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	839.
7 Add lines 5 and 6	7	84,166.
8 Enter qualifying distributions from Part XII, line 4	8	73,300.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,678.
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	1,678.
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	1,678.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 455.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 2,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,455.
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	777.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	777. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? 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) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ HEATHER VALENCIA Telephone no ▶206-525-7900

Located at ▶1619 NE 52ND STREET, SEATTLE, WA ZIP+4 ▶98105

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
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
HEATHER G. VALENCIA 1619 NE 52ND ST. SEATTLE, WA 98105	TRUSTEE 0.00	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

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 NONE	0.
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 NONE	0.
2	
All other program-related investments See instructions 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	627,664.
b	Average of monthly cash balances		1b	13,072.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	640,736.
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	640,736.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	9,611.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	631,125.
6	**Minimum investment return** Enter 5% of line 5		6	31,556.

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	31,556.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,678.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,678.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	29,878.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	29,878.
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	29,878.

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	73,300.
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	73,300.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	73,300.

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				29,878.
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 41,819.				
b From 2009 39,955.				
c From 2010 35,551.				
d From 2011 56,465.				
e From 2012 45,058.				
f Total of lines 3a through e	218,848.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 73,300.				
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				29,878.
e Remaining amount distributed out of corpus	43,422.			
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	262,270.			
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	41,819.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	220,451.			
10 Analysis of line 9				
a Excess from 2009 39,955.				
b Excess from 2010 35,551.				
c Excess from 2011 56,465.				
d Excess from 2012 45,058.				
e Excess from 2013 43,422.				

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))

HEATHER G. VALENCIA

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				
AGROS 2225 4TH AVE, 2ND FLOOR SEATTLE, WA 98121	NONE	PUBLIC CHARITY	CHARITY SUPPORT	3,000.
COMMUNITY BIBLE STUDY 790 STOUT ROAD COLORADO SPRINGS, CO 80921	NONE	PUBLIC CHARITY	CHARITY SUPPORT	200.
SEATTLE CHILDREN'S HOSPITAL RESEARCH FOUNDATION PO BOX 5371 SEATTLE, WA 98145	NONE	PUBLIC CHARITY	CHARITY SUPPORT	200.
CONSTRUCTION FOR CHANGE 5525 16TH AVE NE SEATTLE, WA 98105	NONE	PUBLIC CHARITY	CHARITY SUPPORT	1,000.
DIVINE ALTERNATIVES FOR DADS 5709 RAINIER AVENUE S. SEATTLE, WA 98118	NONE	PUBLIC CHARITY	CHARITY SUPPORT	3,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	73,300.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	11,493.	
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	75,961.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a REVERSAL OF P/Y					
b CONTRIBUTION-CHECK NOT					
c CASHED			01	300.	
d SLM LITIGATION CLASS					
e ACTION SETTLEMENT			01	127.	
12 Subtotal Add columns (b), (d), and (e)		0.		87,881.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	87,881.

(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)
N/A	NOT APPLICABLE

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

Heather Valencia 8/2/14 TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT A. DAVENNY, JR.		06/27/14		P00021333
Firm's name ▶ PETERSON SULLIVAN LLP, CPA'S			Firm's EIN ▶ 91-0605875	
Firm's address ▶ 601 UNION ST, STE 2300 SEATTLE, WA 98101-2345			Phone no 2063827777	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HEARTS IN MOTION 1834 45TH ST, MUNSTER, IN 46321	NONE	PUBLIC CHARITY	CHARITY SUPPORT	200.
INTERNATIONAL FOUNDATION P.O. BOX 112221 TACOMA, WA 98411	NONE	PUBLIC FOUNDATION	CHARITY SUPPORT	16,000.
LEADERSHIP DEVELOPMENT 4616 25TH AVENUE NE, PMB 225 SEATTLE, WA 98105	NONE	PUBLIC FOUNDATION	CHARITY SUPPORT	15,000.
MISSION TO WORLD PO BOX 116284 ATLANTA, GA 30368	NONE	PUBLIC CHARITY	CHARITY SUPPORT	1,000.
NW NETWORK FOUNDATION PO BOX 158 PUYALLUP, WA 98371	NONE	PUBLIC CHARITY	CHARITY SUPPORT	1,000.
PEAK 7 ADVENTURES 14617 N NEWPORT HWY SUITE 7 MEAD, WA 99021	NONE	PUBLIC CHARITY	CHARITY SUPPORT	300.
RESTORE INTERNATIONAL, INC. PO BOX 60370 SAN DIEGO, CA 92166	NONE	PUBLIC CHARITY	CHARITY SUPPORT	1,000.
SEATTLE PACIFIC UNIVERSITY 3307 3RD AVENUE W, SUITE 304 SEATTLE, WA 98119	NONE	PUBLIC CHARITY	CHARITY SUPPORT	1,000.
TELEIOS PMB 502 4616 25TH AVENUE NE SEATTLE, WA 98105-4183	NONE	PUBLIC CHARITY	CHARITY SUPPORT	10,000.
THE NAVIGATORS P.O. BOX 6000 COLORADO SPRINGS, CO 80934	NONE	PUBLIC CHARITY	CHARITY SUPPORT	2,000.
Total from continuation sheets				65,900.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE SERVANT LEADERSHIP FOUNDATION 5045 FARTHING DRIVE COLORADO SPRINGS, CO 80906	NONE	PUBLIC CHARITY	CHARITY SUPPORT	10,000.
UNION GOSPEL MISSION 318 2ND AVENUE EXTENSION S SEATTLE, WA 98104	NONE	PUBLIC CHARITY	CHARITY SUPPORT	7,300.
UNIVERSITY PRESBYTERIAN CHURCH 4540 15TH AVE NE SEATTLE, WA 98105	NONE	PUBLIC CHARITY	CHARITY SUPPORT	600.
YAKIMA TOWN HALL 5000 WEST LINCOLN YAKIMA, WA 98908	NONE	PUBLIC CHARITY	CHARITY SUPPORT	500.
Total from continuation sheets				

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB ST - SEE ATTACHMENT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,494.	1,310.	0.	0.	184.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB LT - SEE ATTACHMENT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
136,910.	61,133.	0.	0.	75,777.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	75,961.

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
CHARLES SCHWAB #9868	11,493.	0.	11,493.	11,493.	
TO PART I, LINE 4	11,493.	0.	11,493.	11,493.	

FORM 990-PF — OTHER INCOME — STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REVERSAL OF P/Y CONTRIBUTION-CHECK NOT CASHED	300.	0.	
SLM LITIGATION CLASS ACTION SETTLEMENT	127.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	427.	0.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,195.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,195.	0.		0.

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 ADVISORY FEES	6,190.	6,190.		0.
TO FORM 990-PF, PG 1, LN 16C	6,190.	6,190.		0.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAID ON INV. INC.	597.	0.		0.
TO FORM 990-PF, PG 1, LN 18	597.	0.		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
WASHINGTON STATE LICENSE FEE	25.	0.		0.
TO FORM 990-PF, PG 1, LN 23	25.	0.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
484 SHS AFLAC INC	23,022.	32,331.
256 SHS ABBOTT LABORATORIES	5,057.	9,812.
256 SHS ABBVIE INC	5,483.	13,519.
240 SHS ACCENTURE LTD	9,212.	19,733.
270 SHS AMGEN INC	15,669.	30,802.
2051 SHS BANK OF AMERICA	18,675.	31,934.
182 SHS BERKSHIRE HATHAWAY	10,244.	21,578.
679 SHS BLOCK H&R INCORPORATED	10,921.	19,718.
175 SHS BRISTOL-MYERS SQUIBB	4,280.	9,301.
560 SHS CABELAS INC	9,952.	37,330.
485 SHS COMCAST	8,428.	24,192.
425 SHS DISNEY WALT CO	9,967.	32,470.
669 SHS EBAY INC	18,364.	36,705.
404 SHS FRANKLIN RESOURCES INC	12,698.	23,323.
1512 SHS GANNETT CO INC	22,399.	44,725.
236 SHS HOME DEPOT INC	9,575.	19,432.
132 SHS JOHNSON & JOHNSON	8,574.	12,090.
498 SHS JP MORGAN CHASE & CO	19,466.	29,123.
114 SHS MCDONALDS CORP	6,494.	11,061.
267 SHS MEDTRONIC INC	9,918.	15,323.

595 SHS MERCK & CO	24,114.	29,780.
370 SHS MYLAN INC	6,564.	16,058.
14 SHS N V R INC	13,032.	14,364.
384 SHS NORDSTROM INC	14,087.	23,731.
677 SHS PFIZER INC	11,046.	20,737.
98 SHS STARBUCKS CORP	1,099.	7,682.
22 SHS STARBUCKS CORP	577.	1,725.
609 SHS WALGREEN COMPANY	20,997.	34,981.
615 SHS WELLS FARGO & CO	16,413.	27,921.
TOTAL TO FORM 990-PF, PART II, LINE 10B	346,327.	651,481.

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JPMORGAN CHASE & CO JPM	11 0000	07/23/12	05/14/13	$543 03	$378 61	$164 42
Security Subtotal				**$543.03**	**$378.61**	**$164.42**
N V R INC NVR	1 0000	11/05/13	12/16/13	$951 03	$930 84	$20 19
Security Subtotal				**$951.03**	**$930.84**	**$20.19**
Total Short-Term				**$1,494.06**	**$1,309.45**	**$184.61**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
A F L A C INC AFL	11 0000	09/08/09	05/14/13	$587.68	$430 91	$156 77
A F L A C INC AFL	18 0000	09/08/09	10/02/13	$1,120 17	$705 13	$415 04
A F L A C INC AFL	6.0000	09/08/09	12/16/13	$397 94	$235 04	$162.90
A F L A C INC AFL	25.0000	11/23/10	12/16/13	$1,658 07	$1,324 66	$333.41
Security Subtotal				**$3,763.86**	**$2,695.74**	**$1,068.12**
ABBOTT LABORATORIES ABT	6 0000	12/01/05	05/14/13	$212 58	$108 57 t	$104 01

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHWAB
INSTITUTIONAL

Schwab One® Account of
VALENCIA FOUNDATION

Account Number
5177-9868

Report Period
January 1 - December 31, 2013

2013 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABBOTT LABORATORIES ABT	27.0000	12/01/05	12/16/13	$975 50	$488 58 t	$486 92
Security Subtotal				**$1,188.08**	**$597.15**	**$590.93**
ABBVIE INC ABBV	6.0000	12/01/05	05/14/13	$262 49	$117 74 t	$144 75
ABBVIE INC ABBV	1 0000	12/01/05	10/02/13	$36 59	$19 62 t	$16 97
ABBVIE INC ABBV	26.0000	12/01/05	12/16/13	$1,382 32	$510 20 t	$872 12
Security Subtotal				**$1,681.40**	**$647.56**	**$1,033.84**
ACCENTURE PLC CL A F ACN	6 0000	03/30/07	05/14/13	$472 55	$230 30 t	$242 25
ACCENTURE PLC CL A F ACN	25 0000	03/30/07	12/16/13	$1,857.27	$959.59 t	$897 68
Security Subtotal				**$2,329.82**	**$1,189.89**	**$1,139.93**
AMGEN INCORPORATED AMGN	3 0000	06/26/09	05/14/13	$315 07	$156 89	$158 18
AMGEN INCORPORATED AMGN	24 0000	06/26/09	12/16/13	$2,691 02	$1,255 14	$1,435 88
Security Subtotal				**$3,006.09**	**$1,412.03**	**$1,594.06**
BANK OF AMERICA CORP BAC	68 0000	02/29/12	05/14/13	$898 29	$554 14	$344 15

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1805-007687 686577

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BANK OF AMERICA CORP BAC	162 0000	02/29/12	12/16/13	$2,462 32	$1,320 15	$1,142 17
Security Subtotal				**$3,360.61**	**$1,874.29**	**$1,486.32**
BERKSHIRE HATHAWAY B NEWCLASS B BRKB	4 0000	06/26/09	05/14/13	$440 16	$225 15	$215 01
BERKSHIRE HATHAWAY B NEWCLASS B BRKB	4 0000	06/26/09	10/02/13	$444 68	$225 15	$219 53
BERKSHIRE HATHAWAY B NEWCLASS B BRKB	16 0000	06/26/09	12/16/13	$1,818.57	$900.58	$917 99
Security Subtotal				**$2,703.41**	**$1,350.88**	**$1,352.53**
BLOCK H & R INCORPORATED HRB	25 0000	06/17/11	05/14/13	$689 33	$385 12	$304 21
BLOCK H & R INCORPORATED. HRB	225 0000	06/17/11	05/22/13	$6,570 23	$3,466.06	$3,104.17
BLOCK H & R INCORPORATED HRB	32 0000	06/17/11	10/02/13	$869 43	$492 95	$376 48
BLOCK H & R INCORPORATED HRB	33 0000	06/17/11	12/16/13	$931 56	$508 36	$423 20
Security Subtotal				**$9,060.55**	**$4,852.49**	**$4,208.06**
BRISTOL-MYERS SQUIBB CO BMY	9 0000	06/26/09	05/14/13	$368.96	$188 24	$180 72

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHWAB
INSTITUTIONAL

Schwab One® Account of
VALENCIA FOUNDATION

Account Number
5177-9868

Report Period
January 1 - December 31, 2013

2013 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BRISTOL-MYERS SQUIBB CO BMY	148 0000	06/26/09	05/22/13	$6,860 11	$3,095 55	$3,764 56
BRISTOL-MYERS SQUIBB CO BMY	132 0000	06/26/09	11/05/13	$6,901 57	$2,760 90	$4,140 67
BRISTOL-MYERS SQUIBB CO BMY	12 0000	06/26/09	12/16/13	$597 65	$250.99	$346 66
Security Subtotal				**$14,728.29**	**$6,295.68**	**$8,432.61**
CABELAS INC CAB	16 0000	09/13/10	05/14/13	$1,094 09	$277 06	$817 03
CABELAS INC CAB	10 0000	09/13/10	10/02/13	$617.45	$173 16	$444 29
CABELAS INC CAB	44 0000	09/13/10	12/16/13	$2,664 48	$761 91	$1,902 57
Security Subtotal				**$4,376.02**	**$1,212.13**	**$3,163.89**
COMCAST CP NEW CL A SPL CLASS A SPL NON-VOTING CMCSK	9 0000	09/13/10	05/14/13	$365 71	$156 40	$209 31
COMCAST CP NEW CL A SPL CLASS A SPL NON-VOTING CMCSK	34 0000	09/13/10	10/02/13	$1,476 14	$590 84	$885 30
COMCAST CP NEW CL A SPL CLASS A SPL NON-VOTING CMCSK	22 0000	09/13/10	12/16/13	$1,043 29	$382.30	$660 99
Security Subtotal				**$2,885.14**	**$1,129.54**	**$1,755.60**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DISNEY WALT CO DIS	10 0000	06/26/09	05/14/13	$662 84	$234 51	$428 33
DISNEY WALT CO DIS	16 0000	06/26/09	10/02/13	$1,028 95	$375 21	$653 74
DISNEY WALT CO DIS	31 0000	06/26/09	12/16/13	$2,177 44	$726 97	$1,450 47
Security Subtotal				**$3,869.23**	**$1,336.69**	**$2,532.54**
EBAY INC EBAY	113 0000	06/26/09	01/28/13	$6,316 68	$1,955 59	$4,361.09
EBAY INC EBAY	13 0000	06/26/09	05/14/13	$719 82	$224 98	$494 84
EBAY INC EBAY	19 0000	06/26/09	10/02/13	$1,043 10	$328 82	$714 28
EBAY INC EBAY	46 0000	06/26/09	12/16/13	$2,429 10	$796 08	$1,633 02
Security Subtotal				**$10,508.70**	**$3,305.47**	**$7,203.23**
FRANKLIN RESOURCES INC BEN	4 0000	08/01/08	05/14/13	$659 12	$398 56	$260 56
FRANKLIN RESOURCES INC BEN	10 0000	08/01/08	10/02/13	$494 44	$332 13	$162 31
FRANKLIN RESOURCES INC BEN	33 0000	08/01/08	12/16/13	$1,797 47	$1,096 03	$701 44
Security Subtotal				**$2,951.03**	**$1,826.72**	**$1,124.31**
GANNETT CO INC DEL GCI	28 0000	09/13/10	05/14/13	$601.78	$381.35	$220 43

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1805-007687 686580

SCHWAB
INSTITUTIONAL

Schwab One® Account of
VALENCIA FOUNDATION

Account Number
5177-9868

Report Period
January 1 - December 31, 2013

2013 Year-End Schwab Gain/Loss Report

<u>Accounting Method</u>
Mutual Funds· Average
All Other Investments First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GANNETT CO INC DEL GCI	100 0000	09/13/10	10/02/13	$2,652 01	$1,361 96	$1,290 05
GANNETT CO INC DEL GCI	54 0000	09/13/10	12/16/13	$1,428 50	$735 46	$693 04
Security Subtotal				**$4,682.29**	**$2,478.77**	**$2,203.52**
HOME DEPOT INC HD	6 0000	01/12/07	05/14/13	$453 94	$241 92	$212 02
HOME DEPOT INC. HD	44 0000	01/12/07	05/22/13	$3,514 64	$1,774.08	$1,740 56
HOME DEPOT INC HD	43 0000	01/19/07	05/22/13	$3,434 77	$1,744 51	$1,690 26
HOME DEPOT INC HD	4 0000	01/19/07	10/02/13	$294 45	$162 28	$132 17
HOME DEPOT INC HD	17 0000	01/19/07	12/16/13	$1,337 96	$689 69	$648 27
Security Subtotal				**$9,035.76**	**$4,612.48**	**$4,423.28**
JOHNSON & JOHNSON JNJ	3 0000	04/23/10	05/14/13	$251 11	$194 88	$56 23
JOHNSON & JOHNSON JNJ	14 0000	04/23/10	12/16/13	$1,271 20	$909 46	$361.74
Security Subtotal				**$1,522.31**	**$1,104.34**	**$417.97**
JPMORGAN CHASE & CO JPM	15 0000	07/23/12	10/02/13	$763.71	$516 29	$247 42

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JPMORGAN CHASE & CO JPM	27 0000	07/23/12	12/16/13	$1,525 19	$929 33	$595 86
Security Subtotal				**$2,288.90**	**$1,445.62**	**$843.28**
MC DONALDS CORP MCD	4 0000	06/26/09	05/14/13	$396 52	$227 87	$168.65
MC DONALDS CORP MCD	12 0000	06/26/09	12/16/13	$1,137 53	$683 60	$453 93
Security Subtotal				**$1,534.05**	**$911.47**	**$622.58**
MEDTRONIC INC. MDT	6 0000	01/05/11	05/14/13	$289.12	$219 26	$69 86
MEDTRONIC INC MDT	7 0000	01/05/11	10/02/13	$362 89	$255.80	$107.09
MEDTRONIC INC MDT	23 0000	01/05/11	12/16/13	$1,285 70	$840 49	$445 21
Security Subtotal				**$1,937.71**	**$1,315.55**	**$622.16**
MERCK & CO INC NEW MRK	7 0000	04/29/08	05/14/13	$316.27	$262 03	$54 24
MERCK & CO INC NEW MRK	21 0000	04/29/08	10/02/13	$1,006.61	$786 08	$220 53
MERCK & CO INC NEW MRK	51.0000	04/29/08	12/16/13	$2,439.67	$1,909.06	$530 61
Security Subtotal				**$3,762.55**	**$2,957.17**	**$805.38**
MYLAN INC MYL	11 0000	09/13/10	05/14/13	$312 24	$197 79	$114 45

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1805-007687 686582

SCHWAB
INSTITUTIONAL

Schwab One® Account of
VALENCIA FOUNDATION

Account Number
5177-9868

Report Period
January 1 - December 31, 2013

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MYLAN INC MYL	187.0000	09/13/10	08/15/13	$6,760.55	$3,362.38	$3,398.17
MYLAN INC MYL	28 0000	09/13/10	10/02/13	$1,096.75	$503.46	$593 29
MYLAN INC MYL	68 0000	09/13/10	11/05/13	$2,667 55	$1,222 68	$1,444 87
MYLAN INC MYL	29.0000	09/13/10	12/16/13	$1,207 90	$521.44	$686 46
Security Subtotal				**$12,044.99**	**$5,807.75**	**$6,237.24**
NORDSTROM INC JWN	7 0000	11/01/07	05/14/13	$418 05	$266 03	$152 02
NORDSTROM INC JWN	7 0000	11/01/07	10/02/13	$381 37	$266 03	$115 34
NORDSTROM INC JWN	35 0000	11/01/07	12/16/13	$2,110 72	$1,330.16	$780 56
Security Subtotal				**$2,910.14**	**$1,862.22**	**$1,047.92**
PFIZER INCORPORATED PFE	15 0000	06/26/09	05/14/13	$431 14	$226 88	$204 26
PFIZER INCORPORATED PFE	23 0000	06/26/09	10/02/13	$654 61	$347 87	$306 74
PFIZER INCORPORATED PFE	51 0000	06/26/09	12/16/13	$1,535 35	$771.38	$763.97
Security Subtotal				**$2,621.10**	**$1,346.13**	**$1,274.97**
STARBUCKS CORP. SBUX	86 0000	09/06/07	01/28/13	$4,817.41	$149 17	$4,668 24

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1805-007687 686583

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds. Average
All Other Investments· First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STARBUCKS CORP SBUX	6.0000	09/06/07	05/14/13	$370.78	$10.41	$360.37
STARBUCKS CORP SBUX	9 0000	09/06/07	10/02/13	$679 63	$15 61	$664 02
STARBUCKS CORP SBUX	83 0000	09/06/07	10/23/13	$6,643 99	$143 97	$6,500 02
STARBUCKS CORP SBUX	84 0000	09/06/07	11/05/13	$6,879 19	$145 70	$6,733 49
STARBUCKS CORP SBUX	9 0000	09/06/07	12/16/13	$677.56	$15 61	$661.95
Security Subtotal				**$20,068.56**	**$480.47**	**$19,588.09**
WALGREEN COMPANY WAG	17 0000	06/26/09	05/14/13	$836.78	$507.14	$329.64
WALGREEN COMPANY WAG	30 0000	06/26/09	10/02/13	$1,665 32	$894.96	$770 36
WALGREEN COMPANY WAG	38 0000	06/26/09	12/16/13	$2,157 05	$1,133 62	$1,023 43
Security Subtotal				**$4,659.15**	**$2,535.72**	**$2,123.43**
WELLS FARGO & CO NEW WFC	16 0000	06/26/09	05/14/13	$610 42	$379 61	$230 81
WELLS FARGO & CO NEW· WFC	7 0000	06/26/09	10/02/13	$278.61	$166.08	$112.53

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WELLS FARGO & CO NEW WFC	58 0000	06/26/09	12/16/13	$2,540 75	$1,376 09	$1,164 66
Security Subtotal				**$3,429.78**	**$1,921.78**	**$1,508.00**
Total Long-Term				**$136,909.52**	**$58,505.73**	**$78,403.79**
Total Realized Gain or (Loss)				**$138,403.58**	**$59,815.18**	**$78,588.40**

Schwab has provided realized gain/loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions
Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options

Endnotes For Your Account

Symbol	Endnote Legend
h	Value includes incomplete cost basis
t	Data for this holding has been edited or provided by a third party

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report