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

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

FRANK AND MARY GILL FOUNDATION
01740 SW MILITARY ROAD
PORTLAND, OR 97219

A Employer Identification number: 93-1307026

B Telephone number (see the instructions): (503) 697-9422

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,898,551.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

	Line	(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 (att sch)	335,544.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	49,589.	49,589.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	82,806.			
	b Gross sales price for all assets on line 6a 1,054,369.				
	7 Capital gain net income (from Part IV, line 2)		356,926.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	467,939.	406,515.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	2,600.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 2	1,486.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	8,809.	8,809.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,895.	8,809.		
	25 Contributions, gifts, grants paid PART XV	311,500.			311,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	324,395.	8,809.		311,500.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	143,544.			
	b **Net investment income** (if negative, enter -0-)		397,706.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1 Cash – non-interest-bearing			
2 Savings and temporary cash investments	93,042.	251,571.	251,571.
3 Accounts receivable ►			
Less allowance for doubtful accounts ►			
4 Pledges receivable ►			
Less. allowance for doubtful accounts ►			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments – U S and state government obligations (attach schedule) STATEMENT 4	25,106.	25,064.	26,198.
b Investments – corporate stock (attach schedule) STATEMENT 5	934,295.	1,104,120.	1,493,967.
c Investments – corporate bonds (attach schedule) STATEMENT 6	305,915.	121,147.	126,815.
11 Investments – land, buildings, and equipment: basis ►			
Less: accumulated depreciation (attach schedule) ►			
12 Investments – mortgage loans			
13 Investments – other (attach schedule)			
14 Land, buildings, and equipment. basis ►			
Less: accumulated depreciation (attach schedule) ►			
15 Other assets (describe ►)			
16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,358,358.	1,501,902.	1,898,551.
LIABILITIES 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
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			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	1,358,358.	1,501,902.	
30 **Total net assets or fund balances** (see instructions)	1,358,358.	1,501,902.	
31 **Total liabilities and net assets/fund balances** (see instructions)	1,358,358.	1,501,902.	

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	1,358,358.
2 Enter amount from Part I, line 27a	2	143,544.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,501,902.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,501,902.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 7			
b				
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				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
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	356,926.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-9,481.

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 (column (b) divided by column (c))
2012	204,596.	1,689,498.	0.121099
2011	148,255.	1,755,353.	0.084459
2010	203,910.	1,742,961.	0.116991
2009	189,437.	1,703,461.	0.111207
2008	147,500.	1,785,079.	0.082629

2	**Total** of line 1, column (d)	2	0.516385
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.103277
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,655,700.
5	Multiply line 4 by line 3	5	170,996.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,977.
7	Add lines 5 and 6	7	174,973.
8	Enter qualifying distributions from Part XII, line 4	8	311,500.

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)

1 a	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 instrs)			
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	3,977.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,977.
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	3,977.
6	Credits/Payments:			
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 1,520.		
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	1,520.
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	2,457.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 the instructions for 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?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OR			
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 ► MARY KAY GILL Telephone no. ► (503) 697-9422

Located at ► 01740 SW MILITARY ROAD PORTLAND, OR ZIP + 4 ► 97219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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
1 a	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)?	1 b	N/A	
	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?	1 c		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 ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		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)? (see instructions) ☐ Yes ☒ No

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

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

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** No: 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY KAY GILL 01740 SW MILITARY ROAD PORTLAND, OR 97219	PRES/SEC/DIR 1.00	0.	0.	0.
FRANK C. GILL 01740 SW MILITARY ROAD PORTLAND, OR 97219	VP/TREAS/DIR 2.00	0.	0.	0.
KATHERINE L. GILL 12993 SW IRON MTN BLVD PORTLAND, OR 97219	DIRECTOR 0.20	0.	0.	0.
MEGAN K. GILL 3112 NE 44TH AVENUE PORTLAND, OR 97213	DIRECTOR 0.20	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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 - THE FOUNDATION DOES NOT HAVE SPECIFIC DIRECT CHARITABLE ACTIVITIES OTHER THAN CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	1,602,470.
b	Average of monthly cash balances	1b	78,444.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,680,914.
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	1,680,914.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	25,214.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,655,700.
6	**Minimum investment return.** Enter 5% of line 5	6	82,785.

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	82,785.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 3,977.		
b	Income tax for 2013. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,977.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	78,808.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	78,808.
6	Deduction from distributable amount (see instructions)	6	
7	***Distributable amount*** *as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1*	7	78,808.

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	311,500.
b	Program-related investments — total from Part IX-B	1b	
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	311,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,977.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	307,523.

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				78,808.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 — 63,830.				
b From 2009 — 105,390.				
c From 2010 — 119,542.				
d From 2011 — 62,181.				
e From 2012 — 123,129.				
f **Total** of lines 3a through e	474,072.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 311,500.				
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				78,808.
e Remaining amount distributed out of corpus	232,692.			
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.	706,764.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	63,830.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	642,934.			
10 Analysis of line 9:				
a Excess from 2009 — 105,390.				
b Excess from 2010 — 119,542.				
c Excess from 2011 — 62,181.				
d Excess from 2012 — 123,129.				
e Excess from 2013 — 232,692.				

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 8

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 of the person to whom applications should be addressed:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total			► **3a**	311,500.
b *Approved for future payment*				
Total			► **3b**	

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 (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	49,589.	
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	82,806.	
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)				132,395.	
13 Total. Add line 12, columns (b), (d), and (e)				13	132,395.

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	N/A

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	1 a (1)		X
(2)	Other assets	1 a (2)		X
b	Other transactions:			
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3)	Rental of facilities, equipment, or other assets	1 b (3)		X
(4)	Reimbursement arrangements	1 b (4)		X
(5)	Loans or loan guarantees	1 b (5)		X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: May 10, 2014 Title: Vice Pres

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
BRYAN B. KNUTSEN	Bryan B. Knutsen	5-8-14	X	P00168654

Firm's name ► BRYAN B. KNUTSEN, CPA, LLC — Firm's EIN ► 20-8108262

Firm's address ► 8825 SE 11TH AVE STE 200, PORTLAND, OR 97202 — Phone no (503) 236-8013

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

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990.***

OMB No 1545-0047

2013

Name of the organization	Employer identification number
FRANK AND MARY GILL FOUNDATION	93-1307026

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

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

Name of organization	Employer identification number
FRANK AND MARY GILL FOUNDATION	93-1307026

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FRANK C. AND MARY KAY GILL 01740 SW MILITARY ROAD PORTLAND, OR 97219	$ 335,544.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
FRANK AND MARY GILL FOUNDATION	93-1307026

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4920 UNITS SUNOCO LOGISTICS PARTNERS LP	$ 335,544.	12/12/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: FRANK AND MARY GILL FOUNDATION

Employer identification number: 93-1307026

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ► $ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FRANK AND MARY GILL FOUNDATION 93-1307026

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 2,600.			
TOTAL	$ 2,600.	$ 0.		$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES (REFUNDS)	$ 1,225.			
STATE TAX	261.			
TOTAL	$ 1,486.	$ 0.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	$ 775.	$ 775.		
INVESTMENT FEES & OTHER EXPENSES	8,034.	8,034.		
TOTAL	$ 8,809.	$ 8,809.		$ 0.

STATEMENT 4
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AVONDALE ARIZONA BOND 5.25%	COST	$ 25,064.	$ 26,198.
		$ 25,064.	$ 26,198.
	TOTAL	$ 25,064.	$ 26,198.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK, SCHEDULE 1	COST	$ 1,104,120.	$ 1,493,967.
	TOTAL	$ 1,104,120.	$ 1,493,967.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS, SCHEDULE 2	COST	$ 121,147.	$ 126,815.
	TOTAL	$ 121,147.	$ 126,815.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	400 CAPITAL ONE FINANCIAL PFD	PURCHASED	9/13/2012	8/16/2013
2	125 DEERE & CO COM	PURCHASED	10/03/2012	9/05/2013
3	300 DIGITAL RLTY TR INC	PURCHASED	10/10/2013	10/30/2013
4	700 GLOBAL X FDS CHINA CONS ETF	PURCHASED	10/24/2012	6/11/2013
5	500 HMS HOLDINGS CORP	PURCHASED	11/08/2012	9/05/2013
6	600 INTEL CORP	PURCHASED	5/08/2012	3/04/2013
7	40 INTUITIVE SURGICAL INC	PURCHASED	VARIOUS	7/12/2013
8	300 ISHARES GLOBAL FINANCIALS ETF	PURCHASED	2/08/2013	10/24/2013
9	100 JPMORGAN CHASE & CO ALERIAN ML ETN	PURCHASED	2/08/2013	9/05/2013
10	787 PIMCO ALL ASSET	PURCHASED	3/05/2013	10/24/2013
11	100 QUALCOMM	PURCHASED	6/28/2012	3/04/2013
12	325 SPDR GOLD SHARES	PURCHASED	VARIOUS	VARIOUS
13	550 SPDR S&P HOMEBUILDER	PURCHASED	VARIOUS	10/10/2013
14	900 BIOMED REALTY TRUST	PURCHASED	VARIOUS	10/24/2013
15	200 CONOCO PHILLIPS	PURCHASED	12/20/2011	10/10/2013
16	400 HEINZ HJ CO COM	PURCHASED	VARIOUS	3/04/2013
17	800 INTEL CORP	PURCHASED	VARIOUS	8/16/2013
18	100 ISHARES RUSSELL 2000	PURCHASED	6/28/2012	8/16/2013
19	350 KINDER MORGAN INC	PURCHASED	6/28/2012	9/05/2013
20	508 MATTHEWS ASIAN GROWTH AND INCOME	PURCHASED	10/18/2012	10/24/2013
21	100 MCDONALDS CORP	PURCHASED	2/08/2011	2/08/2013
22	350 MICROCHIP TECHNOLOGY INC	PURCHASED	6/14/2011	2/08/2013
23	400 PEMBINA PIPELINE CORP	PURCHASED	4/11/2012	10/10/2013
24	542 TELEFONICA BRASIL SA	PURCHASED	1/12/2011	8/16/2013
25	700 AVAGO TECHNOLOGIES LTD	PURCHASED	VARIOUS	4/09/2013
26	275 ALLERGAN INC	PURCHASED	VARIOUS	10/23/2013
27	25 APPLE INC	PURCHASED	5/01/2009	10/24/2013
28	25M BOEING CO 5.125%	PURCHASED	11/07/2008	2/15/2013
29	100 CERNER CORPORATION	PURCHASED	1/14/2009	10/24/2013
30	75 CHEVRONTEXACO CORP	PURCHASED	10/13/2008	10/24/2013
31	25M EMERSON ELEC CO 4.5%	PURCHASED	11/07/2008	5/01/2013

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
32	300 EXXON MOBIL CORP	PURCHASED	10/13/2008	VARIOUS
33	50M GENERAL ELECTRIC CO 5%	PURCHASED	8/20/2008	2/01/2013
34	100 HOME DEPOT INC	PURCHASED	7/13/2010	8/16/2013
35	175 IBM	PURCHASED	10/13/2008	VARIOUS
36	729 LOOMIS SAYLES BOND RETAIL SHARES	PURCHASED	10/05/2011	4/10/2013
37	500 MERCK & CO INC	PURCHASED	VARIOUS	VARIOUS
38	25M PSI ENERGY INC 5%	PURCHASED	11/07/2008	9/15/2013
39	300 PFIZER INC	PURCHASED	10/13/2008	VARIOUS
40	600 POWERSHARES FINANCIAL PREF	PURCHASED	8/18/2010	8/05/2013
41	4920 SUNOCO LOGISTICS PARTNERS LP	DONATED	VARIOUS	12/13/2013
42	50M VERIZON COMMUNICATIONS INC 5.25%	PURCHASED	11/05/2008	4/15/2013
43	PRIN - SPDR GOLD SHARES	PURCHASED	VARIOUS	VARIOUS
44	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	8,833.		10,004.	-1,171.				$ -1,171.
2	10,452.		10,200.	252.				252.
3	14,719.		16,142.	-1,423.				-1,423.
4	9,692.		9,976.	-284.				-284.
5	12,090.		12,218.	-128.				-128.
6	12,720.		16,434.	-3,714.				-3,714.
7	17,142.		19,668.	-2,526.				-2,526.
8	16,539.		14,472.	2,067.				2,067.
9	4,440.		4,300.	140.				140.
10	9,858.		10,000.	-142.				-142.
11	6,648.		5,382.	1,266.				1,266.
12	45,615.		51,191.	-5,576.				-5,576.
13	16,269.		14,563.	1,706.				1,706.
14	17,910.		16,260.	1,650.				1,650.
15	14,100.		10,724.	3,376.				3,376.
16	28,979.		19,539.	9,440.				9,440.
17	17,544.		20,958.	-3,414.				-3,414.
18	10,179.		7,640.	2,539.				2,539.
19	12,334.		10,907.	1,427.				1,427.
20	9,949.		9,238.	711.				711.
21	9,520.		7,570.	1,950.				1,950.
22	12,757.		12,829.	-72.				-72.
23	12,700.		11,795.	905.				905.
24	11,198.		12,306.	-1,108.				-1,108.
25	24,359.		22,664.	1,695.				1,695.
26	25,178.		17,050.	8,128.				8,128.
27	13,124.		3,181.	9,943.				9,943.
28	25,000.		25,000.	0.				0.
29	5,901.		967.	4,934.				4,934.
30	9,051.		4,658.	4,393.				4,393.
31	25,000.		25,000.	0.				0.
32	26,374.		19,860.	6,514.				6,514.
33	50,000.		50,000.	0.				0.
34	7,566.		2,872.	4,694.				4,694.
35	31,277.		16,005.	15,272.				15,272.
36	11,210.		10,000.	1,210.				1,210.
37	22,324.		13,869.	8,455.				8,455.
38	25,000.		25,000.	0.				0.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
39	8,524.		4,872.	3,652.				$ 3,652.
40	10,470.		10,705.	-235.				-235.
41	335,915.		61,424.	274,491.				274,491.
42	50,000.		50,000.	0.				0.
43	52.		0.	52.				52.
44								5,857.
							TOTAL	$ 356,926.

STATEMENT 8
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

MARY KAY GILL
FRANK C. GILL

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
CENTRAL CATHOLIC HIGH SCHOOL 2401 SE STARK STREET PORTLAND, OR 97214	N/A	PUBLIC	EXEMPT PURPOSE	$ 70,000.
DE LA SALLE N. CATHOLIC HIGH SCHOOL 7528 N. FENWICK AVENUE PORTLAND, OR 97217	N/A	PUBLIC	EXEMPT PURPOSE	20,000.
FRIENDS OF THE CHILDREN 44 NE MORRIS STREET PORTLAND, OR 97212	N/A	PUBLIC	EXEMPT PURPOSE	20,500.
PROVIDENCE ST VINCENT MEDICAL FOUNDATION 9205 SW BARNES ROAD PORTLAND, OR 97225	N/A	PUBLIC	EXEMPT PURPOSE	50,000.
PROVIDENCE PORTLAND MEDICAL FOUNDATION 4805 NE GLISAN STREET PORTLAND, OR 97213	N/A	PUBLIC	EXEMPT PURPOSE	10,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHILD ADVOCATES, INC 1001 MOLALLA AVENUE, SUITE 203 OREGON CITY, OR 97045	N/A	PUBLIC	EXEMPT PURPOSE	$ 6,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	N/A	PUBLIC	EXEMPT PURPOSE	10,000.
SOCIAL VENTURE PARTNERS 221 NW SECOND AVE, STE 210-E PORTLAND, OR 97209	N/A	PUBLIC	EXEMPT PURPOSE	5,000.
TRANSITIONAL YOUTH 12050 SE STEVENS RD, STE 100 CLACKAMAS, OR 97086	N/A	PUBLIC	EXEMPT PURPOSE	10,000.
ST ANDREW NATIVITY SCHOOL 4925 NE 9TH AVE PORTLAND, OR 97211	N/A	PUBLIC	EXEMPT PURPOSE	10,000.
OREGON HUMANE SOCIETY 1067 NE COLUMBIA BLVD PORTLAND, OR 97211	N/A	PUBLIC	EXEMPT PURPOSE	5,000.
THE ABBEY FOUNDATION OF OREGON ONE ABBEY DRIVE SAINT BENEDICT, OR 97373	N/A	PUBLIC	EXEMPT PURPOSE	5,000.
THE NATURE CONSERVANCY 4245 N FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	N/A	PUBLIC	EXEMPT PURPOSE	20,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	N/A	PUBLIC	EXEMPT PURPOSE	10,000.
THE OREGON SYMPHONY 921 SW WASHINGTON, STE 200 PORTLAND, OR 97205	N/A	PUBLIC	EXEMPT PURPOSE	10,000.
OREGON HEALTH & SCIENCE UNIV FND 1121 SW SALMON STREET, STE 100 PORTLAND, OR 97205	N/A	PUBLIC	EXEMPT PURPOSE	50,000.
			TOTAL	$ 311,500.

FRANK AND MARY GILL FOUNDATION
DECEMBER 31, 2013
93-1307026

CORPORATE STOCK	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
300 HOME DEPOT INC	COST	$ 8,616 00	$ 24,702 00
300 NIKE INC	COST	9,244 00	23,592 00
400 COCA COLA CO	COST	10,886 00	16,524 00
450 BAYTEX ENERGY CORP	COST	13,297 00	17,622 00
125 CHEVRONTEXACO CORP	COST	7,763 00	15,614 00
1,300 NEW YORK COMMUNITY BANCORP	COST	17,160 00	21,905 00
500 PLUM CREEK TIMBER CO INC	COST	18,613 00	23,255 00
700 CERNER CORPORATION	COST	6,256 00	39,018 00
300 MERCK & CO INC	COST	7,586 00	15,015 00
800 PFIZER INC	COST	12,992 00	24,504 00
1,100 GENERAL ELECTRIC CO	COST	19,577 00	30,833 00
100 PRECISION CASTPARTS CORP	COST	7,552 00	26,930 00
250 STERICYCLE	COST	14,856 00	29,042 00
200 UNITED PARCEL SVC	COST	11,755 00	21,016 00
400 ACCENTURE PLC	COST	16,135 00	32,888 00
75 APPLE INC	COST	9,544 00	42,076 00
350 COGNIZANT TECH SOLUTIONS	COST	16,823 00	35,343 00
500 PORTLAND GENERAL ELECTRIC CO	COST	11,571 00	15,100 00
200 NOVARTIS AG	COST	11,285 00	16,076 00
1,400 FORD MTR CO	COST	15,999 00	21,602 00
450 INTL PAPER CO	COST	16,673 00	22,063 00
375 QUALCOMM	COST	22,165 00	27,844 00
300 STARBUCKS CORP	COST	16,044 00	23,517 00
225 AMGEN INC	COST	25,434 00	25,668 00
125 CONTINENTAL RESOURCES INC	COST	13,404 00	14,065 00
250 EDWARDS LIFESCIENCES CORP	COST	18,320 00	16,440 00
300 EQUIFAX	COST	17,817 00	20,727 00
20 GOOGLE INCORPORATED	COST	19,530 00	22,414 00
400 JOHNSON CTLS INC	COST	16,492 00	20,520 00
200 OCCIDENTAL PETROLEUM CORP	COST	17,316 00	19,020 00
300 SALESFORCE COM INC	COST	15,375 00	16,557 00
100 UNION PAC CORP	COST	15,515 00	16,800 00
475 WESTAR ENERGY INC	COST	14,149 00	15,281 00
400 SEADRILL LIMITED	COST	18,181 00	16,432 00
150 ACE LTD	COST	13,817 00	15,529 00
700 BANK OF AMERICA CORP PFD	COST	16,555 00	16,863 00
600 MORGAN STANLEY CAP V	COST	13,680 00	13,422 00
300 AMERICAN TOWER CORP	COST	21,896 00	23,946 00
450 RAYONIER INC	COST	19,003 00	18,945 00
250 LYONDELLBASELL INDUSTRIES NV	COST	11,408 00	20,070 00
225 MICHAEL KORS HLDGS LTD	COST	11,581.00	18,268 00
3,226 DRIEHAUS INTERNATIONAL SMALL CAP GROWTH	COST	25,000 00	34,968 00
1,400 BANCO SANTANDER SA	COST	13,035 00	12,698 00
125 DIAGEO PLC ADR	COST	16,122 00	16,553 00
800 ISHARES RUSSELL 2000 INDEX	COST	55,081 00	92,288 00
700 JPMORGAN CHASE & CO ALERIAN ML ETN	COST	23,309 00	32,445 00
1,900 ALPS ETF TR ALERIAN MLP	COST	32,300 00	33,801 00
700 ISHARES GLOBAL FINANCIALS ETF	COST	33,767 00	39,333 00
1,275 ISHARES RUSSELL 1000 ETF	COST	109,779 00	131,542 00
2,110 LAZARD EMERGING MARKETS	COST	40,000 00	39,394 00
1,499 MATTHEWS ASIAN GROWTH AND INCOME	COST	26,762 00	28,337 00
2,848 EATON VANCE PARAMETRIC EMERGING MKTS	COST	41,400 00	42,384 00
1,952 OAKMARK INTL EQUITY	COST	43,700 00	51,371 00
711 WORLD REMS REAL ESTATE VALUE OPPORTUNITY	COST	12,000 00	11,040 00
933 FPA CRESCENT INSTL	COST	30,000 00	30,765 00
		$ 1,104,120 00	$ 1,493,967 00

SCHEDULE 1

FRANK AND MARY GILL FOUNDATION
DECEMBER 31, 2013
93-1307026

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO EMERGING LOCAL BOND FUND	COST	$ 15,000.00	$ 13,067 00
GOLDMAN SACH GROUP INC 5.500% 11/15/2014	COST	49,947 00	52,113.00
CONOCOPHILLIPS 4.750% 2/01/2014	COST	6,004 00	6,020 00
NUCOR CORP 5.850% 6/01/2018	COST	25,060 00	28,325 00
ORACLE CORP 5.250% 1/15/2016	COST	25,136.00	27,290.00
		$ 121,147.00	$ 126,815 00

SCHEDULE 2