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

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

2013

For calendar year 2013, or tax year beginning

, 2013, and ending

THE BIDSTRUP FOUNDATION
C/O BLAINE A. WHITAKER, CPA, PLLC
777 E. THOMAS ROAD, SUITE 210
PHOENIX, AZ 85014

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) J Accounting method: Cash Accrual
 Other (specify)

► \$ 1,950,929. (Part I, column (d) must be on cash basis)

A	Employer identification number 94-2791757	► <input type="checkbox"/>
B	Telephone number (see the instructions) (602) 264-7544	► <input type="checkbox"/>
C	If exemption application is pending, check here	► <input type="checkbox"/>
D	1 Foreign organizations, check here	► <input type="checkbox"/>
	2 Foreign organizations meeting the 85% test, check here and attach computation	► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here	► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	► <input type="checkbox"/>

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	129,321.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,427.	32,942.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	509,165.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
	SEE STATEMENT 2	444,215.	438,025.		
12 Total. Add lines 1 through 11	607,925.	473,139.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	SEE ST 3	4,800.	3,600.	1,200.
	c Other prof fees (attach sch)	SEE ST 4	4,950.	4,950.	
	17 Interest		807.	804.	
	18 Taxes (attach schedule) (see instrs)	SEE STM 5	1,108.	1,189.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
		SEE STATEMENT 6	12,973.	11,915.	881.
24 Total operating and administrative expenses. Add lines 13 through 23		24,638.	22,458.	2,081.	
25 Contributions, gifts, grants paid PART XV		127,000.		127,000.	
26 Total expenses and disbursements. Add lines 24 and 25		151,638.	22,458.	0.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		456,287.			
b Net investment income (if negative, enter -0-)			450,681.		
c Adjusted net income (if negative, enter -0-)				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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		106,207.	78,278.	78,278.
	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)				
	b Investments - corporate stock (attach schedule)	STATEMENT 7	477,399.	969,332.	1,037,888.
	c Investments - corporate bonds (attach schedule)	STATEMENT 8	418,566.	554,780.	554,210.
L I A B I T I E S	11 Investments - land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	STATEMENT 9	424,618.	280,553.	280,553.
	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)		1,426,790.	1,882,943.	1,950,929.
N F E U N D A S B S E T A S N C O R E S	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons		1,019.	885.	
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe	►			
	23 Total liabilities (add lines 17 through 22)		1,019.	885.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	►			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	►			
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		1,425,771.	1,882,058.	
	30 Total net assets or fund balances (see instructions)		1,425,771.	1,882,058.	
	31 Total liabilities and net assets/fund balances (see instructions)		1,426,790.	1,882,943.	

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	1,425,771.
2 Enter amount from Part I, line 27a	2	456,287.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,882,058.
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	1,882,058.

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)
1 a SEE STATEMENT 10					
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	2,172.	
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	-3,395.	

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	118,107.	1,437,854.	0.082141
2011	169,371.	1,526,080.	0.110984
2010	239,203.	1,759,359.	0.135960
2009	250,529.	2,023,672.	0.123799
2008	195,624.	2,301,182.	0.085010

- 2 Total of line 1, column (d) 2 0.537894
- 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 0.107579
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 1,574,958.
- 5 Multiply line 4 by line 3 5 169,432.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 4,507.
- 7 Add lines 5 and 6 7 173,939.
- 8 Enter qualifying distributions from Part XII, line 4 8 129,081.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	1	9,014.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	9,014.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3	Add lines 1 and 2	5	9,014.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,885.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	9,500.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	11,385.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,371.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 2,371. Refunded	11	0.

Part VII-A | Statements Regarding Activities

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?	Yes	No
1 a		X	
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1 b		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			
1 c	Did the foundation file Form 1120-POL for this year?	Yes	No
1 c		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.	Yes	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	Yes	No
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	Yes	No
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	Yes	No
3		X	
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4 a		X	
4 b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
4 b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	Yes	No
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?	Yes	No
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	Yes	No
7		X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	Yes	No
8 a	AZ		
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	Yes	No
8 b		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	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No
10		X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	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? Website address	13	X
14	The books are in care of ► BLAINE A. WHITAKER, CPA, PLLC Located at ► 777 E. THOMAS ROAD, SUITE 250 PHOENIX AZ	Telephone no ► (602) 264-7544 ZIP + 4 ► 85014	N/A ►
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
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? See the instructions for exceptions and filing requirements for Form TD F 90-221. If 'Yes,' enter the name of the foreign country ►	16	Yes X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1 b	N/A
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? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)

5 a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b 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)?			5 b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)				
6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6 b	X
If 'Yes' to 6b, file Form 8870				
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7 b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGINA BIDSTRUP 7511 N. EUCALYPTUS DRIVE PARADISE VALLEY, AZ 85253	PRESIDENT 6.00	0.	0.	0.
G. PETER BIDSTRUP 7511 N. EUCALYPTUS DRIVE PARADISE VALLEY, AZ 85253	VICE PRESIDE 2.00	0.	0.	0.
CHARLES PARKER 5136 N. 31ST PLACE, #613 PHOENIX, AZ 85016	DIRECTOR 2.00	0.	0.	0.
WILLIAM A. CLARKE 1 E. WASHINGTON, #1900 PHOENIX, AZ 85004	SECRETARY 1.00	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
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.**

Total. Add lines 1 through 3

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

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

1a	1,118,413.
1b	199,565.
1c	280,964.
1d	1,598,942.
2	0.
3	1,598,942.
4	23,984.
5	1,574,958.
6	78,748.

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

1	78,748.
2a	9,014.
2b	
2c	9,014.
3	69,734.
4	
5	69,734.
6	
7	69,734.

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
- b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
- a Suitability test (prior IRS approval required)
- b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	129,081.
1b	
2	
3a	
3b	
4	129,081.
5	
6	129,081.

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				69,734.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2013				
a From 2008 81,333.				
b From 2009 149,345.				
c From 2010 151,867.				
d From 2011 94,975.				
e From 2012 46,454.				
f Total of lines 3a through e 523,974.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 129,081.			0.	
a Applied to 2012, but not more than line 2a				
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				69,734.
e Remaining amount distributed out of corpus 59,347.				
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 5 583,321.				
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.				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) 81,333.				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 501,988.				
10 Analysis of line 9				
a Excess from 2009 149,345.				
b Excess from 2010 151,867.				
c Excess from 2011 94,975.				
d Excess from 2012 46,454.				
e Excess from 2013 59,347.				

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

N/A

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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

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

a The name, address, and telephone number 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
<i>a Paid during the year</i> SEE STATEMENT 11				
Total			► 3a	127,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	525990	2.	14	32,942.	483.
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	525990	-1,210.	18	2,172.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 12		2,784.		441,431.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,576.		476,545.	483.
13 Total Add line 12, columns (b), (d), and (e)				13	478,604.

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)
4	TAX EXEMPT INTEREST EXCLUDED FROM INCOME UNDER IRC SECTION 103
</	

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

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
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			

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		

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.

Sign
Here

Regina Bidstrup 11.6.14 ► *President*
Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Paid Preparer Use Only	Print/Type preparer's name BLAINE A. WHITAKER	Preparer's signature 	Date 11/5/14	Check <input type="checkbox"/> if self employed	PTIN P00146222
	Firm's name ► BLAINE A. WHITAKER, CPA, PLLC	Firm's EIN ► 20-0741103			
	Firm's address ► 777 E. THOMAS RD., SUITE 210 PHOENIX, AZ 85014	Phone no (602) 264-7544			

BAA

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

OMB No. 1545 0047

Schedule of Contributors**2013**

► 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.

Name of the organization	THE BIDSTRUP FOUNDATION C/O BLAINE A. WHITAKER, CPA, PLLC	Employer identification number 94-2791757
--------------------------	--	--

Organization type (check one)**Filers of:**

Form 990 or 990-EZ

Section:

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 (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)**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.****Schedule B** (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE BIDSTRUP FOUNDATION

Employer identification number

94-2791757

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	G. PETER & REGINA BIDSTRUP 7511 N. EUCALYPTUS DRIVE PARADISE VALLEY, AZ 85253	\$ 129,321	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE BIDSTRUP FOUNDATION

94-2791757

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	3 NORTHWESTERN MUTUAL LIFE INSURANCE POLICIES, #6845302, #7706734, #7708248	\$ 129,321	5/07/13
(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
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Name of organization
THE BIDSTRUP FOUNDATION

Employer identification number

94-2791757

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.

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

2013

FEDERAL STATEMENTS
THE BIDSTRUP FOUNDATION
C/O BLAINE A. WHITAKER, CPA, PLLC

PAGE 1

94-2791757

STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	FROM K-1 UNRELATED BUSINESS INCOME		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	12/31/2013		
TO WHOM SOLD:			
GROSS SALES PRICE:	0.		
COST OR OTHER BASIS:	80.		
BASIS METHOD:	COST	GAIN (LOSS)	-80.
DESCRIPTION:	FROM K-1 UNRELATED BUSINESS INCOME		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	12/31/2013		
TO WHOM SOLD:			
GROSS SALES PRICE:	0.		
COST OR OTHER BASIS:	1,130.		
BASIS METHOD:	COST	GAIN (LOSS)	-1,130.
		TOTAL \$	<u>-1,210.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVESTMENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
NORTHWESTERN MUTUAL LIFE	\$ 437,694.	\$ 437,694.	
ORDINARY INCOME FROM K-1	-509.		
OTHER INCOME FROM K-1	3,504.		
OTHER NET RENTAL FROM K-1	34.		
PORTFOLIO INCOME FROM K-1	313.	313.	
RENTAL FROM K-1	-369.		
ROYALTY INCOME FROM K-1	66.	26.	
SEC. 1231 GAIN FROM K-1	3,474.		
SEC. 1256 GAIN FROM K-1	8.	-8.	
TOTAL	<u>\$ 444,215.</u>	<u>\$ 438,025.</u>	<u>0.</u>

STATEMENT 3
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	\$ 4,800.	\$ 3,600.	\$ 0.	\$ 1,200.
TOTAL	<u>\$ 4,800.</u>	<u>\$ 3,600.</u>	<u>\$ 0.</u>	<u>\$ 1,200.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 4,950.	\$ 4,950.	\$ 0.	\$ 0.
TOTAL	<u>\$ 4,950.</u>	<u>\$ 4,950.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 1,193.	\$ 1,189.	\$ 0.	\$ 0.
STATE TAXES	-85.			
TOTAL	<u>\$ 1,108.</u>	<u>\$ 1,189.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD EXPENSES	\$ 854.	\$ 427.	\$ 427.	
DUES	875.	437.		438.
LICENSE & PERMITS	10.	5.		5.
NONDEDUCTIBLE EXPENSES FROM K-1	61.			
OTHER DEDUCTIONS FROM K-1	72.			
PORTFOLIO DEDUCTIONS FROM K-1	11,036.	11,035.		
POSTAGE	22.	11.		11.
SECTION 179 DEDUCTION FROM K-1	43.			
TOTAL	<u>\$ 12,973.</u>	<u>\$ 11,915.</u>	<u>\$ 0.</u>	<u>\$ 881.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>		<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DFA INTL SMALL CAP VALUE		MKT VAL	\$ 45,231.	\$ 51,467.
DFA JAPANESE SMALL CO FD		MKT VAL	36,464.	43,316.
VANGUARD DIV APPR INDEX		MKT VAL	105,326.	133,641.
VANGUARD FTSE ETF DEV		MKT VAL	56,966.	65,229.
VANGUARD FTSE EMERGING		MKT VAL	40,267.	39,906.
VANGUARD REIT		MKT VAL	24,269.	23,887.
VANGUARD TOTAL STOCK MKT		MKT VAL	50,127.	62,870.
2011 DIVIDENDS REPORTED NOT RECEIVED		MKT VAL	412.	412.
DFA EMERGING MARKETS		MKT VAL	105,878.	106,060.
DFA INTL VALUE PORTFOLIO		MKT VAL	70,791.	78,452.
DFA INTL VECTOR EQTY		MKT VAL	65,735.	73,443.
VANGUARD TOTAL STOCK MARKET		MKT VAL	63,830.	77,407.
STONE RIDGE REINSURANCE		MKT VAL	35,000.	34,975.
T ROWE PRICE EMRG EUROPE		MKT VAL	13,897.	14,608.
TOCQUEVILLE GOLD FUND		MKT VAL	80,900.	62,734.
VANGUARD PRECIOUS METALS		MKT VAL	45,500.	42,155.
ISHARES GOLD TRUST		MKT VAL	47,997.	40,716.
WISDOMTREE JPN HDGD EQTY		MKT VAL	19,899.	22,522.
VANGUARD FTSE ETF WORLD EX SC		MKT VAL	25,879.	27,794.
VANGUARD MID CAP		MKT VAL	15,913.	16,503.
VANGUARD SMALL CAP		MKT VAL	19,051.	19,791.
		TOTAL	\$ 969,332.	\$ 1,037,888.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>		<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DFA ONE YEAR FIXED		MKT VAL	\$ 151,291.	\$ 150,704.
DOUBLELINE CORE FIXED		MKT VAL	46,175.	45,047.
PIMCO FOREIGN BOND FUND		MKT VAL	57,083.	57,304.
VANGUARD S/T INVESTMENT		MKT VAL	121,868.	121,639.
POWERSHS EXCH TRAD FD TR		MKT VAL	16,205.	16,200.
SPDR DOW JONES INTL		MKT VAL	15,687.	16,274.
VANGUARD BOND INDEX FD		MKT VAL	19,906.	19,612.
POWERSHARES DB COMMODITY INDEX		MKT VAL	36,797.	36,437.
SPDR BARCLAYS ETF GLOBAL TR		MKT VAL	11,829.	11,837.
STONE RIDGE HIGH YIELD		MKT VAL	14,114.	14,383.
STONE RIDGE REINSURANCE		MKT VAL	36,113.	36,870.
VANGUARD CORP BOND ETF		MKT VAL	7,897.	7,978.
SPDR BARCLAYS ETF HY INDEX		MKT VAL	11,963.	12,032.
VANGUARD SH-TERM ETF		MKT VAL	7,852.	7,893.
		TOTAL	\$ 554,780.	\$ 554,210.

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DHS OFFSHORE SPC	COST	\$ 2,576.	\$ 2,576.
NORTHGATE PRIVATE EQUITY PARTNERS	COST	80,260.	80,260.
STRATEGIC RE FUND	COST	66,462.	66,462.
NORTHGATE IV-B	COST	131,255.	131,255.
	TOTAL	\$ 280,553.	\$ 280,553.

STATEMENT 10
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	149.109 DOUBLELINE CORE	PURCHASED	VARIOUS	2/01/2013
2	1148.73 FIRST EAGLE GOLD	PURCHASED	VARIOUS	8/20/2013
3	672.646 METZLER/PAYDEN EURO	PURCHASED	5/07/2013	8/16/2013
4	349.908 PIMCO FOREIGN BOND	PURCHASED	VARIOUS	2/01/2013
5	2071.832 DOUBLELINE CORE	PURCHASED	VARIOUS	2/01/2013
6	1397.001 FIRST EAGLE GOLD	PURCHASED	VARIOUS	8/20/2013
7	1969.833 PIMCO FOREIGN BOND	PURCHASED	VARIOUS	2/01/2013
8	895 SPDR SERIES TRUST ETF DB INTL	PURCHASED	6/29/2011	5/07/2013
9	504.364 VANGUARD DIV APPR INDEX	PURCHASED	VARIOUS	12/24/2013
10	310 BARCLAYS BANK IPATH ETN	PURCHASED	VARIOUS	VARIOUS
11	50 ISHARES IBOXX INVESTOP	PURCHASED	4/15/2013	6/21/2013
12	100 ISHARES TR BARCLAYS BOND	PURCHASED	4/15/2013	6/21/2013
13	50 ISHARES TR BARCLAYS TIPS	PURCHASED	4/15/2013	6/21/2013
14	160 POWERSHS DB COMM	PURCHASED	12/07/2012	VARIOUS
15	180 SPDR BARCLAYS ETF GLOBAL TR	PURCHASED	4/15/2013	VARIOUS
16	180 SPDR BARCLAYS ETF HIGH	PURCHASED	VARIOUS	VARIOUS
17	200 SPDR SERIES TRUST ETF DB INTL	PURCHASED	VARIOUS	VARIOUS
18	480 VANGUARD BOND INDEX ST	PURCHASED	VARIOUS	VARIOUS
19	310 VANGUARD BOND INDEX TOTAL BD	PURCHASED	VARIOUS	VARIOUS
20	380 VANGUARD CORP BOND ETF	PURCHASED	VARIOUS	VARIOUS
21	200 VANGUARD FTSE EMERGING	PURCHASED	12/07/2012	4/15/2013
22	60 VANGUARD FTSE ETF WORLD SC	PURCHASED	12/07/2012	4/15/2013
23	120 VANGUARD MID CAP	PURCHASED	VARIOUS	VARIOUS
24	20 VANGUARD REIT	PURCHASED	9/06/2012	6/21/2013
25	230 VANGUARD SH-TERM ETF	PURCHASED	VARIOUS	VARIOUS
26	160 VANGUARD SMALL CAP	PURCHASED	VARIOUS	VARIOUS
27	67 VANGUARD TOTAL STOCK MKT	PURCHASED	5/16/2013	6/21/2013
28	170 VANGUARD VALUE	PURCHASED	VARIOUS	10/01/2013
29	220 BARCLAYS BANK IPATH ETN	PURCHASED	VARIOUS	VARIOUS
30	40 ISHARES IBOXX INVESTOP	PURCHASED	7/25/2011	6/21/2013
31	40 ISHARES TR BARCLAYS TIPS	PURCHASED	7/25/2011	6/21/2013
32	120 JP MORGAN EXCH	PURCHASED	7/25/2011	5/16/2013
33	80 SPDR BARCLAYS ETF GLOBAL TR	PURCHASED	7/30/2012	12/02/2013
34	60 SPDR DOW JONES INTL RE	PURCHASED	2/28/2012	4/15/2013
35	20 VANGUARD BOND INDEX TOTAL BD	PURCHASED	8/03/2011	10/01/2013
36	80 VANGUARD FTSE ETF DEV	PURCHASED	7/25/2011	6/21/2013
37	60 VANGUARD FTSE ETF WORLD SC	PURCHASED	VARIOUS	4/15/2013
38	150 VANGUARD MSCI EAFE ETF	PURCHASED	7/25/2011	4/15/2013

STATEMENT 10 (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
39	90 VANGUARD REIT	PURCHASED	VARIOUS	4/15/2013
40	153 VANGUARD TOTAL STOCK MKT	PURCHASED	7/25/2011	VARIOUS
41	8.03 DHS OFFSHORE SPC SEGREGATED PORT.	PURCHASED	VARIOUS	12/18/2013
42	FROM K-1 NORTHGATE PRIV. EQUITY PTNRS II-B	PURCHASED	VARIOUS	12/31/2013
43	FROM K-1 NORTHGATE PRIV. EQUITY PTNRS II-B	PURCHASED	VARIOUS	12/31/2013
44	FROM K-1 NORTHGATE IV-B, LP	PURCHASED	VARIOUS	12/31/2013
45	FROM K-1 NORTHGATE IV-B, LP	PURCHASED	VARIOUS	12/31/2013
46	FROM K-1 STRATEGIC REAL ESTATE FUND - II	PURCHASED	VARIOUS	12/31/2013
47	FROM K-1 STRATEGIC REAL ESTATE FUND - II	PURCHASED	VARIOUS	12/31/2013
48	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	1,678.		1,698.	-20.				\$ -20.
2	21,941.		22,215.	-274.				-274.
3	13,897.		15,000.	-1,103.				-1,103.
4	3,771.		3,846.	-75.				-75.
5	23,322.		22,720.	602.				602.
6	26,683.		46,864.	-20,181.				-20,181.
7	21,229.		20,604.	625.				625.
8	56,801.		55,034.	1,767.				1,767.
9	15,000.		11,872.	3,128.				3,128.
10	11,268.		12,200.	-932.				-932.
11	5,626.		6,091.	-465.				-465.
12	10,442.		10,558.	-116.				-116.
13	5,538.		6,122.	-584.				-584.
14	4,047.		4,418.	-371.				-371.
15	10,426.		10,616.	-190.				-190.
16	7,155.		7,260.	-105.				-105.
17	11,763.		12,028.	-265.				-265.
18	38,527.		38,537.	-10.				-10.
19	24,928.		25,852.	-924.				-924.
20	30,329.		30,077.	252.				252.
21	8,336.		8,595.	-259.				-259.
22	5,545.		5,380.	165.				165.
23	11,049.		9,798.	1,251.				1,251.
24	1,305.		1,357.	-52.				-52.
25	11,318.		11,339.	-21.				-21.
26	14,378.		12,859.	1,519.				1,519.
27	5,460.		5,760.	-300.				-300.
28	11,910.		11,551.	359.				359.
29	7,953.		10,735.	-2,782.				-2,782.
30	4,501.		4,463.	38.				38.
31	4,431.		4,495.	-64.				-64.
32	5,612.		4,474.	1,138.				1,138.
33	4,613.		4,776.	-163.				-163.
34	2,659.		2,204.	455.				455.
35	1,609.		1,658.	-49.				-49.
36	2,836.		3,045.	-209.				-209.
37	5,545.		6,031.	-486.				-486.
38	5,522.		5,709.	-187.				-187.
39	6,618.		5,642.	976.				976.
40	12,397.		10,649.	1,748.				1,748.
41	9,408.		11,686.	-2,278.				-2,278.

STATEMENT 10 (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)
42	18.		0.	18.				\$ 18.
43	9,395.		0.	9,395.				9,395.
44	0.		549.	-549.				-549.
45	10,385.		0.	10,385.				10,385.
46	0.		344.	-344.				-344.
47	0.		282.	-282.				-282.
48								1,991.
							TOTAL	\$ 2,172.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CIRCLE THE CITY 333 W. INDIAN SCHOOL ROAD PHOENIX, AZ 85013	NONE	501(C)(3)	HELPING THE HOMELESS	\$ 5,000.
ASU FOUNDATION PO BOX 2260 TEMPE, AZ 85280	NONE	501(C)(3)	EDUCATION AND SCHOLARSHIPS	30,000.
CRISIS NURSERY 2334 E POLK STREET PHOENIX, AZ 85006	NONE	501(C)(3)	SERVICES FOR AT RISK CHILDREN	25,000.
HOMEWARD BOUND 2302 W. COLTER STREET PHOENIX, AZ 85015	NONE	501(C)(3)	HOUSING FOR HOMELESS VETERANS	1,000.
ARIZONA TRANSPLANT HOUSE 5811 E MAYO BLVD PHOENIX, AZ 85054	NONE	501(C)(3)	SUPPORT FOR TRANSPLANT PATIENTS & CAREGIVERS	5,000.
EASTERN MICHIGAN UNIVERSITY 1349 S HURON STREET YPSILANTI, MI 48197	NONE	501(C)(3)	SCHOLARSHIPS	2,500.
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501(C)(3)	FELLOWSHIP FUND	1,000.
PLANNED PARENTHOOD 5651 N 7TH STREET PHOENIX, AZ 85014	NONE	501(C)(3)	EDUCATION PROGRAMS	10,000.

STATEMENT 11 (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
PHOENIX ART MUSEUM 1625 N CENTRAL AVENUE PHOENIX, AZ 85004	NONE	501 (C) (3)	ART EDUCATION	\$ 2,000.
TEACH FOR AMERICA 3030 N CENTRAL AVENUE, #900 PHOENIX, AZ 85012	NONE	501 (C) (3)	RECRUIT, TRAIN & SUPPORT TEACHERS	20,000.
UNITED STATES MILITARY ACADEMY 698 MILLS ROAD WEST POINT, NY 10996	NONE	501 (C) (3)	EDUCATIONAL	1,500.
VALLEY OF THE SUN UNITED WAY 1515 E OSBORN ROAD PHOENIX, AZ 85014	NONE	501 (C) (3)	HELP THE POOR	23,000.
JOHN WAYNE CANCER INSTITUTE 2200 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	501 (C) (3)	SUPPORT FOR CANCER PATIENTS	1,000.
				TOTAL \$ <u>127,000.</u>

STATEMENT 12
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
NORTHWESTERN MUTUAL LIFE			14	\$ 437,694.	
ORDINARY INCOME FROM K-1	525990	\$ -511.	14	2.	
OTHER INCOME FROM K-1	525990	2,679.	14	825.	
OTHER NET RENTAL FROM K-1			17	34.	
PORTFOLIO INCOME FROM K-1			14	313.	
RENTAL FROM K-1	525990	-31.	16	-338.	
ROYALTY INCOME FROM K-1	525990	40.	15	26.	
SEC. 1231 GAIN FROM K-1	525990	591.	18	2,883.	
SEC. 1256 GAIN FROM K-1	525990	16.	18	-8.	
TOTAL		\$ <u>2,784.</u>		\$ <u>441,431.</u>	\$ <u>0.</u>