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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 BILL MUSTER FOUNDATION
4640 ADMIRALTY WAY #402
MARINA DEL REY, CA 90292

A Employer identification number
95-4215790

B Telephone number (see the instructions)
(310) 301-3545

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

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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)
▶ \$ 1,182,845.

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Ck <input checked="" 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	60,144.	60,144.	60,144.	
5a	Gross rents	25,318.	25,318.	25,318.	
b	Net rental income or (loss) 4,955.				
6a	Net gain/(loss) from sale of assets not on line 10	64.			
b	Gross sales price for all assets on line 6a 75,000.				
7	Capital gain net income (from Part IV, line 2)		64.		
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	85,526.	85,526.	85,462.	
13	Compensation of officers, directors, trustees, etc.	14,000.	6,000.		8,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 1	1,500.	1,500.		
c	Other prof fees (attach sch)				
17	Interest	1.	1.		
18	Depreciation (attach sch) and depletion SEE STM 2	1,127.	1,127.		
19	Occupancy				
20	Travel, conferences, and meetings				
21	Printing and publications				
22	Other expenses (attach schedule) SEE STATEMENT 3	20,407.	20,407.		
23	Total operating and administrative expenses. Add lines 13 through 23	37,035.	29,035.		8,000.
24	Contributions, gifts, grants paid PART XV	69,000.			69,000.
25	Total expenses and disbursements. Add lines 24 and 25	106,035.	29,035.	0.	77,000.
26	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-20,509.			
b	Net investment income (if negative, enter -0-)		56,491.		
c	Adjusted net income (if negative, enter -0-)			85,462.	

SCANNED MAY 27 2014

ADMINISTRATIVE EXPENSES

SEE ST 1
SEE STM 2
SEE STATEMENT 3

G-14 9

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	19,539.	11,542.	11,542.
	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 4	545,446.	597,795.	830,045.
		c Investments – corporate bonds (attach schedule) STATEMENT 5	374,700.	307,559.	306,423.
	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 SEE STATEMENT 6)	-68,166.	-65,886.	34,835.	
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	871,519.	851,010.	1,182,845.	
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.	
FUNDS ASSETS BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,037,606.	1,037,606.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-166,087.	-186,596.	
	30	Total net assets or fund balances (see instructions)	871,519.	851,010.	
31	Total liabilities and net assets/fund balances (see instructions)	871,519.	851,010.		

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	871,519.
2	Enter amount from Part I, line 27a	2	-20,509.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	851,010.
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	851,010.

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 2,310.536 SHS SHORT-TERM INVEST-GR ADM	P	VARIOUS	3/22/13
b 2,343.018 SHS SHORT-TERM INVEST-GR ADM	P	VARIOUS	7/11/13
c 2,325.581 SHS SHORT-TERM INVEST-GR ADM	P	VARIOUS	11/22/13
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 25,000.		24,809.	191.
b 25,000.		25,157.	-157.
c 25,000.		24,970.	30.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			191.
b			-157.
c			30.
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	64.
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	0.

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	74,993.	1,099,984.	0.068176
2011	74,939.	1,115,087.	0.067205
2010	75,903.	1,163,150.	0.065256
2009	78,334.	1,110,657.	0.070529
2008	78,000.	1,237,096.	0.063051

2 Total of line 1, column (d)	2	0.334217
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	0.066843
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,136,789.
5 Multiply line 4 by line 3	5	75,986.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	565.
7 Add lines 5 and 6	7	76,551.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	77,000.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	565.
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	565.
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	565.
6	Credits/Payments		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	
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	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	10.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	575.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a	X	
4 b	X	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

BAA

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>VICKI FISHER MAGASINN</u> Telephone no <u>(310) 301-3545</u> Located at <u>4640 ADMIRALTY WAY, #402 MARINA DEL REY CA</u> ZIP + 4 <u>90292</u>			
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	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 90-22.1 If 'Yes,' enter the name of the foreign country		Yes	No
				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		
1 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 <input type="checkbox"/>		N/A
1 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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)		N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

BAA

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

(1) Carry on propoganda, 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)? Yes No

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? Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d) N/A

6 a 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? Yes No

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? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5 b	N/A
	6 b	X
	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
VICKI F. MAGASINN 4640 ADMIRALTY WAY, SUITE 402 MARINA DEL REY, CA 90292	PRESIDENT 1.50	14,000.	0.	0.
JONATHAN M. FELDMAN 4640 ADMIRALTY WAY, SUITE 402 MARINA DEL REY, CA 90292	SECRETARY/TR 0	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 <u>N/A</u> ----- -----	
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 <u>N/A</u> ----- -----		
2 ----- -----		
All other program-related investments See instructions 3 ----- -----		
Total. Add lines 1 through 3		0.

BAA

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	1 a	1,103,725.
b	Average of monthly cash balances	1 b	15,541.
c	Fair market value of all other assets (see instructions)	1 c	34,835.
d	Total (add lines 1a, b, and c)	1 d	1,154,101.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,154,101.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,312.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,136,789.
6	Minimum investment return. Enter 5% of line 5	6	56,839.

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	56,839.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	565.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	565.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	56,274.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	56,274.
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	56,274.

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	1 a	77,000.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	77,000.
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	565.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	76,435.

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				56,274.
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	17,431.			
b From 2009	23,833.			
c From 2010	18,259.			
d From 2011	20,107.			
e From 2012	20,860.			
f Total of lines 3a through e	100,490.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 77,000.				
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				56,274.
e Remaining amount distributed out of corpus	20,726.			
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	121,216.			
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)	17,431.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	103,785.			
10 Analysis of line 9				
a Excess from 2009	23,833.			
b Excess from 2010	18,259.			
c Excess from 2011	20,107.			
d Excess from 2012	20,860.			
e Excess from 2013	20,726.			

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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))
 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
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL FUND	69,000.
Total				▶ 3 a 69,000.
b <i>Approved for future payment</i>				
Total				▶ 3 b

CLIENT MUSTER

THE BILL MUSTER FOUNDATION

95-4215790

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	\$ 1,500.	\$ 1,500.		
TOTAL	<u>\$ 1,500.</u>	<u>\$ 1,500.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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
TAXES - FEDERAL	\$ 933.	\$ 933.		
TAXES - STATE	325.	325.		
TAXES REFUND - FEDERAL	-131.	-131.		
TOTAL	<u>\$ 1,127.</u>	<u>\$ 1,127.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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
FILING FEES	\$ 44.	\$ 44.		
RENTAL EXPENSES	20,363.	20,363.		
TOTAL	<u>\$ 20,407.</u>	<u>\$ 20,407.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD - WELLINGTON FUND	COST	\$ 597,795.	\$ 830,045.
	TOTAL	<u>\$ 597,795.</u>	<u>\$ 830,045.</u>

CLIENT MUSTER

THE BILL MUSTER FOUNDATION

95-4215790

STATEMENT 5
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>
VANGUARD - SHORT TERM INV. GRADE FUND	COST	\$ 307,559.	\$ 306,423.
	TOTAL	<u>\$ 307,559.</u>	<u>\$ 306,423.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MEADOWLAKE ASSOCIATES	\$ -65,886.	\$ 34,835.
TOTAL	<u>\$ -65,886.</u>	<u>\$ 34,835.</u>

THE BILL MUSTER FOUNDATION**2013 Charitable Contributions**

January 1, 2013 - December 31, 2013

<u>Date</u>	<u>Name & Address of Charity</u>	<u>Amount of Contribution</u>	<u>Charitable Purpose</u>
2/13/13	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	350.00	Charitable
2/13/13	MAPS c/o Virginia Wright 1215 Mission St. Santa Cruz, CA 95060	1200.00	Charitable
2/13/13	The Classical Free-Reed, Inc. 142 Holly Hill Dr. Oakdale, PA 15071	140.00	Charitable
2/13/13	KPFK Public Radio 3729 Cahuenga Blvd. N. Hollywood, CA 91604	500.00	Charitable
2/27/13	Our House Grief Support Center 1663 Sawtelle Blvd. Los Angeles, CA 90025	300.00	Charitable
2/27/13	Messiah Lutheran Church ELCA 801 S. Green St. Brownsburg, IN 46112	200.00	Charitable
3/6/13	KPFK Public Radio 3729 Cahuenga Blvd. N. Hollywood, CA 91604	200.00	Charitable

3/6/13	Crisis Nursery 2334 E. Polk St. Phoenix, AZ 85006-3916	2000.00	Charitable
3/6/13	Celebrity Fight Night 2111 E. Highland #135 Phoenix, AZ 85016	6000.00	Charitable
3/6/13	Scottsdale Active 20-30 Foundation 8800 E. Raintree Dr., Ste 100 Scottsdale, AZ 85260	200.00	Charitable
3/6/13	ASU Women's Golf c/o Missy Kaye PO Box 872505 Tempe, AZ 85287-2505	3000.00	Charitable
3/13/13	MAPS c/o Virginia Wright 1215 Mission St. Santa Cruz, CA 95060	2000.00	Charitable
3/27/13	Tempe Symphonic Wind Ensemble 5916 S. Rita Lane Tempe, AZ 85283-3022	500.00	Charitable
3/27/13	Desert Botanical Garden 1201 N. Galvin Parkway Phoenix, AZ 85008	125.00	Charitable
3/27/13	Barrows Neurological Foundation Attn: Julie Alvarado 3110 N. Central #135 Phoenix, AZ 85018	400.00	Charitable
3/27/13	Parkinson's Resources Oregon c/o Holly Chaimov 3975 Mercantile Dr. Lake Oswego, OR 97035	1000.00	Charitable

3/27/13	We Care Foundation PO Box 83024 Phoenix, AZ 85071	800.00	Charitable
4/5/13	Amer. Assoc for Advanc of The Concert Accordion 715 Ivy St., #1 Pittsburg, PA 15282	300.00	Charitable
4/5/13	ASU Women's Golf c/o Missy Kaye PO Box 872505 Tempe, AZ 85287-2505	820.00	Charitable
4/12/13	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	2000.00	Charitable
4/19/13	Friends of Eight, KAET TV Eight Arizona PBS 555 N. Central Ave. #500 Phoenix, AZ 85004	100.00	Charitable
4/19/13	American Red Cross Grand Canyon Chapter c/o Jim Ward 2913 W. Mandalay Phoenix, AZ 85053	300.00	Charitable
5/1/13	MAPS c/o Virginia Wright 1215 Mission St. Santa Cruz, CA 95060	1000.00	Charitable
5/8/13	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	1000.00	Charitable
5/22/13	Amfar 1150 17 th St. NW Ste 406 Washington DC 20036	20.00	Charitable

5/22/13	Make a Wish Foundation c/o Jennifer Barnes 711 E. Northern Ave. Phoenix, AZ 85020	25.00	Charitable
5/22/13	PETA PO Box 96684 Washington DC 20090-6684	25.00	Charitable
5/22/13	WWF 1250 Twenty-fourth St. NW PO Box 96555 Washington DC 20077-7789	83.00	Charitable
5/22/13	Best Friends Animal Society PO Box 315 Kanab, UT 84741-0315	25.00	Charitable
5/22/13	Doctors without Borders P.O. Box 5030 Hagerstown, MD 21741-5030	35.00	Charitable
5/22/13	Sojourner Center P.O. Box 20156 Phoenix, AZ 85036	110.00	Charitable
5/22/13	KPFK Public Radio 3729 Cahuenga Blvd. N. Hollywood, CA 91604	200.00	Charitable
5/22/13	Northwestern University Office of Alumni Relations 1201 Davis St. Evanston, IL 60208	2000.00	Charitable
5/22/13	Scottsdale Cultural Council c/o Lynn Donahue 7380 E. Second St. Scottsdale, AZ 85251	225.00	Charitable

5/24/13	Easter Seals Bay Area c/o Greg Cornelius 1057 College Ave. Santa Rosa, CA 95404	500.00	Charitable
5/24/13	Elizabeth Glazer Pediatric Aids Found c/o Bill Lane 11150 Santa Monica Blvd, #1050 Los Angeles, CA 90025	2000.00	Charitable
6/19/13	Make A Wish Foundation c/o Jennifer Barnes 711 E. Northern Ave. Phoenix, AZ 85020	680.00	Charitable
6/19/13	WWF 1250 Twenty-fourth St. NW PO Box 96555 Washington DC 20077-7789	150.00	Charitable
6/19/13	PETA PO Box 96684 Washington DC 20090-6684	20.00	Charitable
6/19/13	600 Million Stray Dogs PO Box 1065 Pompano Beach, FL 33061	10.00	Charitable
6/19/13	Animal League Defense Fund 170 East Cotati Ave. Cotati, CA 94931	100.00	Charitable
6/19/13	FINCA PO Box 98048 Washington DC 20090-8048	115.00	Charitable
6/21/13	East Valley Wildlife 1612 E. Cindy St. Chandler, AZ 85225	100.00	Charitable
6/26/13	Cancer Support Community 1990 S. Bundy Dr. #100 Los Angeles, CA 90025	5000.00	Charitable

7/10/13	Easter Seals Northern California c/o Greg Cornelius 1057 College Ave. Santa Rosa, CA 95404	40.00	Charitable
7/10/13	American Red Cross Grand Canyon Chapter c/o Jim Ward 2913 W. Mandalay Phoenix, AZ 85053	150.00	Charitable
7/10/13	Desert Botanical Gardens 1201 N. Galvin Parkway Phoenix, AZ 85008	990.00	Charitable
7/17/13	East Valley Wildlife 1612 E. Cindy St. Chandler, AZ 85225	100.00	Charitable
7/19/13	Friends of Roos-N-More PO Box 727 Moapo, NV 89025-0727	500.00	Charitable
7/24/13	Society of St. Vincent DePaul 58 Progress Pkwy Maryland Heights, MO 63043-3706	50.00	Charitable
8/9/13	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	200.00	Charitable
8/9/13	Friends of Roos-N-More PO Box 727 Moapo, NV 89025-0727	500.00	Charitable
8/28/13	KPFK Public Radio 3729 Cahuenga Blvd. N. Hollywood, CA 91604	200.00	Charitable
8/28/13	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	900.00	Charitable

9/25/13	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	450.00	Charitable
9/25/13	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	450.00	Charitable
9/27/13	Environment Arizona Research & Policy 130 N. Central Ave., #202 Phoenix, AZ 85004	400.00	Charitable
10/9/13	Our House Grief Support Center 1663 Sawtelle Blvd. Los Angeles, CA 90025	5000.00	Charitable
10/18/13	KPFK Public Radio 3729 Cahuenga Blvd. N. Hollywood, CA 91604	200.00	Charitable
10/23/13	International Fund for Animal Welfare 290 Summer St. Yarmouth Port, MA 02675	25.00	Charitable
10/23/13	In Defense of Animals 3010 Kerner Blvd. San Rafael, CA 94901	25.00	Charitable
10/23/13	Heifer International 1 World Ave Little Rock, AR 72202	25.00	Charitable
10/23/13	Horizons for Homeless Children 1705 Columbus Ave. Roxbury, MA 02119	25.00	Charitable
10/23/13	Best Friends Animal Society PO Box 315 Kanab, UT 84741-0315	25.00	Charitable

10/23/13	Humane Society of the US PO Box 97015 Washington DC 20077-7269	25.00	Charitable
10/23/13	PETA PO Box 96684 Washington DC 20090-6684	25.00	Charitable
10/23/13	WWF 1250 Twenty-fourth St. NW PO Box 96555 Washington DC 20077-7789	83.00	Charitable
10/23/13	Children's Diabetes Foundation 4380 S. Syracuse St., # 430 Denver, CO 80237	100.00	Charitable
10/23/13	Desert Cancer Foundation of Arizona PO Box 2796 Chandler, AZ 85244	300.00	Charitable
10/23/13	Society of St. Vincent dePaul 58 Progress Pkwy Maryland Heights, MO 63043-3706	300.00	Charitable
10/25/13	US Holocaust Memorial Museum 100 15 th St. SW Washington DC 20024	25.00	Charitable
11/6/13	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	900.00	Charitable
11/6/13	UCSB Foundation Library Dev and Outreach UCSB Davidson Library Santa Barbara, CA 93106-9010	3000.00	Charitable
11/8/13	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	1500.00	Charitable

11/20/13	Desert Botanical Gardens 1201 N. Galvin Parkway Phoenix, AZ 85008	875.00	Charitable
11/20/13	Society of St. Vincent DePaul 58 Progress Pkwy Maryland Heights, MO 63043-3706	44.00	Charitable
11/20/13	Sea Horse Hawaii Foundation 75-311 Nani-Kailua Dr. Kailua Kona, HI 96740	200.00	Charitable
11/20/13	Marijuana Policy Project Foundation P.O. Box 77492 Washington, DC 20013-8492	200.00	Charitable
11/20/13	DRCNet Foundation Att: David Borden P.O. Box 18402 Washington, DC 20036-8402	200.00	Charitable
11/20/13	Hollywood Heritage Foundation P.O. Box 2586 Hollywood, CA 90028	200.00	Charitable
11/20/13	American Rivers P.O. Box 96158 Washington, DC 20077-7106	100.00	Charitable
11/20/13	Tree People 12601 Mulholland Dr. Beverly Hills, CA 90210	200.00	Charitable
11/20/13	Prescott College 220 Grove Ave. Prescott, AZ 86301	200.00	Charitable
11/20/13	Office of University Advancement Western Oregon University 345 N. Monmouth Ave. Monmouth, OR 97361	100.00	Charitable
11/20/13	Southern Poverty Law Center PO Box 548 Montgomery, AL 36177-9621	300.00	Charitable

11/20/13	Rainforest Action Network 221 Pine St. Ste 500 San Francisco, CA 94104	200.00	Charitable
11/20/13	McDowell Sonoran Land Trust PO Box 14365 Scottsdale, AZ 85267-4365	200.00	Charitable
11/20/13	Dubuque County Historical Society C/o Tracie Campbell 3 rd Street Ice Harbor Dubuque, IA 52001	200.00	Charitable
11/20/13	Martin & Osa Johnson Safari Museum 111 N. Lincoln Ave. Chanute, KS 66720	100.00	Charitable
11/20/13	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	610.00	Charitable
11/22/13	Our House Grief Support Center 1663 Sawtelle Blvd. Los Angeles, CA 90025	2700.00	Charitable
11/27/13	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	10000.00	Charitable

\$ 69,000