Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation	A Employer identification number
Charles G. and Jessie R. Cale Foundation	95-4509128
Number and street (or P O box number if mail is not delivered to street address): P.O. Box 688 — Room/suite:	B Telephone number: 310 449-6900
City or town, state or province, country, and ZIP or foreign postal code: Pacific Palisades, CA 90272	C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,810,044.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	319,500.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	65,224.	65,224.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	103,674.			
	b Gross sales price for all assets on line 6a 1,306,722.				
	7 Capital gain net income (from Part IV, line 2)		103,674.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	488,398.	168,898.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	16,000.	3,200.		12,800.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	10,465.	2,093.		8,372.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	18,568.	2,060.		160.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	182.	36.		146.
	22 Printing and publications				
	23 Other expenses Stmt 4	725.	145.		580.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	45,940.	7,534.		22,058.
	25 Contributions, gifts, grants paid	568,300.			568,300.
	26 **Total expenses and disbursements.** Add lines 24 and 25	614,240.	7,534.		590,358.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<125,842.>			
	b **Net investment income** (if negative, enter -0-)		161,364.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,118.	44,438.	44,438.
	2 Savings and temporary cash investments	178,219.	60,181.	60,181.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	1,822,255.	1,516,153.	1,516,153.
	c Investments - corporate bonds Stmt 7	530,549.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	0.	1,189,272.	1,189,272.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,544,141.	2,810,044.	2,810,044.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,544,141.	2,810,044.	
	30 **Total net assets or fund balances**	2,544,141.	2,810,044.	
	31 **Total liabilities and net assets/fund balances**	2,544,141.	2,810,044.	

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	2,544,141.
2	Enter amount from Part I, line 27a	2	<125,842.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 5	3	391,745.
4	Add lines 1, 2, and 3	4	2,810,044.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,810,044.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	See Attached Statements			
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	1,306,722.		1,203,048.	103,674.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				103,674.

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	103,674.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,226,609.	2,208,420.	.555424
2011	431,117.	2,007,499.	.214753
2010	80,463.	1,960,738.	.041037
2009	85,859.	1,783,440.	.048142
2008	106,090.	1,995,184.	.053173

2	**Total** of line 1, column (d)	2	.912529
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	.182506
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,615,018.
5	Multiply line 4 by line 3	5	477,256.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,614.
7	Add lines 5 and 6	7	478,870.
8	Enter qualifying distributions from Part XII, line 4	8	590,358.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,614.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,614.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,614.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,767.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	8,767.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	7,153.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 7,153. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ Charles G.Cale Telephone no. ▶ 310 449-6900

Located at ▶ P.O. Box 688, Pacific Palisades, CA ZIP+4 ▶ 90272

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

▶ ______, ______, ______, ______

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

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

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		16,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	2,641,807.
b	Average of monthly cash balances		1b	13,034.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,654,841.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	2,654,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	39,823.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,615,018.
6	**Minimum investment return.** Enter 5% of line 5		6	130,751.

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	130,751.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,614.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,614.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	129,137.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	129,137.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	129,137.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	590,358.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	590,358.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,614.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	588,744.

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				129,137.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011 294,053.				
e From 2012 1,133,694.				
f **Total** of lines 3a through e	1,427,747.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 590,358.				
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				129,137.
e Remaining amount distributed out of corpus	461,221.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,888,968.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,888,968.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 294,053.				
d Excess from 2012 1,133,694.				
e Excess from 2013 461,221.				

323581
10-10-13

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

Charles G. Cale

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 address of the person to whom applications should be addressed:

Jack G. Charney, (858) 756-6342
P.O. Box 9144, Rancho Santa Fe, CA 92067

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

Written requests

c Any submission deadlines:

No submission deadline

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

No restrictions

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
University of Southern California USC Maccarthy Way Los Angeles, CA 90089	None	Public charity	Educational and capital construction	556,000.
Harmon Recovery Foundation 79175 Camino Rosada La Quinta, CA 92253	None	Public charity	To support programs for drug and alcohol addiction recovery	5,000.
The Christopher Murphy Foundation 4058 Tujunga, Unit D Valley Village, CA 91604	None	Public charity	Cancer research support	500.
Camp Kesem PO Box 1113 Lafayette, CA 94549	None	Public charity	To support community project for kids whose parents have cancer	500.
Marine Corps Scholarship Foundation 909 N. Washington Street, Suite 400 Alexandria, VA 22314	None	Public charity	To provide scholarships to military children	1,000.
Total See continuation sheet(s)			▶ 3a	568,300.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	65,224.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	103,674.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		168,898.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 168,898.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Charles G. Cale | 03/18/14 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael B. Sedgwick	CPA	03/11/14		P00188465

Firm's name ▶ Sedgwick & Company — Firm's EIN ▶ 95-4051410

Firm's address ▶ 11601 Wilshire Boulevard, Suite 500 Los Angeles, CA 90025 — Phone no. (310) 395-8655

323622 10-10-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Eaton Vance Floating Rate-2,723.312 shares	P	Various	01/24/13
b	FPA New Income Fund-13,528.304 shares	P	Various	02/08/13
c	Artio Global High Income FD-1,691.608 shares	P	07/24/12	06/20/13
d	Artio Global High Income FD-5,830.96 shares	P	03/08/12	06/20/13
e	Bershire Hathaway Inc-200 shares	P	02/24/12	05/31/13
f	Chevron Corp-100 shares	P	01/21/10	05/31/13
g	Driehaus Active Income Fund-4,001.84 shares	P	02/22/12	05/31/13
h	Johnsons & Johnson-100 shares	P	08/04/11	05/31/13
i	Loomis Sayles Bond FD Instl-2,001.334 shares	P	01/02/13	06/20/13
j	Pimco Emerging Local Bond IS-5,192.108 shares	P	Various	06/20/13
k	Pimco Low Duration FD I-9,615.385 shares	P	02/08/13	05/31/13
l	Pimco Low Duration FC I-3,756.153 shares	P	02/08/13	06/20/13
m	Total S.A. - ADR-300 shares	P	07/23/12	05/31/13
n	Artio Global High Income FD-5,015.045 shares	P	Various	08/28/13
o	Bershire Hathaway Inc-100 shares	P	02/24/12	08/16/13

	(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.		24,592.	408.
b	141,995.		144,435.	<2,440.>
c	16,865.		16,256.	609.
d	58,135.		56,502.	1,633.
e	22,932.		16,010.	6,922.
f	12,501.		7,864.	4,637.
g	43,500.		42,940.	560.
h	8,544.		6,291.	2,253.
i	30,000.		30,420.	<420.>
j	50,000.		56,816.	<6,816.>
k	100,000.		100,673.	<673.>
l	38,538.		39,327.	<789.>
m	15,066.		12,900.	2,166.
n	50,000.		48,801.	1,199.
o	11,433.		8,005.	3,428.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				408.
b				<2,440.>
c				609.
d				1,633.
e				6,922.
f				4,637.
g				560.
h				2,253.
i				<420.>
j				<6,816.>
k				<673.>
l				<789.>
m				2,166.
n				1,199.
o				3,428.

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

323591
05-01-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Chevron Corp-100 shares	P	01/21/10	08/16/13
b	Cisco Systems Inc-2,000 shares	P	12/09/05	08/16/13
c	Conocophillips-200 shares	P	08/09/11	08/16/13
d	Eaton Vance Floating Rate FD-I-8,743.169 shares	P	Various	08/28/13
e	Exxon Mobil Corporation-200 shares	P	12/23/94	08/16/13
f	General Electric-1,000 shares	P	12/17/10	08/16/13
g	Abbott Labs-300 shares	P	08/09/11	10/09/13
h	Abbvie Inc-300 shares	P	08/09/11	10/09/13
i	Apple Inc-25 shares	P	08/09/11	11/22/13
j	ASG Global Alternatives-Y-2,116.850 shares	P	08/13/13	11/19/13
k	Chevron Corporation-50 shares	P	01/21/10	10/09/13
l	Conocophillips-100 shares	P	08/09/11	10/09/13
m	Driehaus Active Income Fund-2,319.109 shares	P	Various	11/19/13
n	Eaton Vance Global Macro-I-6,974.498 shares	P	Various	10/29/13
o	Exxon Mobil Corporation-50 shares	P	12/23/94	11/22/13

	(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	11,971.		7,864.	4,107.
b	48,961.		35,783.	13,178.
c	13,464.		9,795.	3,669.
d	80,000.		78,978.	1,022.
e	17,594.		3,115.	14,479.
f	23,840.		17,834.	6,006.
g	9,969.		6,920.	3,049.
h	13,525.		7,504.	6,021.
i	13,009.		9,221.	3,788.
j	25,000.		24,344.	656.
k	5,818.		3,932.	1,886.
l	6,995.		4,898.	2,097.
m	25,000.		24,805.	195.
n	65,909.		69,747.	<3,838.>
o	4,749.		779.	3,970.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				4,107.
b				13,178.
c				3,669.
d				1,022.
e				14,479.
f				6,006.
g				3,049.
h				6,021.
i				3,788.
j				656.
k				1,886.
l				2,097.
m				195.
n				<3,838.>
o				3,970.

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FPA New Income Fund-4,253.308 shares	P	03/20/12	01/30/13
b	General Electric-200 shares	P	12/17/10	11/22/13
c	Intel Corp-1,000 shares	P	12/17/10	08/16/13
d	Intel Corp-1,000 shares	P	12/17/10	10/09/13
e	Ipath Dow Jones-UBS Commodity Index-1,000 shares	P	08/04/11	11/13/13
f	Ishares Global Healthcare ETF-250 shares	P	01/21/10	08/16/13
g	Ishares Global Healthcare ETF-500 shares	P	06/03/04	08/16/13
h	JP Morgan Alerian MLP Index-500 shares	P	10/06/11	10/09/13
i	JPMorgan Chase & Co-200 shares	P	08/04/11	08/16/13
j	Kraft Foods Group Inc-166 shares	P	08/09/11	08/16/13
k	Microsoft Corp-750 shares	P	Various	08/16/13
l	Microsoft Corp-250 shares	P	12/09/13	10/09/13
m	Mondelez International Inc-500 shares	P	08/09/11	08/16/13
n	Pimco Emerging Local Bond IS-2,157.497 shares	P	Various	08/28/13
o	Total S.A. - ADR-200 shares	P	07/23/12	11/22/13

	(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	45,000.		45,425.	<425.>
b	5,372.		3,567.	1,805.
c	22,020.		21,516.	504.
d	22,570.		21,516.	1,054.
e	35,867.		47,590.	<11,723.>
f	19,470.		13,608.	5,862.
g	33,064.		27,561.	5,503.
h	21,935.		17,150.	4,785.
i	10,612.		7,762.	2,850.
j	8,836.		5,830.	3,006.
k	23,797.		20,385.	3,412.
l	8,283.		7,015.	1,268.
m	15,490.		10,827.	4,663.
n	20,000.		23,326.	<3,326.>
o	12,066.		8,600.	3,466.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<425.>
b				1,805.
c				504.
d				1,054.
e				<11,723.>
f				5,862.
g				5,503.
h				4,785.
i				2,850.
j				3,006.
k				3,412.
l				1,268.
m				4,663.
n				<3,326.>
o				3,466.

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	3M Co-50 shares	P	08/09/11	10/09/13
b	Capital Gains Dividends			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,885.		4,019.	1,866.
b	6,142.			6,142.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,866.
b				6,142.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	103,674.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Race to Stop MS 525 West Monroe Street Chicago, IL 60661	None	Public charity	Multiple sclerosis drive funding	500.
St. Vincent de Paul 210 North Avenue 21 Los Angeles, CA 90031	None	Public charity	Religious support	1,000.
Desert Community Foundation 75-105 Merle Street, Suite 300 Palm Desert, CA 92211	None	Public charity	To support desert communities	1,300.
Association of Small Foundations 1720 N Street, NW Washington, DC 20036	None	Public charity	To support educational programs	500.
Environmental Defense Fund 123 Misstion Street, 28th Floor San Francisco, CA 94105	None	Public charity	To support environmental programs	2,000.
Total from continuation sheets				5,300.

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	# Schedule of Contributors ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*	OMB No 1545-0047 **2013**

Name of the organization

Charles G. and Jessie R. Cale Foundation

Employer identification number

95-4509128

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
Charles G. and Jessie R. Cale Foundation	95-4509128

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Charles G. Cale P.O. Box 688 Pacific Palisades, CA 90272	$ 319,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
Charles G. and Jessie R. Cale Foundation	95-4509128

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
Charles G. and Jessie R. Cale Foundation	95-4509128

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

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

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form 990-PF	Dividends and Interest from Securities		Statement 1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
JP Morgan Alerian MLP Index	5,182.	0.	5,182.
Wells Fargo (3000)	66,184.	6,142.	60,042.
Total to Fm 990-PF, Part I, ln 4	71,366.	6,142.	65,224.

Form 990-PF	Accounting Fees			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting services	10,465.	2,093.		8,372.
To Form 990-PF, Pg 1, ln 16b	10,465.	2,093.		8,372.

Form 990-PF	Taxes			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State taxes and RRF fees	160.	0.		160.
Excise taxes	16,348.	0.		0.
Foreign taxes withheld on dividends reported on line 4	2,060.	2,060.		0.
To Form 990-PF, Pg 1, ln 18	18,568.	2,060.		160.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues and subscription	725.	145.		580.
To Form 990-PF, Pg 1, ln 23	725.	145.		580.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 5

Description	Amount
Net unrealized gains on investments	391,745.
Total to Form 990-PF, Part III, line 3	391,745.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
Corporate Stock-see attached schedule	1,516,153.	1,516,153.
Total to Form 990-PF, Part II, line 10b	1,516,153.	1,516,153.

Form 990-PF Corporate Bonds Statement 7

Description	Book Value	Fair Market Value
	0.	0.
Total to Form 990-PF, Part II, line 10c	0.	0.

Form 990-PF — Other Investments — Statement 8

Description	Valuation Method	Book Value	Fair Market Value
Mutual Funds-see attached schedule	FMV	870,201.	870,201.
REITs-see attached schedule	FMV	319,071.	319,071.
Total to Form 990-PF, Part II, line 13		1,189,272.	1,189,272.

Form 990-PF — Part VIII - List of Officers, Directors Trustees and Foundation Managers — Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Jack G. Charney P.O. Box 9144 Rancho Santa Fe, CA 92067	Secretary/Treasurer 5.00	0.	0.	0.
Charles G. Cale P.O. Box 688 Pacific Palisades, CA 90272	President 5.00	4,000.	0.	0.
Jessie R. Cale P.O. Box 688 Pacific Palisades, CA 90272	Vice President 1.00	0.	0.	0.
Walter G. Cale P.O. Box 688 Pacific Palisades, CA 90272	Director 5.00	4,000.	0.	0.
Elizabeth J. Cale P.O. Box 688 Pacific Palisades, CA 90272	Director 5.00	4,000.	0.	0.
Whitney R. Cale P.O. Box 688 Pacific Palisades, CA 90272	Director 5.00	4,000.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		16,000.	0.	0.

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
CASH							
PRINCIPAL			$3,336.65	$3,336.65	$0.00		
INCOME			1,181.12	1,181.12	0.00		
Total Cash			**$4,517.77**	**$4,517.77**	**$0.00**		
MONEY MARKET							
FEDERATED TREAS OBL FD 68 *Asset held in Invested Income Portfolio*	504.000		$504.00	$504.00	$0.00	$0.05	0.01%
FEDERATED TREAS OBL FD 68	55,159.650		55,159.65	55,159.65	0.00	5.52	0.01
Total Money Market			**$55,663.65**	**$55,663.65**	**$0.00**	**$5.57**	**0.01%**
Total Cash & Equivalents			**$60,181.42**	**$60,181.42**	**$0.00**	**$5.57**	**0.01%**

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
DOMESTIC MUTUAL FUNDS							
ABERDEEN GLOBAL HIGH INCOME FUND #1525 SYMBOL: JHYIX CUSIP: 04315J860	5,517.762	$10.050	$55,453.51	$54,897.38	$556.13	$4,000.38	7.21%
EATON VANCE FLOATING RATE FUND-CLASS I #924 SYMBOL: EIBLX CUSIP: 277911491	9,479.771	9.190	87,119.10	86,430.22	688.88	3,403.24	3.91
LOOMIS SAYLES BOND FUND INSTITUTIONAL SHARES #1162 SYMBOL: LSBDX CUSIP: 543495840	14,756.153	15.160	223,703.28	219,579.73	4,123.55	10,432.60	4.66
Total Domestic Mutual Funds			**$366,275.89**	**$360,907.33**	**$5,368.56**	**$17,836.22**	**4.87%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income *(continued)*							
INTERNATIONAL MUTUAL FUNDS							
PIMCO EMERGING LOCAL BOND FUND INST #332 SYMBOL: PELBX CUSIP: 72201F516	3,664.157	$9.330	$34,186.58	$39,206.48	- $5,019.90	$1,751.47	5.12%
Total International Mutual Funds			**$34,186.58**	**$39,206.48**	**- $5,019.90**	**$1,751.47**	**5.12%**
Total Fixed Income			**$400,462.47**	**$400,113.81**	**$348.66**	**$19,587.69**	

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
NIKE INC CL B SYMBOL: NKE CUSIP: 654106103	13,200.000	$78.640	$1,038,048.00	$17,564.97	$1,020,483.03	$12,672.00	1.22%
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	200.000	63.270	12,654.00	9,548.00	3,106.00	344.00	2.72
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	300.000	76.400	22,920.00	10,059.00	12,861.00	258.00	1.13
Total Consumer Discretionary			**$1,073,622.00**	**$37,171.97**	**$1,036,450.03**	**$13,274.00**	**1.24%**
CONSUMER STAPLES							
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	200.000	$82.940	$16,588.00	$12,498.00	$4,090.00	$454.00	2.74%
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	200.000	81.410	16,282.00	11,942.00	4,340.00	481.20	2.95
Total Consumer Staples			**$32,870.00**	**$24,440.00**	**$8,430.00**	**$935.20**	**2.85%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
ENERGY							
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	150.000	$124.910	$18,736.50	$11,796.60	$6,939.90	$600.00	3.20%
CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104	200.000	70.650	14,130.00	11,697.62	2,432.38	552.00	3.91
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	150.000	101.200	15,180.00	2,336.06	12,843.94	378.00	2.49
Total Energy			**$48,046.50**	**$25,830.28**	**$22,216.22**	**$1,530.00**	**3.18%**
FINANCIALS							
BERKSHIRE HATHAWAY INC. SYMBOL: BRK.B CUSIP: 084670702	200.000	$118.560	$23,712.00	$16,009.90	$7,702.10	$0.00	0.00%
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	300.000	58.480	17,544.00	11,642.97	5,901.03	456.00	2.60
Total Financials			**$41,256.00**	**$27,652.87**	**$13,603.13**	**$456.00**	**1.11%**
HEALTH CARE							
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	200.000	$91.590	$18,318.00	$12,581.96	$5,736.04	$528.00	2.88%
Total Health Care			**$18,318.00**	**$12,581.96**	**$5,736.04**	**$528.00**	**2.88%**
INDUSTRIALS							
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	800.000	$28.030	$22,424.00	$14,267.00	$8,157.00	$704.00	3.14%
UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108	100.000	168.000	16,800.00	9,033.00	7,767.00	316.00	1.88
3M CO COM SYMBOL: MMM CUSIP: 88579Y101	150.000	140.250	21,037.50	12,056.25	8,981.25	513.00	2.44
Total Industrials			**$60,261.50**	**$35,356.25**	**$24,905.25**	**$1,533.00**	**2.54%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP: 037833100	115.000	$561.020	$64,517.30	$56,897.35	$7,619.95	$1,403.00	2.17%
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	800.000	22.430	17,944.00	14,313.33	3,630.67	544.00	3.03
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	500.000	37.410	18,705.00	14,030.00	4,675.00	560.00	2.99
Total Information Technology			**$101,166.30**	**$85,240.68**	**$15,925.62**	**$2,507.00**	**2.48%**
INTERNATIONAL EQUITIES							
ANHEUSER-BUSCH INBEV SPN CUSIP: 03524A108	200.000	$106.460	$21,292.00	$20,844.00	$448.00	$500.80	2.35%
DIAGEO PLC - ADR SPONSORED ADR CUSIP. 25243Q205	200.000	132.420	26,484.00	15,683.00	10,801.00	599.60	2.26
HSBC - ADR SPONSORED ADR CUSIP: 404280406	300.000	55.130	16,539.00	16,544.97	- 5.97	720.00	4.35
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406	300.000	73.590	22,077.00	21,794.85	282.15	544.80	2.47
TOTAL S.A. - ADR SPONSORED ADR CUSIP: 89151E109	500.000	61.270	30,635.00	21,499.60	9,135.40	1,313.00	4.29
VODAFONE GROUP PLC NEW CUSIP: 92857W209	600.000	39.310	23,586.00	16,565.88	7,020.12	954.00	4.04
Total International Equities			**$140,613.00**	**$112,932.30**	**$27,680.70**	**$4,632.20**	**3.29%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL MUTUAL FUNDS							
OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505	4,348.732	$37.560	$163,338.37	$150,000.00	$13,338.37	$708.84	0.43%
TEMPLETON FRONTIER MARKETS FUND CLASS AD #674 SYMBOL: FFRZX CUSIP: 88019R641	1,141.553	18.280	20,867.59	20,000.00	867.59	413.24	1.98
Total International Mutual Funds			**$184,205.96**	**$170,000.00**	**$14,205.96**	**$1,122.08**	**0.61%**
Total Equities			**$1,700,359.26**	**$531,206.31**	**$1,169,152.95**	**$26,517.48**	**1.56%**

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Complementary Strategies							
OTHER							
AQR MANAGED FUTURES STRATEGY FUND CLASS I #15213 SYMBOL: AQMIX CUSIP: 00203H859	5,086.470	$10.590	$53,865.72	$50,000.00	$3,865.72	$0.00	0.00%
ASG GLOBAL ALTERNATIVES FUND CLASS Y #1993 SYMBOL: GAFYX CUSIP: 63872T885	4,462.349	11.430	51,004.65	50,656.22	348.43	0.00	0.00
DRIEHAUS ACTIVE INCOME FUND SYMBOL: LCMAX CUSIP: 262028855	4,836.687	10.770	52,091.12	51,795.87	295.25	1,044.72	2.01
MERGER FD SH BEN INT SYMBOL: MERFX CUSIP: 589509108	3,797.638	16.010	60,800.18	60,128.46	671.72	1,181.07	1.94
ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND CLASS INS SYMBOL: BPIRX CUSIP: 74925K581	4,696.532	14.430	67,770.96	65,000.00	2,770.96	0.00	0.00
Total Other			**$285,532.63**	**$277,580.55**	**$7,952.08**	**$2,225.79**	**0.78%**
Total Complementary Strategies			**$285,532.63**	**$277,580.55**	**$7,952.08**	**$2,225.79**	**0.78%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ESTATE INVESTMENT TRUSTS (REITS)							
DIGITAL RLTY TR INC COM SYMBOL: DLR CUSIP: 253868103	200.000	$49.120	$9,824.00	$12,332.00	- $2,508.00	$624.00	6.35%
EPR PROPERTIES SYMBOL: EPR CUSIP: 26884U109	250.000	49.160	12,290.00	13,091.35	- 801.35	790.00	6.43
EQUITY RESIDENTIAL PPTYS TR SH BEN INT SYMBOL: EQR CUSIP: 29476L107	500.000	51.870	25,935.00	21,343.00	4,592.00	1,300.00	5.01
PLUM CREEK TIMBER CO INC COM SYMBOL: PCL CUSIP: 729251108	300.000	46.510	13,953.00	14,286.00	- 333.00	528.00	3.78
SENIOR HOUSING PROP TRUST SYMBOL: SNH CUSIP: 81721M109	500.000	22.230	11,115.00	13,085.00	- 1,970.00	780.00	7.02
Total Real Estate Investment Trusts (Reits)			**$73,117.00**	**$74,137.35**	**- $1,020.35**	**$4,022.00**	**5.50%**
REAL ASSET FUNDS							
ELEMENTS ROGERS TOTAL RETURN DTD 10/18/07 10/24/2022 SYMBOL: RJI CUSIP: 870297801	6,905.000	$8.170	$56,413.85	$55,447.15	$966.70	$0.00	0.00%
ISHARES GOLD TRUST SYMBOL: IAU CUSIP: 464285105	2,000.000	11.680	23,360.00	32,359.80	- 8,999.80	0.00	0.00
JP MORGAN ALERIAN MLP INDEX EXCHANGE TRADED NOTE DTD 04/02/09 05/24/2024 SYMBOL: AMJ CUSIP: 46625H365	2,000.000	46.350	92,700.00	79,927.90	12,772.10	4,378.00	4.72
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	1,000.000	41.200	41,200.00	37,684.90	3,515.10	1,869.00	4.54

WELLS FARGO

Account Statement For:
CALE, CHARLES G & JESSIE R FDN-AGY

Period Covered: January 1, 2013 - December 31, 2013

Account Number

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets *(continued)*							
REAL ASSET FUNDS *(continued)*							
VANGUARD REIT VIPER SYMBOL: VNQ CUSIP: 922908553	500.000	64.560	32,280.00	30,579.65	1,700.35	1,395.50	4.32
Total Real Asset Funds			**$245,953.85**	**$235,999.40**	**$9,954.45**	**$7,642.50**	**3.11%**
Total Real Assets			**$319,070.85**	**$310,136.75**	**$8,934.10**	**$11,664.50**	**3.66%**

	Account Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$2,765,606.63**	**$1,579,218.84**	**$1,186,387.79**	**$60,001.03**