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INTERNAL REVENUE SERVICE

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

OMB No 1545-0052

2013

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

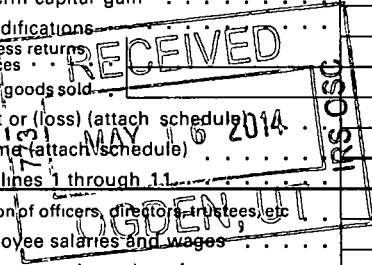
For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation FRED & EVA STEBLER FOUNDATION		A Employer identification number 95-6018826
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 800-357-7094
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,698,303.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		

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 (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		55,136.	54,754.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		128,635.			
b Gross sales price for all assets on line 6a 750,907.					
7 Capital gain net income (from Part IV, line 2)			128,635.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)			4.		STMT 2
12 Total Add lines 1 through 11		183,771.	183,393.		
13 Compensation of officers, directors, trustees, etc.		30,519.	18,311.		12,208.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 4		1,680.	850.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 5		10.	104.		
24 Total operating and administrative expenses. Add lines 13 through 23		33,459.	19,265.	NONE	13,458.
25 Contributions, gifts, grants paid		119,088.			119,088.
26 Total expenses and disbursements Add lines 24 and 25		152,547.	19,265.	NONE	132,546.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		31,224.			
b Net investment income (if negative, enter -0-)			164,128.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	294,042.	97,813.	97,813.	
	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 schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 6	1,455,631.	1,808,609.	2,438,433.	
	c	Investments - corporate bonds (attach schedule) . STMT 10	280,203.	152,731.	162,057.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,029,876.	2,059,153.	2,698,303.		
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	2,029,876.	2,059,153.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	2,029,876.	2,059,153.			
31	Total liabilities and net assets/fund balances (see instructions)	2,029,876.	2,059,153.			

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 2,029,876.
2	Enter amount from Part I, line 27a	2 31,224.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3 730.
4	Add lines 1, 2, and 3	4 2,061,830.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5 2,677.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 2,059,153.

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 PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
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 751,629.		622,272.	129,357.	
b -722.			-722.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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			129,357.	
b			-722.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	128,635.
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	

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	125,267.	2,369,666.	0.052863
2011	126,567.	2,403,324.	0.052663
2010	135,110.	2,284,769.	0.059135
2009	143,282.	2,102,157.	0.068160
2008	149,186.	2,463,282.	0.060564
2 Total of line 1, column (d)			2 0.293385
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 0.058677
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,509,638.
5 Multiply line 4 by line 3			5 147,258.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,641.
7 Add lines 5 and 6			7 148,899.
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.			8 132,546.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 3,283, 1,196, and 2,087.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions and Yes/No columns. Includes questions about political campaigns, expenditures, and state reporting.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> NONE				
14	The books are in care of <input type="checkbox"/> BANK OF AMERICA, N.A. Telephone no <input type="checkbox"/> (866) 461-7287			
	Located at <input type="checkbox"/> 100 WESTMINISTER ST, PROVIDENCE, RI ZIP+4 <input type="checkbox"/> 02903			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	<input type="checkbox"/> 15		
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>			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
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? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years <input type="checkbox"/>		
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)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a	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)	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)? (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)

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? Yes No

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? Yes No

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
BANK OF AMERICA, N.A. 100 WESTMINISTER ST, PROVIDENCE, RI 02903	TRUSTEE 1	30,519.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	

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 NONE	

2 NONE	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3	

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	2,339,801.
b	Average of monthly cash balances	1b	208,055.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,547,856.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,547,856.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,218.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,509,638.
6	Minimum investment return. Enter 5% of line 5	6	125,482.

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	125,482.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,283.
2b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,283.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	122,199.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	122,199.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	122,199.

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	132,546.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	132,546.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	132,546.

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				122,199.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	28,164.			
b From 2009	39,434.			
c From 2010	22,042.			
d From 2011	7,963.			
e From 2012	7,980.			
f Total of lines 3a through e	105,583.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>132,546.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				122,199.
e Remaining amount distributed out of corpus	10,347.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	115,930.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	28,164.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	87,766.			
10 Analysis of line 9				
a Excess from 2009	39,434.			
b Excess from 2010	22,042.			
c Excess from 2011	7,963.			
d Excess from 2012	7,980.			
e Excess from 2013	10,347.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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	
2a 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
RIVERSIDE COMMUNITY HEALTH FOUNDATION 4445-A MAGNOLIA AVE RIVERSIDE CA 92501-4135	N/A	PC	UNRESTRICTED GENERAL SUPPORT	41,681.
THE COMMUNITY FOUNDATION 4280 LATHAM ST, SUITE C RIVERSIDE CA 92501-1	N/A	PC	UNRESTRICTED GENERAL SUPPORT	59,544.
CHILDRENS HOME SOCIETY OF CALIFORNIA 1300 W 4TH ST LOS ANGELES CA 90017-1404	N/A	PC	UNRESTRICTED GENERAL SUPPORT	17,863.
Total				▶ 3a 119,088.
<i>b Approved for future payment</i>				
Total				▶ 3b

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	580.	580.
FOREIGN DIVIDENDS	4,508.	4,508.
NONDIVIDEND DISTRIBUTIONS	382.	
DOMESTIC DIVIDENDS	19,984.	19,984.
OTHER INTEREST	10,506.	10,506.
FOREIGN INTEREST	975.	975.
US GOVERNMENT INTEREST REPORTED AS QUALI	400.	400.
NONQUALIFIED FOREIGN DIVIDENDS	3,529.	3,529.
NONQUALIFIED DOMESTIC DIVIDENDS	14,272.	14,272.
TOTAL	55,136.	54,754.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		4.
	-----	-----
TOTALS	=====	=====
		4.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ESTIMATES	830.	
FOREIGN TAXES ON QUALIFIED FOR	420.	420.
FOREIGN TAXES ON NONQUALIFIED	430.	430.
TOTALS	1,680.	850.

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FORM 990PF, PART I - OTHER EXPENSES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE EXCISE TAX	10.	
PARTNERSHIP EXPENSES		104.
TOTALS	10.	104.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
464286400 ISHARES INC MSCI BRA		
464286665 ISHARES MSCI PACIFIC	27,025.	31,309.
464286673 ISHARES MSCI SINGAPO	25,540.	29,435.
464287234 ISHARES MSCI EMERGIN	67,998.	78,366.
73935X575 POWERSHARES WATER RE	15,414.	24,909.
81369Y100 SELECT SECTOR SPDR T		
97717W315 WISDOMTREE EMERGING		
03027X100 AMERICAN TOWER CORP	4,315.	7,982.
81369Y605 SELECT SECTOR SPDR T	22,694.	32,681.
G6359F103 NABORS INDS INC COM		
037411105 APACHE CORP COM		
166764100 CHEVRON CORP COM	13,270.	22,484.
674599105 OCCIDENTAL PETE CORP	12,331.	16,643.
74733V100 QEP RES INC COM	5,003.	7,659.
806857108 SCHLUMBERGER LTD COM		
02076X102 ALPHA NAT RES INC CO		
767204100 RIO TINTO PLC SPONSO		
H6169Q108 PENTAIR LTD COM		
H89128104 TYCO INTL LTD NEW F		
00101J106 ADT CORP COM	2,630.	4,654.
260003108 DOVER CORP COM		
34354P105 FLOWERVE CORP COM		
369604103 GENERAL ELEC CO COM		
701094104 PARKER HANNIFIN CORP		
911312106 UNITED PARCEL SVC IN	6,156.	11,033.
913017109 UNITED TECHNOLOGIES	15,808.	32,433.
023135106 AMAZON COM INC COM		
254687106 DISNEY WALT CO COM D	3,059.	8,022.
655664100 NORDSTROM INC COM	9,431.	17,922.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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855030102 STAPLES INC COM		
872540109 TJX COS INC NEW COM	9,956.	28,041.
87612E106 TARGET CORP COM	8,371.	10,123.
189054109 CLOROX CO COM		
370334104 GENERAL MLS INC COM	13,335.	15,759.
713448108 PEPSICO INC COM	12,561.	25,268.
718172109 PHILIP MORRIS INTL I	15,163.	19,538.
742718109 PROCTER & GAMBLE CO	13,442.	18,652.
832696405 SMUCKER J M CO NEW C	6,546.	9,774.
002824100 ABBOTT LABS COM		
018490102 ALLERGAN INC COM		
031162100 AMGEN INC COM	6,740.	18,561.
58155Q103 MCKESSON CORP COM		
628530107 MYLAN INC COM	2,900.	7,238.
883556102 THERMO FISHER SCIENT	6,188.	23,779.
254709108 DISCOVER FINL SVCS C		
316773100 FIFTH THIRD BANCORP		
38141G104 GOLDMAN SACHS GROUP	6,263.	12,025.
46625H100 J P MORGAN CHASE & C		
693475105 PNC FINL SVCS GROUP	3,764.	6,455.
74144T108 PRICE T ROWE GROUP I	18,572.	30,191.
744320102 PRUDENTIAL FINL INC	14,115.	39,271.
949746101 WELLS FARGO & CO NEW		
037833100 APPLE INC COM	6,083.	8,928.
17275R102 CISCO SYS INC COM		
268648102 EMC CORP COM	3,387.	22,508.
428236103 HEWLETT PACKARD CO C		
459200101 INTERNATIONAL BUSINE		
594918104 MICROSOFT CORP COM		

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
882508104 TEXAS INSTRS INC COM		
00206R102 AT&T INC COM	4,863.	8,782.
30161N101 EXELON CORP COM		
748356102 QUESTAR CORP COM		
816851109 SEMPRA ENERGY COM		
466001864 IVY ASSET STRATEGY F	75,000.	87,024.
19765J608 COLUMBIA MID CAP IND	105,756.	226,499.
19765J814 COLUMBIA SMALL CAP I	100,875.	195,389.
19765Y688 COLUMBIA SELECT LARG	74,408.	149,126.
693390700 PIMCO TOTAL RETURN F		
722005667 PIMCO COMMODITY REAL		
19765N468 COLUMBIA INTERMEDIAT	124,725.	133,226.
714199106 PERMANENT PORTFOLIO	75,000.	68,855.
722005626 PIMCO ALL ASSET FUND	123,000.	122,983.
561717646 MANAGERS REAL ESTATE		
19248H401 COHEN & STEERS INTL	59,816.	61,394.
19765H677 COLUMBIA MULTI-ADVIS	67,983.	107,357.
55273E640 MFS EMERGING MKTS DE	22,000.	22,833.
26923A106 ETFS PALLADIUM TR SH	36,637.	37,943.
464286772 ISHARES MSCI SOUTH K	11,744.	14,874.
464286822 ISHARES MSCI MEXICO	11,754.	13,260.
922908553 VANGUARD REIT ETF	55,447.	55,005.
73936B408 POWERSHARES DB AGRIC	24,802.	23,886.
30231G102 EXXON MOBIL CORP COM	15,059.	16,698.
74005P104 PRAXAIR INC COM	13,823.	15,604.
149123101 CATERPILLAR INC COM	8,194.	9,081.
244199105 DEERE & CO COM	8,033.	9,133.
291011104 EMERSON ELEC CO COM	10,805.	14,036.
438516106 HONEYWELL INTL INC C	7,739.	9,137.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
88579Y101 3M CO COM	10,866.	14,025.
580135101 MCDONALDS CORP COM	17,025.	16,980.
071813109 BAXTER INTL INC COM	16,909.	17,040.
478160104 JOHNSON & JOHNSON CO	14,978.	15,570.
084670702 BERKSHIRE HATHAWAY I	5,828.	5,928.
09247X101 BLACKROCK INC CL A	10,662.	12,659.
171232101 CHUBB CORP COM	17,416.	18,843.
053015103 AUTOMATIC DATA PROCE	14,842.	16,160.
747525103 QUALCOMM INC COM	15,824.	17,449.
92826C839 VISA INC CL A COM	16,736.	18,928.
41902V872 HATTERAS ALPHA HEDGE	27,000.	27,208.
74253Q416 PRINCIPAL PFD SECS F	70,000.	67,355.
949917744 WELLS FARGO ADVANTAG	55,000.	55,094.
04314H204 ARTISAN INTERNATIONA	50,000.	55,382.
19765Y852 COLUMBIA EMERGING MA	50,000.	56,044.
TOTALS	1,808,609.	2,438,433.

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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097023AZ8 BOEING CO SR UNSECD	51,797.	55,747.
22541LAH6 CREDIT SUISSE FIRST		
589331AH0 MERCK & CO INC SR NT	25,359.	26,055.
742718DQ9 PROCTER & GAMBLE CO	50,187.	54,234.
931142CP6 WAL-MART STORES INC	25,388.	26,021.
06739GBB4 BARCLAYS BK PLC SR N		
	-----	-----
TOTALS	152,731.	162,057.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PARTNERSHIP BASIS ADJ	722.
ROUNDING ADJ	8.
TOTAL	730.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJ	2,278.
ROC ADJ - 2012	399.

TOTAL	2,677.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
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NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-722.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-722.00

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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.