



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



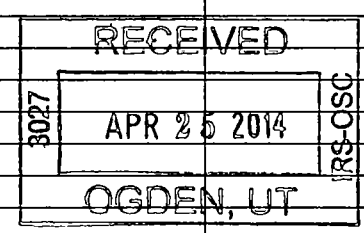
For calendar year 2013 or tax year beginning

, and ending

Name of foundation MYRTLE L. ATKINSON FOUNDATION		A Employer identification number 95-6047161
Number and street (or P.O. box number if mail is not delivered to street address) 5 PEMBROKE PLACE	Room/suite	B Telephone number 650-322-6565
City or town, state or province, country, and ZIP or foreign postal code MENLO PARK, CA 94025		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,679,302.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	27,404.	27,404.		Statement 1
	4 Dividends and interest from securities	140,480.	140,480.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	611,208.			
	b Gross sales price for all assets on line 6a	3,448,369.			
	7 Capital gain net income (from Part IV, line 2)		611,208.		
	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	16,196.	16,196.		Statement 3	
12 Total. Add lines 1 through 11	795,288.	795,288.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 4	11,500.	0.		0.
	c Other professional fees Stmt 5	36,981.	0.		0.
	17 Interest				
	18 Taxes Stmt 6	15,031.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	12,536.	0.		0.
	22 Printing and publications				
	23 Other expenses Stmt 7	1,741.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	77,789.	0.		0.
	25 Contributions, gifts, grants paid	378,000.			378,000.
26 Total expenses and disbursements. Add lines 24 and 25	455,789.	0.		378,000.	
27 Subtract line 26 from line 12	339,499.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		795,288.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED MAY 06 2014



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,576.	10,763.	10,763.
	2 Savings and temporary cash investments	692,667.	392,686.	392,688.
	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			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 8		6,854,087.	7,497,380.	8,275,851.
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 1)		7,561,330.	7,900,829.	8,679,302.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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.		
Foundations that follow SFAS 117, check here <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	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	7,561,330.	7,900,829.	
	30 Total net assets or fund balances	7,561,330.	7,900,829.	
31 Total liabilities and net assets/fund balances	7,561,330.	7,900,829.		

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	7,561,330.
2 Enter amount from Part I, line 27a	2	339,499.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,900,829.
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	7,900,829.

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 SHORT TERM CAPITAL GAINS/LOSSES	P		
b LONG TERM CAPITAL GAINS/LOSSES	P		
c REALIZED GAINS ON SECURITY SALES	P		
d PRINCIPAL ADJUSTMENTS			
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 20,909.			20,909.
b 88,214.			88,214.
c 3,339,246.		2,827,310.	511,936.
d		9,851.	-9,851.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			20,909.
b			88,214.
c			511,936.
d			-9,851.
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	611,208.
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	406,000.	8,137,984.	.049890
2011	487,725.	8,146,997.	.059866
2010	451,210.	8,263,984.	.054600
2009	451,341.	7,610,104.	.059308
2008	487,891.	8,973,104.	.054373

2 Total of line 1, column (d)	2	.278037
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	.055607
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,615,114.
5 Multiply line 4 by line 3	5	423,454.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,953.
7 Add lines 5 and 6	7	431,407.
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	378,000.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	15,906.
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	15,906.
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	15,906.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,280.	
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	9,280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,626.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM N. HARRIS Located at ► 5 PEMBROKE PLACE, MENLO PARK, CA	Telephone no ► (650) 322-6565 ZIP+4 ► 94025		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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? If "Yes," list the years ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	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

Form 990-PF (2013)

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

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?

If "Yes" to 6b, file Form 8870.

6b

X

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		0.	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

Form 990-PF (2013)

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	

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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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	7,175,734.
b	Average of monthly cash balances	1b	555,346.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,731,080.
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	7,731,080.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,966.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,615,114.
6	Minimum investment return. Enter 5% of line 5	6	380,756.

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	380,756.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,906.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,906.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	364,850.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	364,850.
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	364,850.

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	378,000.
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	378,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	378,000.

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

Form **990-PF** (2013)

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				364,850.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			230,684.	
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				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 378,000.				
a Applied to 2012, but not more than line 2a			230,684.	
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				147,316.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				217,534.
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	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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 (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		PUBLIC CHARITY	83,000.
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		EVANGELICAL GRANTS	57,000.
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		MEDICAL GRANTS	50,000.
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		EDUCATIONAL GRANTS	171,000.
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		CHURCH GRANTS	17,000.
Total			3a	378,000.
b Approved for future payment				
None				
Total			3b	0.



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

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

[illegible]

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.		
	 Signature of officer or trustee	4/17/14 Date	 PRESIDENT 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 <input type="checkbox"/> if self-employed	PTIN
	Robert Sperling		03/28/14		P01066074
	Firm's name ▶ FIDUCIAL BUSINESS CENTERS, INC.				Firm's EIN ▶ 13-4096443
	Firm's address ▶ 10100 OLD COLUMBIA ROAD COLUMBIA, MD 21046				Phone no (410) 910-5885

Form **990-PF** (2013)

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FIDELITY BOND FUND	27,404.	27,404.	
Total to Part I, line 3	27,404.	27,404.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
FIDELITY FUND	140,480.	0.	140,480.	140,480.	
To Part I, line 4	140,480.	0.	140,480.	140,480.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
GUY F ATKINSON RECOVERY	16,196.	16,196.	
Total to Form 990-PF, Part I, line 11	16,196.	16,196.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTANT	11,500.	0.		0.
To Form 990-PF, Pg 1, ln 16b	11,500.	0.		0.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FUND MANAGEMENT FEES	36,981.	0.		0.	
To Form 990-PF, Pg 1, ln 16c	36,981.	0.		0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FRANCHISE TAX BOARD	85.	0.		0.	
IRS TAX PAYMENT	14,694.	0.		0.	
FOREIGN TAXES	252.	0.		0.	
To Form 990-PF, Pg 1, ln 18	15,031.	0.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
BANK CHARGES	1,741.	0.		0.	
To Form 990-PF, Pg 1, ln 23	1,741.	0.		0.	

Form 990-PF	Other Investments		Statement	8
Description	Valuation Method	Book Value	Fair Market Value	
DODGE & COX STOCK	COST	0.	0.	
PIMCO LOW DURATION	COST	196,996.	199,928.	
MLM INDEX FD UNIT UNL	COST	225,000.	235,673.	
SELECT AMERICAN SHARES	COST	42,280.	50,993.	
DODGE & COX INTL.	COST	187,430.	280,552.	
PIMCO FOREIGN BOND FD INSTITUTIONAL	COST	55,515.	55,530.	

COLUMBIA ACORN INT	COST	77,466.	95,751.
GENERAL ELECTRIC CO	COST	0.	0.
ILLINOIS TOOL WORKS	COST	0.	0.
ISHARES TR COHEN & STEERS	COST	0.	0.
ISHARES TR S&P GLOBAL	COST	22,059.	33,714.
ISHARES TR S&P SMALLCAP	COST	0.	0.
JOHNSON & JOHNSON	COST	0.	0.
ORACLE CORP	COST	0.	0.
PEPSICO INC	COST	0.	0.
PIMCO COMMODITY REAL RETURN	COST	0.	0.
ROYCE VALUE FUND	COST	0.	0.
SEC SPDR TR BEN INT MAT	COST	0.	0.
TEMPLETON GLOBAL BOND FUND	COST	165,064.	182,686.
TEVA PHARM	COST	16,510.	14,749.
BARCLAYS BK	COST	0.	0.
CHEVRON CORP	COST	0.	0.
COLGATE PALMOLIVE	COST	0.	0.
GOOGLE INC	COST	0.	0.
ISHARES GLOBAL TELCOM	COST	26,484.	40,987.
ISHARES TR S&P 500	COST	0.	0.
PRAXAIR INC	COST	0.	0.
SCHLUMBERGER LTD	COST	0.	0.
SPDR INDEX WILSHIRE	COST	0.	0.
ST JUDE MEDICAL	COST	0.	0.
WALMART	COST	0.	0.
ABBOT LABORATORIES	COST	0.	0.
ACCENTURE PLC	COST	0.	0.
ARTISAN MID CAP	COST	295,926.	358,528.
CATERPILLAR	COST	0.	0.
EXPEDITORS INTL	COST	0.	0.
GAMESTOP CORP	COST	0.	0.
HENDERSON INTER OPPORT	COST	0.	0.
ING GLOBAL REAL ESTATE CL A	COST	98,607.	135,601.
ISHARES EAFE INDEX	COST	0.	0.
MATTHEWS ASIAN GROWTH & INC	COST	264,889.	297,549.
MERIDIAN GROWTH FUND	COST	0.	0.
POTASH CORP	COST	0.	0.
SPDR GOLD TR GOLD	COST	0.	0.
TD AMERITRADE	COST	0.	0.
US TREAS 11/13	COST	0.	0.
VAN ECK GLOBAL	COST	131,843.	146,364.
VANGUARD DVD GRTH	COST	665,150.	838,252.
DOUGLAS CNTY WASH PUB UTIL	COST	51,108.	52,054.
GUGGENHM FRONTIER	COST	0.	0.
JP MORGAN RESEARCH	COST	205,060.	205,403.
LAZARD DEVELOPING MRKTS	COST	0.	0.
MAINSTAY FLOATING RATE	COST	227,867.	229,738.
PIMCO EMERGING LOCAL BF	COST	0.	0.
PIONEER STRATEGIC INC FD	COST	190,060.	187,941.
SASOL SPON ADR	COST	0.	0.
SCHWAB STRATEGIC TR	COST	13,781.	18,918.
VANGUARD EMERGING MKTS	COST	0.	0.
WASHINGTON BIOMEDICAL BD	COST	50,484.	54,209.
MAINSTAY MARKETFIELD FUND +	COST	210,000.	285,760.

MERGER FUND	COST	200,000.	200,188.
NUVEEN GL INFRA	COST	165,830.	202,624.
NUVEEN REAL ESTATE	COST	0.	0.
POWERSHARE FTSE	COST	0.	0.
ROBECO BOSTON PARTN LONG SHORT	COST	410,150.	408,852.
TEMPLETON INSTL FDS	COST	72,014.	95,462.
American express cr 8/13	COST	0.	0.
Bellsouth Bond 9/15/14	COST	20,613.	20,652.
Berkshire hath 1/31/17	COST	20,464.	20,460.
Burlington northn 10/19	COST	22,928.	21,940.
Federal Farm CR Bks 6/15	COST	50,003.	50,116.
Federal Home loan Bank 1/12/18	COST	24,831.	24,332.
Federal natl mtg 5/29/15	COST	0.	0.
Federal natl mtg 7/28/15	COST	20,672.	20,632.
Federal natl mtg 11/16	COST	15,227.	15,252.
Federal natl mtg 4/17	COST	35,223.	35,136.
Federated Retail Holding 12/1/16	COST	28,282.	28,042.
fed natl mtg assn pool #MA1211	COST	29,421.	28,348.
General Elec cap 1/16	COST	24,171.	24,880.
Teva Pharm fin 2/16	COST	0.	0.
tjx cos inc 8/15	COST	0.	0.
washington st univ 10/1/18	COST	39,740.	38,497.
ev parametric tax mdg EMERG MKT	COST	353,217.	349,194.
indexiq etf tr iq	COST	265,803.	278,112.
ishares core s&p midcap	COST	0.	0.
vanguard spec port div	COST	134,140.	180,576.
TempleTON GLOBAL total rt	COST	81,060.	80,853.
Waltheusen small cap VALUE	COST	290,000.	347,244.
western asset total rtn	COST	250,060.	246,289.
AMERICAN INTL GROUP	COST	22,872.	22,941.
GOVT NATL MTG ASSN POOL 782529	COST	26,894.	26,635.
JP MORGAN CHASE & CO ALERIAN	COST	242,254.	243,616.
MARKET VECTORS ETF TR AFRICA	COST	84,572.	89,668.
AQR DIVERSIFIED ARBITRAGE	COST	120,030.	116,786.
ALLIANZGI NFJ INTL	COST	185,060.	196,486.
COLUMBIA ACORN INTL CL R5	COST	70,030.	75,502.
DOUBLELINE EMERGING MRTKS	COST	170,060.	169,201.
ING GLOBAL REAL ESTATE CLASS 1	COST	62,030.	63,208.
MAINSTAY HIGH YIELD	COST	65,030.	65,804.
AKRE FOCUS FUND	COST	100,030.	100,671.
THE OSTERWEIS STRATEGIC INC FD	COST	130,060.	129,824.
TEMPLETON FRONTIER MRTKS FD	COST	245,030.	256,948.
Total to Form 990-PF, Part II, line 13		7,497,380.	8,275,851.

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

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib Account
WILLIAM N. HARRIS 5 PEMBROKE PLACE MENLO PARK, CA 94025	PRESIDENT 0.00	0.	0.	0.
ROBERT N. HARRIS 429 NW 36TH STREET CORVALLIS, OR 97331	VICE PRESIDENT 0.00	0.	0.	0.
JEFFREY M. WHITSETT 232 NORTH SALEM ROAD CROSS RIVER, NY 10515	DIRECTOR 0.00	0.	0.	0.
JOHN F. HARRIS 7621 10TH STREET MEDINA, WA 98039	DIRECTOR 0.00	0.	0.	0.
WILLIAM W. HARRIS 1225 BAY LAUREL DRIVE MENLO PARK, CA 94025	SECRETARY/TREASURER 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF	Grant Application Submission Information Part XV, Lines 2a through 2d	Statement 10
-------------	--------------------------------------------------------------------------	--------------

Name and Address of Person to Whom Applications Should be Submitted

MYRTLE L. ATKINSON FOUNDATION
5 pembroke place
menlo park, CA 94025

Telephone Number

650-322-6565

Form and Content of Applications

A LETTER DESCRIBING THE NEED, THE FINANCIAL STATUS AND THE MEMBERS OF THE BOARD OF DIRECTORS OF THE APPLYING ORGANIZATION.

Any Submission Deadlines

THERE ARE NO SUBMISSION DEADLINES.

Restrictions and Limitations on Awards

IT IS LEFT TO THE BOARD'S DISCRETION TO DETERMINE THE EXTENT OF THE AWARD.

2013

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Federal Natl Mtg 07/28/15	15,000.000	07/17/12	01/09/13	15,746.97	15,886.49	-139.52
TJX COS Inc 08/15	20,000.000	06/27/12	02/11/13	22,094.07	21,602.09	491.98
Federal Natl Mtg 07/28/15	35,000.000	07/17/12	02/15/13	36,732.12	36,719.78	12.34
Federal Natl Mtg 07/28/15	20,000.000	07/19/12	02/19/13	20,988.70	20,982.73	5.97
Federal Natl Mtg 07/28/15	15,000.000	08/14/12	02/19/13	15,741.53	15,737.05	4.48
TEVA Pharm. FIN 02/16	20,000.000	06/29/12	03/22/13	22,830.20	22,344.12	486.08
Federal Natl Mtg 05/29/15	50,000.000	08/02/12	05/29/13	50,000.00	50,106.27	-106.27
Bank Amer Corp 01/11/18	15,000.000	01/11/13	10/29/13	15,012.25	15,030.17	-17.92
Fedl Natl Mtg Assn Pool #AJ 4046	36,000.000	02/15/13	10/31/13	30,798.52	31,854.02	-1,055.50
Abbvie Inc.	247.000	01/02/13	10/17/13	11,267.05	6,283.66	4,983.39
Abbvie Inc.	253.000	01/02/13	11/19/13	12,149.44	6,090.54	6,058.90
PIMCO Emerging Local BF	8,928.571	06/12/13	12/20/13	83,912.58	90,030.00	-6,117.42
Total				337,273.43	332,666.92	4,606.51
American Express CR	25,000.000	06/21/12	08/20/13	25,000.00	25,082.92	-82.92
US Treasury 11/13	50,000.000	11/05/09	11/15/13	50,000.00	50,043.85	-43.85
Gamestop Corp	500.000	05/28/10	04/04/13	14,774.51	11,044.62	3,729.89
TD Ameritrade	300.000	08/10/09	04/05/13	6,046.69	5,617.22	429.47
TD Ameritrade	200.000	10/29/10	04/05/13	4,031.13	3,369.31	661.82
Nuveen Real Estate	5,177.990	02/06/09	04/10/13	120,932.80	48,117.91	72,814.89
Nuveen Real Estate	1,055.200	08/06/09	04/10/13	24,644.28	13,030.00	11,614.28
Royce Value Fund	1,601.890	05/08/08	04/10/13	18,469.79	18,069.32	400.47
Royce Value Fund	1,991.150	08/06/09	04/10/13	22,957.96	18,000.00	4,957.96
Royce Value Fund	800.000	05/26/10	04/10/13	9,224.00	8,000.00	1,224.00
SASOL SPON ADR	400.000	05/06/10	04/10/13	17,338.98	16,365.80	973.18
Barclays Bk.	2,200.000	10/03/08	04/12/13	87,865.18	112,875.71	-25,010.53
Barclays Bk.	800.000	10/29/09	04/12/13	31,950.98	32,808.32	-857.34
Barclays Bk.	200.000	05/12/10	04/12/13	7,987.74	7,757.87	229.87

ISHARES TR S&P 500	1,100.000	02/10/10	04/12/13	173,877.50	117,080.33	56,797.17
ISHARES TR Cohen & Steers	100.000	01/01/08	04/12/13	8,580.50	8,227.84	352.66
ISHARES TR Cohen & Steers	900.000	04/03/08	04/12/13	77,224.51	73,928.00	3,296.51
ISHARES TR Cohen & Steers	600.000	10/29/09	04/12/13	51,483.00	28,864.14	22,618.86
Powershares FTSE	2,500.000	11/03/11	04/12/13	175,827.11	137,206.25	38,620.86
Dodge & Cox Stock	371.927	05/25/04	06/12/13	52,983.30	43,091.45	9,891.85
Dodge & Cox Stock	17.155	07/23/04	06/12/13	2,443.84	2,040.70	403.14
Dodge & Cox Stock	17.316	10/12/04	06/12/13	2,466.77	2,047.04	419.73
Henderson Inter. Opport.	1,255.442	10/14/09	06/12/13	28,711.96	25,397.59	3,314.37
Henderson Inter. Opport.	3,913.043	05/10/10	06/12/13	89,491.29	72,000.00	17,491.29
PIMCO Com. Real Rt. INST	11,292.346	10/14/09	06/12/13	67,398.76	90,030.00	-22,631.24
PIMCO Com. Real Rt. INST	5,131.129	10/27/10	06/12/13	30,625.32	45,030.00	-14,404.68
PIMCO Com. Real Rt. INST	4,051.864	06/11/12	06/12/13	24,183.69	25,030.00	-846.31
ISHARES MSCI EAFE Index	750.000	10/15/09	06/14/13	44,816.33	44,347.33	469.00
ISHARES MSCI EAFE Index	1,750.000	10/29/09	06/14/13	104,571.44	96,935.00	7,636.44
ISHARES MSCI EAFE Index	300.000	05/28/10	06/14/13	17,926.53	13,949.79	3,976.74
ISHARES MSCI EAFE Index	200.000	06/13/12	06/14/13	11,951.02	9,671.42	2,279.60
ISHARES Core S&P Midcap	300.000	03/25/09	06/14/13	35,183.09	10,891.22	24,291.87
ISHARES Core S&P Midcap	200.000	08/10/09	06/14/13	23,455.39	9,543.82	13,911.57
ISHARES Core S&P Midcap	200.000	05/07/10	06/14/13	23,455.39	12,967.40	10,487.99
ISHARES Core S&P Midcap	100.000	05/12/10	06/14/13	11,727.70	4,350.62	7,377.08
ISHARES Core S&P Smallcap	100.000	04/03/08	06/14/13	9,102.59	6,067.86	3,034.73
ISHARES Core S&P Smallcap	600.000	08/10/09	06/14/13	54,615.55	29,615.42	25,000.13
ISHARES Core S&P Smallcap	100.000	05/12/10	06/14/13	9,102.59	5,845.72	3,256.87
SPDR Gold TR Gold	350.000	10/29/09	06/14/13	46,670.38	35,684.25	10,986.13
SPDR INDEX Wilshire	800.000	11/10/08	06/14/13	32,166.28	24,196.03	7,970.25
SPDR INDEX Wilshire	1,400.000	08/10/09	06/14/13	56,290.99	46,003.98	10,287.01
SPDR INDEX Wilshire	600.000	10/29/09	06/14/13	24,124.71	21,751.82	2,372.89
SPDR INDEX Wilshire	200.000	05/28/10	06/14/13	8,041.57	6,024.81	2,016.76
Schwab Strategic Tr	3,800.000	04/30/10	06/14/13	106,129.89	97,977.86	8,152.03
Schwab Strategic Tr	1,900.000	11/03/11	06/14/13	53,064.94	48,914.98	4,149.96
Accenture PLC	197.000	10/23/04	10/17/13	14,304.05	8,230.76	6,073.29
Abbott Laboratories	200.000	03/23/09	10/17/13	6,765.51	4,688.67	2,076.84
Abbott Laboratories	103.000	04/07/09	10/17/13	3,484.24	2,414.67	1,069.57

Caterpillar Inc.	121.000	02/24/09	10/17/13	10,362.65	3,285.32	7,077.33
Chevron Corp	128.000	10/22/08	10/17/13	15,027.04	8,648.07	6,378.97
Colgate-Palmolive	200.000	11/21/08	10/17/13	12,240.59	7,370.63	4,869.96
Colgate-Palmolive	224.000	03/05/09	10/17/13	13,709.47	8,255.10	5,454.37
Expeditors Intl.	285.000	08/11/09	10/17/13	12,338.89	9,268.01	3,070.88
General Electric Co.	465.000	09/20/07	10/17/13	11,328.09	18,785.34	-7,457.25
Google Inc.	35.000	10/07/08	10/17/13	30,487.01	13,659.04	16,827.97
Illinois Tool Works	200.000	05/12/10	10/17/13	15,409.86	9,605.95	5,803.91
Illinois Tool Works	70.000	08/13/10	10/17/13	5,393.45	3,170.88	2,222.57
Johnson & Johnson	292.000	09/04/07	10/17/13	26,063.98	18,313.69	7,750.29
Oracle Corp	432.000	11/20/07	10/17/13	14,370.87	8,989.92	5,380.95
Pepsico Inc	100.000	02/25/10	10/17/13	8,051.35	6,457.90	1,593.45
Pepsico Inc	38.000	05/12/10	10/17/13	3,059.51	2,454.00	605.51
Potash Corp	50.000	07/15/09	10/17/13	1,563.59	1,473.35	90.24
Potash Corp	100.000	10/15/09	10/17/13	3,127.19	2,946.75	180.44
Potash Corp	300.000	02/25/11	10/17/13	9,381.57	8,840.25	541.32
St Jude Medical	270.000	06/16/08	10/17/13	14,907.62	10,965.70	3,941.92
Schlumberger Ltd	149.000	02/25/09	10/17/13	13,427.89	8,196.47	5,231.42
TEVA Pharm	332.000	10/02/07	10/17/13	13,585.55	15,943.52	-2,357.97
Wal-Mart	274.000	10/22/08	10/17/13	20,459.96	14,735.44	5,724.52
PRAXAIR Inc	84.000	10/14/08	10/17/13	10,204.65	5,474.97	4,729.68
Accenture PLC	103.000	10/23/07	11/19/13	7,936.40	4,163.39	3,773.02
Accenture PLC	100.000	10/15/09	11/19/13	7,705.25	4,163.39	3,541.87
Abbott Laboratories	97.000	04/07/09	11/19/13	3,661.17	2,153.80	1,507.37
Abbott Laboratories	100.000	05/12/10	11/19/13	3,774.40	2,153.80	1,620.60
Caterpillar Inc.	129.000	02/24/09	11/19/13	10,805.03	3,502.54	7,302.49
Chevron Corp	22.000	10/22/08	11/19/13	2,630.01	1,412.97	1,217.04
Chevron Corp	100.000	05/18/09	11/19/13	11,954.57	6,422.59	5,531.98
Colgate-Palmolive	276.000	03/05/09	11/19/13	18,110.53	8,191.90	9,918.63
Colgate-Palmolive	100.000	10/15/09	11/19/13	6,561.78	2,968.08	3,593.70
Colgate-Palmolive	200.000	05/28/10	11/19/13	13,123.57	5,936.16	7,187.41
Expeditors Intl.	115.000	08/11/09	11/19/13	4,976.82	3,658.97	1,317.85
Expeditors Intl.	200.000	10/29/09	11/19/13	8,655.34	6,363.42	2,291.92
General Electric Co.	235.000	09/20/07	11/19/13	6,333.75	7,842.78	-1,509.03

General Electric Co.	250.000	07/03/08	11/19/13	6,738.04	8,343.38	-1,605.34
Google Inc.	35.000	10/07/08	11/19/13	36,240.91	13,659.04	22,581.87
Illinois Tool Works	330.000	08/13/10	11/19/13	26,255.96	14,948.44	11,307.52
Johnson & Johnson	108.000	09/04/07	11/19/13	10,135.00	6,638.76	3,496.24
Johnson & Johnson	100.000	10/21/08	11/19/13	9,384.26	6,147.00	3,237.26
Johnson & Johnson	100.000	10/29/10	11/19/13	9,384.26	6,147.00	3,237.26
Oracle Corp.	268.000	11/20/07	11/19/13	9,206.86	5,490.19	3,716.67
Oracle Corp.	500.000	10/15/09	11/19/13	17,176.97	10,242.89	6,934.08
Pepsico Inc	162.000	05/12/10	11/19/13	13,995.08	9,117.69	4,877.39
PRAXAIR Inc.	116.000	10/14/08	11/19/13	14,571.11	7,560.67	7,010.44
St Jude Medical	230.000	06/16/08	11/19/13	13,221.38	8,911.33	4,310.05
St Jude Medical	200.000	05/28/10	11/19/13	11,496.86	7,748.99	3,747.87
Schlumberger Ltd.	51.000	02/25/09	11/19/13	4,754.58	1,874.99	2,879.59
Schlumberger Ltd.	100.000	10/15/09	11/19/13	9,322.70	3,676.46	5,646.24
Sec SPDR TR Ben Int Ut	800.000	02/25/09	11/19/13	31,319.97	20,851.32	10,468.65
Sec SPDR TR Ben Int Ut	200.000	04/07/09	11/19/13	7,829.99	5,212.83	2,617.16
Wal-Mart	26.000	10/22/08	11/19/13	2,058.53	1,326.49	732.04
Wal-Mart	100.000	06/02/09	11/19/13	7,917.42	5,101.90	2,815.52
Wal-Mart	100.000	10/29/09	11/19/13	7,917.42	5,101.90	2,815.52
Wal-Mart	100.000	05/12/10	11/19/13	7,917.42	5,101.90	2,815.52
PIMCO Emerging Local BF	7,836.413	03/25/10	12/20/13	73,648.26	80,036.45	-6,388.19
Lazard Developing Mkts	5,809.450	07/07/10	12/24/13	67,433.00	75,030.00	-7,597.00
Lazard Developing Mkts	6,033.376	11/17/10	12/24/13	70,032.21	94,030.00	-23,997.79
Meridian Growth Fund	317.263	03/11/09	12/24/13	11,681.65	7,026.57	4,655.08
Meridian Growth Fund	699.545	06/11/09	12/24/13	25,757.30	20,030.00	5,727.30
Meridian Growth Fund	488.787	05/25/10	12/24/13	17,997.17	17,030.00	967.17
Guggenhm Frontier	1,700.000	10/15/09	12/27/13	28,557.64	32,075.20	-3,517.56
Guggenhm Frontier	2,100.000	10/29/10	12/27/13	35,277.09	50,025.83	-14,748.74
Vanguard Intl Emerging Mkts	2,400.000	10/29/10	12/27/13	96,434.04	113,487.94	-17,053.90
Vanguard Intl Emerging Mkts	400.000	11/04/10	12/27/13	16,072.34	19,017.00	-2,944.66
Vanguard Intl Emerging Mkts	200.000	06/13/12	12/27/13	8,036.17	7,647.37	388.80
				3,001,972.76	2,494,643.23	507,329.53
TOTAL				3,339,246.19	2,827,310.15	511,936.04

SHORT TERM CAPITAL GAINS 2013

Date	Security	
07/01/13	Select American Shares	112
09/10/13	Templeton Instl FDS	46
09/17/13	Nuveen Global Infra.	1,690
11/13/13	Meridian Growth Fund	1,391
11/21/13	Artisan Mid Cap	1,571
11/26/13	Pioneer Strategic Inc. Fd	150
12/11/13	PIMCO Foreign Bond Fd.	490
12/12/13	Templeton Frontier Mrtks Fd	1,898
12/16/13	Nuveen Global Infra.	5,642
12/16/13	The Osterweis Strat. In. Fd.	21
12/19/13	Robeco Boston Partn Long Short	1,291
12/19/13	Select American Shares	107
12/23/13	Walhausen Small Cap	5,507
12/26/13	Templeton Instl FDS	1
12/27/13	Merger Fund	994
	TOTAL	20,909

LONG TERM CAPITAL GAIN

Date	Security	
07/01/13	Select American Shares	2,525
09/10/13	Templeton Instl FDS	105
09/17/13	Nuveen Global Infra.	298
11/13/13	Meridian Growth Fund	18,532
11/21/13	Artisan Mid Cap	12,954
11/26/13	Pioneer Strategic Inc. Fd	2,610
12/11/13	Columbia Acorn Int CL R5	3,117
12/11/13	Columbia Acorn Int	3,951
12/11/13	PIMCO Low Duration	128
12/11/13	PIMCO Foreign Bond Fd.	167
12/12/13	Matthews Asian Gr. & Inc. Fd	1,079
12/12/13	Templeton Frontier Mrtks Fd	157
12/16/13	Nuveen Global Infra.	879
12/17/13	Vanguard Dvd Grth	4,081
12/18/13	Templeton Global Bond Fund	43
12/19/13	Robeco Boston Partn Long Short	23,397
12/19/13	Select American Shares	1,810
12/20/13	AQR Diversified Arb.	625
12/23/13	Walhausen Small Cap	11,426
12/26/13	Templeton Instl FDS	332
	TOTAL	88,214

CHECKS WRITTEN IN 2013

Charity

06/20/13 Assistance League of San Mateo County	5,000.00
09/01/13 Friends of Karen	2,000.00
09/01/13 Haiti Partners	3,000.00
08/01/13 International Rescue Committee	5,000.00
09/01/13 International Rescue Committee	2,000.00
09/01/13 JobTrain	10,000.00
09/01/13 Make-A-Wish Michigan	20,000.00
06/20/13 Peninsula Family Service	5,000.00
09/01/13 Star Vista	5,000.00
08/01/13 Treehouse	5,000.00
09/01/13 United Way of Franklin County	3,000.00
10/04/13 Larkin Street Youth Services	2,000.00
10/04/13 La Casa de las Madres	4,000.00
10/04/13 George Mark Children's House	2,000.00
11/25/13 Ecumenical Hunger Program	5,000.00
04/15/13 YWCA of Salt Lake City	5,000.00
	<hr/>
	\$83,000.00

Church

09/01/13 Bedford Presbyterian Church	2,000.00
10/01/13 St. Bede's Episcopal Church	10,000.00
04/15/13 Washington National Cathedral	5,000.00
	<hr/>
	\$17,000.00

Education

08/01/13 American University of Beirut	5,000.00
09/01/13 California Institute of Technology	10,000.00
09/01/13 Center for International Security/Coop.	10,000.00
09/01/13 College of Westchester Foundation	2,000.00
08/01/13 Forterra	10,000.00
09/01/13 Franklin Land Trust	6,000.00
02/07/13 Friends of Camano Island Parks	5,000.00
09/01/13 Friends of Long Marine Laboratory	2,000.00
04/15/13 Huntington	5,000.00
09/01/13 Mary Lyon Foundation	6,000.00
09/01/13 Occidental College	10,000.00
08/01/13 Pegasus Project	5,000.00
01/10/13 Sempervirens Fund	25,000.00
09/01/13 Sierra Club Foundation	3,000.00
08/01/13 Trust for Public Land	5,000.00
09/01/13 University of Nebraska Foundation	7,000.00

05/06/13 Willamette University - Chemawa Indian Sch.	20,000.00	
05/06/13 Willamette University - Dean's Fund	5,000.00	
10/01/13 Peninsula College Fund	5,000.00	
10/01/13 Menlo Park-Atherton Education Foundation	3,000.00	
10/01/13 San Francisco Chamber Orchestra	2,000.00	
10/01/13 U. C. Hastings Foundation	5,000.00	
10/04/13 Berkeley Public Education Foundation	3,000.00	
10/04/13 Mali Kalanso	2,000.00	
04/15/13 Willamette University - MWH Scholarship	10,000.00	
		<hr/>
		171,000.00

Evangelical

09/01/13 Beyond Borders	2,000.00	
11/10/13 Salvation Army - Los Angeles	25,000.00	
11/10/13 Salvation Army - San Francisco	25,000.00	
04/15/13 Stanford Hospital Spiritual Care Service	5,000.00	
		<hr/>
Total		\$57,000.00

Medical

08/01/13 Doctors without Borders	5,000.00	
06/20/13 Lifewater International	10,000.00	
04/15/13 MAP International	15,000.00	
04/15/13 Pathways Hospice Foundation	5,000.00	
08/01/13 Planned Parenthood - Great Northwest	5,000.00	
10/04/13 Planned Parenthood - Missouri	2,000.00	
11/10/13 Xenophon Therapeutic	3,000.00	
06/20/13 Resurge International	5,000.00	
		<hr/>
Total		\$50,000.00

Grand Total		\$378,000.00
-------------	--	--------------