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Form 990-PF

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 instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation WELFUND INC		A Employer identification number 95-6091887
Number and street (or P O box number if mail is not delivered to street address) 152 NORTH ALMONT DRIVE		B Telephone number (see instructions) (310) 276-6163
City or town, state or province, country, and ZIP or foreign postal code WEST HOLLYWOOD, CA 900482909		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) ► \$ 3,138,076		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (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.	60,842	51,051		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	296,186			
	b Gross sales price for all assets on line 6a 3,283,959				
	7 Capital gain net income (from Part IV, line 2)		296,186		
	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) (attach schedule)					
11 Other income (attach schedule)	576	576			
12 Total. Add lines 1 through 11	357,604	347,813			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,920	7,440		2,480
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,500	2,250		2,250
	c Other professional fees (attach schedule)	50,147	50,147		
	17 Interest	101	101		
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	66	12		54
	24 Total operating and administrative expenses.				
Add lines 13 through 23	64,734	59,950		4,784	
25 Contributions, gifts, grants paid.	136,500			136,500	
26 Total expenses and disbursements. Add lines 24 and 25	201,234	59,950		141,284	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	156,370				
b Net investment income (if negative, enter -0-)		287,863			
c Adjusted net income (if negative, enter -0-)					

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		26,382	51,584	51,584
2	Savings and temporary cash investments				
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				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)		187,355		
c	Investments—corporate bonds (attach schedule)		2,762,928		
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 ►)	5,041	3,086,492	3,086,492	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,981,706	3,138,076	3,138,076
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)		0		
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg , and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		2,981,706	3,138,076	
30	Total net assets or fund balances (see page 17 of the instructions)		2,981,706	3,138,076	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,981,706	3,138,076	

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	2,981,706
2	Enter amount from Part I, line 27a	2	156,370
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,138,076
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,138,076

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.)
1 a	MORGAN STANLEY CAPITAL GAINS - SEE PART I LINE 6a DETAIL	P	2012-01-01	2013-12-31
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,283,959	0	2,987,773	296,186
b				
c				
d				
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))
(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	0	0	0	296,186
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 296,186
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 page 18 of 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	150,275	2,901,514	0 051792
2011	148,858	3,045,176	0 048883
2010	143,793	3,246,751	0 044288
2009	144,378	2,889,796	0 049961
2008	209,774	3,469,960	0 060454
2			2 0 255378
3			3 0 051076
4			4 3,054,189
5			5 155,996
6			6 2,879
7			7 158,875
8			8 141,284

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 page 18 of the 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)	1	5,757
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		
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	5,757
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,757
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,522
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	2,022
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	84
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,819
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"/> 0 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14	The books are in care of ► MURIEL BERGLUND Located at ► 152 N ALMONT DRIVE WEST HOLLYWOOD CA	Telephone no ► (310) 276-6163 ZIP +4 ► 90048
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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
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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
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See 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.

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 page 20 of the instructions)?			
	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?			
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 ► 20____, 20____, 20____, 20____			
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)			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
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)			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			
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?			

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 5b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. 6b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d). 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870. 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000. 0				

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

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

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

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 THE FOUNDATION'S ONLY ACTIVITY IS TO MAKE CHARITABLE CONTRIBUTIONS FROM ITS INVESTMENT INCOME. QUALIFYING DONEES MAY BE ENGAGED IN RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL WORK.

141.284

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

2

All other program-related investments See page 24 of the instructions

3

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 3,070,709
b	Average of monthly cash balances.	1b 28,840
c	Fair market value of all other assets (see instructions).	1c 1,150
d	Total (add lines 1a, b, and c).	1d 3,100,699
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
3	Subtract line 2 from line 1d.	3 3,100,699
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 46,510
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 3,054,189
6	Minimum investment return. Enter 5% of line 5.	6 152,709

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.	1 152,709
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 5,757
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 5,757
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 146,952
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 146,952
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 146,952

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 141,284
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
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	4 141,284
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 141,284

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				146,952
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			136,377	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 141,284				
a Applied to 2012, but not more than line 2a			136,377	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				4,907
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				142,045
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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.				

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

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 organization 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))

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

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

WELFUND INC 310-276-6163
152 N ALMONT DRIVE
WEST HOLLYWOOD, CA 900482909

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

NONE SPECIFIED

c Any submission deadlines

NONE SPECIFIED

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

NONE SPECIFIED

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	136,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	INCOME FROM ACTIVITIES ON LINES 4,7 & 8 ARE DERIVED FROM
7	VARIOUS INVESTMENTS OF THE FOUNDATION'S ASSETS IT IS THE FOUNDATION'S
8	ONLY SOURCE OF INCOME THAT IS USED TO MAKE CHARITABLE CONTRIBUTIONS

Form 990PF Part VIII Line 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
WYLIE G BURKE 6140 EAST MERCER WAY MERCER ISLAND, WA 98040	PRESIDENT 1 00	0	0	0
M ANTHONY KEYSER 12659 SHORE STREET LEAVENWORTH, WA 98826	VICE PRES 1 00	0	0	0
BERTHA BRILEY 1741 CENTRAL AVE SW LE MARS, IA 51031	SEC/TREASURER 1 00	9,920	0	0
MARY ANNE KEYSER 505 BROADWAY EAST UNIT 515 SEATTLE, WA 98102	DIRECTOR 1 00	0	0	0
FRANK J BARON 6140 EAST MERCER WAY MERCER ISLAND, WA 98040	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE WASHINGTON, DC 20036		PC	EDUCATIONAL	2,000
BELLEVUE BOTANICAL GARDEN 12001 MAIN STREET BELLEVUE, WA 98005		PC	CHARITABLE	10,000
CASCADE MEDICAL CTR FOUNDATION 817 COMMERCIAL ST LEAVENWORTH, WA 98168		PC	CHARITABLE	2,500
CASCADES ACADEMY 19860 TUMALO RESERVOIR RD BEND, OR 97701		PC	CHARITABLE	10,000
CENTER FOR WOODEN BOATS 1010 VALLEY ST SEATTLE, WA 98109		PC	CHARITABLE	7,000
CHILD AID 917 SW OAK STREET 312 PORTLAND, OR 97205		PC	CHARITABLE	2,500
THE CHRISTIAN NEEDS CENTER 900 6TH STREET SW LE MARS, IA 51031		PC	CHARITABLE	2,000
CITY OF HOPE 1309 114TH AVE SE STE 201 BELLEVUE, WA 98004		PC	CHARITABLE	2,500
ELIZABETH HOME 1604 NE 50TH SEATTLE, WA 98105		PC	CHARITABLE	1,000
EVERETT PUBLIC SCHOOLS FOUNDATION PO BOX 3112 EVERETT, WA 98213		PC	EDUCATIONAL	5,000
FIRST CHURCH OF CHRIST SCIENTISTS 210 MASSACHUSETTS AVE BOSTON, MA 02115		PC	CHARITABLE	4,000
FIFTH CHURCH OF CHRIST SCIENTIST 7107 HOLLYWOOD BLVD LOS ANGELES, CA 90046		PC	CHARITABLE	5,000
GRACE LUTHERAN CHURCH 1430 SEVENTH AVE SE LE MARS, IA 51031		PC	CHARITABLE	1,500
HOSPICE OF SIOUXLAND 4300 HAMILTON RD SIOUX CITY, IA 51104		PC	CHARITABLE	1,000
HYDROCEPHALUS FOUNDATION 4340 EAST WEST HIGHWAY STE 905 BETHESDA, MD 20814		PC	CHARITABLE	1,000
Total			► 3a	136,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
KLINE GALLAND CENTER 7500 SEWARD PARK AVE SEATTLE, WA 98188		PC	CHARITABLE	500
LAKOTA PEOPLE'S LAW PROJECT 740 FRONT ST STE 265 SANTA CRUZ, CA 95076		PC	CHARITABLE	5,000
LEAVENWORTH SKI HILL HERITAGE PO BOX 54 LEAVENWORTH, WA 98826		PC	CHARITABLE	2,500
MARY BAKER EDDY LIBRARY 200 MASSACHUSETTS AVE BOSTON, MA 02115		PC	CHARITABLE	1,000
MERCER ISLAND SCHOOLS FOUNDATION PO BOX 1243 MERCER ISLAND, WA 98040		PC	EDUCATIONAL	500
MISSISSIPPI CENTER FOR JUSTICE 736 N CONGRESS ST JACKSON, MS 39215		PC	CHARITABLE	10,000
MOSES LAKE POLICE DEPARTMENT PO BOX DRAWER 1579 MOSES LAKE, WA 98837		NC	CHARITABLE	1,500
NATIONAL CANCER COALITION 333 FAYETTEVILLE DR 100 RALEIGH, NC 27601		PC	CHARITABLE	500
NATIONAL MULTIPLE SCLEROSIS SOCIETY 8187 UNIVERSITY BLVD 6 DES MOINES, IA 50325		PC	CHARITABLE	2,500
ODC SAN FRANCISCO 3153 17TH STREET SAN FRANCISCO, CA 94110		PC	CHARITABLE	1,500
OBERLIN COLLEGE 108 BOSWORTH HALL OBERLIN, OH 44074		PC	EDUCATIONAL	15,000
PILAR POBIL LEGACY FOUNDATION 403 EAST 8TH AVE SALT LAKE CITY, UT 84103		PC	CHARITABLE	2,500
PXE INTERNATIONAL INC 4301 CONNECTICUT AVE NW WASHINGTON, DC 20008		PC	CHARITABLE	500
ST JOHNS LUTHERAN CHURCH 735 5TH ST MERRILL, IA 51038		PC	CHARITABLE	10,000
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	CHARITABLE	1,000
Total				136,500
			► 3a	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEATTLE SYMPHONY 200 UNIVERSITY ST SEATTLE, WA 98111		PC	CHARITABLE	2,500
UNIVERSITY OF WASHINGTON FOUNDATION 1200 FIFTH AVE SEATTLE, WA 98101		PC	EDUCATIONAL	7,000
WENATCHEE RIVER INSTITUTE PO BOX 2073 LEAVENWORTH, WA 98826		PC	CHARITABLE	5,000
WESTMINSTER COLLEGE 1840 SOUTH 1300 EAST SALT LAKE CITY, UT 84105		PC	EDUCATIONAL	10,000
WOMEN'S FUNDING ALLIANCE 603 STEWART ST SEATTLE, WA 98101		PC	CHARITABLE	500
Total			► 3a	136,500

TY 2013 Accounting Fees Schedule

Name: WELFUND INC

EIN: 95-6091887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORDE FINANCIAL & TAX INC TAX PREPARATION	4,500	2,250		2,250

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: WELFUND INC

EIN: 95-6091887

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ALCOA INC	2011-02	Purchased	2013-11		44,285	83,369			-39,084	
ASHLAND INC NEW		Purchased	2013-05		5,363	5,363				
CREE RESEARCH INC	2011-01	Purchased	2013-11		14,054	16,142			-2,088	
KRAFT FOODS GROUP INC	2010-05	Purchased	2013-09		379	246			133	
MONDELEZ INTL INC	2010-05	Purchased	2013-09		695	474			221	
UNITED STATES STEEL CP	2011-02	Purchased	2013-11		41,021	85,997			-44,976	
ALLIANCE GLOBAL BOND ADV	2013-12	Purchased	2013-12		5,628	5,635			-7	
COHEN & STEERS REALTY SHS INC	2013-12	Purchased	2013-12		7,639	7,617			22	
WESTERN ASSET MUNI HIGH INC	2013-12	Purchased	2013-12		22,468	22,468				
ALGER SMID CAP GROWTH	2012-07	Purchased	2013-12		2,074	1,798			276	
ALLIANCEBER GLOBAL BOND ADV	2012-07	Purchased	2012-12		107,442	112,142			-4,700	
BLACKROCK EQUITY DIVIDEND I	2012-05	Purchased	2013-12		35,556	27,162			8,394	
BLACKROCK HI YIELD BD PTF INST	2013-07	Purchased	2013-12		186,266	175,967			10,299	
COHEN & STEERS REALTY SHS INC	2012-07	Purchased	2013-12		77,706	84,106			-6,400	
COLUMBIA SELECT LG CP GROWTH Z	2012-07	Purchased	2013-12		120,097	79,986			40,111	
ISHARES GLOBAL ENERGY ETF	2012-07	Purchased	2013-12		293,845	240,908			52,937	
ISHARES GLOBAL TECH ETF	2012-07	Purchased	2013-12		39,505	30,458			9,047	
JANUS FORTY I	2012-07	Purchased	2013-12		90,601	75,127			15,474	
LORD ABBETT AFFILIATED F	2012-05	Purchased	2013-12		56,416	39,240			17,176	
LARD ABBETT EMERGING MARKET CURR	2012-07	Purchased	2013-12		192,023	189,761			2,262	
MATERIALS SEL SECT SPDR FD	2012-07	Purchased	2013-12		37,633	28,317			9,316	
PRUDENTIAL JENNISON NAT RES Z	2012-07	Purchased	2013-12		194,832	188,406			6,426	
SCHRODER EMERG MKT EQUITY INV	2012-05	Purchased	2013-12		36,204	31,518			4,686	
SPDR BARCLAYS CAPITAL 1-3 MONT	2012-07	Purchased	2013-12		476,149	476,621			-472	
THE TECHNOLOGY SEL SEC SPDR	2012-07	Purchased	2013-12		34,722	27,778			6,944	
TOUCHSTONE SANDS CAP SEL GR Y	2012-07	Purchased	2013-12		111,938	72,491			39,447	
VANGUARD MATERIAL ETF	2012-07	Purchased	2013-12		37,888	28,133			9,755	
VIRTUS INSIGHT EMERG MKTS 1	2012-05		2013-12		32,590	30,574			2,016	
WESTERN ASSET MINI HIGH INC I	2012-07	Purchased	2013-12		204,209	224,283			-20,074	
ALGER SMID CAP GROWTH I	2011-08	Purchased	2013-12		93,712	66,696			27,016	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
BLACKROCK EQUITY DIVIDENT I	2011-07	Purchased	2013-12		51,800	39,498			12,302	
BLACKROCK HI YIELD BD PTF NST	2011-10	Purchased	2013-12		109,655	100,498			9,157	
COLUMBIA SELECT LG CP GROWTH Z	2011-07	Purchased	2013-09		1,897	1,467			430	
ISHARES GLOBAL TECH ETF	2011-10	Purchased	2013-12		68,988	50,609			18,379	
JANUS FORTY I	2011-05	Purchased	2013-12		5,429	4,491			938	
LORD ABBETT AFFILIATED F	2011-07	Purchased	2013-12		40,702	30,620			10,082	
MATERIALS SEL SECT SPDR FD	2011-10	Purchased	2013-12		71,857	58,630			13,227	
SCHRODER EMERG MKT EQUITY INV	2011-10	Purchased	2013-12		71,460	66,083			5,377	
THE TECHNOLOGY SEL SEC SPDR FD	2011-10	Purchased	2013-12		68,947	49,397			19,550	
TOUCHSTONE SANDS CAP SEL GR Y	2011-05	Purchased	2013-09		6,562	4,519			2,043	
VANGUARD MATERIAL ETF	2011-10	Purchased	2013-12		72,892	56,079			16,813	
VIRTUS INSIGHT EMERG MKTS I	2011-07	Purchased	2013-12		66,403	67,099			-696	
CAPITAL GAINS DISTRIBUTIONS FROM MORGAN STANLEY					44,427				44,427	

TY 2013 Other Assets Schedule

Name: WELFUND INC**EIN:** 95-6091887

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PLAINS E&P OIL ROYALTY INTEREST	1,152	1,152	1,152
DIVIDENDS RECEIVABLE	3,936	376	376
ROUNDING	-47		
UNSETTLED BROKERAGE SALES		3,084,964	3,084,964

TY 2013 Other Assets Schedule

Name: WELFUND INC**EIN:** 95-6091887

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PLAINS E&P OIL ROYALTY INTEREST	1,152	1,152	1,152
DIVIDENDS RECEIVABLE	3,936	376	376
ROUNDING	-47		
UNSETTLED BROKERAGE SALES		3,084,964	3,084,964

TY 2013 Other Assets Schedule

Name: WELFUND INC**EIN:** 95-6091887

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PLAINS E&P OIL ROYALTY INTEREST	1,152	1,152	1,152
DIVIDENDS RECEIVABLE	3,936	376	376
ROUNDING	-47		
UNSETTLED BROKERAGE SALES		3,084,964	3,084,964

TY 2013 Other Expenses Schedule

Name: WELFUND INC

EIN: 95-6091887

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL ROYALTY EXPENSE	12	12		
SECRETARY STATE FILING FEE	20			20
MISCELLANEOUS	34			34

TY 2013 Other Income Schedule

Name: WELFUND INC**EIN:** 95-6091887

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL ROYALTY INCOME	335	335	
ALGER SMID REBATES	241	241	

TY 2013 Other Professional Fees Schedule

Name: WELFUND INC**EIN:** 95-6091887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN STANLEY INVESTMENT FEES	50,147	50,147		

TY 2013 IRS Payment

Name: WELFUND INC

EIN: 95-6091887

Routing Transit Number: 102307164

Bank Account Number: 9092314470

Type of Account: Checking

**Payment Amount in Dollars and
Cents:**

Requested Payment Date: 2014-07-11

**Taxpayer's Daytime Phone
Number:** (310) 276-6163