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# Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Filing Due Date APR 22 2014		<b>A</b> Employer identification number  <div style="text-align: center;">95-6378937</div>													
		<b>B</b> Telephone number (see instructions)  <div style="text-align: center;">(888) 730-4933</div>													
		<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/>													
		<b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>													
		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>													
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>													
<b>G</b> Check all that apply: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;"><input type="checkbox"/> Initial return</td> <td style="width: 30%;"><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input checked="" type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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 checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>H</b> Check type of organization: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;"><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td style="width: 30%;"><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td></td> </tr> </table>				<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	
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<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>554,255</b>		<b>J</b> Accounting method: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;"><input checked="" type="checkbox"/> Cash</td> <td style="width: 30%;"><input type="checkbox"/> Accrual</td> </tr> <tr> <td><input type="checkbox"/> Other (specify) _____</td> <td></td> </tr> </table>				<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____							
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual														
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<b>Part I</b> <b>Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		<b>(a)</b> Revenue and expenses per books	<b>(b)</b> Net investment income	<b>(c)</b> Adjusted net income	<b>(d)</b> Disbursements for charitable purposes (cash basis only)										
<b>Revenue</b>		<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	<b>8,432</b>												
		<b>2</b> Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B													
		<b>3</b> Interest on savings and temporary cash investments	<b>12,275</b>	<b>12,024</b>											
		<b>4</b> Dividends and interest from securities													
		<b>5a</b> Gross rents													
		<b>b</b> Net rental income or (loss)													
		<b>6a</b> Net gain or (loss) from sale of assets not on line 10	<b>14,933</b>												
		<b>b</b> Gross sales price for all assets on line 6a	<b>220,210</b>												
		<b>7</b> Capital gain net income (from Part IV, line 2)	<b>14,933</b>												
		<b>8</b> Net short-term capital gain													
		<b>9</b> Income modifications													
		<b>10a</b> Gross sales less returns and allowances													
		<b>b</b> Less: Cost of goods sold													
		<b>c</b> Gross profit or (loss) (attach schedule)													
		<b>11</b> Other income (attach schedule)													
		<b>12</b> <b>Total.</b> Add lines 1 through 11	<b>35,640</b>	<b>26,957</b>	<b>0</b>										
<b>Operating and Administrative Expenses</b>		<b>13</b> Compensation of officers, directors, trustees, etc.	<b>3,201</b>	<b>2,401</b>	<b>800</b>										
		<b>14</b> Other employee salaries and wages													
		<b>15</b> Pension plans, employee benefits													
		<b>16a</b> Legal fees (attach schedule)													
		<b>b</b> Accounting fees (attach schedule)	<b>1,207</b>		<b>1,207</b>										
		<b>c</b> Other professional fees (attach schedule)													
		<b>17</b> Interest													
		<b>18</b> Taxes (attach schedule) (see instructions)	<b>327</b>	<b>327</b>											
		<b>19</b> Depreciation (attach schedule) and depletion													
		<b>20</b> Occupancy													
		<b>21</b> Travel, conferences, and meetings													
		<b>22</b> Printing and publications													
		<b>23</b> Other expenses (attach schedule)	<b>OGDEN, UT</b>	<b>10</b>	<b>10</b>										
		<b>24</b> <b>Total operating and administrative expenses.</b>	<b>4,745</b>	<b>2,728</b>	<b>0</b>										
		<b>25</b> Contributions, gifts, grants paid	<b>20,053</b>		<b>20,053</b>										
		<b>26</b> <b>Total expenses and disbursements.</b> Add lines 24 and 25	<b>24,798</b>	<b>2,728</b>	<b>0</b>										
		<b>27</b> Subtract line 26 from line 12:													
		<b>a</b> Excess of revenue over expenses and disbursements	<b>10,842</b>												
		<b>b</b> Net investment income (if negative, enter -0-)		<b>24,229</b>											
		<b>c</b> Adjusted net income (if negative, enter -0-)			<b>0</b>										

For Paperwork-Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

MAY 06 2014

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	34,317	37,405	37,405
	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) . . . . .			
	c	Investments—corporate bonds (attach schedule) . . . . .			
Liabilities	11	Investments—land, buildings, and equipment: basis ► . . . . .			
		Less: accumulated depreciation (attach schedule) ► . . . . .			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	426,406	436,314	516,849
	14	Land, buildings, and equipment: basis ► . . . . .			
		Less: accumulated depreciation (attach schedule) ► . . . . .			
	15	Other assets (describe ► . . . . . )			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	460,723	473,719	554,254
Net Assets or Fund Balances	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	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .	460,723	473,719	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	Total net assets or fund balances (see instructions) . . . . .	460,723	473,719	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	460,723	473,719	

## 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	460,723
2	Enter amount from Part I, line 27a . . . . .	2	10,842
3	Other increases not included in line 2 (itemize) ► See Attached Statement . . . . .	3	3,074
4	Add lines 1, 2, and 3 . . . . .	4	474,639
5	Decreases not included in line 2 (itemize) ► See Attached Statement . . . . .	5	920
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	473,719

**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.)
<b>1a</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	See Attached Statement			
	(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)
<b>a</b>				0
<b>b</b>				0
<b>c</b>				0
<b>d</b>				0
<b>e</b>				0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2</b>	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	<b>2</b>	14,933
<b>3</b>	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		<b>3</b>	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Yes  No

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	19,578	491,922	0.039799
2011	38,559	495,462	0.077824
2010	17,593	456,374	0.038550
2009	24,748	403,467	0.061338
2008	23,380	493,182	0.047406

<b>2</b>	<b>2</b>	<b>0.264917</b>
<b>3</b>	<b>3</b>	<b>0.052983</b>
<b>4</b>	<b>4</b>	<b>527,444</b>
<b>5</b>	<b>5</b>	<b>27,946</b>
<b>6</b>	<b>6</b>	<b>242</b>
<b>7</b>	<b>7</b>	<b>28,188</b>
<b>8</b>	<b>8</b>	<b>22,070</b>

2 Total of line 1, column (d) . . . . .

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 . . . . .

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .

5 Multiply line 4 by line 3 . . . . .

6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .

7 Add lines 5 and 6 . . . . .

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1. Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

6a 2013 estimated tax payments and 2012 overpayment credited to 2013

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ► Refunded ►

1	485
2	0
3	485
4	
5	485
6a	213
6b	
6c	
6d	
7	213
8	
9	272
10	0
11	0

**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?

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*

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the foundation. ► \$ \_\_\_\_\_ (2) On foundation managers. ► \$ \_\_\_\_\_

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_

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.*

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b 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.*

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions)  
CA

8b 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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	N/A
5	X
6	X
7	X
8b	X
9	X
10	X

**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 ► WELLS FARGO BANK N A Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no. ► 888-730-4933 ZIP+4 ► 27101-3818	
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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 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.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____	3b	N/A
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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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?		

**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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<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)?			5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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.			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27201	TRUSTEE	4.00	3,201	
-----				
-----				
-----				
-----				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				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
<b>NONE</b>		
<b>Total number of others receiving over \$50,000 for professional services</b>		►

**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
<b>1</b>	<b>NONE</b>	
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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
<b>1</b>	<b>NONE</b>	
<b>2</b>		
All other program-related investments. See instructions		
<b>3</b>	<b>NONE</b>	
<b>Total. Add lines 1 through 3</b>		► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	495,726
b	Average of monthly cash balances	1b	39,750
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	535,476
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	535,476
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,032
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	527,444
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	26,372

**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	26,372
2a	Tax on investment income for 2013 from Part VI, line 5	2a	485
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	485
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,887
4	Recoveries of amounts treated as qualifying distributions	4	736
5	Add lines 3 and 4	5	26,623
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	26,623

**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	22,070
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,070
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	22,070

**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 . . . . .				26,623
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only . . . . .			2,019	
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 . . . . .		0		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 22,070				
a Applied to 2012, but not more than line 2a . . . . .			2,019	
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 . . . . .				20,051
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		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 . . . . .				
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 . . . . .			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				6,572
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)

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<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 . . . . .				0
c	Qualifying distributions from Part XII, line 4 for each year listed . . . . .				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				0
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				0
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets . . . . .				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				0
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) . . . . .				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				0
(3)	Largest amount of support from an exempt organization . . . . .				0
(4)	Gross investment income . . . . .				0

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

## **2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

### 6 Any submission deadlines:

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

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

Recipient	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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i> See Attached Statement				
<b>Total</b>				► 3a 20,053
<i>b Approved for future payment</i> NONE				
<b>Total</b>				► 3b 0

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue: a</b>					
b					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>					
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>					
(See worksheet in line 13 instructions to verify calculations.)					

#### **Part XVI.B. Relationship of Activities to the Assumptions**

**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 )
Not Applicable	

**Part XVII 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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash . . . . .  
(2) Other assets . . . . .

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization . . . . .  
(2) Purchases of assets from a noncharitable exempt organization . . . . .  
(3) Rental of facilities, equipment, or other assets . . . . .  
(4) Reimbursement arrangements . . . . .  
(5) Loans or loan guarantees . . . . .  
(6) Performance of services or membership or fundraising solicitations . . . . .

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .

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.

	Yes	No
<b>1a(1)</b>	X	
<b>1a(2)</b>	X	
<b>1b(1)</b>	X	
<b>1b(2)</b>	X	
<b>1b(3)</b>	X	
<b>1b(4)</b>	X	
<b>1b(5)</b>	X	
<b>1b(6)</b>	X	
<b>1c</b>	X	

**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

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.

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

Signature of officer or trustee		Date	Title	(See instructions.)		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		<i>[Signature]</i>	4/18/2014	P01251603	
	Firm's name ► PricewaterhouseCoopers, LLP		Firm's EIN ► 13-4008324			
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777		Phone no			412-355-6000	

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and Its Instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**2013**

Name of the organization

NEWTON, CLYDE F. CHARITABLE T/U/A

Employer identification number

95-6378937

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

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

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

► \$ \_\_\_\_\_

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

Name of organization NEWTON, CLYDE F. CHARITABLE T/U/A			Employer identification number 95-6378937
<b>Part I</b> <b>Contributors</b> (see instructions). Use duplicate copies of Part I if additional space is needed.			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NEWTON, CLYDE F. T/U/A C/O WELLS FARGO BA 1 W 4th St 4th Floor MAC D4000-041 WINSTON SALEM NC 27101-3818 Foreign State or Province _____ Foreign Country _____	\$ 8,432	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization NEWTON, CLYDE F. CHARITABLE T/U/A	Employer identification number 95-6378937
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization NEWTON, CLYDE F. CHARITABLE T/U/A				Employer identification number 95-6378937
<b>Part III</b> <b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ <b>0</b> Use duplicate copies of Part III if additional space is needed.				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
	-----	-----	-----	
	-----	-----	-----	
<b>(e) Transfer of gift</b>				
Transferee's name, address, and ZIP + 4			Relationship of transferor to transferee	
-----			-----	
-----			-----	
-----			-----	
For Prov	Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
	-----	-----	-----	
	-----	-----	-----	
<b>(e) Transfer of gift</b>				
Transferee's name, address, and ZIP + 4			Relationship of transferor to transferee	
-----			-----	
-----			-----	
-----			-----	
For Prov	Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
	-----	-----	-----	
	-----	-----	-----	
<b>(e) Transfer of gift</b>				
Transferee's name, address, and ZIP + 4			Relationship of transferor to transferee	
-----			-----	
-----			-----	
-----			-----	
For Prov	Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	
	-----	-----	-----	
	-----	-----	-----	
<b>(e) Transfer of gift</b>				
Transferee's name, address, and ZIP + 4			Relationship of transferor to transferee	
-----			-----	
-----			-----	
-----			-----	
For. Prov	Country			

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

ROCKET SCIENCE TUTORS, INC.

**Street**

17952 SKY PARK CIRCLE, SUITE A, BUILDING 45

<b>City</b> IRVINE	<b>State</b> CA	<b>Zip Code</b> 92614	<b>Foreign Country</b>
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**Relationship**

NONE

**Foundation Status**

PC

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 9,508
---	------------------------

**Name**

SHRINERS HOSPITALS FOR CHILDREN

**Street**

PO BOX 31356

<b>City</b> TAMPA	<b>State</b> FL	<b>Zip Code</b> 33631	<b>Foreign Country</b>
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**Relationship**

NONE

**Foundation Status**

PC

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 3,803
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**Name**

ORANGE ELKS LODGE #1475

**Street**

PO BOX 768

<b>City</b> ORANGE	<b>State</b> CA	<b>Zip Code</b> 92856-6768	<b>Foreign Country</b>
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**Relationship**

NONE

**Foundation Status**

PC

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 100
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**Name**

ORANGE GROVE LODGE #293

**Street**

71 PLAZA SQ

<b>City</b> ORANGE	<b>State</b> CA	<b>Zip Code</b> 92866-1416	<b>Foreign Country</b>
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**Relationship**

NONE

**Foundation Status**

PC

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 951
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**Name**

CA-HI ELKS MAJOR PROJECT, INC.

**Street**

5450 E LAMONA AVE

<b>City</b> FRESNO	<b>State</b> CA	<b>Zip Code</b> 93727-2224	<b>Foreign Country</b>
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**Relationship**

NONE

**Foundation Status**

PC

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 1,902
---	------------------------

**Name**

CHILDREN'S HOSPITAL OF ORANGE COUNTY

**Street**

455 S MAIN ST

<b>City</b> ORANGE	<b>State</b> CA	<b>Zip Code</b> 92868	<b>Foreign Country</b>
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**Relationship**

NONE

**Foundation Status**

PC

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 1,902
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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name****ORANGE COUNTY COMMANDERY #36****Street****3080 HEATHER DRIVE**

<b>City</b> FULLERTON	<b>State</b> CA	<b>Zip Code</b> 92835-2204	<b>Foreign Country</b>
--------------------------	--------------------	-------------------------------	------------------------

<b>Relationship</b> NONE	<b>Foundation Status</b> PC
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<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 1,687
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**Name****ORANGE EMBLEM CLUB CHARITY****Street****P O. BOX 742**

<b>City</b> ORANGE	<b>State</b> CA	<b>Zip Code</b> 92666	<b>Foreign Country</b>
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<b>Relationship</b> NONE	<b>Foundation Status</b> PC
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<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 200
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**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sales and Cost of Improvements	Depreciation	Net Gain or Loss	
Amount	Long Term CG Distributions	Short Term CG Distributions						220,910	205,277	0	0	0		14,933
Check "X" to indicate in Part IV														0
1 X ISHARES S&P MIDCAP 400 V	464287705				5/22/2011		7/15/2013	2,670	2,080					590
2 X ISHARES CORE S&P SMALL-C	464287804				5/20/2011		2/7/2013	5,755	5,070					685
3 X ISHARES CORE S&P SMALL-C	464287804				5/22/2011		2/7/2013	2,586	2,227					359
4 X MERGER FUND SH BEN INT #260	539508108				5/24/2011		7/15/2013	2,941	2,983					-42
5 X MERGER FUND SH BEN INT #260	539508108				6/24/2011		7/15/2013	2,231	2,251					-20
6 X PIMCO FOREIGN BD FD USD	693390882				8/2/2011		2/7/2013	983	981					12
7 X PIMCO FOREIGN BD FD USD	693390882				8/2/2011		7/15/2013	667	672					-5
8 X AMEX FINANCIAL SELECT SP	813689Y65				6/22/2011		2/7/2013	2,024	1,746					270
9 X FINANCIAL SELECT SECTOR	813689Y65				6/22/2011		7/15/2013	2,444	1,822					622
10 X FINANCIAL SELECT SECTOR	813689Y65				2/22/2010		7/15/2013	183	132					51
11 X AMEX INDUSTRIAL SPDR	813689Y74				6/22/2011		7/15/2013	45	36					9
12 X AMEX INDUSTRIAL SPDR	813689Y74				2/7/2013		7/15/2013	578	528					51
13 X AMEX INDUSTRIAL SPDR	813689Y80				2/22/2010		7/15/2013	1,738	1,331					607
14 X AMEX TECHNOLOGY SELECT CT	813689Y80				6/22/2011		7/15/2013	2,843	2,224					619
15 X AMEX TECHNOLOGY SELECT CT	813689Y80				2/7/2013		7/15/2013	3,802	3,521					281
16 X AMEX TECHNOLOGY SELECT CT	813689Y80				2/22/2010		7/15/2013	268	197					91
17 X AMEX TECHNOLOGY SELECT CT	813689Y80				2/22/2010		10/14/2013	1,069	723					346
18 X TAXABLE TOTAL RETURN BLO	891238912				2/15/2006		7/15/2013	2,718	2,652					66
19 X TAXABLE SHORT-TERM BONI	898612906				2/7/2013		7/15/2013	548	557					-9
20 X TAXABLE SHORT-TERM BONI	898612906				7/15/2005		7/15/2013	933	973					-20
21 X AMEX MATERIALS SPDR	813689Y10				2/7/2013		7/15/2013	1,242	1,220					22
22 X AMEX MATERIALS SPDR	813689Y10				2/7/2013		10/14/2013	762	708					54
23 X AMEX HEALTH CARE SPDR	813689Y19				6/22/2011		7/15/2013	2,030	1,663					362
24 X AMEX HEALTH CARE SPDR	813689Y19				6/22/2011		7/15/2013	548	389					159
25 X AMEX HEALTH CARE SPDR	813689Y19				2/22/2010		7/15/2013	1,693	1,072					621
26 X CONSUMER STAPLES SECTO	813689Y38				6/22/2011		7/15/2013	1,325	1,001					324
27 X VANGUARD FTSE DEVELOPE	891194395				2/7/2013		7/15/2013	2,198	2,131					67
28 X VANGUARD FTSE DEVELOPE	92194395				2/7/2013		10/14/2013	2,965	2,672					283
29 X VANGUARD FTSE EMERGING	922042958				7/29/2011		10/14/2013	5,359	5,359					-670
30 X VANGUARD REIT VIPER	922042958				5/20/2011		10/14/2013	3,421	3,881					-460
31 X WELLS FARGO ADV INT BON	949850D88				2/6/2009		7/15/2013	571	228					343
32 X WELLS FARGO ADV HLDG-INC	949891753				5/24/2011		2/7/2013	1,151	1,175					-24
33 X TAXABLE TOTAL RETURN BLO	991238912				2/21/2006		2/7/2013	4,420	4,385					25
34 X AMEX CONSUMER DISCER SPI	813689Y40				2/15/2006		2/7/2013	4,022	3,765					257
35 X CONSUMER STAPLES SECTO	813689Y40				6/22/2011		7/15/2013	1,074	704					370
36 X TAXABLE INTERMEDIATE TEE	898708892				2/7/2013		7/15/2013	982	859					83
37 X CONSUMER STAPLES SECTO	813689Y38				2/22/2010		7/15/2013	704	462					242
38 X AMEX CONSUMER DISCER SPI	813689Y407				2/7/2013		7/15/2013	1,151	1,175					424
39 X AMEX ENERGY SELECT SPDI	813689Y56				2/7/2013		7/15/2013	119	61					58
40 X AMEX ENERGY SELECT SPDI	813689Y56				2/22/2010		7/15/2013	1,473	1,405					68
41 X CORE EQUITY FUND	14098512				7/17/2013		7/15/2013	1,555	1,079					476
42 X TAXABLE INTERMEDIATE TEE	898708892				2/7/2013		2/7/2013	4,213	4,082					0
43 X TAXABLE INTERMEDIATE TEE	898708892				12/15/1989		7/15/2013	954	950					4
44 X TAXABLE INTERMEDIATE TEE	898708892				7/15/2013		2/7/2013	611	608					3
45 X DIAMOND HILL LONG-SHORT	232648833				2/15/2006		7/15/2013	1,862	1,845					17
46 X DIAMOND HILL LONG-SHORT	232648833				10/14/2013		10/14/2013	4,695	4,760					-75
47 X DIAMOND HILL LONG-SHORT	232648833				7/17/2013		7/15/2013	3,948	3,769					179
48 X CREDIT SUISSE COMM RET S	22544R305				10/14/2013		7/15/2013	785	1,000					-215
49 X DREYFUS EMG MKT DEBT LO	261980494				6/24/2011		10/14/2013	895	1,100					-205
50 X CREDIT SUISSE COMM RET S	22544R305				8/2/2011		10/14/2013	862	3,430					-285
51 X DREYFUS EMG MKT DEBT LO	261980494				11/23/2010		10/14/2013	101	123					0
52 X GATEWAY FUND - Y#1986	367829884				5/24/2011		2/7/2013	1,122	968					154
53 X HUSSMAN STRATEGIC GROW	448108100				5/24/2011		7/15/2013	3,721	2,987					264
54 X HUSSMAN STRATEGIC GROW	448108100				5/24/2011		7/15/2013	7,890	7,882					0
55 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		2/7/2013	5,169	5,095					94
56 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		10/14/2013	4,426	4,711					-534
57 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		10/14/2013	3,119	3,276					-157
58 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		2/7/2013	12,356	12,102					264
59 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		7/15/2013	1,782	1,782					0
60 X HUSSMAN MSCI EAFFE	464287665				2/17/2013		2/7/2013	2,876	4,258					-1,382
61 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		2/7/2013	206	252					-46
62 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		10/14/2013	6,039	7,573					-285
63 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		2/7/2013	574	705					0
64 X HUSSMAN STRATEGIC GROW	448108100				8/2/2011		7/15/2013	169	200					-31
65 X HUSSMAN MSCI EAFFE	464287665				2/17/2013		2/7/2013	2,021	2,852					1,699
66 X HUSSMAN STRATEGIC GROW	448108100				2/17/2013		2/7/2013	1,528	1,733					-205
67 X ISHARES MSCI EAFFE	464287665				2/17/2013		11,506	10,519	0					989
68 X ISHARES MSCI EAFFE	464287665				2/17/2013		5,955	4,150	0					1,355

**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Long Term CG Distributions															
Amount		1,945													
Short Term CG Distributions															

**Part I, Line 16b (990-PF) - Accounting Fees**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,207			1,207

**Part I, Line 18 (990-PF) - Taxes**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	0
1 FOREIGN TAXES PAID	327	327	327		

**Part I, Line 23 (990-PF) - Other Expenses**

		10	0	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	10			10

**Part II, Line 13 (990-PF) - Investments - Other**

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1				0	3,589	5,673
2	CONSUMER STAPLES SECTOR SPDR TR		0	6,745	9,575	
3	AMEX FINANCIAL SELECT SPDR		0	1,268	1,803	
4	AMEX MATERIALS SPDR		0	6,858	11,187	
5	AMEX TECHNOLOGY SELECT SPDR		0	3,351	5,222	
6	AMEX ENERGY SELECT SPDR		0	12,489	12,369	
7	TAXABLE SHORT-TERM BOND FUND		0	19,299	19,551	
8	TAXABLE INTERMEDIATE TERM BD FD		0	18,985	19,504	
9	TAXABLE TOTAL RETURN BOND FUND		0	7,741	7,554	
10	FID ADV EMER MKTS INC- CL 1607		0	21,382	32,739	
11	ISHARES TR SMALLCAP 600 INDEX FD		0	10,418	16,156	
12	ISHARES S&P MIDCAP 400 VALUE		0	15,666	24,331	
13	ISHARES S&P MIDCAP 400 GROWTH		0	3,597	6,480	
14	AMEX INDUSTRIAL SPDR		0	3,600	6,265	
15	AMEX HEALTH CARE SPDR		0	3,664	8,086	
16	AMEX CONSUMER DISCR SPDR		0	24,903	29,384	
17	CAPITAL PARTNERS CORE EQUITY FUND		0	18,525	17,646	
18	DREYFUS EMG MKT DEBT LOC C-I 6083		0	15,509	15,572	
19	DRIEHAUS ACTIVE INCOME FUND		0	20,904	20,719	
20	ASG GLOBAL ALTERNATIVES Y 1993		0	3,285	3,024	
21	WELLS FARGO INTL ADV FUND-I-S 4705		0	9,970	20,143	
22	VANGUARD REIT VIPER		0	5,299	5,528	
23	AQR MANAGED FUTURES STR-I		0	47,651	52,700	
24	VANGUARD EMERGING MARKETS ETF		0	14,178	20,023	
25	SPDR DJ WILSHIRE INTERNATIONAL REA		0	52,288	60,353	
26	VANGUARD EUROPE PACIFIC ETF		0	15,082	16,339	
27	ROBECO BP LNG/SHRT RES-INS		0	8,358	10,807	
28	DIAMOND HILL LONG-SHORT FD CL 111		0	24,785	25,242	
29	WELLS FARGO ADV/H INC-INS 3110		0	10,035	10,095	
30	MERGER FD SH BEN INT 260		0	2,544	2,511	
31	PIMCO FOREIGN BD FD USD H-INST 103		0	24,346	20,268	
32	CREDIT SUISSE COMM RT ST-CO 2156		0			

### **Part III (990-PF) - Changes in Net Assets or Fund Balances**

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#### **Line 3 - Other increases not included in Part III, Line 2**

1 COST BASIS ADJUSTMENT	1	28
2 MUTUAL FUND AND CTF INC ADDITIONS	2	1,934
3 FED EXCISE TAX REFUND	3	376
4 RETURN OF PY GRANTS	4	736
5 Total . . . . .	5	3,074

#### **Line 5 - Decreases not included in Part III, Line 2**

1 MUTUAL FUND AND CTF INC. SUBTRACTION	1	702
2 UNDISTRIBUTED CTF CAPITAL LOSS	2	2
3 PY RETURN OF CAPITAL ADJUSTMENT	3	216
4 Total . . . . .	4	920

## Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

## **Part VIII: Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1	1	213
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	213

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	2,019
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	2,019