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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052









2013

Open to Public Inspection

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

Name of foundation JAMES B PENDLETON CHARITABLE TRUST C/O DAYLE E IVERSON		A Employer identification number 95-6944277	
Number and street (or P O box number if mail is not delivered to street address) 601 108TH AVE NE NO 1900		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code BELLEVUE, WA 98004		B Telephone number (see instructions) (425) 943-7185	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 28,405,587		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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	1,204	1,204		
	4 Dividends and interest from securities.	515,489	515,489		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	477,305			
	b Gross sales price for all assets on line 6a 1,943,205				
	7 Capital gain net income (from Part IV, line 2) . . .		477,305		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	993,998	993,998		
	13 Compensation of officers, directors, trustees, etc	250,000	140,625		109,375
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	8,273	2,068		6,205
	16a Legal fees (attach schedule)	8,907	8,016		891
	b Accounting fees (attach schedule)	68,233	61,410		6,823
	c Other professional fees (attach schedule)	218,940	218,940		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	43,298	17,698		8,071
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	25,120	12,560		12,560
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	21,364	10,198		11,166
	24 Total operating and administrative expenses. Add lines 13 through 23	644,135	471,515		155,091
	25 Contributions, gifts, grants paid	985,512			985,512
	26 Total expenses and disbursements. Add lines 24 and 25	1,629,647	471,515		1,140,603
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-635,649			
	b Net investment income (if negative, enter -0-)		522,483		
	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	16,301		
	2	Savings and temporary cash investments	3,746,775	3,599,563	3,599,656
	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)	12,181,489 	11,915,202	22,515,448
	c	Investments—corporate bonds (attach schedule).	985,145 	786,210	836,984
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,309,475 	1,300,932	1,451,870
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 0 	 1,629 	 1,629
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,239,185	17,603,536	28,405,587
	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)			
Net Assets or Fund Balances	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	18,239,185	17,603,536	
	30	Total net assets or fund balances (see page 17 of the instructions)	18,239,185	17,603,536	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	18,239,185	17,603,536	

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	18,239,185
2	Enter amount from Part I, line 27a	2	-635,649
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	17,603,536
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,603,536

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table		
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	See Additional Data Table		
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	477,305
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	1,110,427	23,054,331	0 048166
2011	1,072,091	22,837,128	0 046945
2010	969,776	21,538,894	0 045024
2009	1,235,098	19,178,305	0 064401
2008	1,169,987	24,918,372	0 046953

2	Total of line 1, column (d).	2	0 251489
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050298
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	25,917,668
5	Multiply line 4 by line 3.	5	1,303,607
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,225
7	Add lines 5 and 6.	7	1,308,832
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,140,603

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)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	10,450
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	10,450
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,450
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,000
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	17,000
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,550
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 6,550 Refunded <input type="checkbox"/>	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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		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"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		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>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
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>	5		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?	6	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>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	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>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		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 VON HARTEN COMPANY INC PS Telephone no (206) 443-9017 Located at 2101 FOURTH AVENUE STE 2170 SEATTLE WA ZIP+4 98121			
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	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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.	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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))?	<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	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" 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?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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	

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
DAVID E ELLISON	SENIOR TRUSTEE	31,250	0	0
601 108TH AVENUE NE SUITE 1900 BELLEVUE,WA 98004	11 00			
DAVID E ELLISON	INVESTMENT DIRECTOR	93,750	0	0
601 108TH AVENUE NE SUITE 1900 BELLEVUE,WA 98004	29 00			
DAYLE E IVERSON	TRUSTEE & CEO	125,000	8,273	0
601 108TH AVENUE NE SUITE 1900 BELLEVUE,WA 98004	40 00			
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		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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.	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	22,703,548
b	Average of monthly cash balances.	1b	3,608,805
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	26,312,353
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	26,312,353
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	394,685
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,917,668
6	Minimum investment return. Enter 5% of line 5.	6	1,295,883

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	1,295,883
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	10,450
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,450
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,285,433
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,285,433
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,285,433

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	1,140,603
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,140,603
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,140,603
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				1,285,433
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			955,960	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,140,603				
a Applied to 2012, but not more than line 2a			955,960	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				184,643
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,100,790
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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.

b

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

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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

DAYLE E IVERSON
601 108TH AVENUE NE SUITE 1900
BELLEVUE, WA 98004
(425) 943-7185

b

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

LETTER DISCUSSING PROGRAMS QUALIFYING UNDER INTERNAL REVENUE CODE SECTION 501(C)(3) FOR AIDS RESEARCH, CONTROL OR TREATMENT

c

Any submission deadlines

NONE

d

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

NONE

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	985,512
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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

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

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

Sign Here

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

2014-04-25

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

WILLIAM L MCQUEEN

Preparer's Signature

Date

Check if self-employed

PTIN

P00625423

Firm's name

VON HARTEN & COMPANY INC PS

Firm's EIN

91-1741928

Firm's address

2101 FOURTH AVE SUITE 2170 SEATTLE, WA 98121

Phone no

(206) 443-9017

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 BIGLARI HOLDINGS INC	P	2013-08-28	2013-08-30
500 BOEING CO	P	2011-01-13	2013-06-17
1,000 CAMPBELL SOUP CO	P	2007-12-03	2013-06-17
1,000 CHURCH & DWIGHT INC	P	2002-03-04	2013-06-17
10,000 DE MASTER BLENDERS	P	2010-10-18	2013-07-26
3,000 DE MASTER BLENDERS	P	2011-01-10	2013-07-25
2,000 DIRECTV	P	2009-11-20	2013-02-11
2,000 DISH NETWORK CORP-A	P	2004-10-04	2013-06-17
1,162 EATON CORP PLC	P	2002-05-23	2013-09-09
1 FIRSTENERGY CORP	P	2002-10-30	2013-12-26
667 FIRSTENERGY CORP	P	2002-12-06	2013-12-26
3,000 INTERMEC, INC	P	2010-06-17	2013-09-17
3,000 INTERMEC, INC	P	2010-06-23	2013-09-17
1,000 KRAFT FOODS GROUP INC	P	2010-03-19	2013-05-21
666 KRAFT FOODS GROUP INC	P	2010-06-14	2013-05-21
1,500 NEWMONT MINING CORP	P	2012-08-31	2013-11-19
1,500 NEWMONT MINING CORP	P	2013-01-31	2013-11-19
1,000 NEWMONT MINING CORP	P	2013-02-11	2013-11-19
1,000 NEWMONT MINING CORP	P	2013-03-20	2013-11-19
2,000 NEWMONT MINING CORP	P	2013-06-17	2013-11-19
1,500 ROBBINS & MYERS INC	P	2012-08-14	2013-02-21
374 STARZ	P	2002-02-22	2013-11-19
126 STARZ	P	2003-10-02	2013-11-19
176 STARZ	P	2009-11-20	2013-11-19
500 TELEPHONE & DATA SYSTS	P	2002-02-22	2013-11-19
348 TELEPHONE & DATA SYSTS	P	2002-03-01	2013-11-19
3,616 20 UNITS OF EURO	P	2013-05-17	2013-05-20
TYCO CL ACTION PROCEEDS	P		2013-06-28
DEL MONTE FOODS CO CL ACTION PROCEEDS	P		2013-10-04
DEL MONTE FOODS CO CL ACTION PROCEEDS	P		2013-10-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
400 ABBOTT LABORATORIES	P	2007-08-14	2013-01-17
200 ABBOTT LABORATORIES	P	2007-09-11	2013-01-17
400 ABBOTT LABORATORIES	P	2008-02-19	2013-01-17
500 ABBOTT LABORATORIES	P	2009-05-20	2013-01-17
200 ABBOTT LABORATORIES	P	2009-05-20	2013-01-17
100 ABBOTT LABORATORIES	P	2009-05-20	2013-01-17
200 ABBOTT LABORATORIES	P	2009-05-20	2013-01-17
1,000 ABBOTT LABORATORIES	P	2009-08-18	2013-01-17
1,000 ABBOTT LABORATORIES	P	2011-04-28	2013-01-17
400 ABBVIE	P	2007-08-14	2013-01-17
200 ABBVIE	P	2007-09-11	2013-01-17
400 ABBVIE	P	2008-02-19	2013-01-17
500 ABBVIE	P	2009-05-20	2013-01-17
200 ABBVIE	P	2009-05-20	2013-01-17
100 ABBVIE	P	2009-05-20	2013-01-17
200 ABBVIE	P	2009-05-20	2013-01-17
1,000 ABBVIE	P	2009-08-18	2013-01-17
1,000 ABBVIE	P	2011-04-28	2013-01-17
400 HEINZ, H J CO	P	2007-08-14	2013-02-15
200 HEINZ, H J CO	P	2007-09-11	2013-02-15
400 HEINZ, H J CO	P	2008-02-19	2013-02-15
100 HEINZ, H J CO	P	2009-05-20	2013-02-15
100 HEINZ, H J CO	P	2009-05-20	2013-02-15
100 HEINZ, H J CO	P	2009-05-20	2013-02-15
100 HEINZ, H J CO	P	2009-05-20	2013-02-15
100 HEINZ, H J CO	P	2009-05-20	2013-02-15
100 HEINZ, H J CO	P	2009-05-20	2013-02-15
400 HEINZ, H J CO	P	2009-05-20	2013-02-15
1,000 HEINZ, H J CO	P	2009-06-03	2013-02-15
1,000 HEINZ, H J CO	P	2009-06-25	2013-02-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100,000 PROTECTIVE LIFE INTERNOTES	P	2008-05-23	2013-05-15
100,000 WELLS FARGO NOTES	P	2008-05-23	2013-01-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,281			9,281
51,376		34,956	16,420
45,029		36,575	8,454
61,992		10,423	51,569
163,662		98,000	65,662
48,999		29,400	19,599
115,094		52,441	62,653
78,356		53,000	25,356
77,793		59,503	18,290
32		8	24
21,444		6,214	15,230
30,000		33,152	-3,152
30,000		32,264	-2,264
56,745		31,091	25,654
37,792		20,595	17,197
40,717		75,179	-34,462
40,717		64,622	-23,905
27,145		44,537	-17,392
27,145		40,329	-13,184
54,290		66,620	-12,330
90,000		89,799	201
10,519		420	10,099
3,544		120	3,424
4,950		303	4,647
14,406		21,000	-6,594
10,027		15,046	-5,019
4,644		4,658	-14
30			30
247			247
239			239

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,134		10,152	2,982
6,567		5,003	1,564
13,134		10,720	2,414
16,417		10,415	6,002
6,567		4,166	2,401
3,283		2,083	1,200
6,567		4,166	2,401
32,835		21,247	11,588
32,835		25,046	7,789
14,630		11,009	3,621
7,315		5,425	1,890
14,630		11,625	3,005
18,287		11,294	6,993
7,315		4,518	2,797
3,657		2,259	1,398
7,315		4,518	2,797
36,574		23,041	13,533
36,574		27,161	9,413
28,903		17,130	11,773
14,451		9,129	5,322
28,903		18,238	10,665
7,226		3,570	3,656
7,226		3,570	3,656
7,226		3,570	3,656
7,226		3,570	3,656
7,226		3,570	3,656
7,226		3,570	3,656
7,226		3,570	3,656
28,903		14,279	14,624
72,256		36,698	35,558
72,256		35,968	36,288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100,000		100,000	0
100,000		98,935	1,065
20,326			20,326

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,281
			16,420
			8,454
			51,569
			65,662
			19,599
			62,653
			25,356
			18,290
			24
			15,230
			-3,152
			-2,264
			25,654
			17,197
			-34,462
			-23,905
			-17,392
			-13,184
			-12,330
			201
			10,099
			3,424
			4,647
			-6,594
			-5,019
			-14
			30
			247
			239


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,982
			1,564
			2,414
			6,002
			2,401
			1,200
			2,401
			11,588
			7,789
			3,621
			1,890
			3,005
			6,993
			2,797
			1,398
			2,797
			13,533
			9,413
			11,773
			5,322
			10,665
			3,656
			3,656
			3,656
			3,656
			3,656
			3,656
			14,624
			35,558
			36,288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			1,065
			20,326

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 <i>Paid during the year</i>				
INTERNATIONAL AIDS VACCINE INITIATIVE 125 BROAD STREET 9TH FLOOR NEW YORK,NY 10004	NONE	PUBLIC CHARITY	RESEARCH	102,000
NORTHWESTERN UNIVERSITY FEINBERG SCHOOL OF MEDICINEINFECTIOUS DISEASE 645 N MICHIGAN AVENUE SUITE 900 CHICAGO,IL 60611	NONE	PUBLIC CHARITY	RESEARCH	255,000
SALK INSTITUTE FOR BIOLOGICAL STUDIES 10010 NORTH TORREY PINES ROAD LA JOLLA,CA 920371099	NONE	PUBLIC CHARITY	RESEARCH	174,580
UC DAVIS INSTITUTE FOR REGENERATIVE CURES 4900 BROADWAY SUITE 1150 SACRAMENTO,CA 95820	NONE	PUBLIC CHARITY	RESEARCH	136,450
UC SAN DIEGO AIDS RESEARCH INSTITUTE 9500 GILMAN DRIVE 0716 LA JOLLA,CA 920930716	NONE	PUBLIC CHARITY	RESEARCH	240,351
UCLA AIDS INSTITUTE 615 CHARLES E YOUNG DR EAST LOS ANGELES,CA 90095	NONE	PUBLIC CHARITY	RESEARCH	77,131
Total  3a				985,512

TY 2013 Accounting Fees Schedule**Name:** JAMES B PENDLETON CHARITABLE TRUST

C/O DAYLE E IVERSON

EIN: 95-6944277

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VON HARTEN & COMPANY, INC PS	60,183	54,165		6,018
LOVERIDGE HUNT & CO, PLLC	8,050	7,245		805

**TY 2013 Investments Corporate
Bonds Schedule**

Name: JAMES B PENDLETON CHARITABLE TRUST
C/O DAYLE E IVERSON

EIN: 95-6944277

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PROTECTIVE LIFE INTERNOTES	0	0
WELLS FARGO NOTES	0	0
GENERAL ELECTRIC CAP CP, 5.0%, 8/15/17	100,000	107,416
GENERAL ELECTRIC CAP CP, 4.3%, 10/15/15	100,000	104,565
PROCTER & GAMBLE, 3.5%, 2/15/15	99,435	103,383
PRUDENTIAL FINL, 4.75%, 4/1/14	95,619	101,013
WACHOVIA BANK, 5.6%, 3/15/16	96,704	102,630
WELLPOINT INC, 5.25%, 1/15/16	95,580	108,109
GENERAL ELECTRIC CAP CP, 4.55%, 3/15/18	100,000	105,561
MORGAN STANLEY NOTES, 3.45% DUE 11/02/15	98,872	104,307

TY 2013 Investments Corporate

Stock Schedule

Name:

JAMES B PENDLETON CHARITABLE TRUST

C/O DAYLE E IVERSON

EIN:

95-6944277

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMETEK INC NEW	23,489	263,350
CTS CORP	23,777	79,640
CORNING INC	34,246	89,100
ENERGIZER HLDGS INC	43,023	216,480
FLOWSERVE CORPORATION	24,053	472,980
HONEYWELL INTL INC	117,130	365,480
WATTS WATER TECHNOLOGIES INC	47,271	185,610
ARCHER DANIELS MIDLAND CO	42,019	130,200
CHURCH & DWIGHT INC	40,977	265,120
FLOWERS FOOD INC	28,556	193,230
CABLEVISION SYS CORP CL A	73,124	179,300
SCRIPPS (EW) CO OHIO CLASS A	51,741	129,615
AMERICAN EXPRESS CO	149,925	453,650
EL PASO ELEC CO	71,926	175,550
TELEPHONE & DATA SYSTEMS INC	175,165	128,900
WESTAR ENERGY INC	51,251	128,680
VIVENDI UNIVERSAL	65,448	136,355
SOUTHWEST GAS CORP	113,690	279,550
TIME WARNER INC	125,534	348,600
UNITED STATES CELLULAR CORP	89,180	125,460
CAVCO INDUSTRIES INC	49,752	171,750
CHEMED CORP NEW	35,827	153,240
DEERE & CO	31,575	91,330
NEWS CORP INC CL A	0	0
GENERAL MILLS INC	119,992	249,550
LIBERTY GLOBAL PLC (SER A)	9,192	46,725
LIBERTY GLOBAL PLC (SER C)	8,428	44,268
VIACOM INC CL A	131,845	351,080
AT&T INC COM	98,755	161,877
INTERMEC INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL FLAVORS & FRAGRANCES	47,588	85,980
ITT CORPORATION	18,513	43,420
LIBERTY MEDIA HOLDING CORP	41,476	73,375
NAVISTAR INTL CORP	72,901	114,570
PFIZER INC	103,514	181,023
TREDEGAR INDS INC	25,140	43,215
VERIZON COMMUNICATIONS	175,242	294,840
CAMPBELL SOUP CO	118,257	173,120
CRANE CO	101,863	201,750
GATX CORP	138,358	208,680
JOHNSON & JOHNSON	163,694	228,975
WASTE MANAGEMENT INC	113,763	134,610
3M COMPANY	139,291	294,525
ABBOTT LABORATORIES	0	0
BANK OF NEW YORK/MELLON CO	92,946	104,820
CHEVRON CORP	108,766	187,365
DU PONT E I DE NEMOUR & CO	130,259	259,880
EXXON MOBIL CORP	86,464	121,440
GENERAL ELECTRIC CO	172,154	243,861
HEINZ, H J CO	0	0
INT'L BUSINESS MACHINES	114,389	206,327
MASCO CORP	84,953	100,188
PFIZER INCORPORATED	110,033	174,591
PROCTER & GAMBLE	119,612	170,961
UNILEVER PLC ADR NEW	110,361	164,800
UNITED PARCEL SERVICE CL B	128,888	231,176
UNITED TECHNOLOGIES CORP	109,126	227,600
WAL-MART STORES INC	98,059	157,380
ASCENT MEDIA CORP - A	26,881	91,977
COCA-COLA CO	171,154	247,860

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIEBOLD INC	53,374	66,020
DISCOVERY COMMUNICATIONS - A	10,433	67,815
DISCOVERY COMMUNICATIONS - C	9,367	62,895
DISH NETWORK CORP - A	139,060	463,360
DR PEPPER SNAPPLE GROUP	78,675	194,880
ECHOSTAR HOLDING CORP - A	20,851	39,776
GRAFTECH INTL LTD	5,947	11,230
NCR CORP	64,762	170,300
PRECISION CASTPARTS CORP	123,713	377,020
ZEP INC	44,402	54,480
AT&T INC COM	133,507	172,284
BANK OF NEW YORK MELLON CORP	190,670	244,580
BOSTON SCIENTIFIC CORP	38,891	72,120
DANONE SPNS ADR	64,212	87,120
JP MORGAN CHASE & CO	109,272	175,440
KAMAN CORP	29,480	79,460
LEGG MASON INC	126,264	217,400
NATIONAL FUEL GAS CO	176,427	285,600
RPC INC	16,483	80,325
MICROSOFT CORP	95,452	175,827
NOVARTIS AG SPONS ADR	136,974	253,197
ROCHE HLDG LTD SPONS ADR	191,122	336,960
TOTAL SA ADR	147,224	147,048
WASTE MANAGEMENT INC	137,138	206,402
BAXTER INTERNATIONAL INC	148,846	208,650
BUCKLE INC	149,529	289,080
ILLINOIS TOOL WORKS INC	178,370	344,728
BAXTER INTERNATIONAL, INC	85,548	139,100
BIGLARI HOLDINGS, INC	87,479	151,992
CURTISS WRIGHT CORP	58,447	124,460

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GRIFFON CORP	24,846	26,420
JANUS CAP	140,162	185,550
MADISON SQUARE GAR INC-A	22,950	143,950
MILLICOM INTL CELLULAR	119,156	149,055
NORTHERN TR CORP	160,099	247,560
STATE STREET CORP	186,024	293,560
AMC NETWORKS INC-A	29,538	170,275
BEAM INC	136,546	204,180
BECTON DICKINSON & CO	124,442	165,735
THE BOEING COMPANY	104,868	204,735
BRINKS CO	132,255	170,700
BROWN FORMAN CORP CL A	20,366	33,196
CINCINNATI BELL INC	72,468	89,000
FIRSTENERGY CORP	15,468	65,960
FORTUNE BRANDS HOME & SECURITY INC	40,259	137,100
INTERNAP NETWORK SERVICES CORP	146,513	150,400
LIBERTY MEDIA CORP - LIBERTY CAPITAL	0	0
SANOFI AVENTIS SA CVR	6,690	1,020
XYLEM INC	137,821	173,000
HEWLETT PACKARD COMPANY	223,406	158,087
JPMORGAN CHASE & CO	146,169	260,236
PEPSICO INCORPORATED	151,744	194,909
TRAVELERS COMPANIES INC	144,614	226,350
DE MASTER BLENDERS	0	0
DIRECTV	119,029	414,360
EATON CORP PLC	0	0
FREEPORT MCMORAN COPPER & GOLD INC	166,397	188,700
HILLSHIRE BRANDS CO	72,634	100,320
KINDER MORGAN INC DEL	3,821	12,992
KRAFT FOODS GROUP INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MONDELEZ INTERNATIONAL	96,331	176,500
NEWMONT MINING CORP	0	0
LIBERTY VENTURES	7,548	20,595
PATTERSON COS INC	170,964	206,000
ROBBINS & MYERS INC	0	0
SNYDERS-LANCE INC	4,608	5,732
PEP BOYS MANNY MOE & JACK	26,671	36,420
RYMAN HOSPITALITY INC	68,168	118,196
INGREDION INC	22,905	102,690
WELLS FARGO & COMPANY	166,196	227,000
WEATHERFORD INTERNATIONAL LTD	59,458	77,450
ST JUDE MEDICAL INC	208,201	340,725
TIFFANY & CO	151,841	259,784
LIBERTY MEDIA CORP	7,328	98,893
NEWS CORP	17,181	45,050
TWENTY-FIRST CENTURY FOX, INC	127,445	351,700
CISCO SYSTEMS INC	168,824	168,225
COACH INC	155,108	179,616
PRUDENTIAL FINANCIAL INC	155,685	248,994

TY 2013 Investments - Other Schedule**Name:** JAMES B PENDLETON CHARITABLE TRUST

C/O DAYLE E IVERSON

EIN: 95-6944277

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEALTH CARE REIT INC	AT COST	128,701	203,566
HOSPITALITY PPTYS TRUST SH BEN INT	AT COST	131,650	105,417
LIBERTY PROPERTY TRUST REIT	AT COST	151,202	155,802
MACK CALI REALTY CORP REIT	AT COST	121,851	79,476
HOME PROPERTIES INC REIT	AT COST	123,979	160,860
HCP INC REIT	AT COST	160,485	225,184
DUKE REALTY CORP REIT	AT COST	150,125	141,376
DIGITAL REALTY TRUST INC	AT COST	145,154	132,624
PROLOGIS INC NEW	AT COST	187,785	247,565

TY 2013 Legal Fees Schedule

Name: JAMES B PENDLETON CHARITABLE TRUST

C/O DAYLE E IVERSON

EIN: 95-6944277

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GREENBERG GLUSKER	8,907	8,016		891

TY 2013 Other Assets Schedule**Name:** JAMES B PENDLETON CHARITABLE TRUST

C/O DAYLE E IVERSON

EIN: 95-6944277

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE CONSTRUCTIVELY RECEIVED	0	1,136	1,136
LTCG DISTRIBUTION RECEIVABLE CONSTRUCTIVELY RECEIVED	0	493	493

TY 2013 Other Expenses Schedule**Name:** JAMES B PENDLETON CHARITABLE TRUST

C/O DAYLE E IVERSON

EIN: 95-6944277

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE EXPENSE	5,159	2,579		2,580
PAYROLL PROCESSING EXPENSE	905	453		452
MEMBERSHIP DUES	4,363	2,181		2,182
OFFICE SUPPLIES	490	245		245
BANK CHARGES	145	73		72
MISCELLANEOUS ADR FEES	352	352		0
POSTAGE	81	41		40
PARKING	6,298	3,149		3,149
D&O INSURANCE	2,250	1,125		1,125
GRANT ADMINISTRATOR EXPENSES	199	0		199
TRAVEL EXPENSES	1,122	0		1,122

TY 2013 Other Professional Fees Schedule**Name:** JAMES B PENDLETON CHARITABLE TRUST

C/O DAYLE E IVERSON

EIN: 95-6944277

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GARLAND CAPITAL MANAGEMENT	53,860	53,860		0
GABELLI ASSET MANAGEMENT COMPANY	143,216	143,216		0
MELLON PRIVATE ASSET MANAGEMENT	21,864	21,864		0

TY 2013 Taxes Schedule**Name:** JAMES B PENDLETON CHARITABLE TRUST

C/O DAYLE E IVERSON

EIN: 95-6944277

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES - TRUSTEE & CEO	8,862	2,216		6,646
PAYROLL TAXES - SENIOR TRUSTEE	2,215	1,107		1,108
PAYROLL TAXES - INVESTMENT DIRECTOR	6,646	6,646		0
CALIFORNIA FILING FEES	160	0		0
PAYROLL TAXES - L&I	635	318		317
FEDERAL EXCISE TAX	17,369	0		0
FOREIGN TAXES PAID	7,411	7,411		0