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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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation GARDNER GROUT FOUNDATION		A Employer identification number 95-7106955
Number and street (or P O box number if mail is not delivered to street address) Room/suite 333 S. HOPE STREET, 34TH FLOOR		B Telephone number (see instructions) 213-486-9621
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90071		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 44,635,574.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,312,086.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		679,199.	668,471.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,311,939.			
b Gross sales price for all assets on line 6a		5,556,575.			
7 Capital gain net income (from Part IV, line 2)			1,311,939.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Loss: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		4,303,224.	1,980,410.		
13 Compensation of officers, directors, trustees, etc.		136,965.	40,000.		96,965.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 1		2,500.	1,250.	NONE	1,250.
c Other professional fees (attach schedule) STMT 2		171,271.	171,271.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 3		83,444.	20,226.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 4		143.	133.		10.
24 Total operating and administrative expenses. Add lines 13 through 23		394,323.	232,880.	NONE	98,225.
25 Contributions, gifts, grants paid		1,662,750.			1,662,750.
26 Total expenses and disbursements. Add lines 24 and 25		2,057,073.	232,880.	NONE	1,760,975.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		2,246,151.			
b Net investment income (if negative, enter -0-)			1,747,530.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	601,700.	652,530.	652,530.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 5	31,202,619.	33,443,398.	43,983,044.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	31,804,319.	34,095,928.	44,635,574.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	31,804,319.	34,095,928.	
	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)	31,804,319.	34,095,928.		
31 Total liabilities and net assets/fund balances (see instructions)	31,804,319.	34,095,928.		

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	31,804,319.
2 Enter amount from Part I, line 27a	2	2,246,151.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	47,313.
4 Add lines 1, 2, and 3	4	34,097,783.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,855.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,095,928.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
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 5,556,575.		4,244,636.	1,311,939.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			1,311,939.		
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	1,311,939.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	-	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	919,304.	33,926,902.	0.027097
2011	2,008,869.	31,514,930.	0.063743
2010	1,156,580.	27,888,904.	0.041471
2009	1,227,214.	22,539,807.	0.054447
2008	1,119,679.	23,572,752.	0.047499
2 Total of line 1, column (d)			2 0.234257
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 0.046851
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 40,030,507.
5 Multiply line 4 by line 3			5 1,875,469.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,475.
7 Add lines 5 and 6			7 1,892,944.
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 1,760,975.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	34,951.
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	
3 Add lines 1 and 2		3	34,951.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	34,951.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	34,880.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	49,880.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	14,929.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 14,929. Refunded ☐ 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>CAPITAL GUARDIAN TRUST COMPANY</u> Telephone no ▶ <u>(949) 975-6711</u>			
Located at ▶ <u>6455 IRVINE CENTER DRIVE, C-2, IRVINE, CA</u> ZIP+4 ▶ <u>92618</u>				
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 ▶ <u>15</u>				
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
				X
See the 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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ 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)?	☐ Yes	☒ 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)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
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?	☐ Yes	☒ No
If "Yes," list the years ▶		
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 ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b

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
Capital Guardian Trust Company 333 South Hope Street, Los Angeles, CA 90071	Co-Trustee 40	56,965.	-0-	-0-
L.G. Brigham and E.B. Huyck 333 South Hope Street, Los Angeles, CA 90071	Co-Trustee 40	40,000.	-0-	-0-
C.B. Markovich and L.B. Hambleton 333 South Hope Street, Los Angeles, CA 90071	Co-Trustee 40	40,000.	-0-	-0-

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

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

Total number of other employees paid over \$50,000

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	40,151,099.
b	Average of monthly cash balances	1b	489,010.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	40,640,109.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	40,640,109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	609,602.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	40,030,507.
6	Minimum investment return. Enter 5% of line 5	6	2,001,525.

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	2,001,525.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	34,951.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	34,951.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,966,574.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,966,574.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,966,574.

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	1,760,975.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,760,975.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,760,975.

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				1,966,574.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,556,876.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,760,975.</u>				
a Applied to 2012, but not more than line 2a			1,556,876.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				204,099.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,762,475.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Form **990-PF** (2013)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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)				
<i>a Paid during the year</i> SEE ATTACHED LIST	NONE	PUBLIC CHA	PROGRAM SUPPORT	1,662,750.
Total			▶ 3a	1,662,750.
<i>b Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	679,199.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,311,939.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,991,138.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,991,138.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee
CAPITAL GUARDIAN TRUST CO

06/27/2014
Date

▶ Vice President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

WESLEY HIRSCHBERG

Preparer's signature

Wesley Knutson
U.S. I.P.

Date _____

06/27/2014

1	Check ☐ if self-employed
---	---

PTIN

P00162244

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ► 155 N. WACKER DRIVE
CHICAGO, IL

Phone no 312-879-5189

Schedule of Contributors

OMB No 1545-0047

2013

▶ 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

Name of the organization

Employer identification number

GARDNER GROUT FOUNDATION

95-7106955

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
GARDNER GROUT FOUNDATION

Employer identification number
95-7106955

Part I Contributors (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	ELIZABETH Q. GROUT CLT 333 S. HOPE ST., 52ND FLOOR LOS ANGELES, CA 90071	\$ 982,445.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	ELIZABETH Q. GROUT CLT 333 S. HOPE ST., 52ND FLOOR LOS ANGELES, CA 90071	\$ 1,329,641.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

GARDNER GROUT FOUNDATION

Employer identification number

95-7106955

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
2	VARIOUS EQUITIES ----- ----- ----- -----	\$ 1,811,064.	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX SERVICE FEE	2,500.	1,250.		1,250.
	-----	-----	-----	-----
TOTALS	2,500.	1,250.	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER PROFESSIONAL FEES	64,841.	64,841.
INVESTMENT MGMT FEES-SUBJECT T	106,430.	106,430.
	-----	-----
TOTALS	171,271.	171,271.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	6,066.	6,066.
FEDERAL TAX PAYMENT - PRIOR YE	28,338.	
FEDERAL ESTIMATED TAXES	34,880.	
FOREIGN TAXES ON QUALIFIED FOR	10,491.	10,491.
FOREIGN TAXES ON NONQUALIFIED	3,669.	3,669.
	-----	-----
TOTALS	83,444.	20,226.
	=====	=====

GARDNER GROUT FOUNDATION

95-7106955

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER EXPENSES	143.	133.	10.
TOTALS	----- 143. =====	----- 133. =====	----- 10. =====

GARDNER GROUT FOUNDATION

95-7106955

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
CORPORATE STOCK	33,443,398.	43,983,044.
	-----	-----
TOTALS	33,443,398.	43,983,044.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
PY RIC	3,396.
REVERSAL POSTED AFTER YEAR END	18.
BASIS ADJ ON SALE OF CONTRIBUTED EQUITIES	43,899.

TOTAL	47,313.
	=====

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

DESCRIPTION	AMOUNT
-----	-----
RETURN OF CAPITAL ADJUSTMENT	1,576.
CY RIC	276.
ROUNDING	3.

TOTAL	1,855.
	=====

GARDNER GROUT FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

95-7106955

RECIPIENT NAME:
BARBARA BREWER, CGTC
ADDRESS:
333 S. Hope Street
Los Angeles, CA 90071
RECIPIENT'S PHONE NUMBER: 213.486.9621
FORM, INFORMATION AND MATERIALS:
Letter to Barbara Brewer
SUBMISSION DEADLINES:
None
RESTRICTIONS OR LIMITATIONS ON AWARDS:
None

STATEMENT 8



CAPITAL GROUPSM

Private Client Services

Portfolio Holdings Summary by Sector

GARDNER GROUT FOUNDATION

Account Number XXXX73600

As of December 31, 2013
Reporting Currency USD

Description	Total Cost	Total Market Value	% of Asset Class	% of Total Net Assets
Cash and Cash Equivalents				
CASH AND CASH EQUIVALENTS	792,530	792,530	85.0	1.8
PENDING PURCHASES/SALES	(140,000)	(140,000)	15.0	(0.3)
Total Cash and Cash Equivalents	652,530	652,530	100.0	1.5
Fixed Income				
MUTUAL FUNDS	10,461,965	10,545,886	100.0	23.6
Total Fixed Income	10,461,965	10,545,886	100.0	23.6
Equity				
ENERGY	1,498,658	2,254,988	6.7	5.1
MATERIALS	1,879,682	1,339,366	4.0	3.0
INDUSTRIALS	3,038,376	4,600,226	13.8	10.3
CONSUMER DISCRETIONARY	2,828,200	4,581,634	13.7	10.3
CONSUMER STAPLES	668,091	996,368	3.0	2.2
HEALTH CARE	1,857,881	3,813,099	11.4	8.5
FINANCIALS	2,082,492	3,219,289	9.6	7.2
INFORMATION TECHNOLOGY	2,507,210	4,065,421	12.2	9.1
TELECOMMUNICATION SERVICES	124,427	120,884	0.4	0.3
UTILITIES	89,708	105,492	0.3	0.2
MUTUAL FUNDS	7,406,698	8,340,390	24.9	18.7
Total Equity	22,981,433	33,437,158	100.0	74.9
Total Net Assets	34,095,928	44,635,575		100.0



CAPITAL GROUPSM

Private Client Services

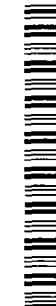
Detailed Holdings List by Sector

GARDNER GROUT FOUNDATION

Account Number XXXX73600

As of December 31, 2013
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income Yield(%)
Cash and Cash Equivalents								
SSGA US GOV MONEY MARKET FUND	792,530	1.00	792,530	1.00	792,530	1.8	0	0.0
PENDING PURCHASES/SALES			(140,000)		(140,000)	(0.3)		
Total Cash and Cash Equivalents			652,530		652,530	1.5	0	0.0
Fixed Income								
MUTUAL FUNDS								
AMERICAN HIGH-INCOME TRUST CL F2	29,687	9.41	279,382	11.36	337,243	0.8	57,860	21,817
CAPITAL GROUP CORE BOND FUND	842,903	10.06	8,481,345	10.12	8,530,174	19.1	48,829	124,750
CAPITAL WORLD BOND FUND CL F2	58,718	20.39	1,197,405	20.08	1,179,053	2.6	(18,352)	26,951
SHORT TERM BOND FD OF AMERICA INC CL F2	50,042	10.07	503,832	9.98	499,417	1.1	(4,415)	3,648
TOTAL MUTUAL FUNDS			10,461,965		10,545,886	23.6	83,922	177,166
Total Fixed Income			10,461,965		10,545,886	23.6	83,922	177,166
Equity								
ENERGY								
CHEVRON CORP	2,685	92.18	247,507	124.91	335,383	0.8	87,876	10,740
COBALT INTERNATIONAL ENERGY	3,130	30.35	94,983	16.45	51,489	0.1	(43,495)	0
CONOCOPHILLIPS	1,715	55.66	95,460	70.65	121,165	0.3	25,705	4,733
ENSCO PLC-CL A	3,750	58.35	218,827	57.18	214,425	0.5	(4,402)	8,438
EOG RESOURCES INC	765	62.79	48,032	167.84	128,398	0.3	80,366	574
HALLIBURTON CO	9,905	33.31	329,938	50.75	502,679	1.1	172,741	5,943
								12





CAPITAL GROUP™

Private Client Services

Detailed Holdings List by Sector

GARDNER GROUT FOUNDATION

Account Number XXXX73600

As of December 31, 2013
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Yield(%)
NOBLE ENERGY INC	5,575	38.42	214,214	68.11	379,713	0.9	165,499	3,122	0.8
SCHLUMBERGER LTD	5,790	43.13	249,697	90.11	521,737	1.2	272,040	7,238	1.4
TOTAL ENERGY			1,498,658		2,254,988	5.1	756,330	40,787	1.8
MATERIALS									
AIR PRODUCTS & CHEMICALS INC	3,030	46.87	142,007	111.78	338,693	0.8	196,686	8,605	2.5
ALLEGHENY TECHNOLOGIES INC	6,805	31.84	216,641	35.63	242,462	0.5	25,821	4,900	2.0
DOW CHEMICAL CO	2,070	29.83	61,740	44.40	91,908	0.2	30,168	2,650	2.9
MONSANTO CO NEW COM	3,510	65.46	229,775	116.55	409,091	0.9	179,316	6,037	1.5
MOSAIC CO/THE	2,765	53.85	148,907	47.27	130,702	0.3	(18,205)	2,765	2.1
NUCOR CORP	2,370	34.02	80,622	53.38	126,511	0.3	45,889	3,508	2.8
TOTAL MATERIALS			879,692		1,339,366	3.0	459,675	28,464	2.1
INDUSTRIALS									
B/E AEROSPACE INC	3,370	67.66	228,020	87.03	293,291	0.7	65,271	0	0.0
BOEING CO	2,380	78.49	186,804	136.49	324,846	0.7	138,042	6,950	2.1
CATERPILLAR INC	2,695	87.68	236,300	90.81	244,733	0.5	8,433	6,468	2.6
DANAHER CORP	6,130	32.34	198,216	77.20	473,236	1.1	275,020	613	0.1
EATON CORP PLC	7,175	52.32	375,419	76.12	546,161	1.2	170,742	12,054	2.2
EMERSON ELECTRIC CO	2,395	25.53	61,143	70.18	168,081	0.4	106,938	4,119	2.5
HEXCEL CORP	4,710	39.94	188,125	44.69	210,490	0.5	22,364	0	0.0
IDEX CORP	1,050	45.22	47,482	73.85	77,543	0.2	30,060	966	1.3
IRON MOUNTAIN INC	9,300	26.25	244,116	30.35	282,255	0.6	38,139	10,044	3.6
NIELSEN HOLDINGS NV US\$	11,485	29.22	335,621	45.89	527,047	1.2	191,426	9,188	1.7
NORFOLK SOUTHERN CORP	5,260	60.14	316,319	92.83	488,286	1.1	171,966	10,941	2.2
SIEMENS AG ADR	1,020	105.58	107,694	138.51	141,280	0.3	33,586	3,056	2.2
TOWERS WATSON & COMPANY CL A	610	102.37	62,443	127.61	77,842	0.2	15,399	342	0.4



CAPITAL GROUPSM

Private Client Services

Detailed Holdings List by Sector

GARDNER GROUT FOUNDATION

Account Number XXXX73600

As of December 31, 2013
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income Yield(%)
UNION PACIFIC CORP	645	28.22	18,201	168.00	108,360	0.2	90,159	2,038
UNITED TECHNOLOGIES CORP	4,085	67.53	275,842	113.80	464,873	1.0	189,031	9,641
WASTE CONNECTIONS INC	3,940	39.75	156,629	43.63	171,902	0.4	15,274	1,812
TOTAL INDUSTRIALS			3,038,376		4,600,226	10.3	1,561,850	78,232
CONSUMER DISCRETIONARY								1.7
CARNIVAL CORP COMMON PAIRED STOCK	7,450	30.30	225,720	40.17	299,267	0.7	73,546	7,450
CHARTER COMMUNICATIONS INC CL A	750	117.87	88,401	136.76	102,570	0.2	14,169	0
COACH INC	6,705	46.97	314,940	56.13	376,352	0.8	61,411	9,052
COMCAST CORP CL A (NEW)	13,905	18.65	259,263	51.97	722,573	1.6	463,311	10,846
DAIMLER AG ADR	1,840	71.57	131,692	86.67	159,478	0.4	27,786	3,870
DARDEN RESTAURANTS INC	1,705	49.75	84,821	54.37	92,701	0.2	7,880	3,751
DELPHI AUTOMOTIVE PLC	820	51.73	42,416	60.13	49,307	0.1	6,891	558
HOME DEPOT INC	6,415	34.10	218,746	82.34	528,211	1.2	309,465	10,007
NEWELL RUBBERMAID INC	15,740	21.30	335,322	32.41	510,133	1.1	174,812	9,444
NIKE INC CL B	2,540	46.24	117,443	78.64	199,746	0.4	82,303	2,438
ROSS STORES INC	4,010	72.17	289,397	74.93	300,469	0.7	11,072	2,727
SCRIPPS NETWORKS INTERACTIVE CL A	3,030	38.33	116,145	86.41	261,822	0.6	145,677	1,818
SIGNET JEWELERS LTD	2,795	41.84	116,940	78.70	219,967	0.5	103,027	1,677
SIRIUS XM HOLDINGS INC	41,340	3.15	130,424	3.49	144,277	0.3	13,853	0
STARBUCKS CORP	1,295	51.92	67,237	78.39	101,515	0.2	34,278	1,347
TARGET CORP	2,415	43.03	103,926	63.27	152,797	0.3	48,871	4,154
TIFFANY & CO NEW	3,885	47.71	185,369	92.78	360,450	0.8	175,082	5,284
TOTAL CONSUMER DISCRETIONARY			2,828,200		4,581,634	10.3	1,753,434	74,422
								1.6





CAPITAL GROUP

Private Client Services

Detailed Holdings List by Sector

GARDNER GROUT FOUNDATION

Account Number XXXX73600

As of December 31, 2013
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	Total Net Assets	% of Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Annual Yield(%)
CONSUMER STAPLES										
BEAM INC	4,400	54.35	239,142	68.06	299,464	0.7		60,322	3,960	1.3
DIAGEO PLC SPONSORED ADR	535	98.36	52,621	132.42	70,845	0.2		18,223	1,604	2.3
NESTLE NAM SPON ADR	3,075	26.42	81,234	73.42	225,779	0.5		144,545	5,584	2.5
PEPSICO INC	870	44.49	38,708	82.94	72,158	0.2		33,450	1,975	2.7
PHILIP MORRIS INTERNATIONAL INC	1,715	48.40	83,011	87.13	149,428	0.3		66,417	6,448	4.3
PROCTER & GAMBLE CO	2,195	78.99	173,375	81.41	178,695	0.4		5,320	5,281	3.0
TOTAL CONSUMER STAPLES			668,091		996,368	2.2		328,277	24,853	2.5
HEALTH CARE										
ABBVIE INC	2,345	46.09	108,074	52.81	123,839	0.3		15,766	3,752	3.0
ALLERGAN INC	2,000	31.42	62,847	111.08	222,160	0.5		159,313	400	0.2
BRISTOL-MYERS SQUIBB CO	14,165	30.23	428,224	53.15	752,870	1.7		324,645	20,398	2.7
CENTENE CORP	3,355	40.26	135,057	58.95	197,777	0.4		62,720	0	0.0
CERNER CORP	5,335	10.25	54,684	55.74	297,373	0.7		242,689	0	0.0
EXPRESS SCRIPTS HOLDING CO	7,235	49.18	355,789	70.24	508,186	1.1		152,398	0	0.0
GILEAD SCIENCES INC	11,715	24.05	281,798	75.10	879,797	2.0		597,998	0	0.0
IRONWOOD PHARMACEUTICALS INC	5,290	13.43	71,055	11.61	61,417	0.1		(9,638)	0	0.0
CL A										
NOVO NORDISK A/S CL B ADR	755	71.98	54,341	184.76	139,494	0.3		85,153	1,709	1.2
PFIZER INC	2,910	20.54	59,762	30.63	89,133	0.2		29,372	3,026	3.4
SEATTLE GENETICS INC	10,515	19.25	202,427	39.89	419,443	0.9		217,016	0	0.0
UNITEDHEALTH GROUP INC	1,615	27.13	43,823	75.30	121,610	0.3		77,787	1,809	1.5
TOTAL HEALTH CARE			1,857,881		3,813,099	8.5		1,955,219	31,094	0.8



CAPITAL GROUP™

Private Client Services

Detailed Holdings List by Sector

GARDNER GROUT FOUNDATION

Account Number XXXX73600

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income Yield(%)
FINANCIALS								
ACE LTD	2,700	79.82	215,518	103.53	279,531	0.6	64,013	6,804
AMERICAN TOWER CORP	5,035	48.32	243,296	79.82	401,894	0.9	158,597	5,841
AON PLC	1,200	49.05	58,857	83.89	100,668	0.2	41,811	840
BB&T CORP	10,940	27.43	300,106	37.32	408,281	0.9	108,175	10,065
BLACKROCK INC	930	183.42	170,576	316.47	294,317	0.7	123,741	6,250
CME GROUP INC	5,145	57.21	294,337	78.46	403,677	0.9	109,339	9,261
GOLDMAN SACHS GROUP INC	2,510	109.16	273,982	177.26	444,923	1.0	170,940	5,522
JPMORGAN CHASE & CO	6,380	33.93	216,450	58.48	373,102	0.8	156,652	9,698
MARSH & MCLENNAN COS INC	6,265	28.80	180,404	48.36	302,975	0.7	122,572	6,265
PROGRESSIVE CORP OHIO	2,025	13.93	28,214	27.27	55,222	0.1	27,008	575
SCHWAB CHARLES NEW	5,950	16.93	100,751	26.00	154,700	0.3	53,949	1,428
TOTAL FINANCIALS			2,082,492		3,219,289	7.2	1,136,797	62,548

INFORMATION TECHNOLOGY

ACCENTURE PLC US\$	1,965	54.07	106,247	82.22	161,562	0.4	55,315	3,655
APPLE INC	645	214.62	138,429	561.02	361,858	0.8	223,429	7,869
AUTOMATIC DATA PROCESSING INC	1,845	72.96	134,619	80.80	149,074	0.3	14,455	3,542
AVAGO TECHNOLOGIES LTD	1,850	46.77	86,525	52.88	97,826	0.2	11,301	1,850
BROADCOM CORP	3,655	20.58	75,232	29.65	108,352	0.2	33,120	1,608
GENPACT LTD	5,990	15.68	93,933	18.37	110,036	0.2	16,103	0
GOOGLE INC CL A	525	395.63	207,707	1,120.71	588,373	1.3	380,666	0
JABIL CIRCUIT INC	11,105	20.01	222,251	17.44	193,671	0.4	(28,580)	3,554
JACK HENRY & ASSOC INC	7,820	33.65	263,148	59.21	463,022	1.0	199,874	6,256
MICROSOFT CORP	5,835	24.82	144,821	37.41	218,287	0.5	73,467	6,535
ORACLE CORP	7,035	26.52	186,600	38.26	269,159	0.6	82,560	3,377





CAPITAL GROUPSM

Private Client Services

Detailed Holdings List by Sector

GARDNER GROUT FOUNDATION

Account Number: XXXX73600

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Yield(%)
QUALCOMM INC	3,438	38.63	132,800	74.25	255,272	0.6	122,471	4,813	1.9
TE CONNECTIVITY LTD US\$	2,670	18.48	49,335	55.11	147,144	0.3	97,809	2,670	1.8
TEXAS INSTRUMENTS INC	8,520	35.49	302,400	43.91	374,113	0.8	71,713	10,224	2.7
VERISIGN INC	6,665	46.08	307,140	59.78	398,434	0.9	91,294	0	0.0
VISA INC CL A	760	73.72	56,024	222.68	169,237	0.4	113,213	1,216	0.7
TOTAL INFORMATION TECHNOLOGY			2,507,210		4,065,421	9.1	1,558,210	57,169	1.4
TELECOMMUNICATION SERVICES									
VERIZON COMMUNICATIONS	2,460	50.58	124,427	49.14	120,884	0.3	(3,542)	5,215	4.3
TOTAL TELECOMMUNICATION SERVICES			124,427		120,884	0.3	(3,542)	5,215	4.3
UTILITIES									
NATIONAL GRID PLC - SP ADR	1,615	55.55	89,708	65.32	105,492	0.2	15,784	5,084	4.8
TOTAL UTILITIES			89,708		105,492	0.2	15,784	5,084	4.8
MUTUAL FUNDS									
EMERGING MARKETS GROWTH FUND INC	251,621	8.33	2,096,556	7.77	1,955,098	4.4	(141,458)	53,847	2.8
EUROPAÇIFIC GROWTH FUND CL F2	87,121	40.98	3,570,552	48.98	4,267,195	9.6	696,643	50,008	1.2
NEW ECONOMY FUND CL F2	4,643	32.37	150,326	38.18	177,282	0.4	26,956	1,054	0.6
NEW WORLD FUND CL F2	29,845	48.30	1,441,484	58.68	1,751,328	3.9	309,845	22,414	1.3
SMALLCAP WORLD FUND CL F2	3,843	38.46	147,781	49.31	189,487	0.4	41,706	0	0.0
TOTAL MUTUAL FUNDS			7,406,698		8,340,390	18.7	933,692	127,322	1.5
Total Equity			22,981,433		33,437,158	74.9	10,455,726	535,190	1.6
Total Net Assets			34,095,928		44,635,575	100.0	10,539,648	712,356	1.6

Recipient Name & Address	Relationship to any Foundation Manager or Substantial Contributor and	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount	Date of Gift	Co-Trustee Directing the Gift	EIN
Alzheimer's Association, Orange Chapter Attn: Jim McAleer, President & CEO 17771 Cowan Suite 200 Irvine, CA 92614	NONE	PC	GENERAL	\$20,000.00	8/21/2013	Louise Brigham	95-3702013
American Diabetes Association Attn: Linda Rosso 1187 Coast Village Road Suite 1 Montecito CA 93108	NONE	PC	SANTA BARBARA TOUR DE CURE	\$3,000.00	10/16/2013	Lucinda Hambleton (Grant Requested by Heather Hambleton)	13-1623888
American Museum of Natural History Attn: Elizabeth H. Evans Development Coordinator Central Park West at 79th Street New York, NY 10024	NONE	PC	GENERAL	\$1,750.00	5/1/2013	Constance Markovich (Grant requested by Brent Belote)	13-1628143
American Museum of Natural History Attn: Elizabeth H. Evans Development Coordinator Central Park West at 79th Street New York, NY 10024	NONE	PC	GENERAL	\$8,250.00	11/1/2013	Constance Markovich (Grant requested by Brent Belote)	13-1628143
Animal Shelter of the Wood River Valley Attn: Brooke Bonner Development Director P O Box 1496 Hailey ID 83333	NONE	PC	GENERAL	\$5,000.00	10/23/2013	Elizabeth Huyck	82-0351170
Aquatics Foundation of Southern Oregon Attn: Keith Massie P O Box 823 Ashland, OR 97520	NONE	PC	ASHLAND WATER POLO	\$10,000.00	10/1/2013	Constance Markovich	93-1124614
Asante Foundations Attn: Floyd Harmon Executive Director 2600 Siskiyou Boulevard Suite 100 Medford, OR 97504	NONE	SO-I	ASANTE ASHLAND COMMUNITY HOSPITAL PROGRAMS	\$10,000.00	11/12/2013	Constance Markovich	93-6087366
Asante Foundations Attn: Floyd Harmon Executive Director 2600 Siskiyou Boulevard Suite 100 Medford, OR 97504	NONE	SO-I	PELVIC PHYSICAL THERAPY PROGRAM RAMONA HORTON MPT DIRECTOR	\$10,000.00	11/12/2013	Constance Markovich	93-6087368
Ashland Family YMCA Attn: Pamela Garrett 540 YMCA Way Ashland, OR 97520	NONE	PC	GENERAL	\$5,000.00	11/1/2013	Constance Markovich	93-0386976
Ashland Independent Film Festival Attn: Anne Ashbey Pierotti, Executive Director P O Box 218 Ashland OR 97520	NONE	PC	GENERAL	\$5,000.00	3/11/2013	Constance Markovich	93-1281951
Ashland Schools Foundation Attn: Susan Bacon 100 Walker Avenue Ashland, OR 97520	NONE	PC	GENERAL	\$5,000.00	11/13/2013	Constance Markovich	93-1011227
Autism Research Institute Attn: Dr. Stephen Edelson, Director 4182 Adams Avenue San Diego CA 92116	NONE	PC	GENERAL	\$5,000.00	10/28/2013	Elizabeth Huyck	95-2548452
Blaine County Recreation District Attn: Kris Stoffer Marketing and Development Director 1050 Fox Acres Road Suite 107 Hailey, ID 83332	NONE	PC	GENERAL	\$5,000.00	10/23/2013	Elizabeth Huyck	Exempt Letter
Boys & Girls Clubs of Pasadena Attn: Rachel Estrada President and CEO 3230 East Del Mar Boulevard Pasadena, CA 91107	NONE	PC	GENERAL	\$5,000.00	12/4/2013	Lucinda Hambleton (Grant Requested by Lindsey MacFarlane)	95-1643305
California Arts Council Bowers Museum of Cultural Art Attn: Peter C. Keller, Ph.D. President 2002 North Main Street Santa Ana, CA 92706	NONE	PC	PLEIN AIR ART COLLECTION	\$5,000.00	9/4/2013	Louise Brigham	33-0106161
California Institute of Technology Attn: Lelia Marshall 308A Millikan Library MC 5-32 Pasadena, CA 91125	NONE	PC	GENERAL	\$10,000.00	9/11/2013	Lucinda Hambleton	95-1643307
California Institute of Technology Attn: Lelia Marshall 308A Millikan Library MC 5-32 Pasadena, CA 91125	NONE	PC	GENERAL	\$100,000.00	11/12/2013	Lucinda Hambleton	95-1643307
Catalina Conservancy Attn: Bob Reid, Chief Development & Communications Officer 330 Golden Shore Suite 170 Long Beach, CA 90802	NONE	PC	GENERAL	\$5,000.00	10/9/2013	Elizabeth Huyck	Exempt Letter/ 23-7228407
Center For Food Safety Attn: Rebecca Spector West Coast Director 917 SW Oak Street Suite 300 Portland, OR 97205	NONE	PC	GENERAL	\$10,000.00	10/31/2013	Constance Markovich	52-2165893
Children's Hospital Los Angeles Attn: Tin Pham, Foundation Controller 4650 West Sunset Blvd Mailstop #29 Los Angeles, CA 90027	NONE	PC	DR. ISTVAN SERI FOR NICCU	\$20,000.00	9/14/2013	Lucinda Hambleton	95-1690977
Children's Hospital Los Angeles Attn: Tin Pham, Foundation Controller 4650 West Sunset Blvd Mailstop #29 Los Angeles, CA 90027	NONE	PC	INSTITUTE FOR THE DEVELOPING MIND	\$75,000.00	11/12/2013	Lucinda Hambleton	95-1690977
Christopher Reeve Foundation Attn: Aimee Hurnswell Vice President of Development 636 Morris Turnpike Suite 3A Short Hills, NJ 07078	NONE	PC	GENERAL	\$10,000.00	10/29/2013	Constance Markovich	22-2939536
Citizens Against Government Waste Attn: Martin Rundle Director of Development 1301 Pennsylvania Avenue NW Suite 1075 Washington DC 20004	NONE	PC	GENERAL	\$10,000.00	10/24/2013	Elizabeth Huyck	52-1363952

Recipient Name & Address	Relationship to any Foundation Manager or Substantial Contributor and	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount	Date of Gift	Co-Trustee Directing the Gift	EIN
Classic Stage Company Attn: Audrey E. Carmel Director of Development 136 East 13th Street New York, NY 10003	NONE	PC	GENERAL	\$2,500.00	11/25/2013	Constance Markovich (Grant requested by Brent Belote)	23-7025308
Crystal Cove Alliance Attn: Laura Davick, Director of External Affairs #5 Crystal Cove Newport Coast, CA 92657	NONE	PC	GENERAL	\$75,000.00	8/5/2013	Louise Bingham	33-0878633
Dartmouth College Attn: Heidi Anderson Director of Parents and Grandparents Fund 6066 Development Office Hanover, NH 03755	NONE	PC	PARENTS AND GRANDPARENTS FUND FORENSICS FORUM	\$20,000.00	3/8/2013	Constance Markovich	02-0222111
Dartmouth College Attn: Heidi Anderson Director of Parents and Grandparents Fund 6066 Development Office Hanover, NH 03755	NONE	PC	PARENTS AND GRANDPARENTS FUND	\$15,000.00	10/24/2013	Constance Markovich	02-0222111
Democracy Unlimited Attn: Kaitlin Sopko Belknap Director P.O. Box 610 Eureka, CA 95502	NONE	PC	GENERAL	\$10,000.00	10/29/2013	Constance Markovich	68-0394751
Doctors Without Borders Attn: Mary Sexton Director of Major Gifts 333 Seventh Avenue, 2nd Floor New York, NY 10001	NONE	PC	AID TO SYRIA	\$10,000.00	10/31/2013	Constance Markovich	13-3433452
Eisenhower Medical Center Attn: Ann Ventura, Executive Director 39000 Bob Hope Drive Rancho Mirage, CA 92270	NONE	PC	GENERAL	\$20,000.00	8/21/2013	Louise Bingham	95-6130458
Environmental Nature Center Attn: Bo Glover, Executive Director 1601 16th Street Newport Beach, CA 92663	NONE	PC	GENERAL	\$10,000.00	9/10/2013	Louise Bingham	Exempt Letter 23-7182423
Film Forum Attn: Craig Balan 209 West Houston Street New York, NY 10014	NONE	PC	GENERAL	\$550.00	4/19/2013	Constance Markovich (Grant requested by Brent Belote)	51-0175953
Friends of Far View Attn: Ruth Palmerlee, President P.O. Box 578 Bangor, CA 95914-0578	NONE	PC	GENERAL	\$15,000.00	5/31/2013	Constance Markovich	94-3271016
Friends of the Animal Shelter Attn: Eliza Kauder, Treasurer P.O. Box 92 Ashtland, OR 97520	NONE	PC	GENERAL	\$10,000.00	10/29/2013	Constance Markovich	94-3153463
Harry L. Dougherty and Keith S. Tanaka Orthodontic Foundation, Inc. Jeffrey L. Milde, Executive Director 16785 Lark Avenue, Suite 104 Los Gatos, CA 95032	NONE	PC	GENERAL	\$10,000.00	12/4/2013	Lucinda Hambleton	20-4468866
Henry E. Huntington Library & Art Gallery The Huntington Library, Art Collections and Botanical Gardens Kristin L. Peters, Director Foundation, Corporate and Government Relations 1151 Oxford Road San Marino, CA 91108	NONE	PC	GENERAL	\$50,000.00	8/21/2013	Louise Bingham	95-1644589
Higher Ground Sun Valley Attn: Tyra MacGuffie Development Director P.O. Box 6791 Ketchum, ID 83340	NONE	PC	GENERAL	\$20,000.00	10/23/2013	Elizabeth Huyck	82-0512146
Hoag Hospital Foundation Attn: Angelina Morano, Director, Major Gifts 500 Superior Avenue, Suite 350 Newport Beach, CA 92663	NONE	PC	NURSING PROGRAM	\$25,000.00	8/23/2013	Louise Bingham	95-3222343
Hoag Hospital Foundation Attn: Flynn A. Andritz, Ph.D., President 500 Superior Avenue, Suite 350 Newport Beach, CA 92663	NONE	PC	HOAG HEART AND VASCULAR INSTITUTE IN MEMORY OF JOEL MANCHESTER, M.D.	\$25,000.00	9/4/2013	Louise Bingham	95-3222343
House Research Institute Attn: Theresa Hashimoto Director of Development 2100 West 3rd Street Los Angeles, CA 90057	NONE	PC	GENERAL	\$20,000.00	10/10/2013	Elizabeth Huyck	95-2127707
Huntington Medical Research Institute Attn: Dan Majarian, Development Director 734 Fairmont Avenue Pasadena, CA 91105	NONE	PC	GENERAL	\$75,000.00	8/21/2013	Louise Bingham	Exempt Letter 95-1757119
Huntington Memorial Hospital Office of Philanthropy Attn: Mark T. Anello Director of Development Services 100 West California Boulevard Pasadena, CA 91109	NONE	PC	GENERAL	\$50,000.00	8/26/2013	Louise Bingham	95-1644036
Idaho Freedom Foundation Attn: Wayne Hoffman, President 2404 Bank Drive, Suite 314 Boise, ID 83705	NONE	PC	GENERAL	\$20,000.00	10/23/2013	Elizabeth Huyck	26-3783048
Idaho Governor's Cup Attn: Kate Hammon, Executive Director 2899 South Bay Star Way Meridian, ID 83642	NONE	PC	GENERAL	\$2,000.00	8/9/2013	Elizabeth Huyck	20-8277116
Institute for Responsible Technology Attn: Sandra Prochaska, Director of Operations P.O. Box 469 Fairfield, IA 52556	NONE	PC	GENERAL	\$20,000.00	3/12/2013	Constance Markovich	90-0607450
Institute for Responsible Technology Attn: Sandra Prochaska, Director of Operations P.O. Box 469 Fairfield, IA 52556	NONE	PC	GENERAL	\$20,000.00	9/17/2013	Constance Markovich	90-0607450

Recipient Name & Address	Relationship to any Foundation Manager or Substantial Contributor and	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount	Date of Gift	Co-Trustee Directing the Gift	EIN
Irvine Ranch Conservancy Attn: Dave Rastz Deputy Director: Portola Field Office 4727 Portola Parkway Irvine CA 92620	NONE	POF	GENERAL	\$10 000 00	10/28/2013	Elizabeth Huyck	06-1703180
Jefferson Public Radio Foundation c/o Southern Oregon University Attn: Paul Westhelle Executive Director 1250 Siskiyou Blvd Ashland, OR 97520	NONE	PC	TO SUPPORT THE NEWS AND INFORMATION PROGRAM	\$5 000 00	6/3/2013	Constance Markovich	93-1233656
Jefferson Public Radio Foundation c/o Southern Oregon University Attn: Paul Westhelle Executive Director 1250 Siskiyou Blvd Ashland, OR 97520	NONE	PC	FALL FUND DRIVE	\$5 000 00	10/24/2013	Constance Markovich	93 1233656
Ketchum/Sun Valley Volunteer Firefighters Assn Attn: Grey Ottley P O Box 1262 Ketchum ID 82240	NONE	PC	GENERAL	\$5 000 00	8/26/2013	Elizabeth Huyck	82 0448357
Ketchum/Sun Valley Volunteer Firefighters Assn Attn: Grey Ottley P O Box 1262 Ketchum ID 82240	NONE	PC	GENERAL	\$5 000 00	8/26/2013	Luinda Hambleton	82-0448357
KidSpace Attn: Amy Hasquet Assistant Director of Development 480 North Arroyo Boulevard Pasadena, CA 91103	NONE	PC	GENERAL	\$1 000 00	8/23/2013	Luinda Hambleton (Grant Requested by Lindsey MacFarlane)	95-3501213
KSKQ C/O Ashland Community Radio Attn: Connie Saldana Treasurer 330 Hersey Street # 2 Ashland, OR 97520	NONE	PC	GENERAL	\$5 000 00	10/28/2013	Constance Markovich	93-1191308
Loyola High School Attn: William R. Slocum Executive Director for Advancement 1901 Venice Boulevard Los Angeles CA 90006	NONE	PC	GREG WELLS ENDOWED FUND	\$20 000 00	11/25/2013	Luinda Hambleton	53-0196617
Metropolitan Museum of Art Attn: Christine Begley Deputy Chief Development Officer 1000 Fifth Avenue New York, NY 10028	NONE	PC	GENERAL	\$9 000 00	12/16/2013	Constance Markovich (Grant requested by Brent Belote)	Exempt Letter 13-1624086
ML Ashland Association Mr. Kim Clark General Manager P O Box 220 Ashland OR 97520	NONE	PC	GENERAL	\$50 000 00	4/2/2013	Constance Markovich	93-1090285
Museum of Modern Art Attn: MaryJean Melone Development Officer 11 West 53rd Street New York, NY 10019	NONE	PC	GENERAL	\$6 500 00	4/19/2013	Constance Markovich (Grant requested by Brent Belote)	13-1624100
Museum of Modern Art Attn: MaryJean Melone Development Officer 11 West 53rd Street New York, NY 10019	NONE	PC	GENERAL	\$5 500 00	11/1/2013	Constance Markovich (Grant requested by Brent Belote)	13-1624100
Natural Resource Defense Council Attn: Jack Murray Director of Development 40 West 20th Street New York NY 10011	NONE	PC	GENERAL	\$5 000 00	11/7/2013	Gardner Grout IV (Authorized by Four Co Trustees)	13 2654926
New York Philharmonic Attn: Elizabeth Mc Colgan 10 Lincoln Center Plaza New York, NY 10023	NONE	PC	GENERAL	\$5 500 00	4/19/2013	Constance Markovich (Grant requested by Brent Belote)	13-1664054
New York Philharmonic Attn: Elizabeth Mc Colgan 10 Lincoln Center Plaza New York, NY 10023	NONE	PC	GENERAL	\$2 000 00	11/1/2013	Constance Markovich (Grant requested by Brent Belote)	13-1664054
North Mountain Park Nature Center Attn: Libby VanWhye Manager 620 North Mountain Avenue Ashland OR 97520	NONE	PC	GENERAL	\$5 000 00	11/1/2013	Constance Markovich	93-1158929
NYU - Leonard N. Stern School of Business Attn: Moustafa Ibrahim Manager of Gift Processing 444 West 4th Street Suite 10-52 New York NY 10012	NONE	PC	HASKINS INVESTOR	\$2 700 00	5/1/2013	Constance Markovich (Grant requested by Brent Belote)	13-4168015
NYU Leonard N. Stern School of Business Stern Rugby Club Attn: Jennifer Spry 444 West 4th Street Suite 10-52 New York, NY 10012	NONE	PC	GENERAL	\$3 000 00	4/23/2013	Constance Markovich (Grant requested by Brent Belote)	13-4168015
Oregon Shakespeare Festival Attn: Deborah Small Director of Institutional Giving 15 South Pioneer Street Ashland, OR 97520	NONE	PC	GENERAL	\$5 000 00	10/31/2013	Constance Markovich	93-0407022
Organic Consumers Association Attn: Katherine Paul Director of Development and Communications 6771 South Silver Hill Drive Finland MN 55603	NONE	PC	GENERAL	\$10 000 00	12/4/2013	Constance Markovich	41-1908341
Ostrow School Of Dentistry Of USC Attn: Dean Avshal Saden D.M.D. And Mr. Calen Ouellette 925 West 334th Street Suite DEN202 Los Angeles CA 90089	NONE	PC	RICHARD S. HAMBLETON ENDOWED FUND FOR GRADUATE ORTHODONTICS	\$100 000 00	11/25/2013	Luinda Hambleton	95-1642394
Our Lady of the Mountain Catholic Church Attn: Stephanie Hoffman Business Office Manager 987 Hillview Drive Ashland OR 97520	NONE	PC	GENERAL	\$5 000 00	11/7/2013	Constance Markovich	53-0196617

Recipient Name & Address	Relationship to any Foundation Manager or Substantial Contributor and	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount	Date of Gift	Co Trustee Directing the Gift	EIN
Pacific Legal Foundation Attn: Michael Wells Counselor To The President 930 G Street Sacramento, CA 95814	NONE	PC	GENERAL	\$10 000 00	2/21/2013	Elizabeth Huyck	94-2197343
Pacific Legal Foundation Attn: Michael Wells Counselor To The President 930 G Street Sacramento, CA 95814	NONE	PC	GENERAL	\$20 000 00	10/23/2013	Elizabeth Huyck	94-2197343
Peninsula Open Space Trust Linda Chin Development Officer 222 High Street Palo Alto, CA 94301	NONE	PC	GENERAL	\$10 000 00	12/4/2013	Gardner Grout IV (Authorized by Four Co Trustees)	94-2392007
Petaluma Trolley Project Attention: Christopher Stevick P O Box 261 Petaluma, CA 94952	NONE	PC	GENERAL	\$2 000 00	2/22/2013	Constance Markovich	68-0439522
Petaluma Trolley Project Attention: Christopher Stevick P O Box 261 Petaluma, CA 94952	NONE	PC	GENERAL	\$2 000 00	10/24/2013	Constance Markovich	68-0439522
Physicians for Social Responsibility Attn: Mary D Karwin Director of Development 1111 14th Street NW Suite 700 Washington, DC 20005	NONE	PC	GENERAL	\$5 000 00	2/25/2013	Constance Markovich	23-7059731
Physicians for Social Responsibility Attn: Mary D Karwin Director of Development 1111 14th Street NW Suite 700 Washington, DC 20005	NONE	PC	GENERAL	\$10 000 00	10/24/2013	Constance Markovich	23-7059731
Project Veritas Attn: Daniel Francisco Executive Director 1214 West Boston Post Road #145 Mamaroneck, NY 10543	NONE	PC	GENERAL	\$5 000 00	10/23/2013	Elizabeth Huyck	27-2894856
Public Theater Attn: Carly Joy Development Assistant 425 Lafayette Street New York, NY 10003	NONE	PC	GENERAL	\$2 500 00	5/8/2013	Constance Markovich (Grant requested by Brent Belote)	13-1844852
Public Theater Attn: Carly Joy Development Assistant 425 Lafayette Street New York, NY 10003	NONE	PC	GENERAL	\$7 500 00	11/1/2013	Constance Markovich (Grant requested by Brent Belote)	13-1844852
Rogue Valley Habitat for Humanity Attn: Denise James Executive Director P O Box 688 Medford, OR 97501	NONE	PC	GENERAL	\$10 000 00	10/29/2013	Constance Markovich	93-0971629
San Francisco 49ers Academy Michele Sharkey Executive Director 2895 Fordham St East Palo Alto, CA 94303	NONE	PC	GENERAL	\$50 000 00	12/4/2013	Gardner Grout IV (Authorized by Four Co Trustees)	94-3239876
Sanctuary One Attn: Della Merrill Program Manager 13195 Upper Applegate Road Jacksonville, OR 97530	NONE	PC	GENERAL	\$5 000 00	10/29/2013	Constance Markovich	20-8982518
Santa Barbara Trust for Historic Preservation Attn: Jarrell C Jackman Executive Director 123 East Canon Perdido Street Santa Barbara, CA 93101	NONE	PC	GENERAL	\$5 000 00	11/25/2013	Lucinda Hambleton (Grant Requested by Robert Hambleton Jr.)	95-6111698
Science Works Museum Attn: Cmp Linsey Executive Director 1500 East Main Street Ashland, OR 97520	NONE	PC	GENERAL	\$1 000 00	2/19/2013	Constance Markovich	93-1308725
Second Amendment Foundation Attn: Ray Carter Director of Development 12500 N E Tenth Place Bellevue, WA 98005	NONE	PC	GENERAL	\$20 000 00	10/23/2013	Elizabeth Huyck	Exempt Letter 91-6184167
Southern California Children's Museum Attn: Catherine Welch Founder and Board Chair P O Box 3151 South Pasadena, CA 91031	NONE	PC	GENERAL	\$5 000 00	11/25/2013	Lucinda Hambleton (Grant Requested by Lindsey MacFarlane)	45-5489506
Southern Oregon Land Conservancy Attn: Michael Singer Development Director P O Box 954 Ashland, OR 97520	NONE	PC	GENERAL	\$10 000 00	10/29/2013	Constance Markovich	Exempt Letter 93-0724691
St. Luke's Wood River Foundation Attn: Julie Stewart Annual Giving Coordinator P O Box 7005 Ketchikan, ID 83340	NONE	PC	GENERAL	\$10 000 00	10/23/2013	Elizabeth Huyck	23-7288635
St. Maurus Hanga Abbey c/o St. Pius X Church Attn: Fr. Ildelfonso Mapara OSB 4880 Bristol Avenue Klamath Falls, OR 97603	NONE	PC	CLEAN WATER PROJECT	\$10 000 00	11/7/2013	Constance Markovich	53-0196617
St. Vincent's High School Attn: Joanne Ferris Director of Advancement 849 Keokuk Street Petaluma, CA 94952	NONE	PC	GENERAL	\$5 000 00	11/25/2013	Constance Markovich (Grant requested by Brent Belote)	53-0196617
Sun Valley Center for the Arts Attn: Sally Boettger Director of Development P O Box 656 Sun Valley, ID 83353	NONE	PC	GENERAL	\$5 000 00	10/23/2013	Elizabeth Huyck	Exempt Letter 23-7113276
Sun Valley Writers Conference Robin R Eidsmo Executive Director 28 Sylvan Road Monterey, CA 93940	NONE	PC	GENERAL	\$5 000 00	2/28/2013	Lucinda Hambleton	82-0496196
Sun Valley Writers Conference c/o Robin Eidsmo Director 28 Sylvan Road Monterey, CA 93940	NONE	PC	GENERAL	\$5 000 00	2/28/2013	Elizabeth Huyck	82-0496196

Recipient Name & Address	Relationship to any Foundation Manager or Substantial Contributor and	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount	Date of Gift	Co-Trustee Directing the Gift	EIN
Sundance Institute P O Box 684429 Park City UT 84068	NONE	PC	GENERAL	\$5 000 00	11/29/2013	Gardner Grout IV (Authorized by Four Co Trustees)	87-0361394
T Colin Campbell Foundation Attn Tom Campbell Executive Director P O Box 7256 Ithaca NY 14851	NONE	PF (POF)	GENERAL	\$5 000 00	11/7/2013	Constance Markovich	16-1500454
The Bowers Museum of Cultural Art Attn Peter C Keller Ph D President 2002 North Main Street Santa Ana CA 92706	NONE	PC	GENERAL	\$10 000 00	8/23/2013	Louise Bringham	33-0106161
The Friendship Paddle Attn David G Kronen Member Board of Directors 920 Garden Street Santa Barbara CA 93101	NONE	PC	GENERAL	\$1 000 00	10/10/2013	Lucinda Hambleton (Grant Requested by Robert Hambleton Jr)	20-3483481
The Girls Middle School Attn Debbie Eastburn Director of Development 3400 West Bayshore Road Palo Alto CA 94303	NONE	PC	GENERAL	\$30 000 00	11/7/2013	Gardner Grout IV (Authorized by Four Co Trustees)	94-3253594
The Heritage Foundation Attn Randy Cestone Manager Major Gift Planning 214 Massachusetts Avenue NE Washington DC 20002	NONE	PC	GENERAL	\$75 000 00	5/28/2013	Elizabeth Huyck	23-7327730
The Heritage Foundation Attn Randy Cestone Manager Major Gift Planning 214 Massachusetts Avenue NE Washington DC 20002	NONE	PC	GENERAL	\$75 000 00	9/18/2013	Elizabeth Huyck	23-7327730
The Laguna Playhouse Attn Terry Sindell Development Office P O Box 1747 Laguna Beach CA 92652	NONE	PC	M4W 1A8	\$1 000 00	10/23/2013	Elizabeth Huyck	95-1509841
The National Center for Public Policy Research 501 Capitol Court NE Suite 200 Washington DC 20002	NONE	PC	GENERAL	\$25 000 00	9/25/2013	Elizabeth Huyck	52 1226614
Tiger Preservation Center Attn Bonnie Ringo 28057 Redwood Cave Junction, OR 97523	NONE	PC	GENERAL	\$10 000 00	10/28/2013	Constance Markovich	35-2421535
Transverse Myelitis Association Attention Sanford J Siegel President 1787 Sutter Place Powell OH 43065	NONE	PC	GENERAL	\$10 000 00	10/28/2013	Constance Markovich	91-1780467
Union of Concerned Scientists Attn Nathalie Highland Deputy Director of Development Two Brattle Square Cambridge, MA 02138	NONE	PC	FOOD AND ENVIRONMENT PROGRAM	\$5 000 00	2/25/2013	Constance Markovich	04 2535767
Union of Concerned Scientists Attn Nathalie Highland Deputy Director of Development Two Brattle Square Cambridge, MA 02138	NONE	PC	FOOD AND ENVIRONMENT PROGRAM	\$10 000 00	10/24/2013	Constance Markovich	04-2535767
USC Associates University of Southern California Attn Andie Garrison 840 Childs Way Suite 400 Los Angeles, CA 90089	NONE	PC	GENERAL	\$5 000 00	4/19/2013	Constance Markovich (Grant requested by Brent Belote)	95-1642394
USC Athletic Department Attn Ronald Orr Senior Associate Athletic Director Heritage Hall 203A 3501 Watt Way Los Angeles, CA 90089	NONE	PC	GENERAL	\$2 500 00	4/19/2013	Constance Markovich (Grant requested by Brent Belote)	95-1642394
USC/Keck School of Medicine Norris Comprehensive Cancer Center Attn Kavita Munjal Direct of Foundation Relations 1975 Zonal Avenue Keith Admin Bldg Ste 306 Los Angeles, CA 90089	NONE	PC	GENERAL	\$20 000 00	9/4/2013	Louise Bringham	95-1642394
Wood River Community YMCA Attn Mike Wolter Donor Relations Director P O Box 6801 Ketchum ID 83340	NONE	PC	GENERAL	\$5 000 00	10/23/2013	Elizabeth Huyck	82-0481436
Zoological Society of San Diego Attn Judy Kinsell Director of Corporate and Foundation Relations P O Box 120651 San Diego CA 92112	NONE	PC	BECKMAN CENTER AT SAN DIEGO SAFARI PARK	\$10 000 00	10/8/2013	Elizabeth Huyck	95-1648219
GRAND TOTAL OF 2013 GIFTS				\$1 662 750 00			1

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

GARDNER GROUT FOUNDATION

95-7106955

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

333 S. HOPE STREET, 34TH FLOOR

City, town or post office, state, and ZIP code. For a foreign address, see instructions

LOS ANGELES, CA 90071

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► CAPITAL GUARDIAN TRUST COMPANY

Telephone No ► (949) 975-6711

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 or
- ☐ tax year beginning , 20 , and ending , 20 .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	49,880.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	34,880.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	15,000.

Caution If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions

Form **8868** (Rev. 1-2014)

JSA

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