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## Form **990-PF**

## **Return of Private Foundation**

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

OMB No 1545-0052

Department of the Treasury

▶ Do not enter Social Security numbers on this form as it may be made public.

_		Intermation about Form 990-PF and its se				rormssupr. Chair	to Fubile Inspection	
		dar year 2013 or tax year beginning	, 2013	3, and e			, 20	
Nar	ne of for	undation			A Employe	r identification numbe	r	
THE SIX FOUR FOUNDATION 98-0364976  Number and street (or P O box number if mail is not delivered to street address)  Room/suite  B Telephone number (see instructions)								
Nui	Number and street (or P O box number if mail is not delivered to street address)  Room/suite  B Telephone number (see instructions)							
2850 LAKE VISTA DRIVE SUITE 150 150 972-318-6100								
City	or town	n, state or province, country, and ZIP or foreign postal code			C If exempt	ion application is pendi	ng, check here ▶	
LEW	ISVIL	LE TX 75068					_	
G	Check	all that apply: Initial return Initial return	of a former public	charity	D 1. Foreign	organizations, check l	here . ▶□	
		☐ Final return ☐ Amended r	eturn				_	
		☐ Address change ☐ Name chan	nge			n organizations meeting here and attach compu		
H	Check	type of organization: X Section 501(c)(3) exempt pr	rivate foundation			foundation status was	terminated under	
	Sectio	n 4947(a)(1) nonexempt charitable trust	able private found	lation	section 5	07(b)(1)(A), check here	▶∐	
1	Fair m	arket value of all assets at J Accounting method	🛛 Cash 🗌 A	ccrual	F If the four	ndation is in a 60-monti	h termination	
	end of	year (from Part II, col. (c),				tion 507(b)(1)(B), check		
	lıne 16	(Part I, column (d) must be 4,360,943	on cash basis.)					
Pa	art I	Analysis of Revenue and Expenses (The total of	(a) Revenue and				(d) Disbursements	
		amounts in columns (b), (c), and (d) may not necessarily equal	expenses per		investment ncome	(c) Adjusted net income	for charitable purposes	
		the amounts in column (a) (see instructions) )	books		-	·· <del>-</del>	(cash basis only)	
	1	Contributions, gifts, grants, etc , received (attach schedule)		4		The second secon	Access the history and the	
	2	Check ► 🗓 if the foundation is <b>not</b> required to attach Sch. B						
	3	Interest on savings and temporary cash investments					one Contract	
	4	Dividends and interest from securities	221,158		221,158			
	5a	Gross rents						
	b	Net rental income or (loss)		3,5	1			
<u>•</u>	6a	Net gain or (loss) from sale of assets not on line 10	117,419	ç- ॐ <sub>≫</sub> ∖	* * *,		THE REPORT OF THE PARTY OF THE	
Ĕ	b	Gross sales price for all assets on line 6a 5,322,193	*** ** \$*****	\$\`. ₩	s alle per		1 1994 WAS 1 1	
Revenue	7	Capital gain net income (from Part IV, line 2)	*		117,419	- CZZ., 95.	SALAS IN	
ď	8	Net short-term capital gain					XAPPLIA I	
	9	Income modifications	W.V.	C/A	, , , , ,			
	10a	Gross sales less returns and allowances	·	J.	·\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\			
	b	Less: Cost of goods sold			1	· · · · 1/200 · · · · · · · · · · · · · · · · · ·	A section of the sect	
	С	Gross profit or (loss) (attach schedule)	0	<u> </u>			Carlenge Carlo	
	11	Other income (attach schedule)					76. VZ (1.2 A)	
	12	Total. Add lines 1 through 11	338,577		338,577	0		
S	13	Compensation of officers, directors, trustees, etc.			_			
enses	14	Other employee salaries and wages						
ē	15	Pension plans, employee benefits						
Exp	16a	Legal fees (attach schedule) ECEIVED						
() ()	b	Accounting fees (attach schedule)						
Ę	С	Other professional fees (attach schedule)						
tra	17	Interest						
Jis	18		33,500	ST	ATEMENT 1		8.8	
Operating and Administrative	19	Depreciation (attach schedule) and depletion .				-	* '	
þ	20	Occupancy						
ק	21	Travel, conferences, and meetings						
a	22	Printing and publications			_		_	
ğ	23	Other expenses (attach schedule)	42,331	ST	ATEMENT 2		_	
# E	24	Total operating and administrative expenses.						
ė.		Add lines 13 through 23	75,831		0	0	0	
g	25	Contributions, gifts, grants paid	4,381,200			in the state of the state of	4,381,200	
_	26	Total expenses and disbursements. Add lines 24 and 25	4,457,031	ļ	. 0	0	4,381,200	
	27	Subtract line 26 from line 12:		-				
	а	Excess of revenue over expenses and disbursements	(4,118,454		· · · · · · · · · · · · · · · · · · ·		[3 <sup>3</sup> · <b>\$</b> · 3 · 3 · 3 · 3 · 3 · 3 · 3 · 3 · 3 ·	
	b	Net investment income (if negative, enter -0-)		ļ	338,577	was the state of		
	С	Adjusted net income (if negative, enter -0-)				0	, v	

Form **990-PF** (2013)

Part II		Ralance Sheets Attached schedules and amounts in the description column	Beginning of year	End o	of year		
Га	TG11	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	(a) Book Value	(b) Book Value	(c) Fair Market Value		
	1	Cash—non-interest-bearing	1,622,951	889,801	889,801		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less. allowance for doubtful accounts ▶					
	4	Pledges receivable ►					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other	-				
		disqualified persons (attach schedule) (see instructions) .					
	7	Other notes and loans receivable (attach schedule) ▶					
		Less: allowance for doubtful accounts ▶					
ts	8	Inventories for sale or use	,				
Assets	9	Prepaid expenses and deferred charges STATEMENT - 3					
As	10a	Investments—U S and state government obligations (attach schedule)	4,882,358	2,982,327	3,471,142		
	b	Investments – corporate stock (attach schedule)	1,510,273				
	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 ▶	7.74 S. \$ \$ \$ \$ \$	3.1			
		Less. accumulated depreciation (attach schedule) ▶	J				
	15	Other assets (describe ▶ )					
	16	Total assets (to be completed by all filers—see the					
		instructions. Also, see page 1, item l)	8,015,582	3,872,128	4,360,943		
	17	Accounts payable and accrued expenses			\$30 m		
<b>'</b> 0	18	Grants payable					
ies	19	Deferred revenue		-			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons					
iab	21	Mortgages and other notes payable (attach schedule)					
_	22	Other liabilities (describe ▶ )			The state of the s		
	23	Total liabilities (add lines 17 through 22)	0	0	7.7.1		
		Foundations that follow SFAS 117, check here . ▶ □					
ĕ		and complete lines 24 through 26 and lines 30 and 31.					
Ĕ	24	Unrestricted					
ä	25	Temporarily restricted					
8	26	Permanently restricted			Same was		
Ĕ		Foundations that do not follow SFAS 117, check here ▶ 🔯					
Net Assets or Fund Balances		and complete lines 27 through 31.			P. MARSAGE		
ō	27	Capital stock, trust principal, or current funds	8,015,582	3,872,128			
)ts	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
ŝŝ	29	Retained earnings, accumulated income, endowment, or other funds					
Ä	30	Total net assets or fund balances (see instructions)	8,015,582	3,872,128			
ē	31	Total liabilities and net assets/fund balances (see					
		instructions)	8,015,582	3,872,128			
	rt III	Analysis of Changes in Net Assets or Fund Balances			·		
1		I net assets or fund balances at beginning of year-Part II, colu		-			
	end-				8,015,582		
2		er amount from Part I, line 27a			(4,118,454)		
3	Othe	er increases not included in line 2 (itemize)		3			
4	Add	lines 1, 2, and 3			3,897,128		
5	Dec	reases not included in line 2 (itemize) ► OUTSTANDING CHECKS		5	25,000		
6	Tota	reases not included in line 2 (itemize) ► OUTSTANDING CHECKS all net assets or fund balances at end of year (line 4 minus line 5)—	Part II, column (b), li	ne 30 <b>6</b> _	3,872,128		

Part	V Capital Gains and	Losses for Tax on Investmen	nt Income		ν.	T ago o
	(a) List and describe the	e kind(s) of property sold (e g , real estate, se, 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 1	JS TREASURY BD STRIPPED	BOND		P	12/13/2010	11/15/2013
b ·	JOHNSON & JOHNSON, 25,8	00 COMMON SHARES		P	12/17/2008	04/02/2013
C	US TREASURY BILLS			P	04/25/2013	11/18/2013
d						
е_	<del></del>					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)		other basis nse of sale		ain or (loss) s (f) minus (g)
a	2,003,358			2,495,641		(492,283
b	2,119,345			1,510,273		609,072
<u>c</u>	1,199,490			1,198,860		630
<u>d</u>	-		<del></del>		·	· -
е	Complete only for assets show	wing gain in column (h) and owned by	the foundation	on 12/31/69		
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Exces	s of col (i) (j), if any	col (k), but n	ol (h) gain minus ot less than -0-) <b>or</b> (from col (h))
а						
b						
С						
d						
е_						
2	Capital gain net income or	(net canital loss)	so enter in Pa nter -0- in Pai		2	117,419
3		n or (loss) as defined in sections 12 I, line 8, column (c) (see instruction			3	·
Part		er Section 4940(e) for Reduce	ed Tay on N	let Investment		<del></del>
	otional use by domestic priv ion 4940(d)(2) applies, leave	vate foundations subject to the se	ction 4940(a)	tax on net invest	ment income.)	
Nas th	ne foundation liable for the	section 4942 tax on the distributal qualify under section 4940(e). Do			pase period?	☐ Yes ☒ No
1		unt in each column for each year;			akına any entries	· · · · · · · · · · · · · · · · · · ·
	(a)	<del></del>	300 110 11311		aking any entires	(d)
Cale	Base period years ndar year (or tax year beginning in)	(b) Adjusted qualifying distributions	Net value o	(c) f nonchantable-use as		stribution ratio ) divided by col (c))
	2012		20	12 250		
	2011	5,483,5 5,077,0		13,350 15,216		0.4107 0.3336
	2010	6,982,3		16,866		0.4140
	2009	613,0		10,826		0.0566
	2008	1,227,8		9,376	- · · · · · · · · · · · · · · · · · · ·	0.1310
2	Total of line 1, column (d)				. 2	1.3459
3		for the 5-year base period—divide			the	
	number of years the found	lation has been in existence if less	than 5 years		3	.26918
4	Enter the net value of none	chantable-use assets for 2013 from	m Part X, line	5	. 4	7,842,863
5	Multiply line 4 by line 3				. 5	2,111,142
6	Enter 1% of net investmen	nt income (1% of Part I, line 27b)			. 6	3,386
7	Add lines 5 and 6				. 7	2,114,528
8	Enter qualifying distributio				. 8	4,381,200
	If line 8 is equal to or great	ter than line 7, check the box in F	Part VI, line 1t	o, and complete	that part using a	1% tax rate. See the

Part \		stru	ction	<u>s)</u>
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		3	,386
	here ► 🗓 and enter 1% of Part I, line 27b			İ
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3	Add lines 1 and 2		3	<u>,386</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0		3	,386
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 6a 387			
b	Exempt foreign organizations—tax withheld at source 6b			1
C	Tax paid with application for extension of time to file (Form 8868) . 6c 13,396			- 1
_d	Backup withholding erroneously withheld			
7	Total crodite and payments the investor and a second secon		13	<u>,783</u>
8				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10 11	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶ 10 Enter the amount of line 10 to be: Credited to 2014 estimated tax ▶ 10,397 Refunded ▶ 11		10	,397 0
	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		Yes	No
	participate or intervene in any political campaign?	1a		×
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see			
	Instructions for the definition)?	1b	l	х
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials	۸		<u> </u>
	published or distributed by the foundation in connection with the activities.		1	
С	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
	(1) On the foundation. ▶ \$ NONE (2) On foundation managers. ▶ \$ NONE	,,		À.
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			Ý
	on foundation managers. ► \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			,
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of	<u> </u>	ائــــــــــــــــــــــــــــــــــــ	
_	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes .	3		<u> X</u>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a_		<u> </u>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b 5		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	3		<u> </u>
6	If "Yes," attach the statement required by General Instruction T.  Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	3	. 3	<b>\$</b>
0	By language in the governing instrument, or			
	<ul> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that</li> </ul>	, ģ,	.	3
	conflict with the state law remain in the governing instrument?	6	×	
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	7	X	
8а	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	DELAWARE, TEXAS			
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	8b	x	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			
J	4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes,"			
	complete Part XIV	9		х
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their			
	names and addresses	10		х

Par	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		Х
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		х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	х	
4.4	Website address ► N/A			
14	The books are in care of ► MARY PRITCHARD, FAIRFAX FINANCIAL HOLDINGS LTDelephone no. ► 416-367-	4941		
15	Located at ▶ 95 WELLINGTON ST. WEST, SUITE 800, TORONTO, ONTARIO ZIP+4 ▶ M5J 2N7 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here			<b>.</b> [
	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 the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of	10		X
	the foreign country ▶			
Par	VII-B Statements Regarding Activities for Which Form 4720 May Be Required			<u> </u>
	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?	*,		ers after
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a		۸	
	disqualified person?	TATE	emen'	4
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes  \(\sigma\) 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)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the	. 1	<b>1</b> , \$\$	
	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.)	::::::::::::::::::::::::::::::::::::::		No. 30 (26)
Ь	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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	10		^
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that	912-	197.	
	were not corrected before the first day of the tax year beginning in 2013?	1c		Х
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)).	.2	3,	á
а	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and	) : ]	<b>1</b> 000	
_	6e, Part XIII) for tax year(s) beginning before 2013?		32.	
	If "Yes," list the years ► 20 , 20 , 20 , 20	1	i iiika	No.
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2)	3.0	ų.	1.0
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to		* .	
	all years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
С	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.  ▶ 20 , 20 , 20 , 20		ľ	<b>*</b> ,
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
-	at any time during the year?		ت	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or		* 80	1 3
_	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		i e i	
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the	-	<del> </del>	<u> </u>
4	foundation had excess business holdings in 2013.)	3b 4a	N/	<del>                                     </del>
4a b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its	48	<del> </del>	X
,	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		x
			V DE	

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Page	t

Form	aan.	ΡF	(201	131

Part	VII-B Statements Regarding Activities	for W	hich Form	4720 I	May Be R	equire	d (continu	ed)			_
5a .	During the year did the foundation pay or incur a	ny amo	unt to				·				
	(1) Carry on propaganda, or otherwise attempt t	o influe	nce legislatio	n (sect	ion 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?								ł		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?										
	(4) Provide a grant to an organization other than	n a chai	ntable, etc., o	organiz	ation descr	ibed in					
	section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)								- {		
	(5) Provide for any purpose other than religious,										
	purposes, or for the prevention of cruelty to o	children	or animals?	-			☐Yes [	No 🛚			
b	If any answer is "Yes" to 5a(1)-(5), did any of the							ed ın			
	Regulations section 53.4945 or in a current notice	regardır	ng disaster as	ssistanc	e (see instri	uctions)	?		5b	N/A	
	Organizations relying on a current notice regarding	ng disa	ster assistan	ce ched	ck here .		1				
С	If the answer is "Yes" to question 5a(4), does t										
	because it maintained expenditure responsibility	for the	grant?				☐ Yes [	] No			
	If "Yes," attach the statement required by Regula	ations se	ection 53.494	45–5(d).						ŀ	
6a	Did the foundation, during the year, receive any										1
	on a personal benefit contract?						Yes [	X No			
b	Did the foundation, during the year, pay premiun	ns, dire	ctly or indired	ctly, on	a personal	benefit	contract?		6b		Х
	If "Yes" to 6b, file Form 8870.										
	At any time during the tax year, was the foundation a							X No			
	If "Yes," did the foundation receive any proceeds								7b	N/A	
Part	VIII Information About Officers, Direc	tors, T	rustees, Fo	ounda <sup>.</sup>	tion Mana	agers,	Highly Pa	id E	mploy	ees,	
	and Contractors										
	List all officers, directors, trustees, foundation							·			
	(a) Name and address	hou	e, and average rs per week	l i (lf n	mpensation ot paid,	emplo	Contributions to eyee benefit pla	ıns		nse accou	
		1	ed to position	en	ter -0-)	and defe	erred compens	ation	Other E		, —
	EM WATSA	DIRECT	TOR/PRES								
	LLINGTON ST WEST, TORONTO, ON	1/2 H	OUR	- · · - · - · - · - · ·	0			0			0
	P. SALSBERG	DIRECT	ror								
	LLINGTON ST WEST, TORONTO, ON	1/2 H	OUR		0			0			0
	NY F. GRIFFITHS	DIRECT	ror								
	LLINGTON ST WEST, TORONTO, ON	1/2 H	DUR		0			0			0
	D SCHOKKING		JRER/VP								
	LLINGTON ST WEST, TORONTO, ON	1/2 H			ا مد ادداد،		:	0	-\ 16		0
2	Compensation of five highest-paid employed "NONE."	es (otn	er than thos	se incii	uaea on II	ne ı—	see instruc	uon	s). IT NO	one, en	ter
			·				(d) Contribution	no to			
	(a) Name and address of each employee paid more than \$50,00	าก	(b) Title, and a hours per v	average veek	(c) Comper	sation	employee be	nefit	(e) Expe	nse accou	ınt,
,	(-)		devoted to p		(4) 44		plans and def compensat		otner a	allowance	3
NONE		<del></del>							<del></del>	· · · · -	
101111											
					-					• • • • • • • • • • • • • • • • • • • •	
						-					
										-	_
<b>Total</b>	number of other employees paid over \$50,000.					•		<b></b>			_

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid I and Contractors (continued)	Employees,
3 Fiv	re highest-paid independent contractors for professional services (see instructions). If none, enter "NO	DNE."
	(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
NONE		
	······································	
Total num	nber of others receiving over \$50,000 for professional services	•
Part IX-	A Summary of Direct Charitable Activities	
	foundation's four largest direct chantable activities during the tax year. Include relevant statistical information such as the number of tions and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE		
2		
з —		
J		
4		
Part IX-		Amount
	the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	3	
2		
All other	program-related investments. See instructions	
3		
T-1-1-4-1	dilaca di bassach O	
i otal. Ad	d lines 1 through 3	Form <b>990-PF</b> (2013
		rorm <b>990-PF</b> (201

Part	X Minimum Investment Return (All domestic foundations must complete this part. Foreign	gn four	ndations,
	see instructions.)	_	
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	6,452,998
b	Average of monthly cash balances	1b	1,509,299
С	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	7,962,297
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,962,297
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see		
	instructions)	4	119,434
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,842,863
6	Minimum investment return. Enter 5% of line 5	6	392,143
Part :		oundat	ions
	and certain foreign organizations check here ▶ □ and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	392,143
2a	Tax on investment income for 2013 from Part VI, line 5 2a 3,386	<b>^</b>	
b	Income tax for 2013. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	3,386
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	388,757
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	388,757
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,	_	
	line 1	7	388,757
Part	XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	34,	
	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	4 201 200
a b	Program-related investments—total from Part IX-B	1b	4,381,200
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,	10	
_	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	2	
_	Suitability test (prior IRS approval required)	3a	
	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	4,381,200
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.	-	4,361,200
-	Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,381,200
•	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating		
	qualifies for the section 4940(e) reduction of tax in those years.	9 *****	

	XIII Undistributed Income (see instruction	ne)			Page 3
1	Distributable amount for 2013 from Part XI,	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
•	line 7				388,757
2	Undistributed income, if any, as of the end of 2013:				388,737
а	Enter amount for 2012 only				
b	Total for prior years: 20 ,20 ,20				
3	Excess distributions carryover, if any, to 2013:				
а	From 2008				
b	From 2009			1	
С	From 2010 6,142,045				
d	From 2011 4,328,071				
е	From 2012 16,156,571				
f	Total of lines 3a through e	27,464,775			
4	Qualifying distributions for 2013 from Part XII, line 4: ► \$ 4,381,200				
а	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years				
С					
	required—see instructions)			*	* '.* .
d	Applied to 2013 distributable amount				388,757
e	Remaining amount distributed out of corpus	3,992,443	<u> </u>	¥ 7	
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:			₩ ₩	
а	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	31,457,218		<b>*</b> :::	* **
b			(		
С	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	*		Ž.	
d				μι · 💸	***
е		Š. C	4 yaik		0
f	Undistributed income for 2013. Subtract lines	مد مد	40	2	<u>-</u>
•	4d and 5 from line 1. This amount must be distributed in 2014	r gine entirellagi			*
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	760,887			-
9	Excess distributions carryover to 2014.	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
-	Subtract lines 7 and 8 from line 6a	30,696,331	1		
10	Analysis of line 9:	22, 230, 331	<u> </u>		
а	- , , , , , , , ,				
b					
C	- , , , , , , ,				
d					
е	- ( 0010			1	

Part :	XIV Private Operating Founda	<b>tions</b> (see instru	ictions and Part \	VII-A, question 9	)	
1a	If the foundation has received a ruling					
	foundation, and the ruling is effective for	<sup>2013</sup> , enter the da	ate of the ruling .	🕨	N/A	
b	Check box to indicate whether the four	ndation is a private	operating foundat	ion described in se	ction	) or ( 4942(j)(5)
2a	Enter the lesser of the adjusted net	Tax year		Prior 3 years		(e) Total
	income from Part I or the minimum investment return from Part X for	(a) 2013	<b>(b)</b> 2012	(c) 2011	(d) 2010	
	each year listed					0
b	85% of line 2a	0	0	0	0	0
C	Qualifying distributions from Part XII,					
	line 4 for each year listed					0
d	Amounts included in line 2c not used directly for active conduct of exempt activities .					0
е	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3	Complete 3a, b, or c for the alternative test relied upon					
а	"Assets" alternative test-enter:					
	(1) Value of all assets					0
	(2) Value of assets qualifying under					
	section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in					
	Part X, line 6 for each year listed					. 0
C	"Support" alternative test—enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization					<u> </u>
	(4) Gross investment income			<u> </u>		0
Part		n (Complete ti	his nart only if t	he foundation h	ad \$5,000 or mo	re in assets at
· arc	any time during the year-			io roundadion i		
1	Information Regarding Foundation				<del></del>	
a	List any managers of the foundation		uted more than 2%	6 of the total cont	ributions received l	by the foundation
	before the close of any tax year (but o					
I/A						
b	List any managers of the foundation ownership of a partnership or other e					ge portion of the
N/A	•					
2	Information Regarding Contribution	n, Grant, Gift, Lo	an, Scholarship, e	tc., Programs:		
	Check here ▶ ☑ If the foundation unsolicited requests for funds. If the other conditions, complete items 2a,	foundation makes				
а	The name, address, and telephone no		ddress of the person	on to whom applic	ations should be a	ddressed:
b	The form in which applications should	d be submitted an	nd information and	materials they sho	ould include:	-
	Any submission deadlines:					
d	Any restrictions or limitations on av	wards, such as t	by geographical a	reas, charitable fi	elds, kinds of ınst	itutions, or other
	factors:					

Part XV Supplementary Information (continued)							
3. Grants and Contributions Paid During	the Year or Approv	ed for Fu	ture Payment				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Furpose of grant of	Amount			
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	il			
a Paid during the year							
SEE ATTACHED STATEMENT 5	N/A		SEE ATTACHED STATEMENT 5	4,381,200			
Total		<u> </u>	▶ 3a	4,381,200			
<b>b</b> Approved for future payment				1,001,200			

Pai	ቲ XVI	<ul> <li>Analysis of Income-Producing Ac</li> </ul>	tivities				
Ente	r gros	s amounts unless otherwise indicated.	Unrelated bu	siness income	Excluded by secti	on 512, 513, or 514	(a)
			(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1	Progr	am service revenue:	200000 0000		Excitation code	runoune	(See instructions )
	<b>a</b> <u>NO</u>	ONE					
	b _						_
	c _					,	
	d						
	е _				_		
	f						
	g F	ees and contracts from government agencies					
2	_	bership dues and assessments					
3		st on savings and temporary cash investments					
4		ends and interest from securities			14	221,158	
5		ental income or (loss) from real estate		\$	.7.4		Sur Series
_		ebt-financed property			***	e i ja figiri — di iligiriga dalah ik	
		ot debt-financed property			-		
6		ental income or (loss) from personal property					
7		r investment income					
8		or (loss) from sales of assets other than inventory			10	117 410	-
_				***************************************	18	117,419	
9							
10 11		s profit or (loss) from sales of inventory					
1 1	_	revenue. a					
	p _						
					<u> </u>		
	d _						
			1				
40	0	- t - 1	•		7.4		I
		otal. Add columns (b), (d), and (e)			* * 4 ***	338,577	
13	Total	Add line 12, columns (b), (d), and (e) .				338,577 <b>13</b>	338,577
<b>13</b> See	Total works	A. Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation	 ns.)				•
13 See Pa	Total works	Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation.  Relationship of Activities to the A	ns.) Accomplishm	ent of Exemp	t Purposes	13	338,577
13 See Pa	Total works	A. Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation	ns.) Accomplishm	ent of Exemp	t Purposes	13	338,577
13 See Pa	Total works t XVI e No.	Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation.  Relationship of Activities to the A	ns.) Accomplishm	ent of Exemp	t Purposes	13	338,577
13 See Pa	Total works t XVI e No.	Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation  Relationship of Activities to the A  Explain below how each activity for which accomplishment of the foundation's exempt pure	ns.) Accomplishm	ent of Exemp	t Purposes	13	338,577
13 See Pa	Total works t XVI e No.	Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation  Relationship of Activities to the A  Explain below how each activity for which accomplishment of the foundation's exempt pure	ns.) Accomplishm	ent of Exemp	t Purposes	13	338,577
13 See Pa	Total works t XVI e No.	Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation  Relationship of Activities to the A  Explain below how each activity for which accomplishment of the foundation's exempt pure	ns.) Accomplishm	ent of Exemp	t Purposes	13	338,577
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13 See Pa	Total works t XVI e No.	Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation  Relationship of Activities to the A  Explain below how each activity for which accomplishment of the foundation's exempt pure	ns.) Accomplishm	ent of Exemp	t Purposes	13	338,577
13 See Pa	Total works t XVI e No.	Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculation  Relationship of Activities to the A  Explain below how each activity for which accomplishment of the foundation's exempt pure	ns.) Accomplishm	ent of Exemp	t Purposes	13	338,577

	XVII	Information	n Regarding Tra	nsfers To and Tra	nsactions and	Relationships W	ith Noncha	ritabi		ige 10
1	ın se	he organization of ction 501(c) of th	directly or indirectly	engage in any of the section 501(c)(3) org					Yes	No
а	-	nizations?	porting foundation t	o a noncharitable ex	ampt organization	. of:				- 1-
a		ash		o a nonchantable ex	empt organization	101.		1a(1)		×
	• •	other assets .						1a(2)		x
b		r transactions.				,		(=)	<u> </u>	<u> </u>
	(1) S	ales of assets to	a noncharitable ex	empt organization				1b(1)		х
				able exempt organiz				1b(2)		х
				er assets				1b(3)		Х
	(4) R	eimbursement a	rrangements					1b(4)		х
	(5) L	oans or Ioan gua	rantees					1b(5)		Х
				hip or fundraising sol				1b(6)		х
C				ists, other assets, or				1c		x
d	value value	e of the goods, or in any transaction	ther assets, or servon or sharing arrang	es," complete the foll rices given by the rep gement, show in colu	oorting foundation mn (d) the value of	<ul> <li>If the foundation of the goods, other</li> </ul>	received less assets, or se	than rvices	fair m	narket ived.
(a) Line	e no (	(b) Amount involved	(c) Name of none	chantable exempt organizat	tion (d) Desc	ription of transfers, trans	actions, and sha	nng am	angem	ents
				······						
				<del></del>						
	_									
	-									
	-		<u> </u>	-						
	-									
2a	Is the	e foundation dire	ectly or indirectly a	ffiliated with, or relat	ed to one or mo	ore tax-exempt org	anizations			
b	desc	ribed in section 5		other than section 50				] Yes	s X	No
		(a) Name of organ	ization	(b) Type of or	ganization	(c) Desc	cription of relation	nship		
								-		
									-	
								_		
C:	1			ned this return, including accordant taxpayer) is based on all			est of my knowled	ige and	belief, i	t is true
Sign Here		Colod by Conature of officer of true	Supertake	1   11-8-1	VP OF TAX	paror rate any kinemedge	May the IF with the p	reparer	shown	below
Paid	<u> </u>	Pnnt/Type preparer		Preparer's signature		Date	Check   if	PTIN		
Prep		<u> </u>				<u> </u>	self-employed			
Use	Only	Firm's name					EIN ►			
		Firm's address ▶				Phone	no			

#### THE SIX FOUR FOUNDATION

#### FEIN: 98-0364976

#### FEDERAL FORM 990-PF, Part I, Line 18

#### **TAXES**

For the Tax Year Ended December 31, 2013

FEDERAL NET INVESTMENT EXCISE TAX	33,475
DELAWARE STATE TAX	25
	33,500

#### THE SIX FOUR FOUNDATION

#### FEIN: 98-0364976

#### FEDERAL FORM 990-PF, Part I, Line 23

#### **OTHER EXPENSES**

For the Tax Year Ended December 31, 2013

BANK SERVICE CHARGES	39,319
AUDIT FEES	2,625
MISCELLANEOUS ADMINISTRATIVE	387
	42,331

# The Six Four Foundation FEIN: 98-0364976 Form 990-PF/ Part II Line 10, Investments For the Tax Year ended 12/31/13

### Line 10a - Investments - U.S. and State Government Obligations

	12/31/2013	12/31/2013
Bonds	Book Value	FMV <sub></sub>
US Treas Bd Stripped Princ Pmt (Cusip: 912803DP5)	2,982,327	3,471,142
Total	2,982,327	3,471,142

## The Six Four Foundation FEIN: 98-0364976 Form 990-PF/ Part VII-B For the Tax Year ended 12/31/13

Line 1a(3) and line 1b
------------------------

The foundation accepted bookkeeping services from a disqualified person at no charge.

The act qualifies as an exception described in Reg. Sec. 53-4941(d)-3.

#### The Six Four Foundation FEIN: 98-0364976 Form 990-PF/ Part XV Grants and Contributions For the Tax Year ended 12/31/13

Recipient	Status	Purpose	Amount
American Cancer Society 250 Williams Street NW Atlanta, GA 30303	Public Chanty	Unrestricted Program Grant	\$500
American Enterprise Institute for Public Policy Research 1150 Seventeenth Street, N W Washington, DC 20036	Public Chanty	Unrestricted Program Grant	\$5,000
American India Foundation 216 45th Street, 7th Floor New York, NY 10017	Public Chanty	Unrestricted Program Grant	\$200,000
Arkansas Children's Hospital Foundation, Inc 1 Children's Way, Slot 661 Little Rock, Arkansas 722202-3591	Public Charity	Unrestricted Program Grant	\$50,000
Arthritis Foundation, (Texas Chapter) 4300 MacArthur, Suite 245 Dallas, TX 75209	Public Chanty	Unrestricted Program Grant	\$25,000
ASPCA 520 Eighth Avenue, 7th Floor New York, NY 10018	Public Charity	Unrestricted Program Grant	\$200
Big Brothers/Big Sisters of Monmouth County 305 Bond Street Ashbury Park, NJ 07712	Public Chanty	Unrestricted Program Grant	\$10,000
Camp Good Days 1051 Craft Road Ithaca, NY 14850	Public Chanty	Unrestricted Program Grant	\$2,500
Chandler Christian Community Center PO Box 591 Chandler, AZ 85244 0591	Public Charity	Unrestricted Program Grant	\$2,500
Chanty Advisors, Inc 21160 Abrams Road LP-30, Ste 509 Dallas, TX 75245	Public Charity	Unrestricted Program Grant	\$10,000
Education in Action PO Box 2285 Keller, TX 76244	Public Charity	Unrestricted Program Grant	\$5,000
Ek Disha Non-Profit, Inc 8500 Commerce Park Drive Houston, TX 77036	Public Chanty	Unrestricted Program Grant	\$150,000
Elves & More 2200 Louetta Rd, Suite 101 Spring, TX 77388	Public Charity	Unrestricted Program Grant	\$10,000
Fibrolamellar Cancer Foundation 20 Horseneck Ln Greenwich, CT 06830	Public Chanty	Unrestricted Program Grant	\$10,000
Hawaiian Humane Society 2700 Waialae Ave Honolulu, HI 96826	Public Chanty	Unrestricted Program Grant	\$12,500
House of Amos, Inc 8030 Boone Rd Houston, TX 77072	Public Chanty	Unrestricted Program Grant	\$10,000
Insurance Council of Texas Education Foundation P O Box 15 Austin, TX 78767-0015	Public Chanty	Unrestricted Program Grant	\$5,000
Insurance Industry Chantable Foundation 4064 N Lincoln Ave , Suite 507 Chicago, IL 60618	Public Charity	Unrestricted Program Grant	\$13,000
Kids Chance of Virginia	Public Chanty	Unrestricted Program Grant	\$1,000

Statement 5

#### The Six Four Foundation FEIN: 98-0364976 Form 990-PF/ Part XV Grants and Contributions For the Tax Year ended 12/31/13

Recipient	Status	Purpose	Amount
12701 Marblestone Dr. Ste 250			
Woodbridge, VA 22192  Miracle Leauge of Arkansas, Inc PO Box 7348  Little Rock, AR 72217	Public Chanty	Unrestricted Program Grant	\$20,000
Muscular Dystrophy Association 3300 E Sunnse Drive Tucson, AZ 85718	Public Chanty	Unrestricted Program Grant	\$2,500
Prostate Cancer Foundation 1250 Fourth Street Santa Monica, CA 90401	Public Charity	Unrestricted Program Grant	\$1,010,000
Ronald McDonald House 4707 Bengal St Dallas, Tx 75235	Public Chanty	Unrestricted Program Grant	\$1,500
Sea Bnght Rising Inc PO Box 6245 Fair Haven, NJ 07704	Public Charity	Unrestricted Program Grant	\$100,000
Silver Bay YMCA 87 Silver Bay Rd Silver Bay, NY 12874	Public Chanty	Unrestricted Program Grant	\$50,000
Soul Food Café Mission, Inc PO Box 1555 Conway, AR 72033	Public Charity	Unrestricted Program Grant	\$2,500
St John's University/SRM 355 Lexington Ave , Suite 1001 New York, NY 10017	Public Charity	Unrestricted Program Grant	\$25,000
The ALS Association Greater New York Chapter 42 Broadway, Suite 1724 New York, NY 10004	Public Chanty	Unrestricted Program Grant	\$2,500
The Children's Institute of New Jersey 1 Sunset Ave Verona, NJ 07044	Public Charity	Unrestricted Program Grant	\$2,500
The Horatio Alger Association of Distinguished Americans Inc 99 Canal Center Piz, Ste 320 Alexandria, VA 22314	Public Charity	Unrestricted Program Grant	\$350,000
The Hospital for Sick Children Foundation 525 University Ave , 14th Floor Toronto, Ontano M5G 2L3	Public Charity	Unrestricted Program Grant	\$2,000,000
The Idaho Foodbank 3562 S TK Ave Boise, ID 83705	Public Charity	Unrestricted Program Grant	\$2,500
University of Central Arkansas Foundation, Inc 201 Donaghey Ave Conway, AR 72035	Public Charity	Unrestricted Program Grant	\$50,000
University of Hawaii Foundation 2425 Campus Rd Honolulu, HI 96822	Public Charity	Unrestricted Program Grant	\$15,000
University of Texas Foundation PO Box 250 Austin, TX 78767	Public Chanty	Unrestricted Program Grant	\$25,000
University of Waterloo 200 University Avenue West Waterloo, Ontano N2L 3G1	Public Chanty	Unrestricted Program Grant	\$200,000

Total \$4,381,200