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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 06-01-2013 , and ending 05-31-2014

Name of foundation
The Witter Bynner Foundation for Poetry

A Employer identification number
23-7169999

Number and street (or P O box number if mail is not delivered to street address)
PO Box 10169

Room/suite

B Telephone number (see instructions)
(505) 988-3251

City or town, state or province, country, and ZIP or foreign postal code
Santa Fe, NM 87504

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 ▸ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▸ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▸$ 3,122,608

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▸ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	500			
	2	Check ▸ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	57	57	57	
	4	Dividends and interest from securities	61,376	61,376	61,376	
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	225,623			
	b	Gross sales price for all assets on line 6a 1,852,274				
	7	Capital gain net income (from Part IV, line 2)		225,623		
	8	Net short-term capital gain			41,993	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,523			
	12	**Total.** Add lines 1 through 11	289,079	287,056	103,426	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	88,317	17,663	17,663	70,653
	14	Other employee salaries and wages	15,000	5,250	5,250	9,750
	15	Pension plans, employee benefits	9,200	2,065	2,065	7,135
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	31,403	28,962	28,962	2,441
	17	Interest	16	16	16	
	18	Taxes (attach schedule) (see instructions)	12,118	4,637	6,355	5,763
	19	Depreciation (attach schedule) and depletion	282			
	20	Occupancy	16,968			
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	11,665	466	466	11,199
	24	**Total operating and administrative expenses.** Add lines 13 through 23	184,969	59,059	60,777	106,941
	25	Contributions, gifts, grants paid	52,900			52,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	237,869	59,059	60,777	159,841
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	51,210			
	b	**Net investment income** (if negative, enter -0-)		227,997		
	c	**Adjusted net income** (if negative, enter -0-)			42,649	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	29,524	84,634	84,634
	2	Savings and temporary cash investments	93,390	23,469	23,469
	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	1,548	1,209	
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,557,329	2,621,916	3,014,505
	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 ▶ 19,444 Less accumulated depreciation (attach schedule) ▶ 19,444	282		
	15	Other assets (describe ▶)	1,414	1,414	
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,683,487	2,732,642	3,122,608
Liabilities	17	Accounts payable and accrued expenses	3,614	806	
	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 ▶)		224	
	23	**Total liabilities** (add lines 17 through 22)	3,614	1,030	
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	2,679,873	2,731,612	
	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			
	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 page 17 of the instructions)	2,679,873	2,731,612	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,683,487	2,732,642	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,679,873
2	Enter amount from Part I, line 27a	2	51,210
3	Other increases not included in line 2 (itemize) ▶	3	529
4	Add lines 1, 2, and 3	4	2,731,612
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,731,612

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			

	(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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	225,623
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	41,993

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	181,874	2,914,998	0 06239
2011	180,062	2,792,911	0 06447
2010	183,800	2,924,035	0 06286
2009	171,768	2,778,682	0 06182
2008	231,149	3,638,104	0 06354

2	**Total** of line 1, column (d).	2	0 31507
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 06302
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,010,984
5	Multiply line 4 by line 3.	5	189,737
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,280
7	Add lines 5 and 6.	7	192,017
8	Enter qualifying distributions from Part XII, line 4.	8	159,841

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	4,560
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	4,560
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,560
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,144		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,144
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	3,416
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NM			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶bynnerfoundation org

14 The books are in care of ▶The Witter Bynner Foundation Telephone no ▶(505) 988-3251

Located at ▶PO Box 10169 Santa Fe NM ZIP+4 ▶87504

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	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 page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)?	**5b**		No
	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?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,006,680
b	Average of monthly cash balances	1b	50,157
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,056,837
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,056,837
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,853
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,010,984
6	**Minimum investment return.** Enter 5% of line 5	6	150,549

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	150,549
2a	Tax on investment income for 2013 from Part VI, line 5 . . . 2a 4,560		
b	Income tax for 2013 (This does not include the tax from Part VI) . . . 2b		
c	Add lines 2a and 2b	2c	4,560
3	Distributable amount before adjustments Subtract line 2c from line 1	3	145,989
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	145,989
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	145,989

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	159,841
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	159,841
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	159,841

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					145,989
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.	49,792				
b From 2009.	32,992				
c From 2010.	38,280				
d From 2011.	41,286				
e From 2012.	38,408				
f Total of lines 3a through e.		200,758			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 159,841					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2013 distributable amount.					145,989
e Remaining amount distributed out of corpus		13,852			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		214,610			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		49,792			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		164,818			
10 Analysis of line 9					
a Excess from 2009. . . .	32,992				
b Excess from 2010. . . .	38,280				
c Excess from 2011. . . .	41,286				
d Excess from 2012. . . .	38,408				
e Excess from 2013. . . .	13,852				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

The Witter Bynner Foundation for Po
PO Box 10169
Santa Fe, NM 87504
(505) 988-3251

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

Applications are available at the Foundation's address The application is a standardized form that requires the same information from all applicants Supplemental information is specified in the application A letter of intent must be submitted between August 1 and December 31 and Applications must be submitted by February 15 of each year

c Any submission deadlines

February 15

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

Promotion of Poetry

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				52,900
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	57	
4 Dividends and interest from securities. . . .			14	61,376	
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					225,623
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Royalty & Other			15	1,523	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				62,956	225,623

13 Total. Add line 12, columns (b), (d), and (e). 13 288,579

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
8	Gains from sales of investment assets allow the Foundation to make qualified distributions to schools and other nonprofit organizations that support poetry related projects

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-10-15	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Richard D Sandoval				P00090765
Firm's name ▶ Zlotnick Laws & Sandoval PC			Firm's EIN ▶	
Firm's address ▶ One Calle Medico Santa Fe, NM 87505			Phone no (505) 982-3894	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Steven Schwartz PO Box 10169 Santa Fe, NM 87504	Executive Direc 40 00	77,000	11,317	
Robert Kurth 132 Arroyo Hondo Tr Santa Fe, NM 87508	Vice President 0 00	0		
Fletcher Catron PO Box 788 Santa Fe, NM 87504	Sec/Treasurer 0 00	0		
Mark McDaniel Washington University St Louis, MO 631304899	Director 0 00	0		
Douglas W Schwartz 29 N Cloudstone Dr Santa Fe, NM 87505	Director 0 00	0		

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
Library of Congress LJ-120 Washington, DC 20540	N/A	Gov't	Fellowships in Poetry	16,000
Santa Fe Girl's School 310 West Zia Road SANTA FE, NM 87505	N/A	501C3	Poetry Workshops with Joan Logghe	4,000
Forest Woods Media Productions 1821 Glade Court Annapolis, MD 21403	N/A	Priv	Poet & the Poem	4,000
Teatro Paraguas 39 Saltbush Rd SANTA FE, NM 87508	N/A	501C3	Poetry in performance	1,500
Partners in Education PO Box 23374 SANTA FE, NM 87502	N/A	501C3	The Foundation helped to establish and has provided continuing supportfor Art Works Poetry Project Art Works provides training in poetry forteachers, writing workshops in K-6 classes, student poetry readings, andthe publication of a student poetry anthology	4,000
Santa Fe Art Commission PO Box 909 SANTA FE, NM 87504	N/A	501C3	Support poet laureate program	2,000
Santa Fe Art Institute 1600 St Michaels Dr SANTA FE, NM 87505	N/A	501C3	Help poets to translate works of poetry into English from a multitude of diverse languages	2,000
Various Individuals PO Box 10169 SANTA FE, NM 87504	None	Private	Support individual poets creating new poems and support outreach program	2,000
Lore of the Land HC 68 Box 79-S SILVER CITY, NM 88061	N/A	501C3	Poetry Presentations	3,750
Bernalillo High School 250 Isidro Sanchez Road Bernalillo, NM 87004	N/A	Gov't	Joanne Dwyer Poetry Grant	6,400
Desert Academy 7300 Old Santa Fe Trail SANTA FE, NM 87505	N/A	501C3	Poetry Workshops	5,250
Santa Fe Indian School 4772 Vita Del Sol SANTA FE, NM 87505	N/A	501C3	Spoken Word Program	2,000
Total . . . . ▶ **3a**				52,900

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

TY 2013 Depreciation Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BOOK SHELVES	2007-02-22	2,808	2,607	91	7 0000	201			
iMac Notebook	2008-09-22	1,197	1,116	91	5 0000	81			

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491288007044

TY 2013 Investments Corporate Stock Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Fidelity Investments-See Attachment	2,621,916	3,014,505

TY 2013 Land, Etc. Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	19,444	19,444		

TY 2013 Other Assets Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Deposits	1,414	1,414	

TY 2013 Other Expenses Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
(Increase) decrease in A/P	529			529
Administrative Expenses	1,922			1,922
Annual Meeting	2,260			2,260
Bank service charges	94			94
Dues and Memberships	500			500
Employee benefits	1,331	466	466	865
Insurance	932			932
Postage	299			299
Supplies & materials	588			588
Telephone	1,714			1,714
Utilities	1,280			1,280
Website	216			216

TY 2013 Other Income Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalty & Other	1,523		

TY 2013 Other Increases Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
Accounts Payable Decrease	529

TY 2013 Other Liabilities Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value
Payroll Tax Liabilities		224

TY 2013 Other Professional Fees Schedule

Name: The Witter Bynner Foundation for Poetry
EIN: 23-7169999
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment fees	28,133	28,133	28,133	0
Investment Management Fees	829	829	829	0
Tax Prep	2,441	0	0	2,441

TY 2013 Taxes Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	1,718		1,718	
Foreign Taxes	2,974	2,974	2,974	
Payroll Taxes	7,426	1,663	1,663	5,763

Fidelity INVESTMENTS

Investment Report

May 1, 2014 - May 31, 2014

Interested Party

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Customer Service	800-544-6666

Envelope 030006103

STEVEN D SCHWARTZ
WITTER BYNNER FOU FOR POETRY
PO BOX 10169
SANTA FE NM 87504-6169

Brokerage 674-734004 WITTER BYNNER FND FOR PTRY INC

Account Summary

Beginning value as of May 1	$2,521,978.54
Transaction costs, loads and fees	-2,169.80
Transfers between Fidelity accounts	-54,761.00
Change in investment value	33,052.66
Ending value as of May 31	**$2,498,100.40**
Accrued Interest (AI)	$0.00
Change in AI from last statement	$0.00

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$2,410.70	$17,049.22

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term gain	$250.72	$6,738.15
Short-term loss	0.00	-305.89
St disallowed loss	0.00	5.31
Net short	**250.72**	**6,437.57**
Long-term gain	$8,953.84	$9,533.03
Long-term loss	0.00	-0.59
Lt disallowed loss	0.00	0.59
Net long	**8,953.84**	**9,533.03**

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Holdings (Symbol) as of May 31, 2014

	Quantity May 31, 2014	Price per Unit May 31, 2014	Total Cost Basis	Total Value May 1, 2014	Total Value May 31, 2014	Unrealized Gain (Loss) May 31, 2014
Stocks *21% of holdings*						
VANGUARD SCOTTSDALE FDS SHORT TERM CORP (VCSH)	2,060.029	$80.490	$165,213.86	$164,950.83	$165,811.73	$ 597.87
VANGUARD INDEX FDS VANGUARD LARGE CAP VIPERS FORMERLY VANGUARD INDEX TR (VV)	1,454.941	88.500	118,135.33	125,794.19	128,762 27	10,626 94

Brokerage 674-734004 WITTER BYNNER FND FOR PTRY INC

Holdings (Symbol) as of May 31, 2014	Quantity May 31, 2014	Price per Unit May 31, 2014	Total Cost Basis	Total Value May 1, 2014	Total Value May 31, 2014	Unrealized Gain (Loss) May 31, 2014
VANGUARD INDEX FDS VANGUARD GROWTH VIPERS FORMERLY VANGUARD INDEX TR (VUG)	2,255.458	96.860	199,663.78	210,930.43	218,463.66	18,799.88
Subtotal of Stocks			**483,012.97**		**513,037.66**	**30,024.69**
Mutual Funds ***78% of holdings***						
FIDELITY ADVISOR REAL ESTATE INCOME I (FRIRX)	5,321.792	11.960	58,270.09	62,584.27	63,648.63	5,378.54
EAI $2,900 38, EY· 4.56%						
BLACKROCK EQUITY DIVIDEND FD-INSTL (MADVX)	4,482.135	25.000	101,358.45	130,725.83	112,053.37	10,694.92
EAI. $2,112.46, EY 1 89%						
BLACKROCK STRATEGIC INCOME OPPRTSI INSTL (BSIIX)	17,180.778	10.340	167,701.93	176,559.58	177,649.24	9,947.31
EAI· $4,400 90, EY. 2 48%						
DFA EMERGING MRKTS CORE EQU PORTF (DFCEX)	5,766.402	20.370	111,822.78	113,713.44	117,461.60	5,638.82
EATON VANCE FLOATING RATE CLASS I (EIBLX)	16,483.993	9.140	151,346.33	150,064.41	150,663.69	- 682.64
EAI $5,720 02, EY 3.80%						
EATON VANCE GLOBAL MACRO ABSLTE RT CL I (EIGMX)	9,056.019	9.340	86,346.01	84,014.37	84,583.21	- 1,762.80
EAI $3,517.36, EY· 4 16%						
JPMORGAN STRATEGIC INCOME OPPS - SELECT (JSOSX)	13,934.146	11.900	162,900.10	165,802.55	165,816.33	2,916.23
EAI: $3,441.73, EY. 2.08%						
PARNASSUS CORE EQUITY INSTL (PRILX)	4,011.038	38.890	149,585.30	160,443.43	155,989.26	6,403.96
EAI $2,212 09, EY· 1 42%						
PRIMECAP ODYSSEY GROWTH FUND (POGRX)	4,873.638	24.290	77,534.22	125,034.26	118,380.66	40,846.44
EAI $386 97, EY: 0 33%						
PUTNAM ABSOLUTE RETURN 700 FUND CL Y (PDMYX)	12,119.589	12.600	139,523.98	151,131.27	152,706.82	13,182.84
EAI $2,120 93, EY 1 39%						
ROYCE PREMIER FUND INVESTMENT CL (RYPRX)	4,179.341	22.600	87,581.51	94,411.31	94,453.10	6,871.59

Brokerage 674-734004 WITTER BYNNER FND FOR PTRY INC

Holdings (Symbol) as of May 31, 2014	Quantity May 31, 2014	Price per Unit May 31, 2014	Total Cost Basis	Total Value May 1, 2014	Total Value May 31, 2014	Unrealized Gain (Loss) May 31, 2014
SCOUT INTERNATIONAL FUND (UMBWX)	2,390.367	37.790	86,460.96	89,519.24	90,331.96	3,871.00
EAI $1,052 24, EY 1 16%						
SCOUT UNCONSTRAINED BOND FUND (SUBFX)	10,096.245	11.640	119,865.17	118,511.97	117,520.29	- 2,344.88
EAI $585 58, EY 0 50%						
SCOUT CORE PLUS BOND FUND CL I (SCPZX)	4,352.032	32.290	140,285.69	140,251.18	140,527.11	241.42
EAI $2,082 60, EY 1 48%						
TEMPLETON GLOBAL TOTAL RT ADV CL SH (TTRZX)	8,127.280	13.580	111,870 48	108,571.30	110,368.46	- 1,502.02
EAI $4,487 88, EY 4 07%						
VIRTUS REAL ESTATE SECURITIES CL I (PHRIX)	3,101.838	37.820	104,878.91	133,860.51	117,311.51	12,432.60
EAI $1,581 94, EY 1 35%						
Subtotal of Mutual Funds			**1,857,331.91**		**1,969,465.24**	**112,133.33**
Core Account ***1% of holdings***						
TREASURY FUND DAILY MONEY CLASS (FDUXX)	15,597.500	1.000	not applicable	15,104.17	15,597.50	not applicable
7-day Yield: 0.01%						
Subtotal of Core Account					**15,597.50**	
Total			**$ 2,340,344.88**		**$2,498,100.40**	**$ 142,158.02**

All positions held in cash account unless indicated otherwise

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details. Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Estimated Annual Income (EAI) & Estimated Yield (EY) *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions There is no guarantee that your investments will actually generate the EAI or EY presented Actual income and yield might be lower or higher EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

Fidelity INVESTMENTS

Investment Report

May 1, 2014 - May 31, 2014

Envelope 030006103

STEVEN D SCHWARTZ
WITTER BYNNER FOU FOR POETRY
PO BOX 10169
SANTA FE NM 87504-6169

Interested Party

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Customer Service	800-544-6666

Brokerage 674-734705 WITTER BYNNER FND FOR PTRY INC

Account Summary

Beginning value as of May 1	$524,827.65
Other Tax Withheld	-436.93
Transaction costs, loads and fees	-54.11
Change in investment value	15,525.46
Ending value as of May 31	**$539,862.07**
Accrued Interest (AI)	$0.00
Change in AI from last statement	$0.00

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$3,114.68	$5,484.13

Realized Gain/Loss from Sales

	This Period	Year to Date
Long-term gain	$0.00	$89.32

Your Advisor is an independent organization and is not affiliated with Fidelity Investments Brokerage services provided by Fidelity Brokerage Services LLC, Member NYSE, SIPC 800-544-6666 Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC

Holdings (Symbol) as of May 31, 2014

	Quantity May 31, 2014	Price per Unit May 31, 2014	Total Cost Basis	Total Value May 1, 2014	Total Value May 31, 2014	Unrealized Gain (Loss) May 31, 2014
Stocks ***99% of holdings***						
ALTRIA GROUP INC (MO)	400.000	$41.560	$6,090.56*c*	$16,044.00	$16,624.00	$ 10,533 44
EAI $768 00, EY 4 62%						
ANHEUSER-BUSCH INBEV ADR EAH REP 1 ORD NPV (BUD)	245.000	109.920	14,260.56	25,925.90	26,930.40	12,669.84
EAI $489 42, EY 1 82%						

Fidelity INVESTMENTS

Brokerage 674-734705 WITTER BYNNER FND FOR PTRY INC

Holdings (Symbol) as of May 31, 2014	Quantity May 31, 2014	Price per Unit May 31, 2014	Total Cost Basis	Total Value May 1, 2014	Total Value May 31, 2014	Unrealized Gain (Loss) May 31, 2014
BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	465.000	128.340	40,820.47c	59,915.25	59,678.10	18,857.63
BRITISH AMERICAN TOBACCO LVL II ADR EACH REP 2 ORD GBP0 25(BNY) (BTI) EAI· $689 62, EY: 3 92%	145.000	121.260	8,966.37	16,677.90	17,582.70	8,616.33
BROWN FORMAN CORP CL A VTG (BFA) EAI· $232.00, EY· 1 27%	200.000	91.330	9,625.00c	17,826.00	18,266.00	8,641.00
COMCAST CORP NEW CL A SPL (CMCSK) EAI. $193 50, EY· 1 74%	215.000	51.840	4,160.85c	10,973.60	11,145.60	6,984.75
COMPAGNIE FINANCIERE RICHEMONT SA SPON ADR EACH REPR 0 1 ORD (CFRUY)	3,500.000	10.554	13,812.53	35,500.50	36,939.00	23,126.47
DIAGEO ADR EACH REPR 4 ORD GBX28 935185 (DEO) EAI $368.00, EY 2 48%	115.000	128.790	8,438.15c	14,119.70	14,810.85	6,372.70
HEINEKEN NV SPON ADR EACH REP 1/2 ORD EUR0 00 (HEINY) EAI $713 51, EY 2 07%	975.000	35.320	15,566.64c	33,861.75	34,437.00	18,870.36
MARTIN MARIETTA MATLS INC (MLM) EAI $160 00, EY 1 30%	100.000	122.800	11,658.80c	12,433.00	12,280.00	621.20
MASTERCARD INC CL A (MA) EAI $198 00, EY 0 58%	450.000	76.450	9,583.31	33,097.50	34,402.50	24,819.19
NESTLE SA SPON ADR EACH REPR 1 COM CHF0.10 (NSRGY) EAI· $1,740.50, EY· 3.08%	720.000	78.584	35,605.31c	55,566.72	56,580.48	20,975.17
PERNOD RICARD ADR EACH REPR 0.20 ORD (PDRDY)	1,325.000	24.548	22,320.37	31,786.75	32,526.10	10,205.73
PHILIP MORRIS INTL INC COM (PM) EAI· $2,256 00, EY 4 25%	600.000	88.540	32,248.47c	51,258.00	53,124.00	20,875.53
SABMILLER PLC ADR EACH REP 1 ORD USD0 10 LEVEL 1(BNY) (SBMRY)	610.000	55.537	10,516.40c	33,171.80	33,877.57	23,361.17
SCRIPPS NETWORKS INTERACTIVE INC CL A (SNI) EAI $60.00, EY 1 05%	75.000	76.460	3,112.99c	5,630.25	5,734.50	2,621.51

Fidelity INVESTMENTS

Investment Report

May 1, 2014 - May 31, 2014

Brokerage 674-734705 WITTER BYNNER FND FOR PTRY INC

Holdings (Symbol) as of May 31, 2014	Quantity May 31, 2014	Price per Unit May 31, 2014	Total Cost Basis	Total Value May 1, 2014	Total Value May 31, 2014	Unrealized Gain (Loss) May 31, 2014
UNILEVER NV EUR0.16(NEW YORK SHARES) (UN) EAI $962 98, EY 3 41%	650.000	43.410	22,250.55c	26,976.60	28,216.50	5,965.95
WELLS FARGO & CO NEW (WFC) EAI $1,071 00, EY 2 76%	765.000	50.780	22,901.41c	37,974.60	38,846.70	15,945.29
Subtotal of Stocks			**291,938.74**		**532,002.00**	**240,063.26**
Core Account ***1% of holdings***						
TREASURY FUND DAILY MONEY CLASS (FDUXX) *7-day Yield: 0.01%*	7,860.070	1.000	not applicable	6,087.83	7,860.07	not applicable
Subtotal of Core Account					**7,860.07**	
Total			**$ 291,938.74**		**$539,862.07**	**$ 240,063.26**

All positions held in cash account unless indicated otherwise

c - Cost basis information (or proceeds from short sales) has been provided by you or a third party (such as a transferring broker) and has not been adjusted except as otherwise indicated

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Estimated Annual Income (EAI) & Estimated Yield (EY) *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented Actual income and yield might be lower or higher. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***