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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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning 6/1/2013, and ending 5/31/2014

Name of foundation MARIE ECCLES CAINE PRIVATE FDN			A Employer identification number 94-2764258	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A. Trust Tax Dept - PO Box 53456 MAC S4101-22G		Room/suite	B Telephone number (see instructions) (888) 730-4933	
City or town Phoenix	State AZ	ZIP code 85072-3456		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change			C If exemption application is pending, 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			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,131,474		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
			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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	278,565	278,565		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	470,501			
	b Gross sales price for all assets on line 6a 1,853,772				
	7 Capital gain net income (from Part IV, line 2)		470,501		
	8 Net short-term capital gain				
	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)					
12 Total. Add lines 1 through 11	749,066	749,066	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	61,773	46,330		15,443
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,164	4,868		
	19 Depreciation (attach schedule) and depletion	6,791	6,791		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,462	11,462		
	24 Total operating and administrative expenses. Add lines 13 through 23	95,190	69,451	0	15,443
	25 Contributions, gifts, grants paid	529,050			529,050
26 Total expenses and disbursements. Add lines 24 and 25	624,240	69,451	0	544,493	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	124,826				
b Net investment income (if negative, enter -0-)		679,615			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		123,761	448,912	448,912
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		8,833,313	8,638,604	12,441,062	
14	Land, buildings, and equipment basis ▶	264,879				
	Less accumulated depreciation (attach schedule) ▶	91,584	180,086	173,295	241,500	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		9,137,160	9,260,811	13,131,474	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27	Capital stock, trust principal, or current funds		9,137,160	9,260,811	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		9,137,160	9,260,811	
31	Total liabilities and net assets/fund balances (see instructions)		9,137,160	9,260,811		

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	9,137,160
2	Enter amount from Part I, line 27a	2	124,826
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,261,986
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	1,175
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,260,811

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	470,501
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	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	521,341	11,068,486	0.047101
2011	513,280	10,418,541	0.049266
2010	490,312	10,360,887	0.047323
2009	751,299	9,938,646	0.075594
2008	998,999	15,143,669	0.065968

2 Total of line 1, column (d)	2	0.285252
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	0.057050
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,338,177
5 Multiply line 4 by line 3	5	703,893
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,796
7 Add lines 5 and 6	7	710,689
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	544,493

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,592
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	13,592
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	13,592
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,805
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	6,805
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	6,787
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be. Credited to 2014 estimated tax Refunded	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N.A.	Telephone no ►	888-730-4933	
Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ		ZIP+4 ►	85072-3456	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	► 20____, 20____, 20____, 20____	
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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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)? ☐ Yes ☒ 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? ☐ Yes ☒ 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? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	N/A	

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
Wells Fargo Bank N.A. Trust Tax Dept PO Box 53456 MAC S4101-22G Phoenix, AZ 85072-34	TRUSTEE 4.00	61,773		

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

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

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

Expenses

1 NONE

2

3

4

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

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

Amount

1 NONE

2

All other program-related investments. See instructions.

3 NONE

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	12,015,595
b	Average of monthly cash balances	1b	510,473
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,526,068
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,526,068
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	187,891
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,338,177
6	Minimum investment return. Enter 5% of line 5	6	616,909

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	616,909
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,592
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,592
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	603,317
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	603,317
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	603,317

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	544,493
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	544,493
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	544,493

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				603,317
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			532,926	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 544,493				
a Applied to 2012, but not more than line 2a			532,926	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				11,567
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				591,750
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines.

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

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

Recipient 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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	529,050
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BRIGHAM CITY FINE ART CENTER

Street

58 SOUTH 100 WEST

City

BRIGHAM CITY

State

UT

Zip Code

84302

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,950

Name

CHAMBER MUSIC SOCIETY OF LOGAN

Street

255 NORTH MAIN

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

CACHE VALLEY CENTER FOR THE ARTS

Street

43 SOUTH MAIN

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

31,800

Name

MUSIC THEATRE WEST

Street

43 SOUTH MAIN

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

RIRE-WOODBURY DANCE COMPANY

Street

138 WEST 300 SOUTH

City

SALT LAKE CITY

State

UT

Zip Code

84101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

WHITE PINE MIDDLE SCHOOL

Street

184 WEST 100 NORTH

City

RICHMOND

State

UT

Zip Code

84333

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UTAH SYMPHONY AND OPERA

Street

123 WEST SOUTH TEMPLE

City

SALT LAKE CITY

State

UT

Zip Code

84101

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

UTAH STATE UNIVERSITY

Street

1400 OLD MAIN HILL

City

LOGAN

State

UT

Zip Code

84322

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

124,800

Name

KUED 7 PUBLIC TELEVISION

Street

101 S WASATCH DR

City

SALT LAKE CITY

State

UT

Zip Code

84112

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

STOKES NATURE CENTER

Street

2696 US 89

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

CAINE COLLEGE OF THE ARTS

Street

4030 OLD MAIN HILL

City

LOGAN

State

UT

Zip Code

84322

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

274,000

Name

BOX ELDER SCHOOL DISTRICT

Street

960 SOUTH MAIN

City

BRIGHAM CITY

State

UT

Zip Code

84302

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

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

Long Term CG Distributions										Short Term CG Distributions										Amount													
Check "x" to include in Part IV										Description										CUSIP #		170,530											
Check "x" if Purchaser is a Business										Purchaser																							
Date Acquired										Acquisition Method										Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improve-ments		Depreciation		Net Gain or Loss	
1	X	CINTAS CORP	172908105							12/9/2010						5/20/2014	15,755	7,349											8,406				
2	X	CITIGROUP, INC	172957424							12/16/2009						6/26/2013	8,021	5,355											2,666				
3	X	COCA COLA CO	191216100							11/13/2007						6/26/2013	6,024	4,521											1,503				
4	X	COCA COLA CO	191216100							11/13/2007						3/11/2014	1,937	1,507											430				
5	X	CONOCOPHILLIPS	20825C104							5/28/2008						6/26/2013	5,974	6,966											-992				
6	X	CONOCOPHILLIPS	20825C104							5/28/2008						3/11/2014	1,993	2,090											-97				
7	X	COSTCO WHOLESALE CORP	22160K105							8/3/2011						6/26/2013	6,613	4,559											2,054				
8	X	COSTCO WHOLESALE CORP	22160K105							8/3/2011						3/11/2014	1,144	760											384				
9	X	DANAHER CORP	235851102							8/3/2011						6/26/2013	6,297	4,597											1,700				
10	X	DANAHER CORP	235851102							8/3/2011						3/11/2014	2,297	1,379											918				
11	X	EXXON MOBIL CORPORATION	30231G102							4/15/2005						3/11/2014	3,749	2,308											1,441				
12	X	FEDEX CORPORATION	31428X106							8/18/2011						6/26/2013	4,912	3,714											1,198				
13	X	FEDEX CORPORATION	31428X106							8/18/2011						3/11/2014	2,750	1,485											1,265				
14	X	FLUOR CORP NEW	343412102							3/25/2011						6/26/2013	4,101	5,185											-1,084				
15	X	FLUOR CORP NEW	343412102							3/25/2011						8/14/2013	43,791	48,891											-5,100				
16	X	FREEPORT-MCMORAN CORP	35671D857							3/6/2012						6/26/2013	4,787	7,088											-2,301				
17	X	FREEPORT-MCMORAN CORP	35671D857							3/6/2012						3/11/2014	3,097	3,938											-841				
18	X	GMAA POOL #417833	7 0003							6/25/1998						6/15/2013	31	31											0				
19	X	GMAA POOL #417833	7 0003							6/25/1998						7/15/2013	31	31											0				
20	X	GMAA POOL #417833	7 0003							6/25/1998						8/15/2013	31	31											0				
21	X	GMAA POOL #417833	7 0003							6/25/1998						9/15/2013	31	32											-1				
22	X	GMAA POOL #417833	7 0003							6/25/1998						10/15/2013	32	32											0				
23	X	GOOGLE INC	38259P508							5/28/2008						6/26/2013	8,724	5,680											3,044				
24	X	GOOGLE INC	38259P508							5/28/2008						3/11/2014	12,060	6,680											6,380				
25	X	GOOGLE INC	38259P508							1/28/2008						5/20/2014	31,698	16,584											15,114				
26	X	GOOGLE INC	38259P508							5/28/2008						5/20/2014	10,745	5,689											5,056				
27	X	GOOGLE INC	38259P508							1/2/2009						5/20/2014	32,235	9,325											22,910				
28	X	HALLIBURTON CO	406216101							8/3/2011						6/26/2013	6,601	8,229											-1,628				
29	X	HALLIBURTON CO	406216101							8/3/2011						3/11/2014	2,814	2,571											243				
30	X	HOME DEPOT INC	437076102							8/3/2011						6/26/2013	10,509	4,574											5,935				
31	X	HOME DEPOT INC	437076102							8/3/2011						3/11/2014	2,438	980											1,458				
32	X	INTEL CORP	458140100							7/18/2007						6/26/2013	6,932	7,311											-379				
33	X	INTEL CORP	458140100							7/18/2007						3/11/2014	2,218	2,269											0				
34	X	INTERNATIONAL BUSINESS M	459200101							3/24/2008						6/26/2013	11,995	7,167											4,828				
35	X	INTERNATIONAL BUSINESS M	459200101							3/24/2008						3/11/2014	3,730	2,389											1,341				
36	X	ISHARES TIPS BOND ETF	464287176							2/13/2006						2/24/2014	199,811	181,347											18,464				
37	X	JP MORGAN CHASE & CO	46525H100							9/26/2008						6/26/2013	14,596	12,681											1,915				
38	X	JP MORGAN CHASE & CO	46525H100							9/26/2008						3/11/2014	4,670	3,823											877				
39	X	JOHNSON & JOHNSON	478160104							11/13/2007						6/26/2013	9,515	7,372											2,143				
40	X	JOHNSON & JOHNSON	478160104							11/13/2007						3/11/2014	3,736	2,681											1,055				
41	X	LENNAR CORPORATION CLA	526057104							4/26/2010						6/26/2013	7,539	4,353											3,186				
42	X	LENNAR CORPORATION CLA	526057104							4/26/2010						3/11/2014	2,479	1,244											1,235				
43	X	MCDONALDS CORP	580135101							6/12/2007						6/26/2013	7,877	4,154											3,723				
44	X	MCDONALDS CORP	580135101							3/26/2013						3/11/2014	1,969	1,038											931				
45	X	MERCK & CO INC NEW	589337105							11/13/2007						6/26/2013	5,551	6,802											-1,241				
46	X	MERCK & CO INC NEW	589337105							11/13/2007						3/11/2014	1,705	1,701											4				
47	X	MICROSOFT CORP	594918104							8/22/2007						6/26/2013	9,220	7,617											1,603				
48	X	MICROSOFT CORP	594918104							8/22/2007						3/11/2014	2,658	1,975											683				
49	X	MONDELEZ INTERNATIONAL	609207105							3/26/2013						6/26/2013	6,909	7,219											310				
50	X	ALL STATE CORP	020002101							4/15/2005						6/26/2013	5,203	5,924											-721				
51	X	ALL STATE CORP	020002101							4/15/2005						3/11/2014	2,224	2,154											70				
52	X	AMAZON COM INC COM	023135106							7/17/2007						6/26/2013	8,322	2,212											6,110				
53	X	AMAZON COM INC COM	023135106							7/17/2007						3/11/2014	3,697	737											2,960				
54	X	ANADARKO PETROLEUM COR	032511107							6/4/2007						6/26/2013	9,349	5,706											3,643				
55	X	ANADARKO PETROLEUM COR	032511107							6/4/2007						3/11/2014	2,494	1,556											938				
56	X	APPLE INC	037833100							10/9/2012						6/26/2013	11,956	19,017											-7,061				
57	X	APPLE INC	037833100							10/9/2012						3/11/2014	10,742	12,678											-1,936				
58	X	AUTODESK INC	052769106							1/7/2009						6/26/2013	687	401											286				
59	X	AUTODESK INC	052769106							12/10/2008						6/26/2013	2,404	1,267											1,137				
60	X	ADORE SYS INC	00724F101							1/15/2013						3/11/2014	4,065	2,308											1,757				
61	X	MONDELEZ INTERNATIONAL	609207105							3/26/2013						6/26/2013	2,454	2,106											348				
62	X	MONSANTO CO NEW	61166W101							8/9/2011						6/26/2013	6,044	4,220											1,824				
63	X	MONSANTO CO NEW	61166W101							8/9/2011						3/11/2014	2,252	1,407											845				
64	X	MORGAN STANLEY	617446448							11/2/2009						6/26/2013	6,474	8,263											-1,789				
65	X	MORGAN STANLEY	617446448							11/2/2009						3/11/2014	2,551	2,542											9				
66	X	OCCIDENTAL PETE CORP	674599105							6/12/2007						6/26/2013	5,300	3,416											1,884				
67	X	OCCIDENTAL PETE CORP	674599105							6/12/2007						3/11/2014	1,925	1,139															

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															170,530	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals			
													Gross Sales	Net Gain or Loss		
69	X	ORACLE CORPORATION			7/5/2007		3/11/2014	1,933	1,012				0	921		
70	X	PNC FINANCIAL SERVICES GR			7/5/2007		6/26/2013	11,700	11,702				0	-2		
71	X	PNC FINANCIAL SERVICES GR			7/5/2007		3/11/2014	4,162	3,657				0	505		
72	X	PFIZER INC			7/17/2007		6/26/2013	11,747	10,962				0	785		
73	X	PFIZER INC			7/17/2007		7/9/2013	14,170	13,050				0	1,120		
74	X	AUTODESK INC			12/10/2008		8/14/2013	33,091	16,378				0	16,713		
75	X	B & T CORP COM			5/17/2007		6/26/2013	9,446	11,928				0	-2,482		
76	X	B & T CORP COM			5/17/2007		3/11/2014	2,726	2,982				0	-256		
77	X	BANK OF AMERICA CORP			9/13/2007		6/26/2013	5,275	20,759				0	-15,484		
78	X	BERKSHIRE HATHAWAY INC			8/3/2012		3/11/2014	4,966	3,422				0	1,544		
79	X	BOEING CO			6/4/2007		6/26/2013	7,033	6,996				0	37		
80	X	BOEING CO			6/4/2007		3/11/2014	2,533	1,999				0	534		
81	X	BRISTOL MYERS SQUIBB CO			6/4/2007		6/26/2013	9,566	6,389				0	3,177		
82	X	BRISTOL MYERS SQUIBB CO			6/4/2007		3/11/2014	3,352	1,825				0	1,527		
83	X	CATERPILLAR INC			8/3/2012		6/26/2013	9,017	9,448				0	-431		
84	X	CATERPILLAR INC			8/3/2012		3/11/2014	2,914	2,577				0	337		
85	X	CERNER CORP COM			3/25/2011		6/26/2013	8,580	4,909				0	3,671		
86	X	BANK OF AMERICA CORP			11/13/2007		6/26/2013	3,855	13,817				0	-9,962		
87	X	BANK OF AMERICA CORP			11/13/2007		3/11/2014	3,631	9,545				0	-5,914		
88	X	BERKSHIRE HATHAWAY INC			8/3/2012		6/26/2013	8,993	6,843				0	2,150		
89	X	AFLAC INC			4/17/2008		6/26/2013	3,983	4,721				0	-738		
90	X	AFLAC INC			01/05/102		3/11/2014	1,300	1,349				0	-49		
91	X	AT & T INC			11/8/2007		6/26/2013	8,419	8,386				0	33		
92	X	AT & T INC			11/8/2007		3/11/2014	2,253	2,446				0	-193		
93	X	ACTAVIS INC			8/3/2011		6/26/2013	8,699	4,569				0	4,130		
94	X	ACTAVIS INC			8/3/2011		10/1/2013	103,680	46,994				0	56,686		
95	X	ADOBE SYS INC			11/5/2013		6/26/2013	7,764	6,538				0	1,226		
96	X	CERNER CORP COM			3/25/2011		3/11/2014	2,403	1,091				0	1,312		
97	X	CHEVRON CORP			11/13/2007		6/26/2013	8,193	5,897				0	2,296		
98	X	CHEVRON CORP			11/13/2007		3/11/2014	2,291	1,685				0	606		
99	X	CISCO SYSTEMS INC			11/21/2006		6/26/2013	5,606	6,476				0	-870		
100	X	CISCO SYSTEMS INC			11/21/2006		3/11/2014	1,517	1,889				0	-372		
101	X	GNMA POOL #417833 7 000%			6/25/1998		12/15/2013	32	32				0	0		
102	X	GNMA POOL #417833 7 000%			6/25/1998		12/15/2013	32	32				0	0		
103	X	GNMA POOL #417833 7 000%			6/25/1998		12/15/2014	32	32				0	0		
104	X	GNMA POOL #417833 7 000%			6/25/1998		2/15/2014	32	33				0	-1		
105	X	GNMA POOL #417833 7 000%			6/25/1998		3/15/2014	33	33				0	0		
106	X	GNMA POOL #417833 7 000%			6/25/1998		4/15/2014	33	33				0	0		
107	X	GNMA POOL #417833 7 000%			6/25/1998		5/15/2014	33	33				0	0		
108	X	GNMA POOL #422463 7 000%			11/26/1996		6/15/2013	36	36				0	2		
109	X	GNMA POOL #422463 7 000%			11/26/1996		7/15/2013	31	30				0	1		
110	X	GNMA POOL #422463 7 000%			11/26/1996		8/15/2013	34	33				0	1		
111	X	GNMA POOL #422463 7 000%			11/26/1996		9/15/2013	38	37				0	1		
112	X	GNMA POOL #422463 7 000%			11/26/1996		10/15/2013	31	30				0	1		
113	X	DUKE ENERGY HOLDING CORP			8/26/2013		3/11/2014	696	661				0	35		
114	X	E M C CORP MASS			4/20/2011		6/26/2013	6,222	7,318				0	-1,096		
115	X	E M C CORP MASS			4/20/2011		3/11/2014	2,416	2,533				0	-117		
116	X	EBAY INC			4/20/2011		6/26/2013	5,616	3,488				0	2,128		
117	X	EQUITY RESIDENTIAL PPTYS			4/20/2011		3/11/2014	2,325	1,268				0	1,057		
118	X	EQUITY RESIDENTIAL PPTYS			9/13/2007		6/26/2013	1,138	804				0	334		
119	X	EQUITY RESIDENTIAL PPTYS			12/8/2008		6/26/2013	3,415	2,240				0	1,175		
120	X	EQUITY RESIDENTIAL PPTYS			12/8/2008		3/11/2014	1,743	1,120				0	623		
121	X	EXXON MOBIL CORPORATION			4/15/2005		6/26/2013	14,215	9,230				0	4,985		
122	X	DEERE & CO			8/16/2011		6/26/2013	4,922	4,157				0	765		
123	X	DEERE & CO			8/14/2013		3/11/2014	2,678	2,473				0	205		
124	X	CINTAS CORP			2/11/2011		6/26/2013	9,068	5,841				0	3,227		
125	X	CINTAS CORP			2/11/2011		3/11/2014	3,631	1,752				0	1,879		
126	X	CINTAS CORP			2/11/2011		5/20/2014	38,781	18,681				0	20,090		
127	X	WALT DISNEY CO			5/9/2007		6/26/2013	6,906	3,921				0	2,985		
128	X	WALT DISNEY CO			5/9/2007		3/11/2014	3,256	1,426				0	1,830		
129	X	DU PONT E I DE NEMOURS & CO			6/12/2007		6/26/2013	7,473	7,060				0	353		
130	X	DU PONT E I DE NEMOURS & CO			6/12/2007		3/11/2014	2,642	2,017				0	625		
131	X	GNMA POOL #422463 7 000%			11/26/1996		11/15/2013	619	599				0	20		
132	X	GNMA POOL #422463 7 000%			11/26/1996		12/15/2013	33	32				0	1		
133	X	GNMA POOL #422463 7 000%			11/26/1996		7/15/2014	33	32				0	1		
134	X	GNMA POOL #422463 7 000%			11/26/1996		7/15/2014	30	29				0	1		
135	X	GNMA POOL #422463 7 000%			11/26/1996		3/15/2014	29	29				0	1		
136	X	GNMA POOL #422463 7 000%			11/26/1996		4/15/2014	30	29				0	1		

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
								Capital Gains/Losses		Net Gain or Loss				
								Gross Sales	Cost, Other Basis and Expenses					
Long Term CG Distributions								1,853,772	0	1,383,271	0	470,501		
Short Term CG Distributions								0	0	0	0	0		
Amount								170,530						
137	X	GNMA POOL #422463 7 0009	36206VJG3		1/26/1996		5/15/2014	32	31				1	
138	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		6/15/2013	19	19				0	
139	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		7/15/2013	19	19				0	
140	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		8/15/2013	19	19				0	
141	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		9/15/2013	19	19				0	
142	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		10/15/2013	19	19				0	
143	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		11/15/2013	19	19				0	
144	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		12/15/2013	20	20				0	
145	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		1/15/2014	20	20				0	
146	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		2/15/2014	20	20				0	
147	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		3/15/2014	20	20				0	
148	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		4/15/2014	20	20				0	
149	X	GNMA #455817 7% 10/1	36208NK69		9/18/1997		5/15/2014	20	20				0	
150	X	GENERAL MOTORS CO	37045V100		11/18/2010		6/26/2013	7,046	7,260				-214	
151	X	QUALCOMM INC	747525103		4/20/2011		3/11/2014	3,074	2,194				880	
152	X	SCHLUMBERGER LTD	806857108		5/29/2008		6/26/2013	5,729	7,972				-2,243	
153	X	SCHLUMBERGER LTD	806857108		5/29/2008		3/11/2014	2,782	2,990				-208	
154	X	US BANCORP DEL NEW	902873304		9/26/2008		6/26/2013	11,135	11,055				80	
155	X	UNION PACIFIC CORP	907818108		5/20/2009		6/26/2013	10,862	3,508				7,354	
156	X	UNION PACIFIC CORP	907818108		5/20/2009		3/11/2014	3,722	1,002				2,720	
157	X	UNITED CONTINENTAL HOLD	910047109		3/26/2012		6/26/2013	9,553	6,432				3,121	
158	X	UNITED CONTINENTAL HOLD	910047109		3/26/2012		7/17/2013	54,502	33,821				20,681	
159	X	UNITED CONTINENTAL HOLD	910047109		3/26/2012		3/11/2014	2,806	1,245				1,561	
160	X	U.S. TREASURY NOTES 4.75%	912828CJ7		11/28/2005		5/15/2014	285,000	291,479				-6,479	
161	X	UNITED TECHNOLOGIES COR	913017109		5/17/2007		6/26/2013	8,319	6,215				2,104	
162	X	UNITED TECHNOLOGIES COR	913017109		5/17/2007		3/11/2014	2,327	1,381				946	
163	X	UNITEDHEALTH GROUP INC	91324P102		12/9/2010		6/26/2013	7,724	4,378				3,346	
164	X	UNITEDHEALTH GROUP INC	91324P102		12/9/2010		3/11/2014	2,332	1,094				1,238	
165	X	ACTAVIS PLC	G00838108		10/2/2013		3/11/2014	4,280	2,880				1,400	
166	X	ACCENTURE PLC	G1151C101		12/21/2012		6/26/2013	1,593	1,363				230	
167	X	ACCENTURE PLC	G1151C101		3/23/2010		6/26/2013	6,373	3,390				2,983	
168	X	ACCENTURE PLC	G1151C101		3/23/2010		3/11/2014	2,507	1,271				1,236	
169	X	ROYAL CARIBBEAN CRUISE	V7780T103		8/19/2011		6/26/2013	5,620	3,933				1,687	
170	X	ROYAL CARIBBEAN CRUISE	V7780T103		8/19/2011		3/11/2014	2,558	1,157				1,401	
171	X	GENERAL MOTORS CO	37045V100		11/18/2010		3/11/2014	2,169	1,980				189	
172	X	GILEAD SCIENCES INC	375558103		6/6/2013		6/26/2013	6,116	5,971				145	
173	X	GILEAD SCIENCES INC	375558103		6/6/2013		3/11/2014	2,392	1,493				899	
174	X	GOLDMAN SACHS GROUP INC	38141G104		6/26/2007		6/26/2013	6,050	8,691				-2,641	
175	X	GOLDMAN SACHS GROUP INC	38141G104		6/26/2007		3/11/2014	1,711	2,173				-462	
176	X	Pfizer Inc	717081103		7/17/2007		3/11/2014	649	522				127	
177	X	PHILLIPS 66	718546104		5/28/2008		6/26/2013	5,953	4,120				1,833	
178	X	PHILLIPS 66	718546104		8/3/2012		6/26/2013	1,226	813				413	
179	X	PHILLIPS 66	718546104		8/3/2012		3/11/2014	3,154	1,586				1,568	
180	X	POTASH CORP SASK	73755L107		11/4/2010		6/26/2013	5,058	6,119				-1,061	
181	X	POTASH CORP SASK	73755L107		11/4/2010		3/11/2014	2,742	3,766				-1,024	
182	X	T ROWE PRICE GROUP INC	74144T108		10/2/2007		6/26/2013	13,142	10,491				2,651	
183	X	T ROWE PRICE GROUP INC	74144T108		10/2/2007		8/14/2013	70,339	55,370				14,969	
184	X	T ROWE PRICE GROUP INC	74144T108		10/2/2007		3/11/2014	3,313	2,331				982	
185	X	PROCTER & GAMBLE CO	742718109		11/13/2007		6/26/2013	8,490	7,840				650	
186	X	PROCTER & GAMBLE CO	742718109		11/13/2007		3/11/2014	3,160	2,851				309	
187	X	QUALCOMM INC	747525103		4/20/2011		6/26/2013	8,081	7,132				949	
188	X	VERIZON COMMUNICATIONS	92343V104		12/9/2010		6/26/2013	6,552	4,367				2,185	
189	X	VERIZON COMMUNICATIONS	92343V104		12/9/2010		3/11/2014	1,858	1,344				514	
190	X	WAL MART STORES INC	931142103		11/13/2007		6/26/2013	8,960	5,545				3,415	
191	X	WAL MART STORES INC	931142103		11/13/2007		3/11/2014	2,237	1,386				851	
192	X	WALGREEN CO	931422109		12/9/2010		6/26/2013	5,426	4,365				1,061	
193	X	WALGREEN CO	931422109		12/9/2010		3/11/2014	2,008	1,091				917	
194	X	ZOETIS INC	98978V103		7/9/2013		7/9/2013	7	6				1	
195	X	ZOETIS INC	98978V103		7/9/2013		3/11/2014	1,216	1,245				-29	

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

		15,164	4,868	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,195	3,195		
2	PY EXCISE TAX DUE	3,491			
3	ESTIMATED EXCISE PAYMENTS	6,805			
4	REAL ESTATE TAXES	1,673	1,673		
5					

Part I, Line 19 (990-PF) - Depreciation and Depletion

Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	691 EAST 500 NORTH	1/1/2005	SL	39	174,962	69,472	4,486	4,486	
2	PARKING LOT	1/1/2007	SL	39	28,249	4,858	724	724	
3	PARKING LOT	1/1/2007	SL	39	58,000	9,853	1,487	1,487	
4	PARKING LOT	1/1/2007	SL	39	2,613	438	67	67	
5	PARKING LOT	6/1/2007	SL	39	1,055	172	27	27	
								6,791	6,791
								0	0

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

		11,462	11,462	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP EXPENSES	57	57		
2	RENTAL INSURANCE	1,649	1,649		
3	OTHER EXPENSES	9,756	9,756		
4					
5					

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

		8,833,313		8,638,604		12,441,062	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1				8,638,604	12,441,062		

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		264,879	0	91,584	180,086	173,295	241,500
Asset Description		Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	691 EAST 500 NORTH	174,962		73,958	174,962	101,004	241,500
2	PARKING LOT	28,249		5,582	28,249	22,667	
3	PARKING LOT	58,000		11,340	58,000	46,660	
4	PARKING LOT	2,613		505	2,613	2,108	
5	PARKING LOT	1,055		199	1,055	856	
6					0	0	

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

Long Term CG Distributions										Amount			
Short Term CG Distributions										170,530	0		
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 CINTAS CORP	172080105		12/26/2010	5/20/2014	15,755		0	7,349	8,406	0	0	0	299,971
2 CITIGROUP INC	172867424		12/16/2009	6/26/2013	8,021		0	5,355	2,666	0	0	0	8,406
3 COCA COLA CO	191716100		11/13/2007	6/26/2013	8,021		0	4,521	1,503	0	0	0	2,666
4 COCA COLA CO	191716100		11/13/2007	6/26/2013	1,937		0	1,937	0	0	0	0	1,503
5 CONOCOPHILLIPS	20825C004		5/28/2008	6/26/2013	5,974		0	6,966	-992	0	0	0	430
6 CONOCOPHILLIPS	20825C004		5/28/2008	6/26/2013	1,983		0	2,080	-97	0	0	0	-97
7 COSTCO WHOLESALE CORP	22160K105		8/2/2011	6/26/2013	6,613		0	4,559	2,054	0	0	0	2,054
8 COSTCO WHOLESALE CORP	22160K105		8/2/2011	6/26/2013	1,144		0	769	384	0	0	0	384
9 DANAHER CORP	235851102		8/2/2011	6/26/2013	5,297		0	4,597	700	0	0	0	700
10 DANAHER CORP	235851102		8/2/2011	6/26/2013	2,297		0	1,374	916	0	0	0	916
11 EXXON MOBIL CORPORATION	30331G102		4/15/2005	3/17/2014	3,749		0	2,308	1,441	0	0	0	1,441
12 FEDEX CORPORATION	31428X106		8/18/2011	6/26/2013	4,972		0	3,714	1,196	0	0	0	1,196
13 FEDEX CORPORATION	31428X106		8/18/2011	6/26/2013	2,750		0	1,465	1,285	0	0	0	1,285
14 FLUOR CORP NEW	343412102		3/25/2011	6/26/2013	4,101		0	5,185	-1,084	0	0	0	-1,084
15 FLUOR CORP NEW	343412102		3/25/2011	6/26/2013	43,791		0	48,891	-5,100	0	0	0	-5,100
16 FREEPORT-MCMORAN COPPER & GOLD	35871D857		3/8/2012	6/26/2013	3,097		0	3,938	-2,307	0	0	0	-2,307
17 FREEPORT-MCMORAN COPPER & GOLD	35871D857		3/8/2012	6/26/2013	31		0	31	-841	0	0	0	-841
18 GNMA POOL #417833 7.000% 11/5/28	35206QEE4		6/25/1998	6/15/2013	31		0	31	0	0	0	0	0
19 GNMA POOL #417833 7.000% 11/5/28	35206QEE4		6/25/1998	6/15/2013	31		0	31	0	0	0	0	0
20 GNMA POOL #417833 7.000% 11/5/28	35206QEE4		6/25/1998	6/15/2013	31		0	31	0	0	0	0	0
21 GNMA POOL #417833 7.000% 11/5/28	35206QEE4		6/25/1998	6/15/2013	31		0	31	0	0	0	0	0
22 GNMA POOL #417833 7.000% 11/5/28	35206QEE4		6/25/1998	6/15/2013	32		0	32	0	0	0	0	0
23 GOOGLE INC	38259P508		5/28/2008	6/26/2013	8,724		0	5,680	3,044	0	0	0	3,044
24 GOOGLE INC	38259P508		5/28/2008	6/26/2013	12,060		0	12,060	6,380	0	0	0	6,380
25 GOOGLE INC	38259P508		1/28/2008	5/20/2014	31,698		0	16,584	15,114	0	0	0	15,114
26 GOOGLE INC	38259P508		5/28/2008	5/20/2014	10,745		0	5,689	5,056	0	0	0	5,056
27 GOOGLE INC	38259P508		1/2/2009	5/20/2014	32,235		0	9,325	22,910	0	0	0	22,910
28 HALLIBURTON CO	406216101		8/3/2011	6/26/2013	6,601		0	8,229	-1,628	0	0	0	-1,628
29 HALLIBURTON CO	406216101		8/3/2011	6/26/2013	2,614		0	2,571	243	0	0	0	243
30 HOME DEPOT INC	437076102		8/3/2011	6/26/2013	10,509		0	4,574	5,935	0	0	0	5,935
31 HOME DEPOT INC	437076102		8/3/2011	6/26/2013	2,438		0	980	1,458	0	0	0	1,458
32 INTEL CORP	458140100		7/18/2007	6/26/2013	6,932		0	7,311	-379	0	0	0	-379
33 INTEL CORP	458140100		7/18/2007	6/26/2013	2,218		0	2,269	-51	0	0	0	-51
34 INTERNATIONAL BUSINESS MACHS CO	459200101		3/24/2008	6/26/2013	11,696		0	7,167	4,529	0	0	0	4,529
35 INTERNATIONAL BUSINESS MACHS CO	459200101		3/24/2008	6/26/2013	3,730		0	2,369	1,341	0	0	0	1,341
36 SHARES TIPS BOND ETF	464281176		2/13/2006	22/4/2014	199,811		0	181,347	18,464	0	0	0	18,464
37 IPMORGAN CHASE & CO	46825H100		9/26/2008	6/26/2013	14,586		0	12,681	1,915	0	0	0	1,915
38 IPMORGAN CHASE & CO	46825H100		9/26/2008	6/26/2013	4,670		0	3,633	1,047	0	0	0	1,047
39 JOHNSON & JOHNSON	478160104		11/13/2007	6/26/2013	9,515		0	7,372	2,143	0	0	0	2,143
40 JOHNSON & JOHNSON	478160104		11/13/2007	6/26/2013	3,738		0	2,661	1,055	0	0	0	1,055
41 LENNAR CORPORATION CLASS A COM	526037104		4/26/2010	6/26/2013	2,739		0	4,353	3,186	0	0	0	3,186
42 LENNAR CORPORATION CLASS A COM	526037104		4/26/2010	6/26/2013	2,739		0	1,244	1,235	0	0	0	1,235
43 MCDONALDS CORP	580135101		6/12/2007	6/26/2013	7,877		0	4,154	3,723	0	0	0	3,723
44 MCDONALDS CORP	580135101		6/12/2007	6/26/2013	1,869		0	1,838	31	0	0	0	31
45 MERCK & CO INC NEW	585337105		11/13/2007	6/26/2013	9,561		0	6,802	-1,241	0	0	0	-1,241
46 MERCK & CO INC NEW	585337105		11/13/2007	6/26/2013	1,705		0	1,701	4	0	0	0	4
47 MICROSOFT CORP	594318104		8/22/2007	6/26/2013	2,858		0	7,817	1,603	0	0	0	1,603
48 MICROSOFT CORP	594318104		8/22/2007	6/26/2013	2,858		0	1,975	683	0	0	0	683
49 MONDELEZ INTERNATIONAL INC	609207105		3/26/2013	6/26/2013	6,909		0	2,219	-310	0	0	0	-310
50 ALLSTATE CORP	620002101		4/15/2005	6/26/2013	5,203		0	5,924	-721	0	0	0	-721
51 ALLSTATE CORP	620002101		4/15/2005	6/26/2013	2,224		0	2,154	70	0	0	0	70
52 AMAZON COM INC COM	923135106		7/17/2007	6/26/2013	8,322		0	2,212	6,110	0	0	0	6,110
53 AMAZON COM INC COM	923135106		7/17/2007	6/26/2013	3,697		0	737	2,960	0	0	0	2,960
54 ANADARKO PETROLEUM CORP	623511107		6/4/2007	6/26/2013	9,349		0	5,706	3,643	0	0	0	3,643
55 ANADARKO PETROLEUM CORP	623511107		6/4/2007	6/26/2013	2,494		0	1,556	938	0	0	0	938
56 APPLE INC	037833100		10/9/2012	6/26/2013	11,956		0	19,017	-7,061	0	0	0	-7,061
57 APPLE INC	037833100		10/9/2012	6/26/2013	10,742		0	12,678	-1,936	0	0	0	-1,936
58 AUTODESK INC	527691106		1/7/2009	6/26/2013	687		0	401	286	0	0	0	286
59 AUTODESK INC	527691106		12/10/2008	6/26/2013	2,404		0	1,267	1,137	0	0	0	1,137
60 ADOBE SYS INC	00724F101		11/5/2013	6/26/2013	4,065		0	2,308	1,757	0	0	0	1,757
61 MONDELEZ INTERNATIONAL INC	609207105		3/26/2013	6/26/2013	2,454		0	2,106	348	0	0	0	348
62 MONSANTO CO NEW	51156W101		8/3/2011	6/26/2013	6,044		0	4,220	1,824	0	0	0	1,824
63 MONSANTO CO NEW	51156W101		8/3/2011	6/26/2013	2,252		0	1,407	845	0	0	0	845
64 MORGAN STANLEY	617464448		11/2/2009	6/26/2013	6,474		0	8,763	-1,768	0	0	0	-1,768
65 MORGAN STANLEY	617464448		11/2/2009	6/26/2013	2,551		0	2,542	9	0	0	0	9
66 OCCIDENTAL PETE CORP	674599105		6/12/2007	6/26/2013	5,300		0	3,416	1,884	0	0	0	1,884
67 OCCIDENTAL PETE CORP	674599105		6/12/2007	6/26/2013	1,925		0	1,139	786	0	0	0	786
68 ORACLE CORPORATION	88393X105		7/5/2007	6/26/2013	5,682		0	3,846	1,836	0	0	0	1,836
69 ORACLE CORPORATION	88393X105		7/5/2007	6/26/2013	1,933		0	1,012	921	0	0	0	921
70 PNC FINANCIAL SERVICES GROUP	693475105		7/5/2007	6/26/2013	11,700		0	1,702	-2	0	0	0	-2
71 PNC FINANCIAL SERVICES GROUP	693475105		7/5/2007	6/26/2013	4,162		0	3,657	505	0	0	0	505
72 PFIZER INC	717081103		11/7/2007	6/26/2013	11,747		0	10,962	785	0	0	0	785
73 PFIZER INC	717081103		11/7/2007	6/26/2013	14,170		0	13,050	1,120	0	0	0	1,120
74 AUTODESK INC	527691106		12/10/2008	6/26/2013	33,091		0	16,378	-16,713	0	0	0	-16,713
75 B & T CORP COM	054937107		5/17/2007	6/26/2013	9,446		0	11,928	-2,482	0	0	0	-2,482
76 B & T CORP COM	054937107		5/17/2007	6/26/2013	2,726		0	2,982	-256	0	0	0	-256
77 BANK OF AMERICA CORP	060501104		9/13/2007	6/26/2013	5,275		0	20,759	-15,484	0	0	0	-15,484
78 BERKSHIRE HATHAWAY INC	084670702		8/3/2012	6/26/2013	4,966		0	3,422	1,544	0	0	0	1,544
79 BOEING CO	097023105		6/4/2007	6/26/2013	7,033		0	6,956	37	0	0	0	37
80 BOEING CO	097023105		6/4/2007	6/26/2013	2,533		0	1,959	534	0	0	0	534
81 BRISTOL MYERS SQUIBBS CO	110122108		6/4/2007	6/26/2013	9,566		0	6,389	3,177	0	0	0	3,177
82 BRISTOL MYERS SQUIBBS CO	110122108		6/4/2007	6/26/2013	3,352		0	1,825	1,527	0	0	0	1,527
83 CATERPILLAR INC	149123101		8/3/2012	6/26/2013	9,017		0	9,448	-431	0	0	0	-431
84 CATERPILLAR INC	149123101		8/3/2012	6/26/2013	2,914		0	2,577	337	0	0	0	337

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

[illegible]

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

Long Term CG Distributions										Short Term CG Distributions									
Amount										Amount									
170,530										0									
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses					
169	ROYAL CARIBBEAN CRUISE	077801103		8/18/2011	6/29/2013	5,620			3,933	1,687		0	0	299,971					
170	ROYAL CARIBBEAN CRUISE	077801103		8/18/2011	3/11/2014	2,556			1,401	1,401		0	0	1,667					
171	GENERAL MOTORS CO	37045V100		1/11/6/2010	3/11/2014	2,169			1,980	189		0	0	1,401					
172	GILEAD SCIENCES INC	375558103		6/6/2013	6/29/2013	6,116			5,971	145		0	0	189					
173	GILEAD SCIENCES INC	375558103		6/6/2013	3/11/2014	2,392			1,493	899		0	0	145					
174	GOLDMAN SACHS GROUP INC	38141G104		6/29/2007	6/29/2013	6,050			8,691	-2,641		0	0	899					
175	GOLDMAN SACHS GROUP INC	38141G104		6/29/2007	3/11/2014	1,711			2,173	-482		0	0	-2,641					
176	PFIZER INC	717081103		7/17/2007	3/11/2014	649			522	127		0	0	127					
177	PHILLIPS 66	718546104		5/28/2008	6/29/2013	5,953			4,120	1,833		0	0	1,833					
178	PHILLIPS 66	718546104		8/20/2012	6/29/2013	1,226			813	413		0	0	413					
179	PHILLIPS 66	718546104		8/20/2012	3/11/2014	3,154			1,566	1,588		0	0	1,568					
180	POTASH CORP SASK	737551107		1/14/2010	6/29/2013	5,058			6,119	-1,061		0	0	-1,061					
181	POTASH CORP SASK	737551107		10/2/2007	3/11/2014	2,742			3,766	-1,024		0	0	-1,024					
182	T ROWE PRICE GROUP INC	741441108		10/2/2007	6/29/2013	13,142			10,491	2,651		0	0	2,651					
183	T ROWE PRICE GROUP INC	741441108		10/2/2007	8/14/2013	70,339			55,370	14,969		0	0	14,969					
184	T ROWE PRICE GROUP INC	741441108		10/2/2007	3/11/2014	3,313			2,331	982		0	0	982					
185	PROCTER & GAMBLE CO	742718109		1/11/3/2007	6/29/2013	8,490			7,840	650		0	0	650					
186	PROCTER & GAMBLE CO	742718109		1/11/3/2007	3/11/2014	3,160			2,851	309		0	0	309					
187	QUALCOMM INC	74715Z103		4/20/2011	6/29/2013	8,081			7,132	949		0	0	949					
188	VERIZON COMMUNICATIONS	92343V104		1/29/2010	6/29/2013	6,552			4,367	2,185		0	0	2,185					
189	VERIZON COMMUNICATIONS	92343V104		1/29/2010	3/11/2014	1,858			1,344	514		0	0	514					
190	WAL MART STORES INC	831421203		1/11/3/2007	6/29/2013	2,237			5,545	3,415		0	0	3,415					
191	WAL MART STORES INC	831421203		1/11/3/2007	3/11/2014	8,960			1,386	851		0	0	851					
192	WALGREEN CO	931422109		1/29/2010	6/29/2013	5,426			4,365	1,061		0	0	1,061					
193	WALGREEN CO	931422109		1/29/2010	3/11/2014	2,008			1,091	917		0	0	917					
194	ZOETIS INC	98978V103		7/17/2007	3/11/2014	7			6	1		0	0	1					
195	ZOETIS INC	98978V103		7/8/2013	3/11/2014	1,216			1,245	-29		0	0	-29					

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

UTAH ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH A COPY OF FORM 990PF
TO THEIR OFFICE

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	10/9/2013	2	1,701
3 Second quarter estimated tax payment	11/8/2013	3	1,701
4 Third quarter estimated tax payment	2/11/2014	4	1,701
5 Fourth quarter estimated tax payment	5/7/2014	5	1,702
6 Other payments		6	
7 Total		7	6,805

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	532,926
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	532,926

Assets by Classification - 990PF

5/31/2014 MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080 94-2764258

Item No	Description of Property ***Indicates DISPOSED	Date Placed in Service	Asset Code	Bus Use %	Cost or Other Basis	Sec 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Convention Code	Prior Accum Depreciation 179 Bonus	2011 Depreciation	2011 Accum Depreciation
Unclassified Assets																
1	691 EAST 500 NORTH	1/1/2005		100 00%	174,962	0	0	0	0	174,962	39	SL		69,472	4,486	73,958
2	PARKING LOT	1/1/2007		100 00%	28,249	0	0	0	0	28,249	39	SL		4,858	724	5,582
3	PARKING LOT	1/1/2007		100 00%	58,000	0	0	0	0	58,000	39	SL		9,853	1,487	11,340
4	PARKING LOT	1/1/2007		100 00%	2,613	0	0	0	0	2,613	39	SL		438	67	505
5	PARKING LOT	6/1/2007		100 00%	1,055	0	0	0	0	1,055	39	SL		172	27	199
Total Unclassified Assets														84,793	6,791	91,585
Sub Totals																
Sub Totals														84,793	6,791	91,585
Less Disposed Assets														(0)	(0)	(0)
Ending Totals														84,793	6,791	91,585

Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	94-2764258	VP4500022	WF ADV CASH INVT MM FD-SVC #250	8,170.77	8,170.77	8,170.77
Savings & Temp Inv	94-2764258	VP4500022	WF ADV CASH INVT MM FD-SVC #250	4,708.08	4,708.08	4,708.08
Savings & Temp Inv	94-2764258	VP4500022	WF ADV CASH INVT MM FD-SVC #250	142,028.04	142,028.04	142,028.04
Savings & Temp Inv	94-2764258	VP4500022	WF ADV CASH INVT MM FD-SVC #250	294,004.78	294,004.78	294,004.78
			TOTAL CASH, SAVINGS, AND TEMP INV	448,911.67		448,911.67
Invest - US & State	94-2764258	RE0064536	691 EAST 500 NORTH, LOGAN, UT	241,500.00	1.00	173,295.00
Invest - Other	94-2764258	294761107	EQUITY RESIDENTIAL PPTYS TR SH BEN	49,440.00	800.00	29,868.47
Invest - Other	94-2764258	57060U233	MARKET VECTORS SEMICONDUCTOR	145,044.20	3,130.00	74,877.16
Invest - Other	94-2764258	78464A888	SPDR SERIES TRUST	83,475.00	2,650.00	36,080.55
Invest - Other	94-2764258	298706409	AMERICAN EUROPAC GROWTH-F #416	633,263.03	12,652.61	570,000.00
Invest - Other	94-2764258	464287465	ISHARES MSCI EAFE ETF	315,329.63	4,543.00	263,933.81
Invest - Other	94-2764258	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	271,577.36	12,113.17	274,000.00
Invest - Other	94-2764258	94975G488	WF ADV SMALL CAP OPPOR FD-ADMIN #84	1,161,305.98	31,209.51	983,747.56
Invest - Other	94-2764258	36206QEE4	GNMA POOL #417833 7.000% 1/15/26	7,648.26	7,333.01	7,415.49
Invest - Other	94-2764258	36206VJG3	GNMA POOL #422463 7.000% 3/15/26	5,568.45	4,996.46	4,832.73
Invest - Other	94-2764258	36208NK69	GNMA #455817 7% 10/15/27	5,513.64	5,124.15	5,124.15
Invest - Other	94-2764258	464287242	ISHARES IBOX \$ INVESTMENT	230,210.75	1,925.00	204,140.50
Invest - Other	94-2764258	94975J581	WFA CORE BD FD-I #944	982,170.52	77,580.61	975,000.00
Invest - Other	94-2764258	464287176	ISHARES TIPS BOND ETF	185,290.77	1,603.00	160,305.54
Invest - Other	94-2764258	464288588	ISHARES MBS ETF	202,094.97	1,869.00	188,647.01
Invest - Corp Stock	94-2764258	V7780T103	ROYAL CARIBBEAN CRUISE	93,993.00	1,700.00	39,332.55
Invest - Corp Stock	94-2764258	001055102	AFLAC INC	41,881.32	684.00	46,128.96
Invest - Corp Stock	94-2764258	00724F101	ADOBE SYS INC	110,557.02	1,713.00	55,081.75
Invest - Corp Stock	94-2764258	020002101	ALLSTATE CORP	64,435.56	1,106.00	59,422.31
Invest - Corp Stock	94-2764258	023135106	AMAZON COM INC COM	100,016.00	320.00	23,591.87
Invest - Corp Stock	94-2764258	032511107	ANADARKO PETROLEUM CORP	110,163.06	1,071.00	55,550.95
Invest - Corp Stock	94-2764258	037833100	APPLE INC	200,028.00	316.00	60,114.79
Invest - Corp Stock	94-2764258	054937107	B B & T CORP COM	107,048.16	2,823.00	86,797.95
Invest - Corp Stock	94-2764258	097023105	BOEING CO	91,158.50	674.00	45,681.29
Invest - Corp Stock	94-2764258	110122108	BRISTOL MYERS SQUIBB CO	103,956.60	2,090.00	63,583.65
Invest - Corp Stock	94-2764258	149123101	CATERPILLAR INC	119,813.56	1,172.00	84,008.56
Invest - Corp Stock	94-2764258	156782104	CERNER CORP COM	95,128.00	1,760.00	47,994.94
Invest - Corp Stock	94-2764258	17275R102	CISCO SYSTEMS INC	60,614.44	2,462.00	64,929.72
Invest - Corp Stock	94-2764258	172908105	CINTAS CORP	70,816.80	1,140.00	32,222.90
Invest - Corp Stock	94-2764258	235851102	DANAHER CORP	76,077.10	970.00	44,590.90
Invest - Corp Stock	94-2764258	244199105	DEERE & CO	68,377.50	750.00	54,197.45
Invest - Corp Stock	94-2764258	254687106	WALT DISNEY CO	96,779.52	1,152.00	41,060.59
Invest - Corp Stock	94-2764258	263534109	DU PONT E I DE NEMOURS & CO	98,073.65	1,415.00	71,358.45
Invest - Corp Stock	94-2764258	268648102	E M C CORP MASS	71,180.80	2,680.00	73,718.89

Invest - Corp Stock	94-2764258	35671D857	FREEPORT-MCMORAN COPPER & GOLD INC	77,974.50	2,290.00	82,322.99
Invest - Corp Stock	94-2764258	375558103	GILEAD SCIENCES INC	97,452.00	1,200.00	59,709.96
Invest - Corp Stock	94-2764258	406216101	HALLIBURTON CO	102,777.60	1,590.00	67,090.35
Invest - Corp Stock	94-2764258	437076102	HOME DEPOT INC	111,519.70	1,390.00	45,410.46
Invest - Corp Stock	94-2764258	458140100	INTEL CORP	80,539.36	2,948.00	66,887.68
Invest - Corp Stock	94-2764258	459200101	INTERNATIONAL BUSINESS MACHS CORP	103,610.32	562.00	67,127.10
Invest - Corp Stock	94-2764258	478160104	JOHNSON & JOHNSON	115,360.02	1,137.00	73,392.18
Invest - Corp Stock	94-2764258	526057104	LENNAR CORPORATION CLASS A COMMON	89,571.00	2,190.00	45,394.32
Invest - Corp Stock	94-2764258	580135101	MCDONALDS CORP	78,912.54	778.00	40,393.76
Invest - Corp Stock	94-2764258	594918104	MICROSOFT CORP	114,509.18	2,797.00	78,901.97
Invest - Corp Stock	94-2764258	617446448	MORGAN STANLEY	80,544.60	2,610.00	62,457.93
Invest - Corp Stock	94-2764258	674599105	OCCIDENTAL PETE CORP	59,415.24	596.00	33,936.24
Invest - Corp Stock	94-2764258	68389X105	ORACLE CORPORATION	79,249.72	1,886.00	38,056.44
Invest - Corp Stock	94-2764258	693475105	PNC FINANCIAL SERVICES GROUP	136,943.62	1,606.00	92,122.88
Invest - Corp Stock	94-2764258	717081103	PFIZER INC	79,615.81	2,687.00	68,653.33
Invest - Corp Stock	94-2764258	737551107	POTASH CORP SASK	75,908.80	2,090.00	80,264.31
Invest - Corp Stock	94-2764258	742718109	PROCTER & GAMBLE CO	88,141.89	1,091.00	74,963.41
Invest - Corp Stock	94-2764258	747525103	QUALCOMM INC	110,216.50	1,370.00	68,889.60
Invest - Corp Stock	94-2764258	806857108	SCHLUMBERGER LTD	85,208.76	819.00	77,119.28
Invest - Corp Stock	94-2764258	907818108	UNION PACIFIC CORP	133,510.90	670.00	33,577.87
Invest - Corp Stock	94-2764258	913017109	UNITED TECHNOLOGIES CORP	99,135.66	853.00	58,908.18
Invest - Corp Stock	94-2764258	931142103	WAL MART STORES INC	92,277.54	1,202.00	54,035.84
Invest - Corp Stock	94-2764258	931422109	WALGREEN CO	88,449.30	1,230.00	44,742.35
Invest - Corp Stock	94-2764258	191216100	COCA COLA CO	64,065.06	1,566.00	46,954.90
Invest - Corp Stock	94-2764258	278642103	EBAY INC	57,832.20	1,140.00	36,152.03
Invest - Corp Stock	94-2764258	38259P706	GOOGLE INC-CL C	150,610.41	269.00	100,007.14
Invest - Corp Stock	94-2764258	060505104	BANK OF AMERICA CORP	108,644.64	7,176.00	142,548.76
Invest - Corp Stock	94-2764258	38141G104	GOLDMAN SACHS GROUP INC	67,280.01	421.00	71,041.78
Invest - Corp Stock	94-2764258	22160K105	COSTCO WHOLESALE CORP	69,612.00	600.00	45,592.26
Invest - Corp Stock	94-2764258	30231G102	EXXON MOBIL CORPORATION	158,736.87	1,579.00	90,218.51
Invest - Corp Stock	94-2764258	31428X106	FEDEX CORPORATION	76,404.80	530.00	39,363.78
Invest - Corp Stock	94-2764258	91324P102	UNITEDHEALTH GROUP INC	97,148.60	1,220.00	44,508.17
Invest - Corp Stock	94-2764258	92343V104	VERIZON COMMUNICATIONS	67,945.60	1,360.00	45,682.40
Invest - Corp Stock	94-2764258	61166W101	MONSANTO CO NEW	77,984.00	640.00	45,015.36
Invest - Corp Stock	94-2764258	46625H100	JPMORGAN CHASE & CO	158,707.92	2,856.00	116,347.65
Invest - Corp Stock	94-2764258	74144T108	T ROWE PRICE GROUP INC	73,540.06	902.00	52,470.82
Invest - Corp Stock	94-2764258	902973304	US BANCORP DEL NEW	187,703.31	4,449.00	118,555.18
Invest - Corp Stock	94-2764258	G1151C101	ACCENTURE PLC	82,264.50	1,010.00	42,800.07
Invest - Corp Stock	94-2764258	166764100	CHEVRON CORP	82,392.09	671.00	55,835.70
Invest - Corp Stock	94-2764258	58933Y105	MERCK & CO INC NEW	69,489.86	1,201.00	54,547.44
Invest - Corp Stock	94-2764258	084670702	BERKSHIRE HATHAWAY INC.	109,089.00	850.00	72,708.91

Invest - Corp Stock	94-2764258	20825C104	CONOCOPHILLIPS	81,778.62	1,023.00	53,909.01
Invest - Corp Stock	94-2764258	09062X103	BIOGEN IDEC INC	76,648.80	240.00	69,439.73
Invest - Corp Stock	94-2764258	910047109	UNITED CONTINENTAL HOLDINGS, INC.	66,599.37	1,501.00	19,863.35
Invest - Corp Stock	94-2764258	79466L302	SALESFORCE COM INC	62,103.40	1,180.00	72,242.31
Invest - Corp Stock	94-2764258	37045V100	GENERAL MOTORS CO	78,185.38	2,261.00	74,613.00
Invest - Corp Stock	94-2764258	172967424	CITIGROUP INC.	127,154.61	2,673.00	100,115.01
Invest - Corp Stock	94-2764258	00206R102	AT & T INC	85,695.52	2,416.00	82,634.72
Invest - Corp Stock	94-2764258	26441C204	DUKE ENERGY HOLDING CORP. COM	63,972.00	900.00	59,479.83
Invest - Corp Stock	94-2764258	718545104	PHILLIPS 66	106,920.19	1,261.00	45,642.99
Invest - Corp Stock	94-2764258	609207105	MONDELEZ INTERNATIONAL INC	91,040.40	2,420.00	56,402.50
Invest - Corp Stock	94-2764258	98978V103	ZOETIS INC	76,842.10	2,503.00	72,457.90
Invest - Corp Stock	94-2764258	G0083B108	ACTAVIS PLC	148,078.00	700.00	100,800.00
Invest - Corp Stock	94-2764258	369604103	GENERAL ELECTRIC CO	1,183,528.62	44,178.00	257,129.77
Invest - Corp Bonds	94-2764258	629527AU6	NABISCO INC DEB 7.550% 6/15/15	58,952.30	55,000.00	57,144.45
Invest - Corp Bonds	94-2764258	548661CH8	LOWE'S COMPANIES INC 5.000% 10/15/15	58,337.95	55,000.00	54,678.25
			TOTAL OTHER INVESTMENTS	12,605,663.90		8,811,898.55
			GRAND TOTAL	13,054,575.57		9,260,810.22