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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

Name of foundation ASHTON FAMILY FOUNDATION C/O THE ASHTON COMPANY		A Employer identification number 20-0403774
Number and street (or P.O. box number if mail is not delivered to street address) 2727 S. COUNTRY CLUB ROAD	Room/suite	B Telephone number (520) 624-5500
City or town, state or province, country, and ZIP or foreign postal code TUCSON, AZ 85713		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,194,076. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				N/A	
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	14,661.	14,661.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	10,470.			
b	Gross sales price for all assets on line 6a 161,734.				
7	Capital gain net income (from Part IV, line 2)		10,470.		
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)				
11	Other income	48,510.	48,510.		STATEMENT 2
12	Total Add lines 1 through 11	73,641.	73,641.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	1,155.	1,155.		0.
c	Other professional fees STMT 4	5,290.	5,290.		0.
17	Interest				
18	Taxes STMT 5	1,753.	1,753.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	290.	10.		280.
24	Total operating and administrative expenses. Add lines 13 through 23	8,488.	8,208.		280.
25	Contributions, gifts, grants paid	53,220.			53,220.
26	Total expenses and disbursements. Add lines 24 and 25	61,708.	8,208.		53,500.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	11,933.			
b	Net investment income (if negative, enter -0-)		65,433.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	82,715.	105,497.	105,497.
	2 Savings and temporary cash investments	6,965.	5,496.	5,496.
	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			
	7 Other notes and loans receivable ▶ 540,557.			
	Less: allowance for doubtful accounts ▶ 0.	571,247.	540,557.	540,557.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	437,897.	459,207.	542,526.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,098,824.	1,110,757.	1,194,076.	
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			
	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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,098,824.	1,110,757.	
30 Total net assets or fund balances	1,098,824.	1,110,757.		
31 Total liabilities and net assets/fund balances	1,098,824.	1,110,757.		

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)	1,098,824.
2 Enter amount from Part I, line 27a	11,933.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,110,757.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,110,757.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 161,734.		151,264.	10,470.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) 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			
b			
c			
d			
e			10,470.

2 Capital gain net income or (net capital loss) 10,470.

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).
 If (loss), enter -0- in Part I, line 8 N/A

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	51,000.	1,101,657.	.046294
2011	52,055.	1,065,476.	.048856
2010	50,982.	1,047,593.	.048666
2009	47,214.	1,049,215.	.044999
2008	53,470.	967,258.	.055280

2 Total of line 1, column (d)	2	.244095
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	.048819
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,143,870.
5 Multiply line 4 by line 3	5	55,843.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	654.
7 Add lines 5 and 6	7	56,497.
8 Enter qualifying distributions from Part XII, line 4	8	53,500.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,309.
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	1,309.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	1,309.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,520.	
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	1,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	211.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 211. Refunded <input type="checkbox"/> 0.	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>AZ</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input type="checkbox"/>	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	<input type="checkbox"/>	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	<input type="checkbox"/>
14 The books are in care of ► THE ASHTON COMPANY Telephone no. ► (520) 624-5500 Located at ► 2727 S. COUNTRY CLUB RD, TUCSON, AZ ZIP+4 ► 85713			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/>	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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 ☒ Nob 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)?

N/A

5b

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?

N/A

☐ 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

X

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
CINDY ASHTON 2727 S. COUNTRY CLUB RD TUCSON, AZ 85713	PRESIDENT 1.00	0.	0.	0.
LAWRENCE ASHTON 2727 S. COUNTRY CLUB RD TUCSON, AZ 85713	VICE PRESIDENT 1.00	0.	0.	0.
HAROLD ASHTON 2727 S. COUNTRY CLUB RD TUCSON, AZ 85713	SECRETARY/TREASURER 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	1,056,404.
b	Average of monthly cash balances	1b	104,885.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,161,289.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,161,289.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,419.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,143,870.
6	Minimum investment return. Enter 5% of line 5	6	57,194.

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	57,194.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,309.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,309.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,885.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	55,885.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,885.

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	53,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	53,500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,500.

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				55,885.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			53,038.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 53,500.				
a Applied to 2012, but not more than line 2a			53,038.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				462.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				55,423.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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:

SEE STATEMENT 8

- 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:

ASHTON FAMILY FOUNDATION

Form 990-PF (2013)

C/O THE ASHTON COMPANY

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ARIZONA DAILY STAR SPORTMAN'S FUND PO BOX 16141 TUCSON, AZ 85732, AZ 85732	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	1,000.
EL RIO FOUNDATION 839 W. CONGRESS TUCSON, AZ 85745	NONE	PRIVATE FOUNDATION	UNRESTRICTED GENERAL FUNDING	10,000.
MOBILE MEALS OF TUCSON 4803 E 5TH ST # 209 TUCSON, AZ 85711	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	1,000.
ST LUKES HOME TUCSON 615 EAST ADAMS STREET TUCSON, AZ 85705-6741	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	2,000.
STEVEN M GOOTTER FOUNDATION PO BOX 64583 TUCSON, AZ 85728-4583	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	720.
Total	SEE CONTINUATION SHEET(S)			53,220.
b Approved for future payment				
NONE				
Total				0.

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	AQR RISK PARITY FD CL 1		VARIOUS	04/25/14
b	DFA EMERGING MKTS		VARIOUS	02/21/14
c	PIMCO ALL ASSET ALL AUTHORITY		VARIOUS	04/25/14
d	PIMCO INVESTMENT GROUP		VARIOUS	06/02/14
e	PIMCO TOTAL RETURN FUND		VARIOUS	06/02/14
f	THORNBURG INTERNATIONAL VALUE		VARIOUS	02/14/14
g	ALPS TRUST ETF ALERIAN MLP		VARIOUS	04/29/14
h	ROYCE PREMIER FUND		VARIOUS	12/06/13
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 7,000.		6,955.	45.
b 10,799.		11,416.	-617.
c 5,700.		5,739.	-39.
d 23,558.		23,620.	-62.
e 39,340.		38,559.	781.
f 25,146.		23,820.	1,326.
g 31,001.		29,801.	1,200.
h 13,200.		11,354.	1,846.
i 5,990.			5,990.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			45.
b			-617.
c			-39.
d			-62.
e			781.
f			1,326.
g			1,200.
h			1,846.
i			5,990.
j			
k			
l			
m			
n			
o			

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	10,470.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**ASHTON FAMILY FOUNDATION
C/O THE ASHTON COMPANY**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SUSAN G. KOMEN RACE FOR THE CURE 4574 E BROADWAY BLVD TUCSON, AZ 85711	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	3,000.
THE HUMANE SOCIETY 3450 N KELVIN BLVD TUCSON, AZ 85716	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	4,500.
TUCSON COMMUNITY FOOD BANK 3003 S COUNTRY CLUB RD TUCSON, AZ 85701	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	1,000.
YMCA OF SOUTHERN ARIZONA 1010 W. LIND STREET TUCSON, AZ 85705	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	2,000.
JUNIOR LEAGUE OF TUCSON 2099 E RIVER RD TUCSON, AZ 85701, AZ 85718	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	1,500.
FRIENDS OF SABINO CANYON PO BOX 31265 TUCSON, AZ 85751	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	2,000.
HANDMAKER FOUNDATION 2221 N ROSEMONT BLVD TUCSON, AZ 85712	NONE	PRIVATE FOUNDATION	UNRESTRICTED GENERAL FUNDING	1,500.
TUCSON CONQUISTADORES FOUNDATION 6450 E. BROADWAY BLVD TUCSON, AZ 85710	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	10,000.
UNITED WAY OF TUCSON 330 N COMMERCE PARK LOOP TUCSON, AZ 85745	NONE	PRIVATE FOUNDATION	UNRESTRICTED GENERAL FUNDING	10,000.
YOUTH ON THEIR OWN 1660 N. ALVERNON WAY TUCSON, AZ 85712	NONE	PUBLIC CHARITY	UNRESTRICTED GENERAL FUNDING	1,500.
Total from continuation sheets				38,500.

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3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB	20,651.	5,990.	14,661.	14,661.	
TO PART I, LINE 4	20,651.	5,990.	14,661.	14,661.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME-CHARLES WAHL	2,625.	2,625.	
INTEREST INCOME-DANNY ANELLI	4,035.	4,035.	
INTEREST INCOME-KLASSEN	5,352.	5,352.	
INTEREST INCOME-SMITHGALL	2,298.	2,298.	
INTEREST INCOME-PEARSON	8,374.	8,374.	
INTEREST INCOME-RAD	2,402.	2,402.	
INTEREST INCOME-JOHNSON	3,084.	3,084.	
INTEREST INCOME-GERMAN	632.	632.	
INTEREST INCOME-MANN	3,671.	3,671.	
INTEREST INCOME-PAUL	563.	563.	
INTEREST INCOME-UNGER	3,795.	3,795.	
INTEREST INCOME-SUMMERS	1,306.	1,306.	
INTEREST INCOME-DALLO	2,321.	2,321.	
INTEREST INCOME-COX	1,328.	1,328.	
INTEREST INCOME-GEPHART	61.	61.	
INTEREST INCOME-PIERCE	2,567.	2,567.	
INTEREST INCOME-SMALL/MACIAS	1,576.	1,576.	
INTEREST INCOME-CAPPELLI BACK	1,672.	1,672.	
INTEREST INCOME-STEMBER	819.	819.	
MISC	29.	29.	
TOTAL TO FORM 990-PF, PART I, LINE 11	48,510.	48,510.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REGIER CARR & MONROE, L.L.P.	1,155.	1,155.		0.	
TO FORM 990-PF, PG 1, LN 16B	1,155.	1,155.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCHWAB INVESTMENT FEES	5,290.	5,290.		0.	
TO FORM 990-PF, PG 1, LN 16C	5,290.	5,290.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAX EXPENSE	1,753.	1,753.		0.	
TO FORM 990-PF, PG 1, LN 18	1,753.	1,753.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS FEES	10.	10.		0.	
NON-DEDUCTIBLE CONTRIBUTION	280.	0.		280.	
TO FORM 990-PF, PG 1, LN 23	290.	10.		280.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB	459,207.	542,526.
TOTAL TO FORM 990-PF, PART II, LINE 10B	459,207.	542,526.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CINDY ASHTON, PRESIDENT
2727 S. COUNTRY CLUB RD.
TUCSON, AZ 85713

TELEPHONE NUMBER

520-624-5500

FORM AND CONTENT OF APPLICATIONS

NO PRESCRIBED FORM, APPLICANTS MUST FURNISH EVIDENCE OF SECTION 501(C)(3)
STATUS

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A



Schwab One® Account of
ASHTON FAMILY FOUNDATION

Account Number
6256-3807

Statement Period
June 1-30, 2014

This Period

Year to Date

Income Summary

	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.00	0.00	0.62
Cash Dividends	0.00	1,785.96	0.00	4,920.08
Total Income	0.00	1,785.96	0.00	4,920.70

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	288.99	<1%
Total Cash	288.99	<1%

Money Market Funds [Sweep]

	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB ADV CASH RESERVE: SWQXX	5,207.2300	1.0000	5,207.23	0.01%	<1%
Total Money Market Funds [Sweep]			5,207.23		<1%
Total Cash & Money Market [Sweep]			5,496.22		<1%

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	Average Cost Basis	Unrealized Gain or (Loss)
METROPOLITAN WEST TOTAL RETURN BOND I SYMBOL: MWIX	3,474.6540	10.8400	37,665.25	10.86	(54.75)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.



Schwab One® Account of
ASHTON FAMILY FOUNDATION

Account Number
6256-3807

Statement Period
June 1-30, 2014

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO GLOBAL ADVANTAGE STRATEGY BD INST SYMBOL: PSAIX	2,289.1970 ✓	11.5900	26,531.79	5%	11.51	26,287.97	243.82
PIMCO INCM INST CL SYMBOL: PIMIX	2,885.9770 ✓	12.7100	36,680.77	7%	12.05	34,771.78	1,908.99
STONE RIDGE HIGH YIELD & REINSURANCE RISK PREM I SYMBOL: SHRIX	1,000.0000 ✓	10.4400	10,440.00	2%	10.21	10,211.17	228.83
STONE RIDGE REINSURANCE & RISK PREM I SYMBOL: SREIX	2,508.9830 ✓	10.4200	26,143.60	5%	10.17	25,506.56	637.04
Total Bond Funds							

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
AQR RISK PARITY FD CL I SYMBOL: AQRX	2,741.4010 ✓	11.9400	32,732.33	6%	11.26	30,863.33	1,869.00
DFA EMERGING MKTS CORE EQTY PORT INSTL SYMBOL: DFCEX	1,736.5810 ✓	20.8000	36,120.88	7%	19.64	33,598.45 ^a	2,522.43
DFA INTL SMALL CAP VALUE PORT INSTL SYMBOL: DISVX	2,510.8830 ✓	21.9300	55,063.66	10%	19.38	48,657.75 ^a	6,405.91

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Schwab One® Account of
ASHTON FAMILY FOUNDATION

Account Number
6256-3807

Statement Period
June 1-30, 2014

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA US LARGE CAP VALUE PORT INSTL SYMBOL: DFLVX	872.6160 ✓	33.6900	29,398.43	5%	17.97	13,417.55 ^a	15,980.88
DFA US TARGETED VALUE PORT INSTL SYMBOL: DFFVX	1,107.6410 ✓	23.9700	26,550.15	5%	10.70	11,852.95 ^a	14,697.20
PIMCO ALL ASSET ALL AUTHORITY CL INST SYMBOL: PAUIX	3,038.7180 ✓	10.3800	31,541.89	6%	10.23	30,614.65 ^a	927.24
ROYCE PREMIER FUND INVESTMENT CL SYMBOL: RYPRX	658.2110 ✓	23.7300	15,619.35	3%	18.20	12,772.79 ^a	2,846.56
SCHWAB FUNDAMENTAL US LARGE CO INDEX SYMBOL: SFLNX	3,832.1540 ✓	15.2000	58,248.74	11%	9.89	37,900.00	20,348.74
STONE RIDGE EMRG MKTS 2 VARIANCE RISK PREM 1 SYMBOL: VRMIX	1,090.9480 ✓	10.3400	11,280.40	2%	10.05	10,962.92	317.48
STONE RIDGE INTL DEV 2 MKTS VARIANCE RISK PREM SYMBOL: VRFIX	1,275.5880 ✓	10.1500	12,947.22	2%	10.01	12,764.65	182.57
STONE RIDGE REINSURANCE RISK PREM INTERVAL SYMBOL: SRRIX	1,461.9880 ✓	10.3000	15,058.48	3%	10.27	15,020.00	38.48

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Schwab One® Account of
ASHTON FAMILY FOUNDATION

Account Number
6256-3807

Statement Period
June 1-30, 2014

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD GROWTH INDEX FD	587.3450	50.9200	29,907.61	6%	38.51	22,620.00	7,287.61
ADMIRAL SHARE							
SYMBOL: VIGAX							

Total Equity Funds 20,934,074.00 61% 354,489.14 18,045.04 24,024.10

Total Mutual Funds 38,072,800.00 61% 481,930.56 615,547.52 76,368.13

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
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JP MORGAN EXCH TRADED NT 861.0000 52.3800 45,099.18 8% 3,693.41

ALERIAN MLP
SYMBOL: AMJ

Cost Basis
41,405.77

Total Other Assets 861.0000 45,099.18 18% 3,693.41

Total Cost Basis
41,405.77

Total Investment Detail 69,026,874.00 100% 1,281,418.28

Total Account Value 1,281,418.28
Total Cost Basis 1,281,418.28