Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation
DEUPREE FAMILY FOUNDATION

A Employer identification number
31-1746946

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 292

Room/suite

B Telephone number (see instructions)
(860) 738-7869

City or town, state or province, country, and ZIP or foreign postal code
COLLINSVILLE, CT 06022

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 7,516,350

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	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.	221,541	221,541		
	5a	Gross rents				
	b	Net rental income or (loss) ____________				
	6a	Net gain or (loss) from sale of assets not on line 10	639,811			
	b	Gross sales price for all assets on line 6a 2,052,641				
	7	Capital gain net income (from Part IV, line 2) . . .		639,811		
	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	861,352	861,352		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	9,030	9,030		
	c	Other professional fees (attach schedule)	34,774	34,774		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	17,264	2,022		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	203			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	61,271	45,826		0
	25	Contributions, gifts, grants paid	243,795			243,795
	26	**Total expenses and disbursements.** Add lines 24 and 25	305,066	45,826		243,795
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	556,286			
	b	**Net investment income** (if negative, enter -0-)		815,526		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	117,671	70,856	70,856
	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)	4,796,745	5,388,237	7,445,494
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,914,416	5,459,093	7,516,350
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 ▶)	11,609		
	23	**Total liabilities** (add lines 17 through 22)	11,609	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,902,807	5,459,093	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,902,807	5,459,093	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,914,416	5,459,093	

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	4,902,807
2	Enter amount from Part I, line 27a	2	556,286
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,459,093
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,459,093

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 Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	639,811
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	4,338

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	137,520	6,143,163	0 022386
2011	279,361	5,546,993	0 050363
2010	246,809	5,081,775	0 048567
2009	227,510	4,488,323	0 050689
2008	210,076	4,376,587	0 048000

2	**Total** of line 1, column (d).	2	0 220005
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 044001
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,843,672
5	Multiply line 4 by line 3.	5	301,128
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,155
7	Add lines 5 and 6.	7	309,283
8	Enter qualifying distributions from Part XII, line 4.	8	243,795

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	16,311
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	16,311
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	16,311
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,880		
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	8,880
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	37
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	7,468
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶NONE

14 The books are in care of ▶RICHARD R DEUPREE III Telephone no ▶(810) 231-9989

Located at ▶4696 HYDALE DRIVE PINCKNEY MI ZIP+4 ▶48169

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,850,949
b	Average of monthly cash balances	1b	96,941
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,947,890
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	6,947,890
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	104,218
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,843,672
6	**Minimum investment return.** Enter 5% of line 5	6	342,184

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	342,184
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,311		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,311
3	Distributable amount before adjustments Subtract line 2c from line 1			3	325,873
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	325,873
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	325,873

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	243,795
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	243,795
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	243,795

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				325,873
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			141,865	
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 243,795				
a Applied to 2012, but not more than line 2a			141,865	
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.				101,930
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				223,943
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)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number 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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				243,795
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	221,541	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	639,811	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				861,352	

13 Total. Add line 12, columns (b), (d), and (e). **13** 861,352

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-11-06 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
SANDRA SHOEMAKER EAST		2014-11-14		P00070477
Firm's name ▶ FLEMING BROCKSCHMIDT & DURKIN PLL			Firm's EIN ▶ 31-0781110	
Firm's address ▶ 30 GARFIELD PL STE 540 CINCINNATI, OH 452024366			Phone no (513) 721-7590	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1035 SH ACCENTURE PLC	P	2013-02-20	2013-07-03
125 SH SOUTHERN COMPANY	P	2008-04-22	2013-11-18
1345 SH BRISTOL MYERS SQUIBB	P	2008-11-10	2014-03-20
1790 SH BANK OF NOVA SCOTIA	P	2007-03-02	2013-07-03
1600 SH SOUTHERN COMPANY	P	2008-06-19	2013-11-18
1300 SH INTEL CORP	P	2009-12-04	2014-03-20
1650 SH ANALOG DEVICES INC	P	2012-03-19	2013-08-22
1540 SH SOUTHERN COMPANY	P	2008-10-03	2013-11-18
935 SH INTEL CORP	P	2011-03-14	2014-03-20
340 SH BLACKROCK INC	P	2011-09-21	2013-08-02
950 SH AUTOMATIC DATA PROCESSING	P	2008-03-10	2013-12-09
1015 SH INTEL CORP	P	2011-07-28	2014-03-20
505 SH DIGITAL RLTY TR INC	P	2011-06-10	2013-08-02
1820 SH KINDER MORGAN INC	P	2011-11-15	2013-12-09
1100 SH ONEOK INC	P	2010-12-06	2014-02-26
505 SH DIGITAL RLTY TR INC	P	2011-07-28	2013-08-02
1080 SH AT&T INC	P	2008-03-11	2014-01-09
1725 SH WILLIAMS COMPANIES	P	2012-02-03	2014-02-26
60 SH DIGITAL RLTY TR INC	P	2013-06-19	2013-08-02
55 SH AT&T INC	P	2008-10-02	2014-01-09
490 SH AUTOMATIC DATA PROCESSING	P	2008-03-10	2014-04-15
1345 SH NATIONAL RETAIL PPTYS	P	2009-02-17	2013-08-22
165 SH KIMBERLY CLARK	P	2009-04-22	2014-01-09
455 SH CULLEN FRST BKRS	P	2013-07-03	2014-05-14
1405 SH NATIONAL RETAIL PPTYS	P	2010-08-12	2013-08-22
760 SH MCDONALDS CORP	P	2007-10-04	2014-01-09
3975 SH MATTEL INC	P	2011-03-14	2014-04-15
215 SH UNITED TECHS CORP	P	2009-04-01	2013-08-22
265 SH AT&T INC	P	2008-10-02	2014-02-11
1305 SH HCP INC	P	2008-11-18	2014-06-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
451 SH UNITED TECHS CORP	P	2009-04-22	2013-08-22
725 SH AT&T INC	P	2008-10-31	2014-02-11
1320 SH INTEL CORP	P	2011-07-28	2014-06-06
370 SH UNITED TECHS CORP	P	2012-06-25	2013-08-22
560 SH AT&T INC	P	2008-11-13	2014-02-11
665 SH INTEL CORP	P	2011-09-16	2014-06-06
565 SH GENUINE PARTS CO	P	2008-10-31	2013-09-13
835 SH BRISTOL MYERS SQUIBB	P	2008-11-10	2014-02-11
615 SH WILLIAMS COMPANIES	P	2012-02-03	2014-06-19
3280 SH KINDER MORGAN INC	P	2011-11-15	2013-09-13
977 SH ONE GAS INC	P	2010-12-06	2014-02-11
350 SH CULLEN FRST BKRS	P	2013-07-03	2014-06-06
1300 SH BRISTOL MYERS SQUIBB	P	2008-11-10	2013-11-18
FRACTION SH ONE GAS INC	P	2010-12-06	2014-02-10
285 SH CULLEN FRST BKRS	P	2013-07-03	2014-06-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
74,653		77,833	-3,180
5,282		4,582	700
72,279		27,895	44,384
94,462		75,874	18,588
67,614		55,984	11,630
33,058		26,688	6,370
78,077		66,595	11,482
65,079		58,197	6,882
23,777		19,373	4,404
96,782		52,195	44,587
74,634		37,422	37,212
25,811		22,980	2,831
27,600		32,221	-4,621
60,909		51,021	9,888
64,754		25,628	39,126
27,600		30,252	-2,652
36,179		38,674	-2,495
71,045		51,386	19,659
3,279		3,659	-380
1,842		1,548	294
35,974		19,302	16,672
41,445		18,895	22,550
17,130		8,232	8,898
33,931		31,415	2,516
43,293		32,563	10,730
72,427		42,659	29,768
151,505		94,300	57,205
22,070		9,339	12,731
8,657		7,457	1,200
53,215		26,183	27,032

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,296		21,676	24,620
23,685		20,097	3,588
36,603		29,885	6,718
37,981		27,324	10,657
18,295		14,913	3,382
18,440		14,690	3,750
45,035		22,270	22,765
43,177		17,318	25,859
35,023		18,320	16,703
114,949		91,951	22,998
31,686		13,222	18,464
26,874		24,166	2,708
67,866		26,962	40,904
16		6	10
22,352		19,678	2,674

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-3,180
			700
			44,384
			18,588
			11,630
			6,370
			11,482
			6,882
			4,404
			44,587
			37,212
			2,831
			-4,621
			9,888
			39,126
			-2,652
			-2,495
			19,659
			-380
			294
			16,672
			22,550
			8,898
			2,516
			10,730
			29,768
			57,205
			12,731
			1,200
			27,032

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			24,620
			3,588
			6,718
			10,657
			3,382
			3,750
			22,765
			25,859
			16,703
			22,998
			18,464
			2,708
			40,904
			10
			2,674

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
THOMAS R DEUPREE 480 NORTH MAIN STREET SUFFIELD,CT 06078	DIRECTOR 0 00	0	0	0
SUSAN D JONES PO BOX 126 NEW HARTFORD,CT 06057	PRESIDENT 0 00	0	0	0
RICHARD R DEUPREE III 4696 HYDALE DRIVE PINCKNEY,MI 48169	TREASURER 0 00	0	0	0
KATO DEUPREE 2540 N KEDZIE BOULEVARD CHICAGO,IL 60647	DIRECTOR 0 00	0	0	0
ANDI JONES 28 RIVERDALE AVENUE PORT CHESTER,NY 10573	DIRECTOR 0 00	0	0	0
KAROLEN DEUPREE 205 PONY SOLDIER RD SEDONA,AZ 86336	DIRECTOR 0 00	0	0	0
TAYLOR DEUPREE 63 OLD STONE HILL RD POUND RIDGE,NY 10576	DIRECTOR 0 00	0	0	0
KRISTINE CRAMER 6000 NE BAKER HILL RD BAINBRIDGE ISLAND,WA 98110	DIRECTOR 0 00	0	0	0
MARTHA CHONG 560 61ST STREET OAKLAND,CA 94609	DIRECTOR 0 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AUDUBON SHARON 325 CORNWALL BRIDGE ROAD SHARON, CT 06069			GEN OPER BUDGET	1,000
BICYCLE ALLIANCE OF WASHINGTON 311 3RD AVENUE SOUTH SEATTLE, WA 98104			GEN OPER BUDGET	4,500
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320			GEN OPER BUDGET	6,000
FOWLERVILLE NAZ CHURCH PO BOX 477 FOWLERVILLE, MI 48836			GEN OPER BUDGET	10,500
GLEANERS 2131 BEAUFAIT DETROIT, MI 48207			GEN OPER BUDGET	500
LOVE INC 820 GRAND RIVER AVENUE HOWELL, MI 48843			GEN OPER BUDGET	5,500
POSITIVE FUTURES NETWORK 284 MADRONA WAY NE 116 BAINBRIDGE ISLAND, WA 98110			YES MAGAZINE EDUCATION OUTREACH	8,500
POUND RIDGE AMBULANCE CORPS 177 WEST CHESTER AVE POUND RIDGE, NY 10576			GEN OPER BUDGET	2,000
POUND RIDGE FIRE DEPT 80 WEST CHESTER AVE POUND RIDGE, NY 10576			GEN OPER BUDGET	2,000
POUND RIDGE LAND CONSERVANCY PO BOX 173 POUND RIDGE, NY 10576			GEN OPER BUDGET	2,000
POUND RIDGE NEIGHBOR TO NEIGHBOR 179 WEST CHESTER AVE POUND RIDGE, NY 10576			GEN OPER BUDGET	2,000
SEATTLE EDUCATON ACCESS 1408 NE 50TH ST SUITE 202 SEATTLE, WA 98106			GEN OPER BUDGET	2,000
AIDS LEGAL REFERRAL PANEL 1663 MISSION STREET SUITE 500 SAN FRANCISCO, CA 94103			GEN OPER BUDGET	2,500
ALAMEDA COUNTY COMMUNITY FOOD BANK 7900 EDGEWATER DRIVE OAKLAND, CA 94621			GEN OPER BUDGET	2,500
BAINBRIDGE ISLAND LAND TRUST 147 FINCH PLACE SW SUITE 3 BAINBRIDGE ISLAND, WA 98110			GEN OPER BUDGET	1,000
Total . . . . ▶ **3a**				243,795

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BAINBRIDGE SCHOOLS FOUNDATION 8489 MADISON AVENUE BAINBRIDGE ISLAND, WA 98110			GEN OPER BUDGET	2,000
BERKELEY EAST BAY HUMANE SOCIETY 2700 NINTH STREET BERKELEY, CA 94710			GEN OPER BUDGET	2,500
BIG CAT RESCUE 12802 EASY STREET TAMPA, FL 33625			GEN OPER BUDGET	1,000
CAMPING & EDUCATION FOUNDATION 3515 MICHIGAN AVENUE CINCINNATI, OH 45208			GEN OPER BUDGET	30,000
CANTON CONNECTIONS PO BOX 374 COLLINSVILLE, CT 06022			GEN OPER BUDGET	500
CARVER CENTER 400 WESTCHESTER AVENUE PORT CHESTER, NY 10573			GEN OPER BUDGET	4,000
CAT DEPOT 2542 17TH STREET SARASOTA, FL 34234			GEN OPER BUDGET	2,500
CHILDREN'S DISCOVERY MUSEUM 101 E BEAUFORT STREET NORMAL, IL 61761			GEN OPER BUDGET	1,000
CHRISTIAN RESOURCES INTERNATIONAL 200 FREE STREET FOWLERVILLE, MI 48836			GEN OPER BUDGET	3,000
CITY SLICKERS FARMS 1625 16 TH STREET OAKLAND, CA 94607			GEN OPER BUDGET	2,500
COMMUNITY CATS 402 OLD POST ROAD BEDFORD, NY 10506			GEN OPER BUDGET	4,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001			TYPHOON HAIYAN RELIEF	5,000
DON BOSCO COMMUNITY CENTER 22 DON BOSCO PLACE PORT CHESTER, NY 10573			GEN OPER BUDGET	4,000
DREAMCHASER HORSE RESCUE & REHAB 48019 N 7TH AVENUE NEW RIVER, AZ 85087			GEN OPER BUDGET	5,100
DREAMCATCHERS EMPOWERMENT NETWORK 1125 MISSOURI STREET SUITE 109 FAIRFIELD, CA 94533			GEN OPER BUDGET	2,000
Total . . . . ▶ **3a**				243,795

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EAST BAY SPCA 8223 BALDWIN STREET OAKLAND, CA 94621			GEN OPER BUDGET	2,500
EAST SIDE ARTS ALLIANCE PO BOX 17008 OAKLAND, CA 94601			GEN OPER BUDGET	1,000
FAMILY IMPACT CENTER 735 N GRAND AVENUE FOWLERVILLE, MI 48836			GEN OPER BUDGET	500
FRIENDS AGAINST ABUSE 407 4TH STREET INTERNATIONAL FALLS, MN 56649			GEN OPER BUDGET	500
GARDEN INSTITUTE 48 JOHN STREET CAMDEN, ME 04843			GEN OPER BUDGET	4,000
GARDENING THE COMMUNITY PO BOX 90774 SPRINGFIELD, MA 01139			GEN OPER BUDGET	1,125
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PL CHICAGO, IL 60632			GEN OPER BUDGET	2,000
HOSPICE OF CINCINNATI 4360 COOPER ROAD CINCINNATI, OH 45242			GEN OPER BUDGET	2,000
HOSPICE OF WAKE COUNTY 250 HOSPICE CIRCLE RALEIGH, NC 27607			GEN OPER BUDGET	3,550
HUMANE SOCIETY OF NW MONTANA 100 ADOPT A PET WAY KALISPELL, MT 59903			GEN OPER BUDGET	3,015
INTERNATIONAL BEGINNING MINISTRIES 805 SOUTHWOOD STREET ANDERSON, SC 29624			BUILDING FUND	3,000
JESUS FILM HARVEST PARTNERS 15055 WEST 116TH STREET OLATHE, KS 66062			GEN OPER BUDGET	1,700
LOGAN SQUARE PRESERVATION PO BOX 47282 CHICAGO, IL 60647			GEN OPER BUDGET	1,000
NOURISH 38 KEYES AVENUE BOX 17 SAN FRANCISCO, CA 94129			GEN OPER BUDGET	4,200
OLD TOWN SCHOOL FOLK MUSIC 4544 N LINCOLN AVENUE CHICAGO, IL 60625			GEN OPER BUDGET	20,000
Total . . . . ▶ **3a**				243,795

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PACIFIC SCIENCE CENTER 200 SECOND AVENUE NORTH SEATTLE, WA 98109			GEN OPER BUDGET	1,700
PAWS ANIMAL WELFARE SOCIETY 3170 23RD STREET SAN FRANCISCO, CA 94110			GEN OPER BUDGET	3,000
PEACE FOR THE STREETS BY KIDS 1814 SUMMIT AVENUE SEATTLE, WA 98122			GEN OPER BUDGET	500
PERALTA COLLEGES FOUNDATION 333 EAST 8TH STREET OAKLAND, CA 94606			GEN OPER BUDGET	8,000
POUND RIDGE LIBRARY FOUNDATION PO BOX 515 POUND RIDGE, NY 10576			MAJOR RENOVATIONS	7,500
RED LAKE ROSIE'S RESCUE 23880 SOUTH GOOD ROAD TRAIL, MN 56684			GEN OPER BUDGET	3,000
SAN ANTONIO PETS ALIVE PO BOX 830006 SAN ANTONIO, TX 78283			GEN OPER BUDGET	3,000
SANCTUARY ONE 13195 UPPER APPLEGATE JACKSONVILLE, OR 97530			GEN OPER BUDGET	1,500
SEDONA CHARTER SCHOOL 165 KACHINA DRIVE SEDONA, AZ 86336			GEN OPER BUDGET	3,000
SOUND DISCIPLINE 2135 N 51ST SEATTLE, WA 98103			GEN OPER BUDGET	2,000
SQUEAKY WHEELS 221 WINSLOW WAY W BAINBRIDGE ISLAND, WA 98110			GEN OPER BUDGET	1,000
STARFISH LEARNING CTR 1543 HOWARD STREET CHICAGO, IL 60626			GEN OPER BUDGET	3,000
STILLWATERS ENVIRONMENTAL CTR 26059 BARBER CUT OFF ROAD KINGSTON, WA 98346			GEN OPER BUDGET	2,280
SUMMER OF SOLUTIONS HARTFORD 96 HENLEY WAY AVON, CT 06001			GEN OPER BUDGET	3,600
THE COMMUNITY PERFORMANCE ENSEMBLE 1200 NORTH 13TH STREET EAST ST LOUIS, IL 62201			GEN OPER BUDGET	1,200
Total . . . . ▶ **3a**				243,795

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TUOLUMNE RIVER TRUST 312 SUTTER STREET SUITE 402 SAN FRANCISCO, CA 94108			GEN OPER BUDGET	10,000
U OF CAL-SANTA CRUZ LIBRARY 1156 HIGH STREET SANTA CRUZ, CA 95064			GRATEFUL DEAD ARCHIVES	4,000
VERMONT STUDIO CENTER PO BOX 613 JOHNSON, VT 05656			GEN OPER BUDGET	3,900
VILLAGE FOR FAMILIES AND CHILDREN 1680 ALBANY AVENUE HARTFORD, CT 06105			GEN OPER BUDGET	1,000
VOLUNTEERS IN PSYCHOTHERAPY 7 SOUTH MAIN STREET WEST HARTFORD, CT 06107			GEN OPER BUDGET	1,500
UNIVERSITY OF WASHINGTON BOX 354115 SEATTLE, WA 98195			RARE PLANT CARE AND CONSERVATION	2,000
WAYFINDER SCHOOLS 79 WASHINGTON STREET CAMDEN, ME 04843			GEN OPER BUDGET	1,925
YANKEE AIR MUSEUM 47884 D STREET BELLEVILLE, MI 48111			GEN OPER BUDGET	500
YOUTH ON THEIR OWN 1660 N ALVERNON WAY TUCSON, AZ 85712			GEN OPER BUDGET	3,000
Total . . . . ▶ **3a**				243,795

TY 2013 Accounting Fees Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FLEMING BROCKSCHMIDT & DURKIN	9,030	9,030		

TY 2013 Compensation Explanation

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Person Name	Explanation
THOMAS R DEUPREE	
SUSAN D JONES	
RICHARD R DEUPREE III	
KATO DEUPREE	
ANDI JONES	
KAROLEN DEUPREE	
TAYLOR DEUPREE	
KRISTINE CRAMER	
MARTHA CHONG	

TY 2013 Investments Corporate Stock Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE	131,701	213,061
ACCENTURE		
ALTRIA GROUP INC	88,212	172,583
ANALOG DEVICES INC	151,486	186,001
AT&T INC		
AUTOMATIC DATA PROC	71,507	95,057
BANK OF NOVA SCOTIA		
BAXTER INTL	168,789	192,318
BCE INC	106,569	133,132
BLACKROCK INC	160,645	210,936
BRISTOL-MYERS SQUIBB CO		
CHEVRON CORP	198,331	235,643
CISCO SYSTEMS	161,839	198,800
COCA COLA COM	147,387	180,242
CULLEN FRST BKRS PV	98,528	104,834
DIGITAL RLTY TR INC		
EMERSON ELEC CO	106,672	187,135
GALLAGHER ARTHUR J	92,781	121,393
GENERAL ELECTRIC	182,920	222,854
GENUINE PARTS CO	54,741	104,043
GLAXOSMITHKLINE PLC	121,155	148,407
HCP INC	58,366	88,139
HEALTH CARE REIT INC COM	96,080	155,108
INTEL CORP	79,477	105,833
JOHNSON AND JOHNSON COM	193,510	291,367
KIMBERLY CLARK	123,325	232,450
KINDER MORGAN		
KRAFT FOODS GROUP	168,392	215,221
MATTEL INC		
MCDONALDS CORP COM	116,116	193,925

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK AND CO INC	139,679	189,170
MICROSOFT	130,203	197,867
NATIONAL RETAIL PPTYS		
NEXTERA ENERGY INC SHS	75,398	135,581
NOVARTIS ADR	103,687	191,471
ONEOK INC	65,469	191,305
PHILIP MORRIS INTL INC	104,576	172,836
PROCTER & GAMBLE	70,725	170,147
QUALCOMM	155,476	193,248
REALTY INCM CRP MD PV1	36,431	61,300
SPECTRA ENERGY	168,109	211,126
SOUTHERN COMPANY		
TUPPERWARE BRANDS	60,319	64,867
UNITED TECHS CORP COM		
US BANCORP	171,222	210,968
VENTAS	74,095	58,331
WILLIAMS COMPANIES	92,861	183,361
APPLE INC	98,939	152,870
LOCKHEED MARTIN CORP	159,305	207,342
LYONDELL BASELL INDUSTRIES	137,989	167,470
MARSH & MCLENNAN COS	74,274	74,103
MAXIM INTEGRATED PRODS	74,693	71,339
PAYCHEX INC	86,741	89,354
PEPSICO INC	75,507	75,046
WISCONSIN ENERGY CORP	136,389	150,848
3M COMPANY	217,621	237,062

TY 2013 Other Expenses Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSES	203			

TY 2013 Other Liabilities Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD PAYABLE	11,609	

TY 2013 Other Professional Fees Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	34,774	34,774		

TY 2013 Taxes Schedule

Name: DEUPREE FAMILY FOUNDATION

EIN: 31-1746946

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF OHIO	200			
FOREIGN DIVIDEND TAXES WITHHELD	2,022	2,022		
FEDERAL	15,042			