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

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning 7/01 **, 2013, and ending** 6/30 **, 2014**

THE WHARTON FOUNDATION, INC.
1001 ARBOLADO ROAD
SANTA BARBARA, CA 93103-2037

A Employer identification number
36-6130748

B Telephone number (see the instructions)
(805) 845-8861

C If exemption application is pending, check here ► ☐

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 ► ☐

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

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

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, column (c), line 16)* ► $ 3,460,714.

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

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 (att sch)				
2	Ck ► ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	11.	11.		
4	Dividends and interest from securities	74,014.	74,014.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	475,024.			
b	Gross sales price for all assets on line 6a 3,161,456.				
7	Capital gain net income (from Part IV, line 2)		475,024.		
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/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	549,049.	549,049.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	44,000.	4,400.		28,600.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 1	3,550.	710.		2,840.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 2	6,567.	3,308.		2,311.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 3	48,747.	25,022.		23,562.
24	**Total operating and administrative expenses.** Add lines 13 through 23	102,864.	33,440.		57,313.
25	Contributions, gifts, grants paid STMT 4	167,178.			167,178.
26	**Total expenses and disbursements.** Add lines 24 and 25	270,042.	33,440.	0.	224,491.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	279,007.			
b	**Net investment income** (if negative, enter -0-)		515,609.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	34,457.	24,006.	24,006.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 5	2,859,214.	3,148,672.	3,436,458.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► SEE STATEMENT 6)	250.	250.	250.
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,893,921.	3,172,928.	3,460,714.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ 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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,893,921.	3,172,928.	
	30	**Total net assets or fund balances** (see instructions)	2,893,921.	3,172,928.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,893,921.	3,172,928.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,893,921.
2	Enter amount from Part I, line 27a	2	279,007.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,172,928.
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	3,172,928.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1 a	NORTHERN TRUST-DETAILS UPON REQUEST	P	VARIOUS	VARIOUS
b	BMO PRIVATE BANK-DETAILS UPON REQUEST	P	VARIOUS	VARIOUS
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	114,531.		108,205.	6,326.
b	3,046,925.		2,578,227.	468,698.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				6,326.
b				468,698.
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	475,024.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (column (b) divided by column (c))
2012	191,518.	3,240,910.	0.059094
2011	159,078.	3,156,536.	0.050396
2010	144,932.	3,269,880.	0.044323
2009	122,269.	3,024,118.	0.040431
2008	89,122.	3,081,986.	0.028917

2	**Total** of line 1, column (d)	2	0.223161
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	0.044632
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,315,255.
5	Multiply line 4 by line 3	5	147,966.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,156.
7	Add lines 5 and 6	7	153,122.
8	Enter qualifying distributions from Part XII, line 4	8	224,491.

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)

1 a	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 instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	5,156.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,156.
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	5,156.
6	Credits/Payments				
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	2,160.		
b	Exempt foreign organizations – tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments Add lines 6a through 6d			7	2,160.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	2,996.
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
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 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*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
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*	8 b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JEAN PETTITT Telephone no ► (805) 845-8861

Located at ► 1001 ARBOLADO ROAD SANTA BARBARA CA ZIP + 4 ► 93103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

5 a 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)? **5 b** N/A

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)

6 a 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? **6 b** No: X

If 'Yes' to 6b, file Form 8870

7 a 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 **7 b**

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 STATEMENT 7		44,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

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 N/A	
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 instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes				
a Average monthly fair market value of securities			1 a	3,283,935.
b Average of monthly cash balances			1 b	81,806.
c Fair market value of all other assets (see instructions)			1 c	
d **Total** (add lines 1a, b, and c)			1 d	3,365,741.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.		
2 Acquisition indebtedness applicable to line 1 assets			2	0.
3 Subtract line 2 from line 1d			3	3,365,741.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	50,486.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,315,255.
6 **Minimum investment return.** Enter 5% of line 5			6	165,763.

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	165,763.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	5,156.		
b Income tax for 2013 (This does not include the tax from Part VI)	2 b			
c Add lines 2a and 2b			2 c	5,156.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	160,607.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	160,607.
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	160,607.

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	1 a	224,491.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	224,491.
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	5,156.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	219,335.

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					160,607.
2 Undistributed income, if any, as of the end of 2013.					
a Enter amount for 2012 only				0.	
b Total for prior years: 20 ___ , 20 ___ , 20 ___			0.		
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011	3,901.				
e From 2012	33,764.				
f **Total** of lines 3a through e		37,665.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 224,491.					
a Applied to 2012, but not more than line 2a				0.	
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					160,607.
e Remaining amount distributed out of corpus		63,884.			
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		101,549.			
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 instructions				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		101,549.			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	3,901.				
d Excess from 2012	33,764.				
e Excess from 2013	63,884.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2 a 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 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 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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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*				
Total			► 3a	
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11.	
4 Dividends and interest from securities			14	74,014.	
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	475,024.	
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)				549,049.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	549,049.

(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)
N/A	

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

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

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
N/A			

2 a 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
N/A		

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date 10/21/14

Title President

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

Paid Preparer Use Only

Print/Type preparer's name DAVID R. ALVARADO	Preparer's signature DAVID R. ALVARADO	Date 10/8/14	Check ☐ if self-employed	PTIN P00146534
Firm's name ▶ PERI & ALVARADO CPAS, INC.			Firm's EIN ▶ 77-0052443	
Firm's address ▶ 360 S. HOPE AVENUE, SUITE C300 SANTA BARBARA, CA 93105			Phone no (805) 563-1049	

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX PREPARATION	$ 3,550.	$ 710.		$ 2,840.
TOTAL	$ 3,550.	$ 710.	$ 0.	$ 2,840.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FILING FEES	$ 60.			
FEDERAL EXCISE TAX	2,952.	$ 2,952.		
PAYROLL TAX	3,555.	356.		$ 2,311.
TOTAL	$ 6,567.	$ 3,308.	$ 0.	$ 2,311.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETINGS	$ 13,105.	$ 2,621.		$ 10,484.
CONFERENCES AND MEETINGS	2,026.	405.		1,621.
DUES AND SUBSCRIPTIONS	1,000.	200.		800.
INSURANCE	1,481.			1,481.
INVESTMENT FEES	21,678.	21,678.		
OFFICE SUPPLIES, INTERNET	1,093.			1,093.
PAYROLL PROCESSING	652.	65.		424.
POSTAGE AND DELIVERY	82.			82.
PROGRAM DEVELOPMENT	6,474.			6,474.
SITE VISITS	890.			890.
TELEPHONE	266.	53.		213.
TOTAL	$ 48,747.	$ 25,022.	$ 0.	$ 23,562.

STATEMENT 4
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: FOUNDATION FOR SANTA BARBARA CITY COLLEG
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: $ 1,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: FOUNDATION FOR SANTA BARBARA CITY COLLEG
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 15,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: FOUNDATION ROUNDTABLE PARTNERSHIP FOR EX
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: FUTURE LEADERS OF AMERICA
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 10,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: JUST COMMUNITIES
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 10,000.

CLASS OF ACTIVITY:
DONEE'S NAME: LAWRENCE HALL OF SCIENCE UNIV OF CA FOUN
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 13,000.

CLASS OF ACTIVITY:
DONEE'S NAME: MAKER EDUCATION INITIATIVE TIDES CENTER
DONEE'S ADDRESS:
WALNUT CREEK, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: PARTNERSHIP FOR EXCELLENCE CONFERENCE FO
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: $ 500.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: SANTA BARBARA MUSEUM OF NATURAL HISTORY'
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 15,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: SANTA BARBARA SCHOOL DISTRICT'S SCIENCE
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 42,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: UNIVERSITY OF CALIFORNIA SANTA BARBARA M
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 3,000.

CLASS OF ACTIVITY: BOARD DESIGNATED FUND
DONEE'S NAME: UNITED WAY OF TREASURE VALLEY TREASURE V
DONEE'S ADDRESS:
BOISE, ID
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 35,000.

CLASS OF ACTIVITY: JUNIOR TRUSTEE FUND
DONEE'S NAME: GOLETA UNION SCHOOL DISTRICT TECHNOLOGY
DONEE'S ADDRESS:
GOLETA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 5,928.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: ANTI-DEFAMATION LEAGUE EDUCATION PROGRA
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: BOISE PUBLIC SCHOOLS FOUNDATION
DONEE'S ADDRESS:
BOISE, ID
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: $ 1,000.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: GRAND CANYON YOUTH
DONEE'S ADDRESS:
FLAGSTAFF, AZ
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: HARKER SCHOOL
DONEE'S ADDRESS:
SAN JOSE, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: HASTINGS COLLEGE FOUNDATION SCHOLARSHIP
DONEE'S ADDRESS:
HASTINGS, NE
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: RANIER SCHOLARS
DONEE'S ADDRESS:
SEATTLE, WA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: SANTA BARBARA VILLAGE
DONEE'S ADDRESS:
SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: UNIVERSITY OF NEBRASKA SCHOLARSHIP FUND
DONEE'S ADDRESS:
LINCOLN, NE
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: UNIVERSITY OF THE PACIFIC
DONEE'S ADDRESS:
SANTA CLARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: $ 500.

CLASS OF ACTIVITY: MATCHING FUND
DONEE'S NAME: FUTURE LEADERS OF AMERICA
DONEE'S ADDRESS:

SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: MATCHING FUND
DONEE'S NAME: NATIONAL MS SOCIETY
DONEE'S ADDRESS:

SEATTLE, WA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 750.

CLASS OF ACTIVITY: MATCHING FUND
DONEE'S NAME: ROMANIA LEADERSHIP MINISTRIES
DONEE'S ADDRESS:

WHEATON, IL
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 4,000.

CLASS OF ACTIVITY: MATCHING FUND
DONEE'S NAME: SANSUM MEDICAL RESEARCH INSTITUTE
DONEE'S ADDRESS:

SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: MATCHING FUND
DONEE'S NAME: SANTA BARBARA GENEALOGY SOCIETY
DONEE'S ADDRESS:

SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: MATCHING FUND
DONEE'S NAME: SANTA BARBARA MUSEUM OF NATURAL HISTORY'
DONEE'S ADDRESS:

SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: TRUSTEE FUND
DONEE'S NAME: SANTA BARBARA VILLAGE
DONEE'S ADDRESS:

SANTA BARBARA, CA
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN:	$ 1,000.
TOTAL	$ 167,178.

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
SEE STATEMENT A PAGE 9 OF 9	COST	$ 3,148,672.	$ 3,436,458.
	TOTAL	$ 3,148,672.	$ 3,436,458.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DUE FROM CA GOVT	$ 250.	$ 250.
TOTAL	$ 250.	$ 250.

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
J.W. PETTITT C/O 1001 ARBOLADO ROAD SANTA BARBARA, CA 93103	PRESIDENT 30.00	$ 44,000.	$ 0.	$ 0.
S.D. PETTITT C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	DIRECTOR 2.00	0.	0.	0.
K. SCHAFER C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	VICE PRESIDENT 2.00	0.	0.	0.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
J. EDWARDS C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	TREASURER 5.00	$ 0.	$ 0.	$ 0.
E.W. PETERSON C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	DIRECTOR 2.00	0.	0.	0.
J. MEISEL C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	SECRETARY 3.00	0.	0.	0.
W. PETTITT C/O 1001 ARBOLADO RD. SANTA BARBARA, CA 93103	DIRECTOR 2.00	0.	0.	0.
	TOTAL	$ 44,000.	$ 0.	$ 0.

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	THE WHARTON FOUNDATION, INC.
CARE OF:	MS. JEAN PETTITT
STREET ADDRESS:	1001 ARBOLADO ROAD
CITY, STATE, ZIP CODE:	SANTA BARBARA, CA 93103
TELEPHONE:	(805) 845-8861
E-MAIL ADDRESS:	WHARTONFOUNDATION@GMAIL.COM
FORM AND CONTENT:	LETTER, VIA MAIL, FAX OR EMAIL, DESCRIBING THE PROJECT AND IT'S COST, AMOUNT OF FUNDS REQUESTED, GENERAL BACKGROUND OF THE ORGANIZATION AND THE PURPOSE AND OBJECTIVES OF THE PROJECT TO BE FUNDED. COPY OF MOST RECENT IRS LETTER OF TAX EXEMPT STATUS MUST BE INCLUDED.
SUBMISSION DEADLINES:	JANUARY
RESTRICTIONS ON AWARDS:	NONE

THE WHARTON FOUNDATION, INC.
FORM 990-PF
FEIN 36-6130748
FYE 06/30/14

· *Details of assets in your account*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM								
GOLDMAN SACHS FINANCIAL SQUARE FUNDS MONEY MARKET FUND		20,364.480	1 0000	20,364.48	20,364 48	0 00	13 95	0.07%
TOTAL CASH & SHORT-TERM				**$20,364.48**	**$20,364.48**	**$0.00**	**$13.95**	**.07%**
FIXED INCOME/LOW VOLATILITY								
U.S. government bonds								
FEDL NATL MTGE ASSN POOL #535982 30 YR GTD SINGLE FAMILY MORTGAGE DTD 05/01/2001 7.500% 05/01/2031 NON CALLABLE MOODYS. N/A S&P. N/A		180 310	114 6470	206 72	0 00	206 72	13 52	6 54%
Total U.S. government bonds				**$206.72**	**$0.00**	**$206.72**	**$13.52**	**6 54%**
Corporate and other taxable								
Corporate								
LOWE'S COMPANIES INC DTD 09/11/2007 6 100% 09/15/2017 NON CALLABLE MOODYS. A3 S&P A-		50,000 000	114 6170	57,308 50	51,020 50	6,288 00	3,050.00	5 32%
Taxable funds								
BAIRD CORE PLUS BOND FUND	BCOIX	18,198 362	11 1200	202,365 79	200,545 95	1,819 84	6,351 23	3 14%
DODGE & COX INCOME FUND MUTUAL FUND	DODIX	14,534.884	13.8900	201,889 54	200,290 71	1,598.83	6,177 33	3 06%
VANGUARD SHORT-TERM INVESTMENT GRADE FUND	VFSUX	11,658 234	10 7700	125,559 18	125,209 44	349 74	2,483 20	1 98%
Total Corporate and other taxable				**$587,123.01**	**$577,066.60**	**$10,056.41**	**$18,061.76**	**3.08%**

STATEMENT A

· *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Alternatives-Low Volatility								
Opportunistic low volatility								
FRANKLIN FLOATING RATE DAILY ACCESS FUND	FDAAX	10,893 246	9 1900	100,108 93	99,999.99	108 94	3,725.49	3.72%
HARTFORD FLOATING RATE FUND	HFLYX	11,123.471	9 0300	100,444.94	100,000.00	444.94	4,193 55	4 17%
Total Alternatives-Low Volatility				**$200,553.87**	**$199,999.99**	**$553.88**	**$7,919.04**	**3.95%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$787,883.60**	**$777,066.59**	**$10,817.01**	**$25,994.32**	**3.30%**
EQUITY/HIGH VOLATILITY								
U.S. equity								
AES CORP Utilities	AES	2,475 000	15 5500	38,486 25	35,698.51	2,787 74	495 00	1 29%
ALLIANCE DATA SYSTEMS CORP Information technology	ADS	50 000	281 2500	14,062 50	12,863 00	1,199.50	0 00	0 00%
AMDOCS LTD ORD Information technology	DOX	700 000	46 3300	32,431 00	32,605 93	-174.93	434 00	1.34%
AMERICAN ELEC PWR INC Utilities	AEP	200.000	55 7700	11,154 00	10,267 98	886 02	400 00	3.59%
AMERICAN EXPRESS CO CAPITAL STOCK Financials	AXP	155 000	94 8700	14,704 85	7,473 29	7,231 56	161 20	1 10%
AMERIPRISE FINANCIAL INC Financials	AMP	275.000	120.0000	33,000 00	29,519 54	3,480 46	638 00	1 93%
AMGEN INC Health care	AMGN	100 000	118 3700	11,837 00	7,471 27	4,365 73	244 00	2 06%

THE WHARTON FOUNDATION, INC.
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· Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	-	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
APPLE INC Information technology	AAPL	910 000		92 9300		84,566 30		33,191 95		51,374 35	1,710.80	2 02%
BOEING CO Industrials	BA	175 000		127.2300		22,265 25		21,753 62		511.63	511 00	2 29%
CELGENE CORP Health care	CELG	250 000		85 8800		21,470 00		17,226 24		4,243 76	0.00	0 00%
CF INDUSTRIES HOLDINGS INC Materials	CF	75 000		240.5300		18,039.75		19,021 50		-981 75	300 00	1 66%
CHEVRON CORPORATION Energy	CVX	250 000		130 5500		32,637 50		22,941.12		9,696 38	1,070.00	3 28%
CHIPOTLE MEXICAN GRILL INC Consumer discretionary	CMG	25 000		592 5100		14,812 75		13,762 50		1,050 25	0.00	0 00%
CISCO SYSTEMS INC Information technology	CSCO	750.000		24 8500		18,637 50		15,670 27		2,967 23	570 00	3 06%
COCA COLA ENTERPRISES INC Consumer staples	CCE	825 000		47 7800		39,418 50		37,998.34		1,420 16	825 00	2 09%
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	800 000		53 6800		42,944 00		39,111 92		3,832.08	720 00	1 68%
COSTCO WHOLESALE CORP NEW Consumer staples	COST	100.000		115.1600		11,516 00		7,469 15		4,046.85	142 00	1 23%
CVS CAREMARK CORP Consumer staples	CVS	275 000		75 3700		20,726 75		13,001 62		7,725 13	302 50	1 46%
DISCOVER FINL SVCS Financials	DFS	625 000		61 9800		38,737 50		35,143 69		3,593 81	600.00	1 55%

STATEMENT A

THE WHARTON FOUNDATION, INC.
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Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
DISNEY WALT CO NEW Consumer discretionary	DIS	100 000	85 7400	8,574 00	3,385 01	5,188 99	86 00	1 00%
DR PEPPER SNAPPLE GROUP INC Consumer staples	DPS	275.000	58 5800	16,109 50	14,308 22	1,801 28	451 00	2 80%
EVEREST RE GROUP LIMITED Financials	RE	175 000	160.4900	28,085 75	27,074.25	1,011 50	525 00	1 87%
EXELON CORP Utilities	EXC	775.000	36 4800	28,272.00	28,310 53	-38 53	961 00	3 40%
EXXON MOBIL CORPORATION Energy	XOM	350.000	100 6800	35,238 00	26,961 00	8,277.00	966 00	2 74%
FIFTH THIRD BANCORP Financials	FITB	1,025 000	21 3500	21,883 75	22,939 40	-1,055 65	533 00	2 44%
GOOGLE INC CLASS C Information technology	GOOG	40 000	575 2800	23,011 20	10,696 42	12,314 78	0 00	0 00%
GOOGLE INC-CL A COMMON STOCK CL A Information technology	GOOGL	40 000	584.6700	23,386 80	10,668.48	12,718.32	0 00	0 00%
HALLIBURTON CO Energy	HAL	625 000	71 0100	44,381 25	36,493 69	7,887 56	375 00	0 84%
HEWLETT PACKARD CO Information technology	HPQ	500 000	33 6800	16,840 00	16,220 96	619 04	320 00	1 90%
HOME DEPOT INC Consumer discretionary	HD	200.000	80 9600	16,192 00	9,747 78	6,444 22	376 00	2 32%
HUNTINGTON INGALLS INDUSTRIES Industrials	HII	150.000	94 5900	14,188 50	14,758 48	-569 98	120 00	0.85%

THE WHARTON FOUNDATION, INC.
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Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
JOHNSON & JOHNSON Health care	JNJ	400 000	104 6200	41,848 00	39,851 98	1,996 02	1,120 00	2 68%
KROGER CO Consumer staples	KR	750 000	49 4300	37,072 50	33,397 43	3,675 07	495 00	1.33%
MACY'S INC Consumer discretionary	M	600 000	58 0200	34,812 00	35,009 94	-197 94	750 00	2 15%
MAGNA INTERNATIONAL INC CLASS A COMMON STOCK CLASS A Consumer discretionary	MGA	125.000	107.7500	13,468 75	12,146 24	1,322 51	190 00	1.41%
MARATHON PETROLEUM CORPROATION Energy	MPC	225.000	78 0700	17,565 75	19,067.48	-1,501.73	378.00	2.15%
MCKESSON CORP Health care	MCK	275.000	186 2100	51,207 75	46,466 72	4,741 03	264 00	0 52%
MEDTRONIC INC Health care	MDT	350 000	63 7600	22,316 00	21,394 91	921 09	427 00	1 91%
MERCK & CO INC NEW Health care	MRK	300 000	57 8500	17,355 00	17,045 49	309 51	528 00	3.04%
MICROSOFT CORP Information technology	MSFT	275.000	41 7000	11,467 50	10,962 47	505 03	308 00	2.69%
MYLAN INC Health care	MYL	575.000	51 5600	29,647 00	27,277 95	2,369 05	0 00	0 00%
NETAPP INC Information technology	NTAP	400 000	36 5200	14,608 00	14,679 96	-71 96	264 00	1 81%
NORTHROP GRUMMAN CORPORATION Industrials	NOC	325 000	119 6300	38,879 75	38,633 79	245.96	910 00	2 34%

· Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
O'REILLY AUTOMOTIVE INC Consumer discretionary	ORLY	125 000	150 6000	18,825 00	17,997 49	827 51	0 00	0 00%
ORACLE CORPORATION Information technology	ORCL	1,075 000	40 5300	43,569 75	35,840 48	7,729 27	516.00	1.18%
OSHKOSH CORP Industrials	OSK	150.000	55 5300	8,329.50	8,711 99	-382 49	90 00	1 08%
PACKAGING CORP OF AMERICA Materials	PKG	325.000	71 4900	23,234 25	22,350 74	883.51	520 00	2.24%
PETSMART INC Consumer discretionary	PETM	125 000	59 8000	7,475 00	8,633.74	-1,158 74	97.50	1 30%
PPG INDUSTRIES INC Materials	PPG	150 000	210.1500	31,522 50	28,885 50	2,637.00	402 00	1 27%
QUALCOMM INC Information technology	QCOM	175.000	79 2000	13,860 00	9,601 06	4,258.94	294 00	2 12%
SOUTHWEST AIRLINES CO Industrials	LUV	1,150 000	26 8600	30,889 00	27,523 89	3,365 11	276.00	0 89%
TRAVELERS COMPANIES INC Financials	TRV	400.000	94 0700	37,628.00	35,179.97	2,448 03	880 00	2 34%
TYSON FOODS INC CLASS A CLASS A COMMON STOCK Consumer staples	TSN	900 000	37 5400	33,786 00	37,511 91	-3,725 91	270 00	0.80%
UNION PAC CORP Industrials	UNP	300.000	99 7500	29,925 00	27,765 48	2,159 52	546 00	1 82%
UNUMPROVIDENT CORP Financials	UNM	250 000	34 7600	8,690 00	8,539 97	150 03	145 00	1 67%

Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
WAL MART STORES INC Consumer staples	WMT	300 000	75 0700	22,521 00	22,658 97	-137 97	576 00	2 56%
WELLS FARGO & CO Financials	WFC	885 000	52 5600	46,515 60	26,064 65	20,450 95	1,239.00	2 66%
Total U.S. equity				**$1,484,628.75**	**$1,266,955.86**	**$217,672.89**	**$25,322.00**	**1.71%**
U.S. equity funds								
ASTON FAIRPOINTE MID CAP I Small cap diversified equity	ABMIX	1,076.658	49 3500	53,133 07	50,075 37	3,057 70	66.11	0 12%
HOTCHKIS & WILEY SMALL CAP VALUE FUND Small cap value	HWSIX	322 009	66 6200	21,452 24	20,054 72	1,397 52	64.08	0 30%
VANGUARD MID-CAP VALUE INDEX FUND Small cap value	VOE	300 000	86 9400	26,082 00	24,357 00	1,725 00	367 20	1 41%
VANGUARD SMALL-CAP INDEX FUND Small cap diversified equity	VSISX	292 771	50 5600	14,802 50	14,035.44	767 06	180.93	1 22%
Total U.S. equity funds				**$115,469.81**	**$108,522.53**	**$6,947.28**	**$678.32**	**.59%**
International								
ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND Emerging	ABEMX	5,605 774	15 4300	86,497 09	81,168 61	5,328 48	1,126 76	1 30%
ACADIAN EMERGING MARKETS PORTFOLIO Emerging	AEMGX	5,665 722	19 6400	111,274 78	101,303 11	9,971 67	1,195 47	1 07%
CANADIAN NATURAL RESOURCES Energy	CNQ	500 000	45 9100	22,955 00	20,240 00	2,715 00	415 50	1 81%

Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
DELPHI AUTOMOTIVE PLC Consumer discretionary	DLPH	525 000	68 7400	36,088 50	34,655.51	1,432 99	525.00	1 45%
EMERGING GLOBAL SHARES DOW JONES EMERGING MATKETS CONSUMER TITANS INDEX FUND Emerging	ECON	1,900.000	27 7300	52,687 00	49,836 81	2,850 19	372 40	0 71%
LYONDELLBASELL INDUSTRIES NV Materials	LYB	250 000	97 6500	24,412 50	24,622 50	-210.00	700 00	2 87%
OAKMARK INTERNATIONAL FUND Developed large cap	OAKIX	5,630 771	26.9000	151,467.74	146,199 10	5,268.64	2,455 02	1 62%
T ROWE PRICE INTERNATIONAL DISCOVERY FUND Developed small cap	PRIDX	883.861	58 9900	52,138 96	49,991 18	2,147.78	547 99	1 05%
TWEEDY BROWNE GLOBAL VALUE FUND Developed large cap	TBGVX	5,483 507	27 8800	152,880 18	145,946 88	6,933 30	1,754 72	1 15%
WISDOMTREE INTERNATIONAL SMALLCAP DIVIDEND FUND Developed small cap	DLS	700 000	64 7800	45,346 00	45,083.74	262 26	1,408 40	3 11%
Total International				**$735,747.75**	**$699,047.44**	**$36,700.31**	**$10,501.26**	**1.43%**
Alternatives-High Volatility								
Hedge funds								
GATEWAY FUND Total return hedge funds	GTEYX	7,618 464	29 4700	224,516 13	219,792 80	4,723.33	3,565.44	1 59%
Total Alternatives-High Volatility				**$224,516.13**	**$219,792.80**	**$4,723.33**	**$3,565.44**	**1.59%**
REITS								

· *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
SIMON PROPERTY GROUP INC		150 000	166 2800	24,942 00	14,948 75	9,993.25	780 00	3 13%
SPDR DOW JONES REIT ETF Domestic reits	RWR	500.000	83 0000	41,500.00	41,031.00	469 00	1,260.00	3.04%
WASHINGTON PRIME GROUP REAL ESTATE INVESTMENT TRUST		75 000	18 7400	1,405 50	942 09	463 41	0 00	0 00%
Total REITS				**$67,847.50**	**$56,921.84**	**$10,925.66**	**$2,040.00**	**3.01%**
TOTAL EQUITY/HIGH VOLATILITY				**$2,628,209.94**	**$2,351,240.47**	**$276,969.47**	**$42,107.02**	**1.60%**
TOTAL ASSETS IN YOUR ACCOUNT				**$3,436,458.02**	**$3,148,671.54**	**$287,786.48**	**$68,115.29**	**1.98%**