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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ **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 SHEEP MEADOW FOUNDATION		A Employer identification number 83-0478666
% ELIZABETH C MACOMBER		B Telephone number (see instructions) (708) 799-6800
Number and street (or P O box number if mail is not delivered to street address) PO BOX 13315 Suite	Room/suite	
City or town, state or province, country, and ZIP or foreign postal code BURTON, WA 98103		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,575,501	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	1,251,188			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	42,364	42,364		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,943			
	b Gross sales price for all assets on line 6a 964,138				
	7 Capital gain net income (from Part IV, line 2)		27,943		
	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	1,321,495	70,307			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,575	2,288	0	2,287
	c Other professional fees (attach schedule)	15,721	15,721		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	268	88		180
	24 Total operating and administrative expenses. Add lines 13 through 23	21,564	18,097	0	2,467
	25 Contributions, gifts, grants paid	90,000			90,000
26 Total expenses and disbursements. Add lines 24 and 25	111,564	18,097	0	92,467	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,209,931				
b Net investment income (if negative, enter -0-)		52,210			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,291	59	59		
	2	Savings and temporary cash investments	79,638	152,705	152,705		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	1,840,909	2,980,005	3,422,737		
	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)	1,922,838	3,132,769	3,575,501			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	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 <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds	1,713,251	2,964,439				
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	209,587	168,330				
30	Total net assets or fund balances (see page 17 of the instructions)	1,922,838	3,132,769				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,922,838	3,132,769				

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	1,922,838
2	Enter amount from Part I, line 27a	2	1,209,931
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,132,769
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	3,132,769

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)
1 a PUBLICLY TRADED SECURITIES	P		
b CAPITAL GAIN DIVIDENDS	P		
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 951,858		936,195	15,663
b 12,280			12,280
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			15,663
b			12,280
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	27,943
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	

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	87,675	1,479,964	0.059241
2011	37,525	810,030	0.046325
2010	8,475	515,697	0.016434
2009	13,000	228,071	0.057
2008	59,981	217,735	0.275477

2 Total of line 1, column (d).	2	0.454477
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	0.090895
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,849,474
5 Multiply line 4 by line 3.	5	259,003
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	522
7 Add lines 5 and 6.	7	259,525
8 Enter qualifying distributions from Part XII, line 4.	8	92,467

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,044
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	1,044
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	1,044
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,534
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,534
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	490
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 490 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? <input checked="" type="checkbox"/>	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>	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? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, DC _____		
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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ ELIZABETH C MACOMBER Telephone no ▶ (206) 463-6392 Located at ▶ PO BOX 13315 BURTON WA ZIP +4 ▶ 98103			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
ELIZABETH C MACOMBER SHEEP MEADOW FOUNDATION BURTON, WA 98103	PRESIDENT 0	0	0	0
JOHN D MACOMBER SHEEP MEADOW FOUNDATION BURTON, WA 98103	MEMBER - BOARD OF DIRECTORS 0	0	0	0
JANET M WILLIAMSON SHEEP MEADOW FOUNDATION BURTON, WA 98103	MEMBER - BOARD OF DIRECTORS 0	0	0	0
WILLIAM B MACOMBER II SHEEP MEADOW FOUNDATION BURTON, WA 98103	MEMBER - BOARD OF DIRECTORS 0	0	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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,691,094
b	Average of monthly cash balances.	1b	201,773
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,892,867
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	0
3	Subtract line 2 from line 1d.	3	2,892,867
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	43,393
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,849,474
6	Minimum investment return. Enter 5% of line 5.	6	142,474

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	142,474
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,044
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,044
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	141,430
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	141,430
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	141,430

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	92,467
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	92,467
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	92,467

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				141,430
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 2010, 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				49,132
b From 2009.				1,622
c From 2010.				
d From 2011.				
e From 2012.				14,186
f Total of lines 3a through e.	64,940			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>92,467</u>				
a Applied to 2012, but not more than line 2a			0	
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.				92,467
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	48,963			48,963
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,977			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		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).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	169			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	15,808			
10 Analysis of line 9				
a Excess from 2009.				1,622
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				14,186
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))

JOHN D MACOMBER BOARD OF DIRECTOR

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT ATTACHED 1313 175TH ST HOMEWOOD,IL 60430	NONE	PUBLIC	FOR GENERAL OPERATING PURPOSES	90,000
Total				90,000
b <i>Approved for future payment</i>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Gain or (loss) from sales of assets other than inventory, and Subtotal.

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

Table with 2 columns: 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?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Table with 4 columns: (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
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here
Signature of officer or trustee: ***** Date: 2014-11-04 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: CHRISTIAN A KLAAS
Preparer's Signature
Date
Check if self-employed
PTIN: P00846199
Firm's name: FRIEDMAN & HUEY ASSOC LLP
Firm's EIN
Firm's address: 1313 WEST 175TH STREET HOMEWOOD, IL 60430
Phone no: (708) 799-6800

Schedule B
(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at**
www.irs.gov/form990.

2013

Name of the organization
SHEEP MEADOW FOUNDATION

Employer identification number
83-0478666

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
SHEEP MEADOW FOUNDATION

Employer identification number
83-0478666

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN MACOMBER 2806 N ST NW WASHINGTON, DC 20007	\$ 450,699	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	JOHN MACOMBER 2806 N ST NW WASHINGTON, DC 20007	\$ 800,489	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
SHEEP MEADOW FOUNDATION

Employer identification number
83-0478666

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	4,750 SHS BERKSHIRE HATHAWAY B NEWCLASS	\$ <u>259,559</u>	<u>2013-12-17</u>
<u>2</u>	14,508 SHS EDGEWOOD GROWTH INSTL	\$ <u>540,930</u>	<u>2013-12-17</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
SHEEP MEADOW FOUNDATION

Employer identification number
83-0478666

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

TY 2013 Accounting Fees Schedule

Name: SHEEP MEADOW FOUNDATION

EIN: 83-0478666

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRIEDMAN & HUEY ASSOCIATES	4,575	2,288		2,287

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

TY 2013 Depreciation Schedule

Name: SHEEP MEADOW FOUNDATION

EIN: 83-0478666

TY 2013 Investments - Land Schedule

Name: SHEEP MEADOW FOUNDATION

EIN: 83-0478666

TY 2013 Investments - Other Schedule

Name: SHEEP MEADOW FOUNDATION

EIN: 83-0478666

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHARLES SCHWAB #9316		2,813,236	3,229,400
CHARLES SCHWAB #3799		166,769	193,337

TY 2013 Land, Etc. Schedule

Name: SHEEP MEADOW FOUNDATION

EIN: 83-0478666

TY 2013 Other Expenses Schedule

Name: SHEEP MEADOW FOUNDATION

EIN: 83-0478666

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	88	88		
REGISTRATION FEES	180			180

TY 2013 Other Professional Fees Schedule

Name: SHEEP MEADOW FOUNDATION

EIN: 83-0478666

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	15,721	15,721		

TY 2013 Taxes Schedule

Name: SHEEP MEADOW FOUNDATION

EIN: 83-0478666

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX PAYMENTS	1,000			



Schwab One® Account of
**MACOMBER FAMILY FOUNDATION
 FUNDING**

Account Number
9844-9316

Statement Period
June 1-30, 2014

This Period

Year to Date

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
BERKSHIRE HATHAWAY B NEW	4,750.0000	126.5600	601,160.00	18%	280,818.76	0.00%	0.00
CLASS B	650 0000	77 0849	50,105 24 ^t	10/15/08	32,158 76	2084	Long-Term
SYMBOL BRKB	1,100 0000	57 7756	63,553 25 ^t	04/22/09	75,662 75	1895	Long-Term
	3,000 0000	68 8942	206,682 75 ^t	11/19/09	172,997 25	1684	Long-Term
<i>Cost Basis</i>			320,341 24				
			<i>Excess Book Basis over Tax Basis:</i>		<i>220,588.79</i>		
			<i>Total Cost Basis:</i>		<i>540,930.03</i>		

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



Investment Detail - Equities (continued)

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
EATON VANCE FLOATING [◇] RATE & HIGH INC I SYMBOL EIFHX	58,011.7020	9.0400	524,425.79	16%	9.03	524,057.19	368.60

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ABERDEEN GLOBAL SMALL [◇] CAP INST SYMBOL ABNIX	3,714.5840	30.8300	114,520.62	3%	27.54	102,316.28	12,204.34
AMG YACKTMAN FOCUSED FD [◇] INST SYMBOL YAFIX	9,859.3270	26.3900	260,187.64	8%	20.83	205,369.98	54,817.66
EDGEWOOD GROWTH INSTL SYMBOL EGFIX	28,501.2380	20.2100	576,010.02	17%	13.12	373,997.99 [†]	202,012.03
FIRST EAGLE OVERSEAS [◇] FUND CL I SYMBOL SGOIX	2,793.8180	25.2100	70,432.15	2%	22.42	62,638.61	7,793.54

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LYRICAL US VALUE EQTY FD ◊ INST SYMBOL LYRIX	9,320 9930	16 0500	149,601 94	4%	13 02	121,350 99	28,250 95
MATTHEWS ASIA DIVIDEND ◊ FUND INSTL SYMBOL MIPIX	7,158 0770	16 2800	116,533 49	3%	14 47	103,610 54	12,922 95
TWEEDY BROWNE ◊ WORLDWIDE HIGH DIV YIELD VAL SYMBOL TBHDX	9,659 6960	12 4300	120,070 02	4%	10 17	98,248 68	21,821 34
VANGUARD EURO STK INDEX ◊ FD ADMIRAL SHRS SYMBOL VEUSX	879 5490	74 9600	65,930 99	2%	71 15	62,580 72	3,350 27
VANGUARD 500 INDEX FD ◊ ADMIRAL SHRS SYMBOL VFIAX	1,406 2450	180 8300	254,291 28	8%	152 75	214,801 36	39,489 92



Excess Book Basis over Tax Basis: **119,696.16**
Total Cost Basis: **1,988,668.50**



Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
S P D R S&P 500 ETF TR ^o	1,392.8916	195.7200	272,616.74	8%	66,994.57		
EXPIRING 01/22/2118	5 9240	159 2606	943 46		215 99		Long-Term
SYMBOL SPY	26 9676	177 6917	4,791 92		486 18		Short-Term
	360 0000	146 9755	52,911 21	01/14/13	17,547 99	532	Long-Term
	400 0000	146 9755	58,790 23	01/14/13	19,497 77	532	Long-Term
	600 0000	146 9755	88,185 35	01/14/13	29,246 65	532	Long-Term
<i>Cost Basis</i>			205,622 17				Accrued Dividend: 1,304.71
VANGUARD DIV APPRCIATION ^o	1,329.3032	77.9500	103,619.18	3%	25,603.89		
SYMBOL VIG	23 3041	60 9437	1,420 24		396 31		Long-Term
	32 9991	72 9213	2,406 34		165 94		Short-Term
	592 0000	57 8041	34,220 04	02/29/12	11,926 36	852	Long-Term
	681 0000	58 6911	39,968 67	09/05/12	13,115 28	663	Long-Term
<i>Cost Basis</i>			78,015 29				

Total Value 3,229,399.86
Total Cost Basis 2,813,235.96

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



Schwab One® Account of
MACOMBER FAMILY FOUNDATION
 MGR: ADVISORY RESEARCH INC

Account Number
1124-3799

Statement Period
June 1-30, 2014

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Holding Days	Holding Period	
ALEXANDER & BALDWIN NEW	180.0000	41.4500	7,461.00	4%	61.81	0.38%	28.80
SYMBOL: ALEX	100.0000	43.4015	4,340.15	07/26/13	(195.15)	339	Short-Term
	20.0000	37.4875	749.75	10/03/13	79.25	270	Short-Term
	20.0000	38.3765	767.53	12/12/13	61.47	200	Short-Term
	10.0000	40.5670	405.67	12/17/13	8.83	195	Short-Term
	30.0000	37.8696	1,136.09	02/10/14	107.41	140	Short-Term
<i>Cost Basis</i>			<i>7,399.19</i>				
ALLEGHENY TECH INC NEW	140.0000	45.1000	6,314.00	3%	2,283.32	1.59%	100.80
SYMBOL: ATI	120.0000	27.9267	3,351.21	07/26/13	2,060.79	339	Short-Term
	20.0000	33.9735	679.47	12/09/13	222.53	203	Short-Term
<i>Cost Basis</i>			<i>4,030.68</i>				
ALLIED WORLD ASSURANCE F	210.0000	38.0200	7,984.20	4%	1,245.82	5.26%	420.00
SYMBOL: AWH	150.0000	31.7010	4,755.15	07/26/13	947.85	339	Short-Term
	60.0000	33.0538	1,983.23	02/10/14	297.97	140	Short-Term
<i>Cost Basis</i>			<i>6,738.38</i>				<i>Accrued Dividend: 47.25</i>
ALLY FINANCIAL INC	160.0000	23.9100	3,825.60	2%	(74.07)	0.00%	0.00
SYMBOL: ALLY	40.0000	23.9137	956.55	05/29/14	(0.15)	32	Short-Term
	40.0000	23.7635	950.54	06/02/14	5.86	28	Short-Term
	40.0000	24.5907	983.63	06/11/14	(27.23)	19	Short-Term
	40.0000	25.2237	1,008.95	06/23/14	(52.55)	7	Short-Term
<i>Cost Basis</i>			<i>3,899.67</i>				
AMERCO	20.0000	290.7600	5,815.20	3%	2,486.45	0.00%	0.00
SYMBOL: UHAL	20.0000	166.4375	3,328.75	07/26/13	2,486.45	339	Short-Term

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

Schwab One® Account of
MACOMBER FAMILY FOUNDATION
MGR: ADVISORY RESEARCH INC

Account Number
1124-3799

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
Equities (continued)							
AMERICAN CAPITAL LTD	390.0000	15.2900	5,963.10	3%	666.08	0.00%	0.00
SYMBOL ACAS	310 0000	13 5778	4,209 14	07/26/13	530 76	339	Short-Term
	60 0000	13 5091	810 55	07/29/13	106.85	336	Short-Term
	20 0000	13 8665	277 33	09/19/13	28 47	284	Short-Term
<i>Cost Basis</i>			<i>5 297 02</i>				
BLOCK H & R INCORPORATED	150.0000	33.5200	5,028.00	2%	611.84	2.38%	120.00
SYMBOL HRB	60 0000	30 0491	1,802 95	01/09/14	208 25	172	Short-Term
	30 0000	29 6183	888 55	01/22/14	117 05	159	Short-Term
	40 0000	29 0177	1 160 71	01/27/14	180 09	154	Short-Term
	20 0000	28 1975	563 95	04/11/14	106.45	80	Short-Term
<i>Cost Basis</i>			<i>4,416 16</i>				<i>Accrued Dividend: 30.00</i>
C I T GROUP INC NEW	160.0000	45.7600	7,321.60	4%	(547.86)	0.87%	64.00
SYMBOL CIT	140.0000	50.1699	7,023.79	07/26/13	(617 39)	339	Short-Term
	20 0000	42 2835	845 67	05/09/14	69 53	52	Short-Term
<i>Cost Basis</i>			<i>7,869 46</i>				
CNO FINANCIAL GROUP INC	330.0000	17.8000	5,874.00	3%	1,040.23	1.34%	79.20
SYMBOL CNO	240 0000	14 2352	3,416 47	07/26/13	855.53	339	Short-Term
	50.0000	14 6470	732 35	07/29/13	157 65	336	Short-Term
	40 0000	17 1237	684 95	02/10/14	27 05	140	Short-Term
<i>Cost Basis</i>			<i>4,833.77</i>				
COMERICA INCORPORATED	135.0000	50.1600	6,771.60	3%	1,072 65	1 51%	102.60
SYMBOL CMA	120 0000	42 3485	5,081 83	07/26/13	937.97	339	Short-Term
	15 0000	41 1413	617.12	10/14/13	135 28	259	Short-Term
<i>Cost Basis</i>			<i>5,698.95</i>				<i>Accrued Dividend: 27.00</i>

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Schwab One® Account of
MACOMBER FAMILY FOUNDATION
MGR: ADVISORY RESEARCH INC

Account Number
1124-3799

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
CST BRANDS INC	175.0000	34.5000	6,037.50	3%	199.35	0.72%	43.75
SYMBOL: CST	80.0000	33.6118	2,688.95	11/27/13	71.05	215	Short-Term
	30.0000	33.7843	1,013.53	12/09/13	21.47	203	Short-Term
	20.0000	30.7355	614.71	02/10/14	75.29	140	Short-Term
	20.0000	32.2655	645.31	02/24/14	44.69	126	Short-Term
	25.0000	35.0260	875.65	06/23/14	(13.15)	7	Short-Term
<i>Cost Basis</i>			<i>5,838.15</i>				
DELEK US HOLDINGS INC	130.0000	28.2300	3,669.90	2%	(326.98)	2.12%	78.00
SYMBOL: DK	30.0000	28.6580	859.74	03/28/14	(12.84)	94	Short-Term
	20.0000	29.4835	589.67	04/01/14	(25.07)	90	Short-Term
	10.0000	32.1270	321.27	04/21/14	(38.97)	70	Short-Term
	20.0000	32.0840	641.68	04/28/14	(77.08)	63	Short-Term
	10.0000	33.1790	331.79	05/08/14	(49.49)	53	Short-Term
	10.0000	30.8930	308.93	05/15/14	(26.63)	46	Short-Term
	20.0000	30.9955	619.91	06/03/14	(55.31)	27	Short-Term
	10.0000	32.3890	323.89	06/09/14	(41.59)	21	Short-Term
<i>Cost Basis</i>			<i>3,996.88</i>				<i>Accrued Dividend: 13.00</i>
DISCOVER FINANCIAL SVCS	70.0000	61.9800	4,338.60	2%	881.45	1.54%	67.20
SYMBOL: DFS	70.0000	49.3878	3,457.15	07/26/13	881.45	339	Short-Term
ENCORE WIRE CORP	90.0000	49.0400	4,413.60	2%	501.29	0.16%	7.20
SYMBOL: WIRE	70.0000	41.6194	2,913.36	07/26/13	519.44	339	Short-Term
	20.0000	49.9475	998.95	12/16/13	(18.15)	196	Short-Term
<i>Cost Basis</i>			<i>3,912.31</i>				

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Schwab One® Account of
MACOMBER FAMILY FOUNDATION
MGR: ADVISORY RESEARCH INC

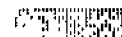
Account Number
1124-3799

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
FIDELITY NATL FINL INC	120.0000	32.7600	3,931.20	2%	39.01	2.19%	86.40
CLASS A	30.0000	32.3583	970.75	04/03/14	12.05	88	Short-Term
SYMBOL FNF	30.0000	31.7740	953.22	04/11/14	29.58	80	Short-Term
	30.0000	31.4876	944.63	04/17/14	38.17	74	Short-Term
	20.0000	34.5030	690.06	05/07/14	(34.86)	54	Short-Term
	10.0000	33.3530	333.53	06/19/14	(5.93)	11	Short-Term
<i>Cost Basis</i>			3,892.19				
GULFPORT ENERGY CP NEW	120.0000	62.8000	7,536.00	4%	1,143.30	0.00%	0.00
SYMBOL GPOR	100.0000	51.7688	5,176.88	07/26/13	1,103.12	339	Short-Term
	10.0000	56.8550	568.55	11/21/13	59.45	221	Short-Term
	10.0000	64.7270	647.27	06/06/14	(19.27)	24	Short-Term
<i>Cost Basis</i>			6,392.70				
HYATT HOTELS	100.0000	60.9800	6,098.00	3%	1,840.00	0.00%	0.00
SYMBOL: H	80.0000	42.1308	3,370.47	07/26/13	1,507.93	339	Short-Term
	20.0000	44.3765	887.53	10/14/13	332.07	259	Short-Term
<i>Cost Basis</i>			4,258.00				
INTREPID POTASH INC	280.0000	16.7600	4,692.80	2%	10.95	0.00%	0.00
SYMBOL IPI	180.0000	19.0577	3,430.39	07/26/13	(413.59)	339	Short-Term
	30.0000	14.0983	422.95	07/30/13	79.85	335	Short-Term
	70.0000	11.8358	828.51	08/05/13	344.69	329	Short-Term
<i>Cost Basis</i>			4,681.85				
INVESTORS BANCORP NEW	382.0000	11.0500	4,221.10	2%	864.04	0.00%	0.00
SYMBOL ISBC	382.0000	8.7881	3,357.06	07/26/13	864.04	339	Short-Term
KEYCORP INC NEW	280.0000	14.3300	4,012.40	2%	560.85	1.81%	72.80
SYMBOL KEY	280.0000	12.3269	3,451.55	07/26/13	560.85	339	Short-Term

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Schwab One® Account of
MACOMBER FAMILY FOUNDATION
MGR: ADVISORY RESEARCH INC

DUPLICATE STATEMENT

Account Number
1124-3799

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
Equities (continued)							
L S B INDUSTRIES INC	140.0000	41.6700	5,833.80	3%	1,172.89	0.00%	0.00
SYMBOL: LXU	80 0000	33.8008	2,704 07	07/26/13	629.53	339	Short-Term
	20 0000	31.2475	624 95	11/25/13	208.45	217	Short-Term
	10.0000	34.3040	343.04	12/16/13	73 66	196	Short-Term
	30.0000	32 9616	988.85	02/10/14	261.25	140	Short-Term
<i>Cost Basis</i>			<i>4,660.91</i>				
M D C HOLDING INC	140.0000	30.2900	4,240.60	2%	(160.71)	3.30%	140.00
SYMBOL: MDC	140.0000	31 4379	4,401.31	07/26/13	(160 71)	339	Short-Term
NEWS CORP NEW CL A	370.0000	17.9400	6,637.80	3%	642.25	0.00%	0.00
SYMBOL: NWSA	270.0000	15 9131	4,296.55	07/26/13	547 25	339	Short-Term
	60 0000	16.3481	980 89	10/02/13	95.51	271	Short-Term
	40.0000	17 9527	718.11	12/06/13	(0 51)	206	Short-Term
<i>Cost Basis</i>			<i>5,995.55</i>				
OSHKOSH CORP	110.0000	55.5300	6,108.30	3%	1,680.62	1.08%	66.00
SYMBOL: OSK	110.0000	40 2516	4,427.68	07/26/13	1,680 62	339	Short-Term
OWENS CORNING INC	160.0000	38.6800	6,188.80	3%	(104.28)	1.65%	102.40
SYMBOL: OC	150 0000	39.3536	5,903.05	07/26/13	(101 05)	339	Short-Term
	10.0000	39 0030	390 03	10/01/13	(3.23)	272	Short-Term
<i>Cost Basis</i>			<i>6,293 08</i>				
PIONEER NATURAL RES CO	25.0000	229.8100	5,745.25	3%	1,883.92	0.03%	2.00
SYMBOL: PXD	25 0000	154 4532	3,861.33	07/26/13	1,883 92	339	Short-Term

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Schwab One® Account of
MACOMBER FAMILY FOUNDATION
MGR: ADVISORY RESEARCH INC

Account Number
1124-3799

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
RAYONIER ADVANCED MATL	26.0000	38.7500	1,007.50	<1%	1,033.33	0.00%	0.00
SYMBOL RYAM	13 3333	0 0000	0 00	01/27/14	516 67	154	Short-Term
	6 6666	0 0000	0 00	02/03/14	258 33	147	Short-Term
	6 6666	0 0000	0 00	02/24/14	258.33	126	Short-Term
<i>Cost Basis</i>			<i>0.00</i>				
SEACOR HOLDINGS INC NEW	60.0000	82.2500	4,935.00	2%	(100.35)	0.00%	0.00
SYMBOL CKH	40 0000	85.7437	3,429.75	07/26/13	(139.75)	339	Short-Term
	10 0000	78 8990	788 99	05/09/14	33 51	52	Short-Term
	10 0000	81 6610	816 61	06/03/14	5 89	27	Short-Term
<i>Cost Basis</i>			<i>5,035 35</i>				
SINCLAIR BROADCAST GRP A	130.0000	34.7500	4,517.50	2%	609.20	1.72%	78.00
CLASS A	120 0000	30 0729	3,608 75	07/26/13	561 25	339	Short-Term
SYMBOL SBGI	10 0000	29.9550	299 55	09/17/13	47 95	286	Short-Term
<i>Cost Basis</i>			<i>3,908 30</i>				
SUSSER HOLDINGS CORP	25.0000	80.7200	2,018 00	<1%	643.67	0.00%	0 00
SYMBOL SUSS	15.0000	51.0393	765 59	07/26/13	445.21	339	Short-Term
	10 0000	60 8740	608 74	03/26/14	198 46	96	Short-Term
<i>Cost Basis</i>			<i>1,374 33</i>				
TECH DATA CORP	60 0000	62.5200	3,751.20	2%	544.30	0.00%	0.00
SYMBOL TECD	50 0000	51 5490	2,577 45	07/26/13	548 55	339	Short-Term
	10 0000	62.9450	629 45	05/09/14	(4 25)	52	Short-Term
<i>Cost Basis</i>			<i>3 206 90</i>				
TRIBUNE CO NEW	100.0000	85.0500	8,505.00	4%	2,054.60	0.00%	0.00
CLASS A	90.0000	64.5494	5,809 45	07/26/13	1,845 05	339	Short-Term
SYMBOL TRBAA	10 0000	64 0950	640 95	07/29/13	209 55	336	Short-Term
<i>Cost Basis</i>			<i>6,450 40</i>				

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Schwab One® Account of
MACOMBER FAMILY FOUNDATION
MGR: ADVISORY RESEARCH INC

Account Number
1124-3799

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
VISTEON CORP	50.0000	97.0100	4,850.50	2%	1,558.66	0.00%	0.00
SYMBOL: VC	50 0000	65 8368	3,291.84	07/26/13	1,558 66	339	Short-Term



Total Accrued Dividend for Equities: 117.25

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
ISTAR FINANCIAL INC	270.0000	14.9800	4,044.60	2%	(36.04)		
REIT	60.0000	15.3491	920.95	01/24/14	(22.15)	157	Short-Term
SYMBOL: STAR	60 0000	15 0191	901.15	01/27/14	(2.35)	154	Short-Term
	60 0000	15 8571	951.43	02/24/14	(52.63)	126	Short-Term
	90 0000	14 5234	1,307.11	03/31/14	41.09	91	Short-Term
<i>Cost Basis</i>			4,080.64				
PLUM CREEK TIMBER CO	90.0000	45.1000	4,059.00	2%	(338.35)		
REIT	90.0000	48.8594	4,397.35	07/26/13	(338.35)	339	Short-Term
SYMBOL: PCL							

Schwab One® Account of
MACOMBER FAMILY FOUNDATION
MGR: ADVISORY RESEARCH INC

Account Number
1124-3799

Statement Period
June 1-30, 2014

Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
Other Assets (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired			
RAYONIER INC	80.0000	35.5500	2,844.00	1%	(737.45)		
REIT	40.0000	44.2210	1,768.84	01/27/14	(346.84)	154	Short-Term
SYMBOL RYN	20.0000	43.9290	878.58	02/03/14	(167.58)	147	Short-Term
	20.0000	46.7015	934.03	02/24/14	(223.03)	126	Short-Term
<i>Cost Basis</i>			3,581.45				
RYMAN HOSPITALITY PPTYS	140.0000	48.1500	6,741.00	3%	1,688.43		
SYMBOL RHP	40.0000	34.6030	1,384.12	08/15/13	541.88	319	Short-Term
	30.0000	34.2673	1,028.02	08/19/13	416.48	315	Short-Term
	30.0000	36.0540	1,081.62	10/02/13	362.88	271	Short-Term
	20.0000	35.6840	713.68	10/14/13	249.32	259	Short-Term
	20.0000	42.2565	845.13	03/31/14	117.87	91	Short-Term
<i>Cost Basis</i>			5,052.57				
							Accrued Dividend: 77.00
Total Other Assets	580.0000		17,688.60	9%	576.59		
		Total Cost Basis	17,112.01				
		Total Value	193,337.25				
		Total Cost Basis	166,768.86				

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND <u>FOUNDATION STATUS OF RECIPIENT</u>	PURPOSE OF GRANT OR CONTRIBUTION	<u>AMOUNT</u>
Catlin Gable School 8825 Southwest Barnes Road Portland, OR 97225	NONE PUBLIC	GENERAL	\$ 10,000 00
Childpeace Montessori School 1516 NW Thurman Street Portland, OR 97209	NONE PUBLIC	GENERAL	\$ 500 00
Friends of Micheltorena School PO Box 29123 Los Angeles, CA 90029	NONE PUBLIC	GENERAL	\$ 1,500 00
Friends of Silver Lake Library 2658 Griffith Park Blvd #244 Los Angeles, CA 90039	NONE PUBLIC	GENERAL	\$ 1,500 00
Homeboy Industries 130 West Bruno Street Los Angeles, CA 90012	NONE PUBLIC	GENERAL	\$ 1,000 00
The Mayhew Program PO Box 120 Bristol, NH 03222	NONE PUBLIC	GENERAL	\$ 2,000 00
Miss Porter's School 60 Main Street Farmington, CT 06032	NONE PUBLIC	GENERAL	\$ 1,000 00
North Haven Art & Enrichment PO Box 526 North Haven Island, ME 04853	NONE PUBLIC	GENERAL	\$ 2,500 00
North Haven Conservation Partners PO Box 336 North Haven Island, ME 04853	NONE PUBLIC	GENERAL	\$ 2,000 00
Oregon Food Bank PO Box 55370 Portland, OR 97238	NONE PUBLIC	GENERAL	\$ 1,000 00
Pilgrim School 540 South Commonwealth Avenue Los Angeles, California 90020	NONE PUBLIC	GENERAL	\$ 5,000 00
Playwrights Project 2590 Truxton Road, Suite 202 San Diego, CA 92106	NONE PUBLIC	GENERAL	\$ 2,000 00
Portland Art Museum 1219 Southwest Park Avenue Portland, OR 97205	NONE PUBLIC	GENERAL	\$ 2,500 00
PSKS 1609 19th Avenue, Suite 100 Seattle, WA 98122	NONE PUBLIC	GENERAL	\$ 500 00

<u>RECIPIENT NAME AND ADDRESS</u>	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND <u>FOUNDATION STATUS OF RECIPIENT</u>	PURPOSE OF GRANT OR CONTRIBUTION	<u>AMOUNT</u>
SIJCC 1110 Bates Ave Los Angeles, CA 90029	NONE PUBLIC	GENERAL	\$ 2,000 00
Vashon Allied Arts P O Box 576 Vashon Island, WA 98070	NONE PUBLIC	GENERAL	\$ 1,000 00
Vashon Community Care Center 15333 Vashon Highway SW Vashon WA 98070	NONE PUBLIC	GENERAL	\$ 2,000 00
Vashon Community Food Bank PO Box 1205 Vashon, WA 98070	NONE PUBLIC	GENERAL	\$ 2,000 00
Vashon Interfaith Council to Prevent Homelessness PO Box 330 Vashon, WA 98070	NONE PUBLIC	GENERAL	\$ 1,000 00
Vashon Maury Land Trust PO Box 2031 Vashon Island, WA 98070	NONE PUBLIC	GENERAL	\$ 4,000 00
Vashon Public Schools Foundation PO Box 481 Vashon, WA 98070	NONE PUBLIC	GENERAL	\$ 1,500 00
Vashon Youth and Family Services PO Box 237 Vashon, WA 98070	NONE PUBLIC	GENERAL	\$ 2,500 00
Wesleyan University 45 Wyllys Avenue Middletown, CT 06457	NONE PUBLIC	GENERAL	\$ 40,000 00
Women's Care Foundation 10003 NW Engleman Street Portland, OR 97209	NONE PUBLIC	GENERAL	\$ 1,000 00
TOTAL CHARITABLE CONTRIBUTIONS			<u>\$ 90,000 00</u>