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** Open to Public Inspection

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

Name of foundation: FRED & CHRISTINE ARMSTRONG FOUNDATION

A Employer identification number: 86-0779817

Number and street (or P O box number if mail is not delivered to street address): C/O 335 N WILMOT ROAD, SUITE 300 — Room/suite

B Telephone number: (520)790-3500

City or town, state or province, country, and ZIP or foreign postal code: TUCSON, AZ 85711

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 5,629,099.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22.	22.		STATEMENT 1
	4 Dividends and interest from securities	82,270.	82,270.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	403,631.			
	b Gross sales price for all assets on line 6a 1,119,914.				
	7 Capital gain net income (from Part IV, line 2)		403,631.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	34,554.	34,554.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	520,477.	520,477.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,000.	6,000.		6,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	1,085.	542.		543.
	b Accounting fees STMT 5	13,083.	6,542.		6,541.
	c Other professional fees STMT 6	26,505.	26,505.		0.
	17 Interest				
	18 Taxes STMT 7	16,535.	933.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	9,586.	8,994.		592.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	78,794.	49,516.		13,676.
	25 Contributions, gifts, grants paid	250,000.			250,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	328,794.	49,516.		263,676.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	191,683.			
	b **Net investment income** (if negative, enter -0-)		470,961.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	6,284.	6,522.	6,522.
2 Savings and temporary cash investments	47,395.	74,652.	74,652.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
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			
b Investments - corporate stock STMT 9	2,999,584.	3,168,955.	5,422,589.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 10	13,520.	8,337.	125,336.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,066,783.	3,258,466.	5,629,099.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	3,066,783.	3,258,466.	
30 **Total net assets or fund balances**	3,066,783.	3,258,466.	
31 **Total liabilities and net assets/fund balances**	3,066,783.	3,258,466.	

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	3,066,783.
2 Enter amount from Part I, line 27a	2	191,683.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,258,466.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,258,466.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,119,914.		716,283.	403,631.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				403,631.

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	403,631.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	220,960.	4,517,827.	.048908
2011	222,116.	4,165,029.	.053329
2010	219,966.	4,183,055.	.052585
2009	222,074.	3,788,802.	.058613
2008	222,731.	3,396,717.	.065572

2 Total of line 1, column (d)	2	.279007
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	.055801
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,360,477.
5 Multiply line 4 by line 3	5	299,120.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,710.
7 Add lines 5 and 6	7	303,830.
8 Enter qualifying distributions from Part XII, line 4	8	263,676.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	9,419.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	9,419.
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	9,419.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,280.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8,280.
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	1,139.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 ▶ FOUNDATION Telephone no. ▶ (520) 790-3500

Located at ▶ C/O 335 N WILMOT, STE 300, TUCSON, AZ ZIP+4 ▶ 85711

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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

			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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRED E ARMSTRONG, JR C/O PO BOX 12867 TUCSON, AZ 85732	DIRECTOR/VICE-PRESIDENT 1.00	0.	0.	0.
WILLIAM W LYNCH, JR C/O PO BOX 12867 TUCSON, AZ 85732	DIRECTOR/SECRETARY 1.00	0.	0.	0.
KAREN K FREY C/O PO BOX 12867 TUCSON, AZ 85732	DIRECTOR/PRESIDENT/TREASURER 5.00	12,000.	0.	0.
SAMUEL T ARMSTRONG, JR C/O PO BOX 12867 TUCSON, AZ 85732	DIRECTOR 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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**

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		1a	5,173,847.
b	Average of monthly cash balances		1b	142,926.
c	Fair market value of all other assets		1c	125,336.
d	**Total** (add lines 1a, b, and c)		1d	5,442,109.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,442,109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	81,632.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,360,477.
6	**Minimum investment return.** Enter 5% of line 5		6	268,024.

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	268,024.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 9,419.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	9,419.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	258,605.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	258,605.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	258,605.

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	263,676.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	263,676.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	263,676.

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				258,605.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			82,123.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 263,676.				
a Applied to 2012, but not more than line 2a			82,123.	
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				181,553.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				77,052.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 address of the person to whom applications should be addressed:

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	PUBLIC 501(C)(3)	SEE ATTACHED SCHEDULE	250,000.
Total			▶ 3a	250,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

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10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	22.	
4 Dividends and interest from securities			14	82,270.	
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			15	34,554.	
8 Gain or (loss) from sales of assets other than inventory			18	403,631.	
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)		0.		520,477.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 520,477.

(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).

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

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

b If "Yes," complete the following schedule.

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

x Mary K. Frey | x 11/12/14 | x President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON W. MITCHELL, CPA	JON W. MITCHELL,	11/11/14		P00022644

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 335 N WILMOT ROAD, SUITE 300 TUCSON, AZ 85711 — Phone no. (520) 790-3500

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CULLEN FROST BANKERS INC	P	05/21/07	07/09/13
b	MALLINCKRODT PLC	P	08/30/10	07/12/13
c	ALLERGAN INC	P	02/13/12	07/23/13
d	MALLINCKRODT PLC	P	08/30/10	07/31/13
e	COLGATE-PALMOLIVE CO	P	05/28/04	08/08/13
f	COLGATE-PALMOLIVE CO	P	02/01/05	08/08/13
g	COCA-COLA CO	P	05/25/04	11/20/13
h	PRUDENTIAL FINANCIAL INC	P	03/18/11	11/20/13
i	TIME WARNER INC	P	01/06/09	11/20/13
j	EXXON MOBILE CORP	P	04/29/10	11/20/13
k	AVON PRODUCTS INC	P	10/06/11	01/24/14
l	AVON PRODUCTS INC	P	02/15/12	01/24/14
m	LKCM SMALL CAP EQUITY FUND	P	05/21/04	02/28/14
n	LKCM SMALL CAP EQUITY FUND	P	12/30/08	02/28/14
o	LKCM SMALL CAP EQUITY FUND	P	12/28/12	02/28/14

	(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	51,728.		38,949.	12,779.
b	9,269.		5,897.	3,372.
c	63,395.		61,684.	1,711.
d	39.		23.	16.
e	36,468.		17,184.	19,284.
f	12,156.		5,315.	6,841.
g	4,012.		2,522.	1,490.
h	8,909.		6,093.	2,816.
i	6,581.		2,266.	4,315.
j	9,460.		6,830.	2,630.
k	18,919.		24,795.	-5,876.
l	41,699.		49,445.	-7,746.
m	8,546.		6,003.	2,543.
n	76.		32.	44.
o	50.		39.	11.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				12,779.
b				3,372.
c				1,711.
d				16.
e				19,284.
f				6,841.
g				1,490.
h				2,816.
i				4,315.
j				2,630.
k				-5,876.
l				-7,746.
m				2,543.
n				44.
o				11.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

323591
05-01-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LKCM SMALL CAP EQUITY FUND	P	12/28/12	02/28/14
b	LKCM SMALL CAP EQUITY FUND	P	12/27/13	02/28/14
c	LKCM SMALL CAP EQUITY FUND	P	12/27/13	02/28/14
d	ABBVIE INC	P	01/11/07	02/28/14
e	ABBOTT LABORATORIES	P	01/17/13	02/28/14
f	BERKSHIRE HATHAWAY INC	P	03/18/11	02/28/14
g	CELGENE CORP	P	08/27/10	02/28/14
h	COVIDIEN PLC	P	08/30/10	02/28/14
i	CVS CAREMARK CORP	P	05/25/04	02/28/14
j	CVS CAREMARK CORP	P	12/23/04	02/28/14
k	DANAHER CORP	P	05/18/09	02/28/14
l	EXPRESS SCRIPTS HOLDING CO	P	05/18/09	02/28/14
m	GOOGLE INC	P	12/13/11	02/28/14
n	JP MORGAN & CO INC	P	10/08/04	02/28/14
o	MICROSOFT CORP	P	06/08/04	02/28/14

	(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	690.		542.	148.
b	1.		1.	0.
c	768.		770.	-2.
d	3,864.		1,984.	1,880.
e	2,984.		2,464.	520.
f	2,878.		2,081.	797.
g	4,090.		1,301.	2,789.
h	1,799.		839.	960.
i	19,349.		5,415.	13,934.
j	6,275.		1,930.	4,345.
k	7,708.		2,919.	4,789.
l	3,762.		1,482.	2,280.
m	60,977.		31,586.	29,391.
n	5,711.		3,963.	1,748.
o	3,824.		2,646.	1,178.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				148.
b				0.
c				-2.
d				1,880.
e				520.
f				797.
g				2,789.
h				960.
i				13,934.
j				4,345.
k				4,789.
l				2,280.
m				29,391.
n				1,748.
o				1,178.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PRUDENTIAL FINANCIAL INC	P	03/18/11	02/28/14
b	TIME WARNER INC	P	01/06/09	02/28/14
c	UNITED TECHNOLOGIES CORP	P	06/29/04	02/28/14
d	UNITED TECHNOLOGIES CORP	P	10/17/11	02/28/14
e	WELLS FARGO & CO	P	04/04/08	02/28/14
f	C H ROBINSON WORLDWIDE	P	12/08/08	04/01/14
g	C H ROBINSON WORLDWIDE	P	04/16/10	04/01/14
h	ADOBE SYSTEMS INC	P	01/26/11	04/15/14
i	NUANCE COMMUNICATIONS INC	P	11/09/07	04/22/14
j	NUANCE COMMUNICATIONS INC	P	11/24/09	04/22/14
k	NUANCE COMMUNICATIONS INC	P	05/03/10	04/22/14
l	NUANCE COMMUNICATIONS INC	P	06/22/12	04/22/14
m	CVS CAREMARK CORP	P	05/25/04	05/21/14
n	EXPRESS SCRIPTS HOLDING CO	P	05/18/09	05/21/04
o	EXXON MOBILE CORP	P	05/28/04	05/21/14

	(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	4,251.		3,046.	1,205.
b	18,540.		6,232.	12,308.
c	11,759.		4,529.	7,230.
d	29,398.		18,062.	11,336.
e	2,317.		1,539.	778.
f	48,703.		47,039.	1,664.
g	41,013.		46,815.	-5,802.
h	72,991.		40,362.	32,629.
i	21,620.		26,678.	-5,058.
j	22,844.		20,517.	2,327.
k	408.		468.	-60.
l	11,422.		16,007.	-4,585.
m	101,589.		27,149.	74,440.
n	143,191.		60,761.	82,430.
o	25,503.		10,815.	14,688.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,205.
b				12,308.
c				7,230.
d				11,336.
e				778.
f				1,664.
g				-5,802.
h				32,629.
i				-5,058.
j				2,327.
k				-60.
l				-4,585.
m				74,440.
n				82,430.
o				14,688.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	EXXON MOBILE CORP	P	04/29/10	05/21/14
b	TIME INC	P	01/06/09	06/16/14
c	TIME INC	P	04/01/09	06/16/14
d	APPLE INC	P	01/31/13	06/17/14
e	ACCENTURE PLC	P	11/15/04	06/17/14
f	COMMUNITY BANK SYSTEM	P	06/20/13	06/17/14
g	COMMERCIAL METALS CO	P	03/20/12	06/17/14
h	CISCO SYSTEMS INC	P	07/29/04	06/17/14
i	DANAHER CORP	P	05/18/09	06/17/14
j	EMC CORP	P	03/07/08	06/17/14
k	FMC CORP	P	02/18/10	06/17/14
l	HONEYWELL INTL INC	P	08/08/13	06/17/14
m	METLIFE INC	P	01/17/13	06/17/14
n	MICROSOFT CORP	P	06/08/04	06/17/14
o	ORACLE CORP	P	06/29/04	06/17/14

	(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	56,107.		37,567.	18,540.
b	2,880.		923.	1,957.
c	4,351.		1,154.	3,197.
d	2,289.		1,633.	656.
e	8,220.		2,517.	5,703.
f	3,609.		2,944.	665.
g	2,224.		1,799.	425.
h	1,828.		1,559.	269.
i	7,994.		2,919.	5,075.
j	6,611.		3,781.	2,830.
k	3,797.		1,431.	2,366.
l	4,676.		4,180.	496.
m	5,563.		3,654.	1,909.
n	2,070.		1,323.	747.
o	6,338.		1,768.	4,570.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				18,540.
b				1,957.
c				3,197.
d				656.
e				5,703.
f				665.
g				425.
h				269.
i				5,075.
j				2,830.
k				2,366.
l				496.
m				1,909.
n				747.
o				4,570.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PFIZER INC	P	05/01/13	06/17/14
b	PRUDENTIAL FINANCIAL INC	P	03/18/11	06/17/14
c	TIME WARNER INC	P	01/06/09	06/17/14
d	UNITED TECHNOLOGIES CORP	P	06/29/04	06/17/14
e	VERIZON COMMUNICATIONS	P	06/16/06	06/17/14
f	YUM BRANDS INC	P	03/20/12	06/17/14
g	TIME INC	P	04/01/09	06/25/14
h	NOW INC	P	11/03/10	06/30/14
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,421.		4,406.	15.
b	13,348.		9,139.	4,209.
c	6,784.		2,173.	4,611.
d	11,660.		4,529.	7,131.
e	4,907.		2,910.	1,997.
f	7,913.		6,947.	966.
g	9.		2.	7.
h	9.		6.	3.
i	770.			770.
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				15.
b				4,209.
c				4,611.
d				7,131.
e				1,997.
f				966.
g				7.
h				3.
i				770.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	403,631.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST NBAZ	22.	22.	
TOTAL TO PART I, LINE 3	22.	22.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB INSTITUTIONAL	83,040.	770.	82,270.	82,270.	
TO PART I, LINE 4	83,040.	770.	82,270.	82,270.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL ROYALTIES	34,554.	34,554.	
TOTAL TO FORM 990-PF, PART I, LINE 11	34,554.	34,554.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,085.	542.		543.
TO FM 990-PF, PG 1, LN 16A	1,085.	542.		543.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,083.	6,542.		6,541.
TO FORM 990-PF, PG 1, LN 16B	13,083.	6,542.		6,541.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	26,505.	26,505.		0.
TO FORM 990-PF, PG 1, LN 16C	26,505.	26,505.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	933.	933.		0.
FEDERAL EXCISE TAX	15,602.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,535.	933.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OIL ROYALTY EXPENSES	3,220.	3,220.		0.
OFFICE/ADMIN EXPENSES	1,183.	591.		592.
DEPLETION	5,183.	5,183.		0.
TO FORM 990-PF, PG 1, LN 23	9,586.	8,994.		592.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS PER ATTACHED, PRINCIPALLY STOCK	3,168,955.	5,422,589.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,168,955.	5,422,589.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL ROYALTY INTERESTS	COST	8,337.	125,336.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,337.	125,336.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KAREN K FREY
PO BOX 12867
TUCSON, AZ 85732

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
520-760-2981	NONE

FORM AND CONTENT OF APPLICATIONS

SPECIFIC AMOUNT REQUESTED, INTENDED USE OF THE GRANT, CURRENT FINANCIAL STATEMENTS, CURRENT BUDGET, EXEMPTION LETTER, AND ANY OTHER PERTINENT DATA.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE, EXCEPT THAT CONSIDERATION WILL BE GIVEN THOSE CHARITIES FUNDED BY THE ARMSTRONG FAMILY IN THE PAST.

RECIPIENT	PURPOSE OF CONTRIBUTION	AMOUNT
AMERICAN NATIONAL RED CROSS, SOUTHERN ARIZONA CHAPTER 2916 E BROADWAY BLVD, TUCSON, AZ 85716	LOCAL DISASTER SERVICES FOR CHILDREN AND FAMILIES	8,000
ARIZONA'S CHILDREN ASSOCIATION 2700 S 8TH AVE, TUCSON, AZ 85713	ASSIST NEEDY CHILDREN AND FAMILIES	7,500
ARIZONA OPERA COMPANY 1636 N CENTRAL AVE, PHOENIX, AZ 85004	PROVIDE MUSIC APPRECIATION TO THE COMMUNITY	6,000
ARIZONA-SONORA DESERT MUSEUM 2021 N KINNEY RD, TUCSON, AZ 85743	CONSERVE FLORA AND FAUNA OF THE SONORAN DESERT	7,000
BALLET ARTS FOUNDATION 200 S TUCSON BLVD, TUCSON, AZ 85716	EDUCATE, SUPPORT, AND ADVANCE THE ART OF DANCE	6,000
CANDLELIGHTERS CHILDHOOD CANCER FOUNDATION OF SOUTHERN AZ P O BOX 42436, TUCSON, AZ 85733-2436	PROVIDE MULTIPLE NEEDS TO LOW INCOME FAMILIES AND THEIR CHILDREN AFFECTED BY CANCER	4,000
CASA DE LOS NINOS INC 1101 N 4TH AVE, TUCSON, AZ 85705-7467	CHILD ABUSE/NEGLECT PREVENTION PROMOTE CHILD SAFETY/FAMILY STABILITY	8,500
CATALINA HIGH SCHOOL FOUNDATION 3930 N LARREA LANE, TUCSON, AZ 85750	SUPPORT THE MINI-GRANT PROGRAM FOR STUDENTS	4,000
CITY OF TUCSON, TUCSON FIRE DEPARTMENT 300 S FIRE CENTRAL PLACE, TUCSON, AZ 85711	SUPPORT DROWNING PREVENTION EFFORTS IN THE COMMUNITY	3,000
COMMUNITY FOOD BANK P O BOX 26727, TUCSON, AZ 85726-6727	FOOD ASSISTANCE FOR THE HUNGRY IN PIMA COUNTY	16,000
COMMUNITY HOME REPAIR PROJECTS OF ARIZONA P O BOX 26215, TUCSON, AZ 85726	ASSIST DISADVANTAGED OF PIMA COUNTY BY PROVIDING FREE HOME REPAIR SERVICE	4,000
DIAPER BANK OF SOUTHERN ARIZONA 4500 E SPEEDWAY BLVD, SUITE 75, TUCSON, AZ 85712	PROVIDE DIAPERS FOR CHILDREN AND ADULTS THROUGH COMMUNITY PARTNERS	5,000
EDUCATIONAL ENRICHMENT FOUNDATION 3809 E 3RD ST, TUCSON, AZ 85716	PROVIDE STUDENTS IN NEED OF VISION EXAMS AND EYEGLASSES	7,000
GAP MINISTRIES/SPLASH HOUSE PROJECT 2861 N FLOWING WELLS, SUITE 161, TUCSON, AZ 85705	SHELTER, MEALS, AND COUNSELING TO DISPLACED YOUTH AGES 0-12	6,000
GOOD SHEPHERD UNITED CHURCH OF CHRIST/ SAHUARITA FOOD BANK 17750 LA CANADA DR, SAHUARITA, AZ 85629	PROVIDE SNACK PACKS FOR CHILDREN IN NEED	6,000
HANDI-DOGS, INC 75 SOUTH MONTEGO DR, TUCSON, AZ 85710	TEACH PEOPLE WITH DISABILITIES AND SENIORS TO TRAIN THEIR OWN DOGS AS ASSISTANCE DOGS	6,000
HARRISON COUNTY HISTORICAL SOCIETY INC PO BOX 1987, MARSHALL, TX 75671	PRESERVE HISTORIC HARRISON COUNTY TEXAS HISTORY	5,000
HUMANE SOCIETY OF SOUTHERN ARIZONA 3450 N KELVIN BLVD, TUCSON, AZ 85716	PET VIP PROGRAM PROVIDES ANIMALS AT CONVALESCENT HOMES, HOSPICES, ETC	4,000
ARIZONA'S CHILDREN ASSOCIATION/ IN MY SHOES 2700 S 8TH AVE, TUCSON, AZ 85713	HELP YOUNG PEOPLE TO DEVELOP COMPETENCIES FOR ADULTHOOD	6,000
ARIZONA'S CHILDREN ASSOCIATION/ LAS FAMILIAS 2700 S 8TH AVE, TUCSON, AZ 85713	FACILITATE THE HEALING PROCESS OF CHILDREN & ADULTS WHO EXPERIENCED CHILDHOOD SEXUAL ABUSE	8,500
MARSHALL DEPOT MUSEUM INC 800 N WASHINGTON, STE 1, MARSHALL, TX 75670	PRESERVE HISTORIC TEXAS AND PACIFIC RAILWAY DEPOT MUSEUM	3,000
MARSHALL CULTURAL AFFAIRS COUNCIL PO BOX C, MARSHALL, TX 75671-3003	PROVIDE ARTS APPRECIATION TO THE COMMUNITY	5,000

RECIPIENT	PURPOSE OF CONTRIBUTION	AMOUNT
MARSHALL SYMPHONY SOCIETY P O BOX 421, MARSHALL, TX 75671	PROVIDE MUSIC APPRECIATION TO THE COMMUNITY	7,000
MOBILE MEALS OF TUCSON INC 4803 E 5TH ST, SUITE 209, TUCSON, AZ 85711	DELIVER SPECIAL DIET MEALS TO THE HOMEBOUND	13,000
OUR FAMILY SERVICES/NEW BEGINNINGS PROGRAM 3830 E BELLEVUE ST, TUCSON, AZ 85716	VARIOUS SERVICES FOR HOMELESS FAMILIES	8,500
PRIMAVERA FOUNDATION 151 WEST 40TH ST, TUCSON, AZ 85713	PROGRAMS AND SERVICES FOR HOMELESS AND IMPOVERISHED	7,500
SQUARE & COMPASS CHILDREN'S CLINIC 2600 N WYATT DR, TUCSON, AZ 85712-6106	ASSIST CHILDREN'S MEDICAL NEEDS	6,000
ST LUKE'S IN THE DESERT 615 E ADAMS ST, TUCSON, AZ 85705	PROVIDE SENIOR HOUSING FOR LOW INCOME ELDERLY	15,000
SAINT PHILIP'S PRESERVATION & ENDOWMENT FOUNDATION INC 4442 N CAMPBELL AVE, TUCSON, AZ 85728	ST PHILIP'S OUTREACH PROGRAM COMMUNITY SERVICES	2,000
TUCSON CHILDREN'S MUSEUM 200 S SIXTH ST, TUCSON, AZ 85701	EDUCATION AND ACTIVITIES FOR CHILDREN	6,000
TUCSON SYMPHONY SOCIETY 2175 N 6TH AVE, TUCSON, AZ 85705-5606	PROVIDE MUSIC APPRECIATION TO THE COMMUNITY	9,000
TU NIDITO CHILDREN & FAMILY SERVICES 3922 N MOUNTAIN AVE, TUCSON, AZ 85719	SUPPORT FOR SERIOUSLY ILL AND GRIEVING CHILDREN	12,500
UNIVERSITY OF AZ FOUNDATION/ARTHRITIS RESEARCH PROGRAM PO BOX 210109, TUCSON, AZ 85721-0109	ARTHRITIS RESEARCH AND TREATMENT	20,000
YOUTH ON THEIR OWN (YOTO) 1443 W PRINCE RD, TUCSON, AZ 85705	SCHOOL DROPOUT PREVENTION FOR YOUTH AGES 8-22 HOMELESS AND NEAR HOMELESS	8,000
TOTAL CONTRIBUTIONS		$ 250,000

Fred/Christine Armstrong FDN

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Cash Equivalents								
SCHWAB US TREASURY				79,771.12	79,771 12	1.5	8	0.0
Total Cash Equivalents				**79,771.12**	**79,771.12**	**1.5**	**8**	**0.0**
Equities								
<u>CONSUMER DISCRETIONARY</u>								
AMAZON.COM INC	250	293.75	324.78	73,437.03	81,195.00	1.5	0	0.0
JARDEN CORP	1,325	60.66	59.35	80,368.61	78,638.75	1.4	0	0.0
LKQ CORP	1,150	5.65	26.69	6,495.35	30,693 50	0.6	0	0 0
LULULEMON ATHLETICA INC	1,100	66.29	40.48	72,915.19	44,528.00	0.8	0	0.0
NIKE INC	1,125	73 26	77.55	82,412.28	87,243.75	1.6	1,080	1.2
O REILLY AUTOMOTIVE INC	250	24.82	150.60	6,204.50	37,650.00	0.7	0	0.0
TIME WARNER INC	2,391	19.38	70.25	46,327.46	167,967.75	3.1	3,037	1.8
YUM BRANDS INC	1,300	67.29	81.20	87,479.05	105,560.00	1.9	1,924	1.8
TOTAL CONSUMER DISCRETIONARY				**455,639.47**	**633,476.75**	**11.7**	**6,041**	**1.0**
<u>CONSUMER STAPLES</u>								
COCA-COLA COMPANY	3,100	22.50	42.36	69,744.70	131,316.00	2.4	3,782	2.9
COLGATE-PALMOLIVE CO	2,000	23.83	68.18	47,663.87	136,360.00	2.5	2,880	2.1
CVS CAREMARK CORPORATION	1,600	30.04	75.37	48,062.88	120,592.00	2.2	1,760	1.5
WALGREEN COMPANY	1,500	36.29	74.13	54,434.80	111,195.00	2 0	1,890	1.7
TOTAL CONSUMER STAPLES				**219,906.25**	**499,463.00**	**9.2**	**10,312**	**2.1**
<u>ENERGY</u>								
CABOT OIL & GAS CORP	2,100	5.13	34.14	10,781.71	71,694.00	1 3	168	0.2
EXXON MOBIL CORPORATION	800	43.26	100.68	34,608.00	80,544.00	1.5	2,208	2.7
HALLIBURTON COMPANY	1,750	17.27	71 01	30,217.97	124,267.50	2.3	1,050	0.8
MEMORIAL RESOURCE DEVELOPMEN	2,750	23.09	24 36	63,510.30	66,990.00	1.2	0	0.0
NATIONAL OILWELL VARCO	925	49.92	82.35	46,173.19	76,173.75	1.4	1,702	2.2
RANGE RESOURCES CORP	1,200	26.95	86.95	32,345 89	104,340.00	1.9	192	0.2
TOTAL ENERGY				**217,637.06**	**524,009.25**	**9.7**	**5,320**	**1.0**
<u>FINANCIALS</u>								
BERKSHIRE HATHAWAY INC	675	83.26	126.56	56,198.77	85,428.00	1.6	0	0.0
COMERICA INC	2,300	25.24	50.16	58,056.39	115,368.00	2.1	1,840	1.6

Fred/Christine Armstrong FDN

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Equities								
FINANCIALS								
COMMUNITY BANK SYSTEM	2,200	29.04	36.20	63,893.94	79,640.00	1.5	2,464	3.1
JP MORGAN & COMPANY INC	1,800	39.02	57.62	70,227.19	103,716.00	1.9	2,880	2.8
METLIFE INC	1,700	36.54	55.56	62,109.62	94,452.00	1.7	2,380	2.5
PRUDENTIAL FINANCIAL INC	1,800	43.71	88.77	78,671 53	159,786.00	2.9	3,816	2.4
SUNTRUST BANKS INC	2,400	29.13	40.06	69,900 31	96,144.00	1.8	1,920	2.0
US BANCORP	1,000	43.09	43.32	43,093.05	43,320.00	0.8	980	2.3
WELLS FARGO & COMPANY	2,625	30.78	52 56	80,791.19	137,970.00	2.5	3,675	2.7
ZIONS BANCORPORATION	3,500	22.59	29.47	79,078 70	103,145.00	1 9	560	0.5
TOTAL FINANCIALS				**662,020.69**	**1,018,969.00**	**18.8**	**20,515**	**2.0**
HEALTH CARE								
ABBOTT LABORATORIES	2,550	23.31	40.90	59,435.54	104,295.00	1.9	2,244	2.2
ABBVIE INC	1,900	22.21	56.44	42,206.07	107,236.00	2.0	3,192	3.0
CELGENE CORP	1,600	26.03	85.88	41,643.31	137,408.00	2.5	0	0.0
COVIDIEN PLC	1,750	33.57	90.18	58,754.15	157,815.00	2.9	2,240	1.4
PERKINELMER INC	1,700	46.15	46.84	78,463.44	79,628.00	1.5	476	0.6
PFIZER INC	3,400	29.37	29.68	99,863.17	100,912.00	1.9	3,536	3.5
THERMO FISHER SCIENTIFIC	1,125	47.55	118.00	53,498.32	132,750.00	2.4	675	0.5
TOTAL HEALTH CARE				**433,864.00**	**820,044.00**	**15.1**	**12,363**	**1.5**
INDUSTRIALS								
DANAHER CORPORATION	2,000	29.19	78.73	58,383.70	157,460.00	2.9	800	0.5
HONEYWELL INTL INC	1,025	83.60	92.95	85,685.72	95,273.75	1.8	1,845	1.9
NOW INC	231	22.46	36.21	5,187.17	8,364.51	0.2	0	0.0
UNION PACIFIC CORP	900	90.52	99.75	81,471.87	89,775.00	1.7	1,638	1 8
UNITED TECHNOLOGIES CORP	1,300	45.29	115.45	58,878.59	150,085.00	2.8	3,068	2.0
TOTAL INDUSTRIALS				**289,607.05**	**500,958.26**	**9.2**	**7,351**	**1.5**
INFORMATION TECHNOLOGY								
ACCENTURE PLC	1,400	25.17	80.84	35,232.32	113,176.00	2 1	2,604	2.3
ACI WORLDWIDE	1,100	60.19	55.83	66,211.46	61,413.00	1.1	0	0.0
AKAMAI TECHNOLOGIES	1,725	45.32	61.06	78,184.92	105,328.50	1.9	0	0 0

Fred/Christine Armstrong FDN

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Equities								
INFORMATION TECHNOLOGY								
APPLE INC	1,200	65.32	92.93	78,388.31	111,516.00	2.1	2,256	2.0
CISCO SYSTEMS INC	2,300	20.33	24.85	46,769.15	57,155.00	1.1	1,748	3.1
EMC CORPORATION	3,700	15.12	26.34	55,959.11	97,458.00	1.8	1,702	1.7
GOOGLE INC	100	272.62	584.67	27,261.58	58,467.00	1.1	0	0.0
GOOGLE INC CL C	100	271.74	575.28	27,174.48	57,528.00	1.1	0	0.0
MICROSOFT CORPORATION	2,800	26.26	41.70	73,526.95	116,760.00	2.2	3,136	2.7
ORACLE CORPORATION	1,800	11.79	40.53	21,220.18	72,954.00	1.3	864	1.2
QUALCOMM INC	825	54.12	79.20	44,648.45	65,340.00	1 2	1,386	2.1
TRIMBLE NAVIGATION LTD	2,875	26.40	36.95	75,886.53	106,231.25	2 0	0	0.0
TOTAL INFORMATION TECHNOLOGY				**630,463.44**	**1,023,326.75**	**18.9**	**13,696**	**1.3**
MATERIALS								
COMMERCIAL METALS CO	2,200	14.32	17 31	31,513.25	38,082.00	0 7	1,056	2.8
FMC CORPORATION	1,800	28.63	71 19	51,533.59	128,142.00	2.4	1,080	0 8
TOTAL MATERIALS				**83,046.84**	**166,224.00**	**3.1**	**2,136**	**1.3**
TELECOM SERVICES								
AMERICAN TOWER CORP REIT	650	59.74	89.98	38,832.01	58,487.00	1.1	884	1.5
VERIZON COMMUNICATIONS	2,000	29 08	48.93	58,166.68	97,860 00	1.8	4,240	4 3
TOTAL TELECOM SERVICES				**96,998.69**	**156,347.00**	**2.9**	**5,124**	**3.3**
Total Equities				**3,089,183.49**	**5,342,818.01**	**98.5**	**82,858**	**1.6**
TOTAL INVESTMENTS				**$3,168,954.61**	**$5,422,589.13**	**99.9%**		
Accrued Interest					**0.00**	**0.0**		
Accrued Dividends					**4,259.25**	**0.1**		
TOTAL PORTFOLIO					**$5,426,848.38**	**100.0%**		