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

2013

Department of the Treasury
Internal Revenue Service

- 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.

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

CASTLE FOUNDATION
C/O CAROLYN O'MALLEY
US BANK NAT'L ASSOC. PO BOX 3168
PORTLAND, OR 97208-3168

94302320

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,745,058.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
87-6117177B Telephone number (see the instructions)
(503) 275-4327C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	95,757.	95,757.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	171,612.			
b Gross sales price for all assets on line 6a	2,987,243.			
7 Capital gain net income (from Part IV, line 2)		171,612.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	267,369.	267,369.		
13 Compensation of officers, directors, trustees, etc	50,611.	40,489.		10,122.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	1,500.	1,200.		300.
c Other prof fees (attach sch) SEE ST 2	438.	350.		88.
17 Interest.				
18 Taxes (attach schedule)(see instrs) SEE STM 3	6,441.	5,153.		1,288.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	58,990.	47,192.		11,798.
25 Contributions, gifts, grants paid PART XV	174,000.			174,000.
26 Total expenses and disbursements. Add lines 24 and 25	232,990.	47,192.		185,798.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	34,379.			
b Net investment income (if negative, enter -0-)		220,177.		
c Adjusted net income (if negative, enter -0-)				

p 2ne

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments			20,258.	20,258.
	3	Accounts receivable	531.			
		Less: allowance for doubtful accounts		2,557.	531.	531.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch.)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) STATEMENT 4		3,244,957.	2,042,492.	2,456,824.
	c	Investments — corporate bonds (attach schedule) STATEMENT 5		39,123.	1,257,735.	1,267,444.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 6		560.	560.	1.	
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)		3,287,197.	3,321,576.	3,745,058.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds		3,287,197.	3,321,576.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		3,287,197.	3,321,576.	
	31	Total liabilities and net assets/fund balances (see instructions)		3,287,197.	3,321,576.	

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	3,287,197.
2	Enter amount from Part I, line 27a	2	34,379.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,321,576.
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	3,321,576.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 7				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	171,612.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	25,471.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	188,913.	3,476,489.	0.054340
2011	152,846.	3,343,546.	0.045714
2010	162,811.	3,425,549.	0.047528
2009	155,317.	2,816,416.	0.055147
2008	138,764.	2,862,659.	0.048474

2 Total of line 1, column (d)	2	0.251203
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	0.050241
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,581,720.
5 Multiply line 4 by line 3	5	179,949.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,202.
7 Add lines 5 and 6	7	182,151.
8 Enter qualifying distributions from Part XII, line 4	8	185,798.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,202.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,202.
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	2,202.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 3,251.		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,251.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,049.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 1,049. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) UT		
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>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions).	11		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>US BANK NATIONAL ASSOCIATION</u> Telephone no <u>(503) 275-4327</u> Located at <u>PO BOX 3168 PORTLAND OR</u> ZIP + 4 <u>97208</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 (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
US BANK NATIONAL ASSOCIATION PO BOX 3168 PORTLAND, OR 97204	TRUSTEE 0	50,611.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	3,608,196.
b	Average of monthly cash balances	1 b	28,068.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	3,636,264.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,636,264.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	54,544.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,581,720.
6	Minimum investment return. Enter 5% of line 5	6	179,086.

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	179,086.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	2,202.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	2,202.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	176,884.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	176,884.
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	176,884.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	185,798.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	185,798.
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	2,202.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	183,596.

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				176,884.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009	9,326.			
c From 2010	2,043.			
d From 2011				
e From 2012	21,591.			
f Total of lines 3a through e.	32,960.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 185,798.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				176,884.
e Remaining amount distributed out of corpus	8,914.			
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	41,874.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions.		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	41,874.			
10 Analysis of line 9				
a Excess from 2009	9,326.			
b Excess from 2010	2,043.			
c Excess from 2011				
d Excess from 2012	21,591.			
e Excess from 2013	8,914.			

BAA

Form 990-PF (2013)

N/A

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

- b 85% of line 2a

- d**
- Amounts included in line 2c not used directly for active conduct of exempt activities

- 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(i)(3)(B)(i)

- b 'Endowment' alternative test** — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

NONE.

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

NONE

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 9				
Total			3 a	174,000.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	95,757.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	171,612.	
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)				267,369.	
13 Total. Add line 12, columns (b), (d), and (e)				13	267,369.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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CASTLE FOUNDATION
C/O CAROLYN O'MALLEY

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	\$ 1,500.	\$ 1,200.		\$ 300.
TOTAL	<u>\$ 1,500.</u>	<u>\$ 1,200.</u>		<u>\$ 300.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	\$ 438.	\$ 350.		\$ 88.
TOTAL	<u>\$ 438.</u>	<u>\$ 350.</u>		<u>\$ 88.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	\$ 4,389.	\$ 3,511.		\$ 878.
FOREIGN TAXES	2,052.	1,642.		410.
TOTAL	<u>\$ 6,441.</u>	<u>\$ 5,153.</u>		<u>\$ 1,288.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	COST	\$ 411,382.	\$ 557,840.
FOREIGN STOCKS	COST	47,380.	62,497.
MUTUAL FUNDS	COST	1,583,730.	1,836,487.
TOTAL		<u>\$ 2,042,492.</u>	<u>\$ 2,456,824.</u>

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STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	COST	\$ 1,257,735.	\$ 1,267,444.
FOREIGN BONDS	COST	0.	0.
	TOTAL	\$ 1,257,735.	\$ 1,267,444.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MINERAL INTEREST	COST	\$ 560.	\$ 1.
	TOTAL	\$ 560.	\$ 1.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	AOL INC	PURCHASED	VARIOUS	11/13/2013
2	ABERDEEN FDS	PURCHASED	3/07/2013	VARIOUS
3	AGILENT TECHNOLOGIES	PURCHASED	11/07/2013	3/12/2014
4	AMER CENT DIVERSIFIED	PURCHASED	VARIOUS	2/14/2014
5	AMERICAN CENTY INTL BOND	PURCHASED	2/13/2014	5/15/2014
6	APPLE COMPUTER INC	PURCHASED	6/14/2013	VARIOUS
7	IPATH DOW JONES UBS COMMODITY	PURCHASED	VARIOUS	11/26/2013
8	IPATH GSCI TOTAL RETURN	PURCHASED	3/07/2013	11/26/2013
9	BLACKROCK EMERGING MKTS	PURCHASED	VARIOUS	VARIOUS
10	BRUNSWICK CORP	PURCHASED	11/07/2013	VARIOUS
11	CIGNA CORP	PURCHASED	4/23/2013	1/13/2014
12	CVS CAREMARK CORP	PURCHASED	1/08/2014	5/19/2014
13	CA INC	PURCHASED	VARIOUS	1/13/2014
14	CATERPILLER INC	PURCHASED	VARIOUS	1/13/2014
15	CAUSEWAY	PURCHASED	11/07/2013	VARIOUS
16	CHEVRON CORPORATION	PURCHASED	VARIOUS	5/19/2014
17	CISCO SYS INC	PURCHASED	7/12/2013	11/26/2013
18	CONAGRA FOODS INC	PURCHASED	VARIOUS	VARIOUS
19	CREDIT SUISSE	PURCHASED	6/14/2013	11/22/2013
20	D R HORTON INC	PURCHASED	6/14/2013	11/13/2013
21	DEVON ENERGY CORPORATION	PURCHASED	4/23/2013	VARIOUS
22	E I I INTL	PURCHASED	3/21/2013	2/14/2014
23	PARAMETRIC EMERGING MARKETS	PURCHASED	11/07/2013	2/14/2014
24	FIFTH THIRD BANCORP	PURCHASED	7/12/2013	VARIOUS
25	FORWARD INTERNATIONAL REAL ESTATE	PURCHASED	11/21/2013	2/14/2014
26	GENERAL ELECTRIC CO	PURCHASED	11/07/2013	1/13/2014
27	GOLDMAN SACHS COMM STRAT INS	PURCHASED	11/21/2013	VARIOUS
28	HARLEY DAVIDSON INC	PURCHASED	11/07/2013	VARIOUS

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
29	ISHARES MSCI EMERGING MKTS	PURCHASED	1/14/2013	11/13/2013
30	KOHL'S CORP	PURCHASED	VARIOUS	5/19/2014
31	LINCOLN NATIONAL CORP IND	PURCHASED	6/14/2013	VARIOUS
32	MAXIM INTEGRATED PRODS INC	PURCHASED	1/02/2013	11/13/2013
33	MOODYS CORP	PURCHASED	7/12/2013	11/13/2013
34	MORGAN STANLEY DEAN WITTER & CO	PURCHASED	1/31/2013	VARIOUS
35	MOTOROLA SOLUTIONS INC	PURCHASED	1/02/2013	11/13/2013
36	LOOMIS SAYLES	PURCHASED	VARIOUS	1/09/2014
37	NEUBERGER BERMAN LONG SH INS	PURCHASED	3/07/2013	VARIOUS
38	NUVEEN HIGH INCOME BOND	PURCHASED	VARIOUS	VARIOUS
39	NUVEEN REAL ESTATE SECS	PURCHASED	6/14/2013	11/08/2013
40	NUVEEN INTERMEDIATE	PURCHASED	2/13/2014	VARIOUS
41	NUVEEN MID CAP GRWTH OPP	PURCHASED	VARIOUS	7/15/2013
42	ORACLE CORPORATION	PURCHASED	1/14/2013	7/05/2013
43	OPPENHEIMER DEVELOPING MARKETS	PURCHASED	11/07/2013	2/14/2014
44	PIMCO TOTAL RETURN FUND INST	PURCHASED	3/07/2013	VARIOUS
45	PNC FINANCIAL SERVICES GROUP INC	PURCHASED	7/12/2013	11/13/2013
46	PITNEY BOWES INC	PURCHASED	11/07/2013	VARIOUS
47	ROBECO BOSTON PARTNERS	PURCHASED	3/07/2013	VARIOUS
48	T ROWE PRICE GROUP INC	PURCHASED	7/12/2013	VARIOUS
49	SPDR DJ WILSHIRE INTERNATIONAL	PURCHASED	3/07/2013	2/19/2014
50	STAPLES INC	PURCHASED	1/08/2014	3/27/2014
51	STRYKER CORP	PURCHASED	11/07/2013	VARIOUS
52	SYMANTEC CORP	PURCHASED	1/14/2013	1/13/2014
53	TCW EMERGING MARKETS LOCAL CCY INC	PURCHASED	11/21/2013	2/14/2014
54	TURNER SPECTRUM FUND	PURCHASED	VARIOUS	11/06/2013
55	TYSON FOODS INC	PURCHASED	VARIOUS	11/13/2013
56	VERIZON COMMUNICATIONS INC	PURCHASED	4/23/2013	VARIOUS
57	WALGREEN CO	PURCHASED	1/02/2013	7/17/2013
58	XEROX CORP	PURCHASED	11/07/2013	3/12/2014
59	ZOETIS INC	PURCHASED	VARIOUS	11/26/2013
60	SIGNET JEWELERS LTD	PURCHASED	5/14/2014	6/16/2014
61	ABERDEEN FDS	PURCHASED	VARIOUS	VARIOUS
62	INV BALANCE RISK COMM	PURCHASED	VARIOUS	11/22/2013
63	AMER CENT DIVERSIFIED	PURCHASED	VARIOUS	VARIOUS
64	AMERICAN TOWER CORP	PURCHASED	2/04/2009	12/18/2013
65	ANADARKO PETROLEUM CORP	PURCHASED	VARIOUS	VARIOUS
66	BANK OF AMERICA CORP	PURCHASED	VARIOUS	VARIOUS
67	IPATH DOW JONES UBS COMMODITY	PURCHASED	VARIOUS	11/26/2013
68	IPATH GSCI TOTAL RETURN	PURCHASED	9/17/2012	11/26/2013
69	BARCLAYS 5YR	PURCHASED	4/27/2009	VARIOUS
70	BEST BUY CO INC	PURCHASED	6/01/2012	11/26/2013
71	BLACKROCK EMERGING MKTS	PURCHASED	VARIOUS	VARIOUS
72	BORG WARNER INC	PURCHASED	3/21/2013	5/19/2014
73	CVS CAREMARK CORP	PURCHASED	VARIOUS	7/05/2013
74	CITIGROUP INC	PURCHASED	VARIOUS	2/19/2014
75	CREDIT SUISSE	PURCHASED	VARIOUS	VARIOUS
76	DOVER CORP	PURCHASED	7/05/2011	11/13/2013
77	DOW CHEM CO	PURCHASED	10/31/2011	3/12/2014
78	DRIEHAUS SELECT CREDIT FUND	PURCHASED	VARIOUS	VARIOUS
79	DRIEHAUS ACTIVE INCOME FUND	PURCHASED	7/05/2011	6/18/2014
80	E I I INTL	PURCHASED	VARIOUS	2/14/2014
81	EATON VANCE	PURCHASED	VARIOUS	VARIOUS
82	EXXON MOBIL CORP	PURCHASED	2/04/2009	2/19/2014
83	FOOT LOCKER INC	PURCHASED	8/05/2010	6/20/2014
84	FORWARD INTERNATIONAL REAL ESTATE	PURCHASED	VARIOUS	2/14/2014

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FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
85	GILEAD SCIENCES INC	PURCHASED	VARIOUS	VARIOUS
86	GLAXO SMITHKLINE	PURCHASED	VARIOUS	11/12/2013
87	GOLDMAN SACHS MC VALUE CL INST	PURCHASED	VARIOUS	VARIOUS
88	GOOGLE INC	PURCHASED	1/19/2012	12/18/2013
89	HIGHLAND LONG SHORT EQUITY	PURCHASED	VARIOUS	VARIOUS
90	ISHARES MSCI EMERGING MKTS	PURCHASED	VARIOUS	11/13/2013
91	ISHARES JPMORGAN	PURCHASED	7/05/2011	2/19/2014
92	LIBERTY MEDIA CORP	PURCHASED	11/06/2012	VARIOUS
93	MARATHON OIL CORP	PURCHASED	VARIOUS	VARIOUS
94	MAXIM INTEGRATED PRODS INC	PURCHASED	7/20/2012	11/13/2013
95	MERCK AND CO INC	PURCHASED	VARIOUS	11/13/2013
96	MONDELEZ INTERNATIONAL	PURCHASED	VARIOUS	VARIOUS
97	MOTOROLA SOLUTIONS INC	PURCHASED	VARIOUS	11/13/2013
98	NAVIENT CORP	PURCHASED	3/07/2011	VARIOUS
99	NEUBERGER BERMAN GENESIS INSTL	PURCHASED	12/05/2011	6/18/2014
100	NEUBERGER BERMAN LONG SH INS	PURCHASED	3/07/2013	6/18/2014
101	NUVEEN HIGH INCOME BOND	PURCHASED	VARIOUS	2/14/2014
102	NUVEEN REAL ESTATE SECS	PURCHASED	VARIOUS	VARIOUS
103	NUVEEN GLOBAL INFRASTR	PURCHASED	VARIOUS	7/15/2013
104	NUVEEN MID CAP GRWTH OPP	PURCHASED	VARIOUS	VARIOUS
105	OCCIDENTAL PETROLEUM CORPORATION	PURCHASED	VARIOUS	VARIOUS
106	PIMCO TOTAL RETURN FUND INST	PURCHASED	VARIOUS	VARIOUS
107	PFIZER INC	PURCHASED	11/03/2010	12/18/2013
108	PRUDENTIAL FINANCIAL INC	PURCHASED	2/10/2011	3/12/2014
109	SLM CORP	PURCHASED	3/07/2011	1/13/2014
110	SPDR DJ WILSHIRE INTERNATIONAL	PURCHASED	VARIOUS	VARIOUS
111	SPDR BARCLAYS INTL	PURCHASED	10/20/2010	2/19/2014
112	SCHLUMBERGER LTD	PURCHASED	VARIOUS	VARIOUS
113	LAUDUS INTL MARKETMASTERS FUND	PURCHASED	VARIOUS	VARIOUS
114	SCOUT INTERNATIONAL FUND	PURCHASED	VARIOUS	VARIOUS
115	STAPLES INC	PURCHASED	VARIOUS	3/27/2014
116	TCW EMERGING MARKETS INCOME FUND	PURCHASED	12/05/2011	VARIOUS
117	TCW EMERGING MARKETS LOCAL CCY INC	PURCHASED	VARIOUS	VARIOUS
118	TFS MARKET NEUTRAL FUND	PURCHASED	2/10/2011	VARIOUS
119	MORGAN DEMPSEY	PURCHASED	1/02/2013	VARIOUS
120	UNITED HEALTH GROUP INCORPORATED	PURCHASED	VARIOUS	VARIOUS
121	WELLS FARGO & CO	PURCHASED	8/08/2011	12/18/2013
122	NIELSEN HOLDINGS NV	PURCHASED	1/19/2012	VARIOUS
123	LONG-TERM 28% CAP GAIN DIV	PURCHASED	VARIOUS	VARIOUS
124	CAP GAIN DIST-UNRECAP SEC 1250	PURCHASED	VARIOUS	VARIOUS
125	LONG-TERM CAP GAIN DIV	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	14,123.		12,304.	1,819.				\$ 1,819.
2	22,873.		24,719.	-1,846.				-1,846.
3	10,015.		8,631.	1,384.				1,384.
4	2,942.		3,000.	-58.				-58.
5	205,597.		201,580.	4,017.				4,017.
6	15,566.		12,040.	3,526.				3,526.
7	1,794.		2,030.	-236.				-236.
8	988.		1,022.	-34.				-34.
9	38,277.		39,948.	-1,671.				-1,671.
10	8,409.		9,190.	-781.				-781.

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
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ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
11	9,317.		6,972.	2,345.				\$ 2,345.
12	989.		906.	83.				83.
13	10,531.		8,719.	1,812.				1,812.
14	10,382.		9,604.	778.				778.
15	5,142.		5,373.	-231.				-231.
16	5,058.		4,871.	187.				187.
17	2,201.		2,664.	-463.				-463.
18	9,757.		9,407.	350.				350.
19	28,149.		29,695.	-1,546.				-1,546.
20	4,789.		6,256.	-1,467.				-1,467.
21	9,803.		8,852.	951.				951.
22	2,822.		2,843.	-21.				-21.
23	48,209.		50,183.	-1,974.				-1,974.
24	3,302.		3,014.	288.				288.
25	12,119.		12,724.	-605.				-605.
26	17,217.		16,996.	221.				221.
27	44,924.		44,094.	830.				830.
28	2,022.		1,927.	95.				95.
29	36,354.		39,043.	-2,689.				-2,689.
30	9,191.		9,236.	-45.				-45.
31	15,874.		10,849.	5,025.				5,025.
32	1,005.		1,064.	-59.				-59.
33	7,286.		6,249.	1,037.				1,037.
34	4,284.		3,403.	881.				881.
35	2,572.		2,295.	277.				277.
36	9,011.		9,271.	-260.				-260.
37	65,524.		60,906.	4,618.				4,618.
38	40,305.		40,569.	-264.				-264.
39	42,339.		44,108.	-1,769.				-1,769.
40	1,999.		2,005.	-6.				-6.
41	30,908.		27,789.	3,119.				3,119.
42	3,714.		4,268.	-554.				-554.
43	46,719.		48,576.	-1,857.				-1,857.
44	56,381.		58,218.	-1,837.				-1,837.
45	9,649.		9,772.	-123.				-123.
46	2,926.		2,415.	511.				511.
47	53,297.		48,113.	5,184.				5,184.
48	7,638.		6,871.	767.				767.
49	22,054.		23,318.	-1,264.				-1,264.
50	4,160.		5,648.	-1,488.				-1,488.
51	10,546.		9,650.	896.				896.
52	7,548.		6,434.	1,114.				1,114.
53	19,008.		19,894.	-886.				-886.
54	112,140.		108,078.	4,062.				4,062.
55	7,959.		5,834.	2,125.				2,125.
56	13,563.		14,036.	-473.				-473.
57	8,366.		6,567.	1,799.				1,799.
58	988.		930.	58.				58.
59	4,920.		5,165.	-245.				-245.
60	1,073.		1,009.	64.				64.
61	89,803.		90,586.	-783.				-783.
62	24,166.		30,601.	-6,435.				-6,435.
63	48,883.		51,126.	-2,243.				-2,243.

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CASTLE FOUNDATION
C/O CAROLYN O'MALLEY

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
64	995.		393.	602.				\$ 602.
65	4,432.		3,593.	839.				839.
66	15,223.		9,467.	5,756.				5,756.
67	8,145.		9,811.	-1,666.				-1,666.
68	11,282.		12,648.	-1,366.				-1,366.
69	60,636.		42,153.	18,483.				18,483.
70	1,015.		479.	536.				536.
71	54,391.		56,139.	-1,748.				-1,748.
72	10,411.		6,647.	3,764.				3,764.
73	12,062.		9,159.	2,903.				2,903.
74	14,988.		9,007.	5,981.				5,981.
75	65,163.		76,355.	-11,192.				-11,192.
76	12,768.		9,722.	3,046.				3,046.
77	1,479.		852.	627.				627.
78	43,031.		40,564.	2,467.				2,467.
79	1,937.		1,996.	-59.				-59.
80	30,975.		29,423.	1,552.				1,552.
81	22,187.		23,180.	-993.				-993.
82	2,829.		1,619.	1,210.				1,210.
83	1,037.		280.	757.				757.
84	27,510.		28,476.	-966.				-966.
85	2,660.		1,038.	1,622.				1,622.
86	8,041.		6,974.	1,067.				1,067.
87	31,445.		20,570.	10,875.				10,875.
88	2,126.		1,273.	853.				853.
89	84,574.		76,343.	8,231.				8,231.
90	39,923.		44,530.	-4,607.				-4,607.
91	83,938.		84,715.	-777.				-777.
92	8,009.		5,902.	2,107.				2,107.
93	11,604.		9,209.	2,395.				2,395.
94	7,464.		6,631.	833.				833.
95	11,706.		11,750.	-44.				-44.
96	12,670.		9,607.	3,063.				3,063.
97	6,462.		5,134.	1,328.				1,328.
98	6,417.		3,796.	2,621.				2,621.
99	3,977.		3,174.	803.				803.
100	1,210.		1,087.	123.				123.
101	150,718.		153,007.	-2,289.				-2,289.
102	78,683.		66,314.	12,369.				12,369.
103	134,354.		120,491.	13,863.				13,863.
104	36,378.		31,985.	4,393.				4,393.
105	3,093.		2,536.	557.				557.
106	109,639.		112,695.	-3,056.				-3,056.
107	1,873.		1,091.	782.				782.
108	1,062.		776.	286.				286.
109	1,027.		573.	454.				454.
110	38,762.		37,396.	1,366.				1,366.
111	69,007.		72,588.	-3,581.				-3,581.
112	3,609.		2,992.	617.				617.
113	78,068.		65,674.	12,394.				12,394.
114	52,504.		41,741.	10,763.				10,763.
115	6,678.		9,143.	-2,465.				-2,465.
116	7,770.		7,536.	234.				234.

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CASTLE FOUNDATION
C/O CAROLYN O'MALLEY

87-6117177

11/10/14

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
117	17,731.		18,066.	-335.				\$ -335.
118	23,753.		23,115.	638.				638.
119	21,683.		16,688.	4,995.				4,995.
120	11,272.		6,547.	4,725.				4,725.
121	1,966.		1,086.	880.				880.
122	9,738.		6,435.	3,303.				3,303.
123	76.		0.	76.				76.
124	10.		0.	10.				10.
125	33,597.		0.	33,597.				33,597.
							TOTAL	\$ 171,612.

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

NAME OF GRANT PROGRAM:
NAME: MICHAEL I. POULTER OR SONGA CORBIN
CARE OF: US BANK NATIONAL ASSOCIATION
STREET ADDRESS: 170 SOUTH MAIN STREET SUITE 600
CITY, STATE, ZIP CODE: SALT LAKE CITY, UT 84101
TELEPHONE: (503) 275-4327
E-MAIL ADDRESS:
FORM AND CONTENT: WRITTEN APPLICATION SETTING FORTH APPLICANT'S PUBLIC CHARITY STATUS
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: PUBLIC CHARITIES, SOME PREFERENCE TO THOSE PERFORMING ACTIVITIES WITHIN THE STATE OF UTAH.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS & GIRLS CLUBS OF GTR SLC 669 SOUTH 200 EAST, SUITE 100 SALT LAKE CITY, UT 84111	NONE	501C3		\$ 2,000.
ANDREW ROWAN READING ROOM 607 EAST 3990 SOUTH SALT LAKE CITY, UT 84107	NONE			2,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PLANNED PARENTHOOD ASSN OF UTA 654 SOUTH 900 EAST SALT LAKE CITY, UT 84102	NONE			\$ 2,500.
WESTMINSTER COLLEGE-SALT LAKE 1840 SOUTH 1300 EAST SALT LAKE CITY, UT 84105	NONE			2,000.
AMERICAN RED CROSS-GREATER SLC PO BOX 3836 SALT LAKE CITY, UT 84110	NONE			1,000.
ALLIANCE HOUSE 1724 SOUTH MAIN SALT LAKE CITY, UT 84111	NONE			2,000.
THE CHILDREN'S CENTER-UTAH 1855 E. MEDICAL DRIVE SALT LAKE CITY, UT 84112	NONE			1,500.
ODYSSEY HOUSE 344 EAST 100 SOUTH SUITE 301 SALT LAKE CITY, UT 84111	NONE			2,000.
YOUNG WOMEN CHRISTIANS ASSN 322 EAST 300 SOUTH SALT LAKE CITY, UT 84111	NONE			2,000.
CATHOLIC COMMUNITY SERVICES 745 EAST 300 SOUTH SALT LAKE CITY, UT 84102	NONE			3,000.
SALT LAKE DONATED DENTAL SERVICES 1383 SOUTH 900 WEST, STE 128 SALT LAKE CITY, UT 84104	NONE			4,000.
VOLUNTEERS OF AMERICA, UTAH 140 WEST 2100 SOUTH SUITE 138 SALT LAKE CITY, UT 84115	NONE			3,500.
NEIGHBORHOOD HOUSE, UTAH 1050 WEST 500 SOUTH SALT LAKE CITY, UT 84104	NONE			2,500.

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CASTLE FOUNDATION
C/O CAROLYN O'MALLEY

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF UTAH - COLLEGE OF NURSING 10 SOUTH 2000 EAST SALT LAKE CITY, UT 84112	NONE			\$ 4,000.
YMCA OF GREATER SALT LAKE 3098 S. HIGHLAND DR. SUITE 290 SALT LAKE CITY, UT 84106	NONE			2,000.
GIRL SCOUTS OF UTAH 445 EAST 4500 SOUTH SALT LAKE CITY, UT 84157	NONE			1,000.
UTAH YOUTH VILLAGE 5800 SOUTH HIGHLAND DRIVE SALT LAKE CITY, UT 84121	NONE			3,000.
CROSSROADS URBAN CENTER 347 SOUTH 400 EAST SALT LAKE CITY, UT 84111	NONE			4,000.
THE ROAD HOME 210 SOUTH RIO GRANDE STREET SALT LAKE CITY, UT 84101	NONE			2,000.
RONALD MCDONALD HOUSE CHARITIES 1135 E SOUTH TEMPLE SALT LAKE CITY, UT 84111	NONE			2,000.
JUNIOR LEAGUE OF SALT LAKE 526 EAST 300 SOUTH SALT LAKE CITY, UT 84102	NONE			2,000.
SHARING PLACE 1695 EAST 3300 SOUTH SALT LAKE CITY, UT 84106	NONE			3,000.
FRIENDS OF TRACY AVIARY 589 EAST 1300 SOUTH SALT LAKE CITY, UT 84105	NONE			1,500.
INTERMOUNTAIN THERAPY ANIMALS 4050 SOUTH 2700 EAST SALT LAKE CITY, UT 84124	NONE			2,000.
HOUSE OF HOPE-UTAH ALCOHOLISM FOUNDATION 857 EAST 200 SOUTH SALT LAKE CITY, UT 84102	NONE			2,000.

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CASTLE FOUNDATION
C/O CAROLYN O'MALLEY

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF UTAH - LOWELL BENNION CNTR 200 SOUTH CENTRAL CAMPUS DR, RM 101 SALT LAKE CITY, UT 84112	NONE			\$ 3,000.
UNIVERSITY OF UTAH - WOMEN'S RESOURCE CE 200 CENTRAL CAMPUS DR, RM 411 SALT LAKE CITY, UT 84112	NONE			19,500.
UNIVERSITY OF UTAH - KINGSBURY HALL 201 S. PRESIDENTS CIR. RM. 304 SALT LAKE CITY, UT 84112	NONE			2,000.
UNIVERSITY OF UTAH - KUED 201 S. WASATCH DR RM 215 SALT LAKE CITY, UT 84112	NONE			3,000.
AMERICAN LUNG ASSOCIATION 1930 SOUTH 1100 EAST SALT LAKE CITY, UT 84106	NONE			3,000.
GUADALUPE CENTER EDUCATION PRO 340 SOUTH GOSHEN STREET SALT LAKE CITY, UT 84104	NONE			2,000.
BALLET WEST 50 WEST 200 SOUTH SALT LAKE CITY, UT 84101	NONE			2,500.
KOSTOPULOS DREAM FOUNDATION 2500 EMIGRATION CANYON SALT LAKE CITY, UT 84104	NONE			4,000.
INTERMOUNTAIN SPECIALIZED ABUSE TREATMNT 1800 S. W. TEMPLE SUITE 421 SALT LAKE CITY, UT 84115	NONE			2,000.
JUNIOR ACHIEVEMENT OF UTAH 641 EST SOUTH TEMPLE SALT LAKE CITY, UT 84102	NONE			3,000.
UTAH FOSTER CARE FOUNDATION 5296 COMMERCE DRIVE #400 MURRAY, UT 84107	NONE			2,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDS FOR SIGHT 661 SOUTH 200 EAST SALT LAKE CITY, UT 84111	NONE			\$ 3,000.
PREVENT CHILD ABUSE UTAH 2955 HARRISON BLVD. SUITE 104 OGDEN, UT 84403	NONE			3,500.
CHILDRENS SERVICE SOCIETY OF UTAH 124 SOUTH 400 EAST SUITE 400 SALT LAKE CITY, UT 84111	NONE			2,000.
UTAH SYMPHONY & OPERA 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101	NONE			2,000.
BIG BROTHER BIG SISTERS OF UTA 151 EAST 5600 SOUTH STE 200 SALT LAKE CITY, UT 84107	NONE			2,000.
ASSISTANCE LEAGUE OF SALT LAKE PO BOX 9353 SALT LAKE CITY, UT 84109, UT 84109	NONE			3,000.
CAMP HOBE PO BOX 520755 SALT LAKE CITY, UT 84152	NONE			2,000.
THE FAMILY SUPPORT CENTER 777 WEST CENTER MIDVALE, UT 84047	NONE			2,000.
RAPE RECOVERY CENTER 2035 SOUTH 1300 EAST SALT LAKE CITY, UT 84105	NONE			3,000.
EYE CARE FOR KIDS FOUNDATION 6895 S. STATE STREET SALT LAKE CITY, UT 84047	NONE			2,000.
SPLORE 880 EAST 3375 SOUTH SALT LAKE CITY, UT 84106	NONE			1,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UTAH FOOD BANK 1025 SOUTH 700 WEST SALT LAKE CITY, UT 84104	NONE			\$ 5,000.
SOUTH VALLEY SANCTUARY PO BOX 1028 WEST JORDAN, UT 84048	NONE			2,000.
NATIONAL MULTIPLE SCLEROSIS SO 6364 SOUTH HIGHLAND DRIVE, STE SALT LAKE CITY, UT 84121	NONE			1,000.
DISCOVERY GATEWAY 444 WEST 100 SOUTH SALT LAKE CITY, UT 84101	NONE			2,000.
MALIHEH FREE CLINIC 415 EAST 3900 SOUTH SALT LAKE CITY, UT 84107	NONE			5,000.
ABILITY FOUND 5236 S GREENPINE DR MURRAY, UT 84123	NONE			2,000.
SPY HOP PRODUCTIONS 511 WEST 200 SOUTH STE 100 SALT LAKE CITY, UT 84101	NONE			1,000.
UNIVERSITY OF UTAH - ACADEMIC AFFAIRS 195 S CENTRAL CAMPUS DR SALT LAKE CITY, UT 84112	NONE			3,000.
JEWISH FAMILIY SERVICES 1111 EAST BRICKYARD ROAD SALT LAKE CITY, UT 84106	NONE			2,000.
HELPING HANDS ASSC DBA THE HAVEN 974 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102	NONE			1,000.
FAMILY CONNECTION CENTER 1360 E 1450 S CLEARFIELD, UT 84015	NONE			1,500.
LEGAL AID SOCIETY OF SALT LAKE 450 SOUTH STATE STREET SALT LAKE CITY, UT 84111	NONE			2,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UTAH AIDS FOUNDATION 1408 SOUTH 1100 EAST SALT LAKE CITY, UT 84105	NONE			\$ 2,500.
BOYS & GIRLS CLUBS OF SOUTH VALLEY PO BOX 57071 MURRAY, UT 84157	NONE			2,000.
ST ANN'S CENTER 137 W BINFORD OGDEN, UT 84401	NONE			2,000.
ST JOSEPH VILLA FOUNDATION PO BOX 744 KAYSVILLE, UT 84037	NONE			1,000.
THERAPY ANIMALS OF UTAH 2459 WEST 300 NORTH PROVO, UT 84601	NONE			1,000.
UNIVERSITY OF UTAH - SJ QUINNEY LAW 332 SOUTH 1400 EAST RM 101 SALT LAKE CITY, UT 84112	NONE			2,000.
UNIVERSITY OF UTAH - SCHOOL OF MEDICINE 540 ARAPEEN DR STE 10 SALT LAKE CITY, UT 84108	NONE			4,000.
UNIVERSITY OF UTAH - TANNER HUMANITIES 215 S CENTRAL CAMPUS DR RM 110 SALT LAKE CITY, UT 84112	NONE			2,000.

TOTAL \$ 174,000.