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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

UVAS FOUNDATION

A Employer identification number

94-2678808

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

3697 MT. DIABLO BLVD., SUITE 205

Room/suite

B Telephone number

925-284-8634

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

LAFAYETTE, CA 94549-7113

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

Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)

\$ 3,333,426.

J Accounting method

☐ Cash☐ Accrual☒ Other (specify) MODIFIED CASH

(Part I, column (d) must be on cash basis.)

Part I

Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

0.

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

1.

1.

STATEMENT 1

4 Dividends and interest from securities

61,738.

61,738.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

75,284.

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

1,623,912.

7 Capital gain net income (from Part IV, line 2)

75,284.

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

137,023.

137,023.

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

STMT 3

10,429.

10,429.

0.

17 Interest

1.

1.

0.

18 Taxes

STMT 4

3,462.

1,020.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 5

5,105.

3,518.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

18,997.

14,968.

0.

25 Contributions, gifts, grants paid

165,000.

165,000.

26 Total expenses and disbursements. Add lines 24 and 25

183,997.

14,968.

165,000.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

<46,974.>

b Net investment income (if negative, enter -0-)

122,055.

c Adjusted net income (if negative, enter -0-)

N/A

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	47,224.	39,822.	39,822.
	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 STMT 6	714,266.	0.	0.
	b Investments - corporate stock STMT 7	1,514,560.	1,625,354.	2,199,691.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	537,401.	1,100,714.	1,093,913.
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
Liabilities	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	2,813,451.	2,765,890.	3,333,426.
	17 Accounts payable and accrued expenses	649.	62.	
	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)	649.	62.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	2,812,802.	2,765,828.	
	30 Total net assets or fund balances	2,812,802.	2,765,828.	
	31 Total liabilities and net assets/fund balances	2,813,451.	2,765,890.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,812,802.
2 Enter amount from Part I, line 27a	2	<46,974.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,765,828.
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	2,765,828.

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 SHORT-TERM CAPITAL GAIN - SEE STATEMENT			
b ATTACHED	P	VARIOUS	
c LONG-TERM CAPITAL GAIN - SEE STATEMENT			
d ATTACHED	P	VARIOUS	
e CAPITAL GAINS DIVIDENDS			

(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 655,918.		649,306.	6,612.
c			
d 937,467.		899,322.	38,145.
e 30,527.			30,527.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			6,612.
c			
d			38,145.
e			30,527.

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	75,284.
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	163,000.	3,196,015.	.051001
2011	167,317.	3,224,887.	.051883
2010	163,907.	3,428,780.	.047803
2009	173,230.	3,319,953.	.052178
2008	212,200.	3,486,196.	.060869

2 Total of line 1, column (d)	2	.263734
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	.052747
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,281,166.
5 Multiply line 4 by line 3	5	173,072.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,221.
7 Add lines 5 and 6	7	174,293.
8 Enter qualifying distributions from Part XII, line 4	8	165,000.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,441.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	2,441.
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	2,441.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,380.	
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	2,380.	
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	61.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		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		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► N/A	13	X	
14	The books are in care of ► TREASURER Telephone no ► 925-284-8634 Located at ► 3697 MT. DIABLO BLVD., SUITE 205, LAFAYETTE, CA ZIP+4 ► 94549			
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	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No IRC Section 4941(d)(2) E Reg Section 53.4941(d)-(3)(c)(2) Ex.1		
(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 ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <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.) 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)**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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
SEE STATEMENT 9		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.

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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	1a	3,289,180.
b	Average of monthly cash balances	1b	41,953.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,331,133.
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	3,331,133.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,967.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,281,166.
6	Minimum investment return. Enter 5% of line 5	6	164,058.

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	164,058.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,441.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,441.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	161,617.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	161,617.
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	161,617.

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	165,000.
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	165,000.
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	165,000.

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				161,617.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			154,053.	
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 ▶ \$ 165,000.				
a Applied to 2012, but not more than line 2a			154,053.	
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				10,947.
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				150,670.
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)

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

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

PAUL L. DAVIES, JR.

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

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 STATEMENT ATTACHED	N/A	ALL PUBLIC CHARITIES	SEE STATEMENT ATTACHED	165,000.
Total			▶ 3a	165,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(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			14	1.		
4 Dividends and interest from securities			14	61,738.		
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			14			
8 Gain or (loss) from sales of assets other than inventory			18	75,284.		
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.		137,023.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	137,023.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII


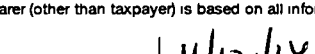
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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. | | |

[illegible]

- 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.				May the IRS discuss this return with the preparer shown below (see instr) ? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 		Date <u>11/12/14</u>		Title TREASURER	
Paid Preparer Use Only	Prnt/Type preparer's name ANNE F. MACDONALD		Preparer's signature 		Date <u>11/10/14</u>	
	Check <input type="checkbox"/> if self-employed		PTIN P00359548			
	Firm's name ▶ FRANK, RIMERMAN & CO. LLP				Firm's EIN ▶ 94-1341042	
	Firm's address ▶ 1801 PAGE MILL ROAD PALO ALTO, CA 94304				Phone no (650) 845-8100	

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
WELLS FARGO BANK	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

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
CORPORATE BONDS	6,436.	0.	6,436.	6,436.	
PUBLIC SECURITIES	68,183.	30,527.	37,656.	37,656.	
U.S. GOVERNMENT BONDS	17,646.	0.	17,646.	17,646.	
TO PART I, LINE 4	92,265.	30,527.	61,738.	61,738.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL INVESTMENT SERVICES	10,429.	10,429.		0.
TO FORM 990-PF, PG 1, LN 16C	10,429.	10,429.		0.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	2,442.	0.		0.
FOREIGN TAXES	1,020.	1,020.		0.
TO FORM 990-PF, PG 1, LN 18	3,462.	1,020.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	5,025.	3,518.		0.
FILING FEES	80.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,105.	3,518.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	1,625,354.	2,199,691.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,625,354.	2,199,691.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	COST	1,100,714.	1,093,913.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,100,714.	1,093,913.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENNETH P. MATEO 3697 MT. DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 945497113	DIRECTOR 0.00	0.	0.	0.
LAURA D. MATEO 3697 MT. DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 945497113	SECRETARY/DIRECTOR 0.00	0.	0.	0.
ANDREW E. ZEISLER 3697 MT. DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 945497113	TREASURER 0.00	0.	0.	0.
PAUL L. DAVIES, JR. 3697 MT. DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 945497113	DIRECTOR 0.00	0.	0.	0.

GREGORY W. MATEO 3697 MT. DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 945497113	PRESIDENT/DIRECTOR	0.00	0.	0.	0.
WESLEY D. MATEO 3697 MT. DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 945497113	DIRECTOR	0.00	0.	0.	0.
MEREDITH MATEO 3697 MT. DIABLO BOULEVARD, SUITE 205 LAFAYETTE, CA 945497113	DIRECTOR	0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			<u>0.</u>	<u>0.</u>	<u>0.</u>

UVAS FOUNDATION

ID# 94-2678808

YEAR ENDED JUNE 30, 2014

COMPENSATION OF OFFICERS AND DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Title/Position</u>	<u>Compensation/ Time Devoted</u>
Gregory W. Mateo	*	President/Director	**
Laura D. Mateo	*	Secretary/Director	**
Andrew E. Zeisler	*	Treasurer	**
Paul L. Davies, Jr.	*	Director	**
Kenneth P. Mateo	*	Director	**
Wesley D. Mateo	*	Director	**
Meredith Mateo	*	Director	**

* 3697 Mt. Diablo Blvd., Suite 205, Lafayette, CA 94549

** All of the above officers and directors received no compensation, no benefits, and no expense allowances, and devoted as much time as was necessary to conduct their respective positions.

UVAS FOUNDATION
Contributions

For the Twelve Months Ended June 30, 2014

Organization Name	Purpose	Location	Amount
826 Valencia	General Purpose	San Francisco, CA	\$ 2,500
Autism Services Association	General Purpose	Wellesley Hills, MA	2,500
Battleship Cove	USS Massachusetts	Fall River, MA	5,000
Birch Aquarium at Scripps Institution, UC San Diego	General Purpose	La Jolla, CA	2,500
Boy Scouts of America - Knox Trail Council	General Purpose	Framingham, MA	2,000
Building Futures Now	General Purpose	East Palo Alto, CA	2,500
Café Reconcile	General Purpose	New Orleans, LA	10,000
Catholic Charities	General Purpose	San Diego, CA	6,000
Cleveland Clinic Foundation	General Purpose	Cleveland, OH	2,000
CPMC Foundation	General Purpose	San Francisco, CA	5,000
East Bay Zoological Society	General Purpose	Oakland, CA	2,500
East Palo Alto Charter School	General Purpose	East Palo Alto, CA	5,000
East Palo Alto Phoenix Academy	General Purpose	East Palo Alto, CA	5,000
Eastside College Preparatory School	General Purpose	East Palo Alto, CA	5,000
Exploratorium	General Purpose	San Francisco, CA	2,500
FACE AIDS	General Purpose	San Francisco, CA	5,000
FIRST Finance	General Purpose	Manchester, NH	2,500
Homes for Our Troops	General Purpose	Taunton, MA	5,000
Injured Marine Semper Fi Fund	General Purpose	Oceanside, CA	10,000
Lawrence Hall of Science	General Purpose	Berkeley, CA	1,000
Museum of Science	General Purpose	Boston, MA	10,000
National Park Foundation	General Purpose	Washington, DC	5,000
Nature Center at Shaker Lake	General Purpose	Cleveland, OH	1,000
Naval Aviation Museum Foundation	Nat'l Flight Academy	NAS Pensacola, FL	5,000
Navy-Marine Corps Relief Society	General Purpose	Arlington, VA	5,000
Patriots Point Foundation	General Purpose	Mt. Pleasant, SC	5,000
St. Sebastian's School	Annual Fund	Needham, MA	15,000
Salvation Army - Greater Cleveland	General Purpose	Cleveland, OH	1,000
Salvation Army - San Diego	General Purpose	San Diego, CA	2,000
Salvation Army - San Francisco	General Purpose	San Francisco, CA	1,000
San Francisco Zoological Society	General Purpose	San Francisco, CA	2,500
Search Dog Foundation	General Purpose	Ojai, CA	2,500
Springwell, Inc.	Meals on Wheels	Waltham, MA	2,000
Stanford University - Haas Center for Public Service	General Purpose	Stanford, CA	5,000
Stanford University - Undergraduate Education Fund	General Purpose	Stanford, CA	5,000
United States Naval Academy Foundation	25¢ Drama/75¢ General	Annapolis, MD	10,000
University Hospitals	General Purpose	Columbus, OH	2,000
Zoological Society of San Diego	General Purpose	San Diego, CA	2,500
Total Contributions			<u>\$ 165,000</u>

Cap Gain Detail

Bessemer Trust

Capital Gain & Loss				Statement for the period 07/01/13 to 06/30/14			
				Mateo, Laura D. (M41)			
				Tax ID: 94-2678808			
				Sorted by security description,date sold			
				Reporting date basis			
Shares/	Date			Cost	Gain/	Disallowed	
par	acquired	Date		basis	loss	loss	
value		sold	Proceeds				
Los Angeles / Joan West							
INV53K UVAS FOUNDATION							
Covered							
Long term gain loss							
G1151C101 / ACN / ACCENTURE PLC CL A							
30 00	04/03/2012	01/06/2014	\$2,421.58	\$1,947.00	\$474.58		
35 00	05/08/2012	01/06/2014	\$2,825.18	\$2,073.02	\$752.16		
Total security			\$5,246.76	\$4,020.02	\$1,226.74		
018805101 / AZSE Y / ALLIANZ AKTIENGES ADR							
125.00	11/21/2011	03/21/2014	\$2,074.07	\$1,188.28	\$885.79		
75 00	05/08/2012	03/21/2014	\$1,244.44	\$778.06	\$466.38		
Total security			\$3,318.51	\$1,966.34	\$1,352.17		
Y0486S104 / AVGO / AVAGO TECHNOLOGIES							
50 00	09/21/2012	11/08/2013	\$2,193.83	\$1,772.35	\$421.48		
15 00	09/21/2012	05/14/2014	\$1,029.45	\$531.71	\$497.74		
50.00	11/30/2012	05/14/2014	\$3,431.49	\$1,742.13	\$1,689.36		
10 00	05/09/2013	05/14/2014	\$686.30	\$338.59	\$347.71		
Total security			\$7,341.07	\$4,384.78	\$2,956.29		
05545E209 / BBL / BHP BILLITON PLC-ADR							
20 00	11/21/2011	07/31/2013	\$1,142.20	\$1,130.22	\$11.98		
35 00	12/19/2011	07/31/2013	\$1,998.84	\$1,965.10	\$33.74		
5.00	04/03/2012	07/31/2013	\$285.55	\$306.42	(\$20.87)		
15.00	05/08/2012	07/31/2013	\$856.65	\$905.05	(\$48.40)		
Total security			\$4,283.24	\$4,306.79	(\$23.55)		
168919108 / CICH Y / CHINA CONSTRUCTION ADR							
50 00	02/06/2012	03/21/2014	\$634.56	\$826.34	(\$191.78)		
45 00	04/03/2012	03/21/2014	\$571.10	\$699.75	(\$128.65)		
100 00	05/08/2012	03/21/2014	\$1,269.10	\$1,488.23	(\$219.13)		
50.00	02/14/2013	03/21/2014	\$634.56	\$844.89	(\$210.33)		
5 00	12/01/2011	03/21/2014	\$63.46	\$71.63	(\$8.17)		
25 00	11/22/2011	03/24/2014	\$327.85	\$343.84	(\$15.99)		
95 00	12/01/2011	03/24/2014	\$1,245.84	\$1,361.06	(\$115.22)		
50 00	12/02/2011	03/24/2014	\$655.70	\$716.22	(\$60.52)		
30 00	11/21/2011	03/24/2014	\$393.43	\$409.15	(\$15.72)		
70 00	11/21/2011	03/25/2014	\$927.78	\$954.67	(\$26.89)		
Total security			\$6,723.38	\$7,715.78	(\$992.40)		
189754104 / COH / COACH INC							
25 00	08/29/2012	10/16/2013	\$1,346.60	\$1,407.24	(\$60.64)		
75 00	09/26/2012	10/16/2013	\$4,039.80	\$4,056.36	(\$16.56)		
Total security			\$5,386.40	\$5,463.60	(\$77.20)		
126650100 / CVS / CVS HEALTH CORP							
20 00	04/03/2012	01/06/2014	\$1,393.97	\$893.80	\$500.17		
5.00	05/08/2012	01/06/2014	\$348.49	\$226.35	\$122.14		

Cap Gain Detail

Shares/ par value	Date acquired	Date sold	Proceeds	Cost basis	Gain/ loss	Disallowed loss
Total security			\$1,742.46	\$1,120.15	\$622.31	
233331107 / DTE / DETROIT ENERGY CO						
35 00	11/21/2011	09/23/2013	\$2,365.84	\$1,767.89	\$597.95	
10 00	04/03/2012	09/23/2013	\$675.96	\$550.60	\$125.36	
5 00	05/08/2012	09/23/2013	\$337.98	\$278.62	\$59.36	
Total security			\$3,379.78	\$2,597.11	\$782.67	
29082A107 / ERJ / EMBRAER SA ADR						
25 00	05/08/2012	08/26/2013	\$839.07	\$826.75	\$12.32	
15 00	04/03/2012	08/27/2013	\$492.53	\$478.86	\$13.67	
75 00	07/13/2012	08/27/2013	\$2,462.66	\$1,814.19	\$648.47	
Total security			\$3,794.26	\$3,119.80	\$674.46	
26874R108 / E / ENI S.P.A. ADR						
10.00	04/03/2012	09/24/2013	\$464.16	\$464.05	\$0.11	
40.00	05/08/2012	09/24/2013	\$1,856.62	\$1,730.84	\$125.78	
50 00	12/01/2011	09/24/2013	\$2,320.77	\$2,125.93	\$194.84	
25 00	12/01/2011	05/22/2014	\$1,252.51	\$1,062.97	\$189.54	
25.00	04/05/2013	05/22/2014	\$1,252.51	\$1,142.90	\$109.61	
55 00	11/21/2011	06/25/2014	\$2,983.64	\$2,294.86	\$688.78	
Total security			\$10,130.21	\$8,821.55	\$1,308.66	
459200101 / IBM / INTERNATIONAL BUS MACHINES						
5 00	04/03/2012	02/06/2014	\$871.81	\$1,046.00	(\$174.19)	
10 00	05/08/2012	02/06/2014	\$1,743.63	\$2,013.55	(\$269.92)	
10.00	02/03/2012	02/06/2014	\$1,743.62	\$1,935.33	(\$191.71)	
15 00	11/21/2011	02/24/2014	\$2,764.53	\$2,713.53	\$51.00	
10 00	02/03/2012	02/24/2014	\$1,843.02	\$1,935.32	(\$92.30)	
Total security			\$8,966.61	\$9,643.73	(\$677.12)	
500467105 / AHON Y / KON AHOLD ADR						
45.00	04/02/2012	08/26/2013	\$772.79	\$629.66	\$143.13	
5 00	11/21/2011	08/26/2013	\$85.87	\$63.48	\$22.39	
100 00	11/21/2011	08/27/2013	\$1,682.74	\$1,269.63	\$413.11	
70 00	11/21/2011	09/24/2013	\$1,218.73	\$888.74	\$329.99	
5.00	05/08/2012	09/24/2013	\$87.05	\$63.18	\$23.87	
75 00	05/08/2012	09/25/2013	\$1,305.75	\$947.70	\$358.05	
25 00	11/22/2011	09/26/2013	\$434.32	\$313.37	\$120.95	
65 00	05/08/2012	09/26/2013	\$1,129.24	\$821.34	\$307.90	
Total security			\$6,716.49	\$4,997.10	\$1,719.39	
548661107 / LOW / LOWES COS INC						
75 00	06/20/2012	07/02/2013	\$3,177.36	\$2,141.67	\$1,035.69	
55616P104 / M / MACY'S INC						
40 00	05/08/2012	02/06/2014	\$2,101.07	\$1,581.67	\$519.40	
35.00	02/03/2012	02/06/2014	\$1,838.43	\$1,263.06	\$575.37	
Total security			\$3,939.50	\$2,844.73	\$1,094.77	
565849106 / MRO / MARATHON OIL CORP						
50 00	02/03/2012	09/23/2013	\$1,775.22	\$1,616.13	\$159.09	
25 00	04/03/2012	09/23/2013	\$887.61	\$787.75	\$99.86	
25 00	05/08/2012	09/23/2013	\$887.60	\$650.25	\$237.35	
Total security			\$3,550.43	\$3,054.13	\$496.30	
594918104 / MSFT / MICROSOFT CORP						
85 00	05/08/2012	09/16/2013	\$2,810.25	\$2,593.92	\$216.33	

Cap Gain Detail

Shares/ par value	Date acquired	Date sold	Proceeds	Cost basis	Gain/ loss	Disallowed loss
626188106 / MURG Y / MUNICH RE GROUP ADR						
35 00	01/25/2012	06/25/2014	\$767 10	\$453 25	\$313 85	
15.00	01/24/2012	06/25/2014	\$328 76	\$193 96	\$134.80	
35 00	01/24/2012	06/26/2014	\$761 43	\$452 56	\$308 87	
65 00	01/23/2012	06/26/2014	\$1,414.07	\$839 35	\$574 72	
50 00	01/23/2012	06/27/2014	\$1,087.38	\$645.65	\$441 73	
Total security			\$4,358.74	\$2,584.77	\$1,773.97	
654111202 / NINO Y / NIKON CORP PLC UNSPON-ADR						
50 00	12/13/2012	03/17/2014	\$841 20	\$1,419 43	(\$578 23)	
50 00	12/12/2012	03/18/2014	\$841.31	\$1,370 12	(\$528 81)	
50 00	12/13/2012	03/18/2014	\$841 31	\$1,419 43	(\$578 12)	
Total security			\$2,523.82	\$4,208.98	(\$1,685.16)	
65557A206 / NRBA Y / NORDEA BK SWEDEN AB ADR						
75.00	05/09/2012	07/31/2013	\$943 60	\$633 01	\$310.59	
15 00	05/09/2012	08/01/2013	\$190 26	\$126 60	\$63 66	
85.00	11/21/2011	08/01/2013	\$1,078 17	\$645 66	\$432.51	
20 00	11/21/2011	08/02/2013	\$254.84	\$151 92	\$102 92	
75.00	12/19/2011	08/02/2013	\$955 67	\$552 25	\$403 42	
Total security			\$3,422.54	\$2,109.44	\$1,313.10	
680414604 / OWSM X / OW SMALL & MID CAP FUND						
3,252 92	05/08/2012	05/19/2014	\$56,015 21	\$47,752.81	\$8,262 40	
1,160 56	12/20/2012	05/19/2014	\$19,984 79	\$16,816.47	\$3,168 32	
Total security			\$76,000.00	\$64,569.28	\$11,430.72	
680414802 / OWSO X / OW STRATEGIC OPPTY FUND						
6,849 32	03/27/2012	09/24/2013	\$55,410.96	\$50,000 00	\$5,410 96	
6,849 32	04/03/2012	09/24/2013	\$55,410 96	\$50,000 00	\$5,410.96	
1,752 54	05/08/2012	09/24/2013	\$14,178 08	\$12,600 79	\$1,577 29	
Total security			\$125,000.00	\$112,600.79	\$12,399.21	
16941R108 / SNP / SINOPEC/CHINA PETE&CHM ADR						
32.50	11/21/2011	03/17/2014	\$2,796.47	\$2,552.64	\$243 83	
26 00	02/15/2012	03/17/2014	\$2,237 18	\$2,385 26	(\$148 08)	
13 00	04/03/2012	03/17/2014	\$1,118.59	\$1,086.56	\$32.03	
3 50	05/08/2012	03/17/2014	\$301 16	\$274 15	\$27 01	
Total security			\$6,453.40	\$6,298.61	\$154.79	
87612E106 / TGT / TARGET CORP						
50.00	03/19/2013	06/25/2014	\$2,902.34	\$3,317.57	(\$415 23)	
25.00	01/23/2012	06/25/2014	\$1,451.17	\$1,255 54	\$195 63	
40 00	01/23/2012	06/26/2014	\$2,308.43	\$2,008.86	\$299 57	
Total security			\$6,661.94	\$6,581.97	\$79.97	
87952P307 / TLTZ Y / TELE2 AB ADR						
35 00	11/22/2011	05/19/2014	\$210 60	\$335.80	(\$125 20)	
15 00	02/15/2012	05/19/2014	\$90 25	\$142.79	(\$52 54)	
85.00	02/15/2012	05/20/2014	\$512.69	\$809.13	(\$296 44)	
15.00	11/21/2011	05/20/2014	\$90.48	\$141.32	(\$50.84)	
100 00	11/21/2011	05/21/2014	\$803 28	\$942.16	(\$338.90)	
10.00	11/21/2011	05/22/2014	\$60 15	\$94 22	(\$34.07)	
40 00	05/10/2012	05/22/2014	\$240 62	\$331 66	(\$91 04)	
50.00	05/10/2012	05/23/2014	\$296 41	\$414 58	(\$118 17)	
65 00	05/10/2012	06/05/2014	\$381 10	\$538.96	(\$157 86)	
Total security			\$2,485.56	\$3,750 62	(\$1,265.06)	

Cap Gain Detail

Shares/ par value	Date acquired	Date sold	Proceeds	Cost basis	Gain/ loss	Disallowed loss
881624209 / TEVA / TEVA PHARM INDS LTD ADR						
50 00	01/23/2012	10/31/2013	\$1,867.27	\$2,295.75	(\$428.48)	
15.00	04/03/2012	10/31/2013	\$560.18	\$676.05	(\$115.87)	
10.00	05/08/2012	10/31/2013	\$373.46	\$442.93	(\$69.47)	
35 00	05/08/2012	11/08/2013	\$1,301.68	\$1,550.28	(\$248.58)	
15.00	11/21/2011	11/08/2013	\$557.86	\$578.51	(\$20.65)	
60 00	11/21/2011	11/11/2013	\$2,228.58	\$2,314.04	(\$85.46)	
Total security			\$6,889.03	\$7,857.54	(\$968.51)	
883556102 / TMO / THERMO FISHER SCIENTIFIC						
25 00	10/18/2012	02/06/2014	\$2,858.31	\$1,472.28	\$1,386.03	
15 00	08/29/2012	02/06/2014	\$1,714.99	\$858.06	\$856.93	
Total security			\$4,573.30	\$2,330.34	\$2,242.96	
88706P205 / TSU / TIM PARTICIPACOE SA ADR						
50 00	02/02/2012	10/16/2013	\$1,346.94	\$1,404.72	(\$57.78)	
20 00	04/03/2012	10/16/2013	\$538.78	\$656.08	(\$117.30)	
5.00	01/25/2012	10/16/2013	\$134.69	\$140.12	(\$5.43)	
45 00	01/25/2012	10/17/2013	\$1,217.02	\$1,261.11	(\$44.09)	
30 00	02/03/2012	10/17/2013	\$811.34	\$839.25	(\$27.91)	
Total security			\$4,048.77	\$4,301.28	(\$252.51)	
89151E109 / TOT / TOTAL SA ADR						
50 00	02/03/2012	01/06/2014	\$2,967.60	\$2,710.67	\$256.93	
10 00	04/03/2012	03/18/2014	\$658.05	\$510.20	\$147.85	
40 00	11/21/2011	03/18/2014	\$2,632.19	\$1,957.28	\$674.91	
20 00	11/21/2011	03/26/2014	\$1,303.36	\$978.64	\$324.72	
40 00	05/08/2012	03/26/2014	\$2,606.71	\$1,830.00	\$776.71	
Total security			\$10,167.91	\$7,986.79	\$2,181.12	
91324P102 / UNH / UNITEDHEALTH GROUP INC						
20.00	02/14/2012	07/17/2013	\$1,329.84	\$1,087.79	\$242.05	
20 00	04/03/2012	07/17/2013	\$1,329.84	\$1,185.80	\$144.04	
35 00	11/21/2011	07/17/2013	\$2,327.21	\$1,553.98	\$773.25	
20.00	11/21/2011	08/23/2013	\$1,451.95	\$887.97	\$563.98	
50 00	07/25/2012	08/23/2013	\$3,629.89	\$2,825.16	\$1,004.73	
Total security			\$10,068.73	\$7,340.68	\$2,728.05	
92857W308 / VOD / VODAFONE GROUP PLC ADR						
25 00	06/20/2012	09/03/2013	\$794.12	\$698.42	\$95.70	
50 00	05/25/2012	09/03/2013	\$1,588.25	\$1,358.55	\$229.70	
75 00	05/24/2012	09/09/2013	\$2,479.77	\$2,029.50	\$450.27	
25.00	05/25/2012	09/09/2013	\$826.59	\$679.27	\$147.32	
Total security			\$5,688.73	\$4,765.74	\$922.99	
931422109 / WAG / WALGREEN CO						
75 00	10/18/2012	11/08/2013	\$4,457.47	\$2,704.83	\$1,752.64	
25 00	10/18/2012	03/18/2014	\$1,877.75	\$901.61	\$776.14	
25 00	10/19/2012	03/18/2014	\$1,677.74	\$897.26	\$780.48	
Total security			\$7,812.96	\$4,503.70	\$3,309.26	
94106L109 / WM / WASTE MANAGEMENT INC NEW						
25 00	08/02/2012	08/26/2013	\$1,052.54	\$855.65	\$196.89	
90 00	06/20/2012	08/27/2013	\$3,722.40	\$2,947.19	\$775.21	
Total security			\$4,774.94	\$3,802.84	\$972.10	
98956P102 / ZMH / ZIMMER HLDGS INC						
50 00	05/01/2012	01/06/2014	\$4,668.28	\$3,221.26	\$1,447.02	

Cap Gain Detail

Shares/ par value	Date acquired	Date sold	Proceeds	Cost basis	Gain/ loss	Disallowed loss
Total Long term gain loss			\$366,105.36	\$317,605.83	\$48,499.53	
Short term gain loss						
009158106 / APD / AIR PRODUCTS & CHEMICALS						
35 00	03/07/2013	07/25/2013	\$3,713.79	\$3,074.53	\$639.26	
05565A202 / BNPQ Y / BNP PARIBAS SPON ADR						
75 00	03/20/2013	09/24/2013	\$2,572.04	\$2,043.66	\$528.38	
75 00	03/20/2013	01/06/2014	\$2,853.53	\$2,043.67	\$809.86	
Total security			\$5,425.57	\$4,087.33	\$1,338.24	
256677105 / DG / DOLLAR GENERAL CORP						
75 00	01/04/2013	09/16/2013	\$4,286.42	\$3,342.25	\$944.17	
3137EADT3 / FED HM LN MTG CP 02/22/2017						
25,000 00	01/31/2014	05/30/2014	\$25,100.50	\$25,041.71	\$58.79	
452308109 / ITW / ILLINOIS TOOL WORKS INC						
30 00	09/23/2013	01/06/2014	\$2,484.97	\$2,284.93	\$200.04	
15.00	03/19/2013	01/06/2014	\$1,242.49	\$934.29	\$308.20	
Total security			\$3,727.46	\$3,219.22	\$508.24	
48667L106 / KDDI Y / KDDI CORP ADR						
100 00	01/24/2013	07/03/2013	\$1,242.90	\$866.48	\$376.42	
100.00	01/22/2013	07/03/2013	\$1,242.90	\$863.37	\$379.53	
50 00	01/22/2013	07/05/2013	\$618.10	\$431.69	\$186.41	
Total security			\$3,103.90	\$2,161.54	\$942.36	
544147101 / LO / LORILLARD INC COM						
35 00	09/23/2013	06/25/2014	\$2,137.92	\$1,572.60	\$565.32	
628530107 / MYL / MYLAN INC						
75.00	11/15/2013	03/13/2014	\$3,900.95	\$3,150.93	\$750.02	
25.00	11/14/2013	03/13/2014	\$1,300.32	\$1,047.76	\$252.56	
Total security			\$5,201.27	\$4,198.69	\$1,002.58	
N63218106 / NLSN / NIELSEN N.V. EUR 0.07						
25.00	06/11/2013	11/11/2013	\$997.98	\$846.47	\$151.51	
50.00	02/13/2013	11/12/2013	\$1,992.42	\$1,688.06	\$304.36	
45 00	06/11/2013	11/12/2013	\$1,793.18	\$1,523.65	\$269.53	
5 00	01/30/2013	11/12/2013	\$199.24	\$163.03	\$36.21	
Total security			\$4,982.82	\$4,221.21	\$761.61	
654111202 / NINO Y / NIKON CORP PLC UNSPON-ADR						
100.00	05/30/2013	03/14/2014	\$1,720.67	\$2,670.29	(\$949.62)	
25 00	05/10/2013	03/14/2014	\$430.17	\$624.64	(\$194.47)	
25 00	05/10/2013	03/17/2014	\$420.60	\$624.63	(\$204.03)	
Total security			\$2,571.44	\$3,919.56	(\$1,348.12)	
74971A107 / RSAN Y / RSA INSURANCE GRP PLC ADR						
50 00	02/13/2013	10/07/2013	\$520.93	\$520.93	\$0.00	
125.00	02/19/2013	10/07/2013	\$1,308.14	\$1,308.14	\$0.00	
175 00	02/20/2013	10/07/2013	\$1,593.57	\$1,593.57	\$0.00	
50.00	03/20/2013	10/07/2013	\$445.61	\$445.61	\$0.00	
100.00	03/21/2013	10/07/2013	\$889.27	\$889.27	\$0.00	
50 00	03/22/2013	10/07/2013	\$448.24	\$448.24	\$0.00	
100 00	03/25/2013	10/07/2013	\$893.70	\$893.70	\$0.00	
50 00	03/26/2013	10/07/2013	\$442.39	\$442.39	\$0.00	
100 00	09/25/2013	10/07/2013	\$994.91	\$994.91	\$0.00	
100 00	09/27/2013	10/07/2013	\$1,003.05	\$1,003.05	\$0.00	
100 00	09/30/2013	10/07/2013	\$892.80	\$892.80	\$0.00	

Cap Gain Detail

Shares/ par value	Date acquired	Date sold	Proceeds	Cost basis	Gain/ loss	Disallowed loss
50.00	10/01/2013	10/07/2013	\$492.08	\$492.08	\$0.00	
Total security			\$10,024.69	\$10,024.69	\$0.00	
87952P307 / TLTZ Y / TELE2 AB ADR						
50.00	10/18/2013	05/15/2014	\$301.32	\$328.20	(\$26.88)	
100.00	10/21/2013	05/15/2014	\$802.64	\$664.63	(\$138.01)	
50.00	10/17/2013	05/15/2014	\$301.31	\$326.45	(\$25.14)	
100.00	10/16/2013	05/16/2014	\$599.11	\$631.78	(\$32.67)	
50.00	10/17/2013	05/16/2014	\$299.55	\$328.44	(\$28.89)	
100.00	10/24/2013	05/19/2014	\$601.69	\$603.26	(\$1.57)	
100.00	07/05/2013	05/30/2014	\$585.43	\$590.45	(\$5.02)	
50.00	07/05/2013	06/02/2014	\$292.25	\$295.22	(\$2.97)	
25.00	07/08/2013	06/02/2014	\$148.12	\$147.61	(\$0.51)	
50.00	07/08/2013	06/04/2014	\$291.17	\$295.22	(\$4.05)	
25.00	07/08/2013	06/05/2014	\$146.58	\$147.61	(\$1.03)	
10.00	07/03/2013	06/05/2014	\$58.63	\$58.14	\$0.49	
100.00	07/03/2013	06/09/2014	\$595.99	\$581.43	\$14.56	
90.00	07/03/2013	06/10/2014	\$537.78	\$523.29	\$14.49	
Total security			\$5,359.57	\$5,519.73	(\$160.16)	
912828UC2 / US TREASURY NOTE 12/15/2015						
15,000.00	05/15/2014	05/30/2014	\$15,007.03	\$15,006.87	\$0.16	
92553P201 / VIAB / VIACOM INC CL B NEW						
45.00	03/14/2013	09/16/2013	\$3,738.00	\$2,860.65	\$877.35	
30.00	04/05/2013	09/16/2013	\$2,490.66	\$1,881.89	\$608.77	
35.00	04/05/2013	01/06/2014	\$3,007.01	\$2,195.54	\$811.47	
Total security			\$9,233.67	\$6,938.08	\$2,295.59	
94876Q106 / WEIG Y / WEIR GROUP PLC ADR						
50.00	09/19/2013	05/15/2014	\$1,100.61	\$960.66	\$139.95	
50.00	09/18/2013	05/16/2014	\$1,053.01	\$940.40	\$112.61	
50.00	09/19/2013	05/16/2014	\$1,053.02	\$960.66	\$92.36	
Total security			\$3,206.64	\$2,861.72	\$344.92	
Total Short term gain loss			\$103,082.69	\$95,189.73	\$7,892.96	
Total Covered			\$469,188.05	\$412,795.56	\$56,392.49	
Not covered						
Long term gain loss						
H0023R105 / ACE / ACE LIMITED						
20.00	06/09/2010	01/06/2014	\$2,023.53	\$894.03	\$1,029.50	
035242AD8 / ANHEUSER-BUSCH INBEV FIN 01/15/2016						
45,000.00	01/14/2013	05/15/2014	\$45,259.65	\$44,997.30	\$262.35	
25746UBR9 / DOMINION RESOURCES INC 09/15/2017						
25,000.00	09/11/2012	11/18/2013	\$24,829.25	\$24,978.25	(\$149.00)	
29270CYL3 / ENERGY NW WA ELEC REV TAX 07/01/2018						
25,000.00	09/11/2012	10/02/2013	\$25,053.25	\$25,439.25	(\$386.00)	
3136G0GY3 / FED NATL MTG ASSOC 01/30/2017						
70,000.00	01/24/2012	01/31/2014	\$71,006.60	\$70,053.24	\$953.36	
31331GCS6 / FEDERAL FARM CREDIT BANK 10/07/2013						
25,000.00	12/30/2008	07/25/2013	\$25,186.00	\$26,545.90	(\$1,359.90)	
200,000.00	12/30/2008	10/07/2013	\$200,000.00	\$212,367.20	(\$12,367.20)	
Total security			\$225,186.00	\$238,913.10	(\$13,727.10)	
594918104 / MSFT / MICROSOFT CORP						
65.00	08/05/2010	09/16/2013	\$2,149.01	\$1,649.63	\$499.38	

Cap Gain Detail

Shares/ par value	Date acquired	Date sold	Proceeds	Cost basis	Gain/ loss	Disallowed loss
75.00	08/05/2010	10/22/2013	\$2,589.40	\$1,903.42	\$685.98	
100.00	08/05/2010	10/23/2013	\$3,393.70	\$2,537.89	\$855.81	
Total security			\$8,132.11	\$6,090.94	\$2,041.17	
68323ABM5 / ONTARIO (PROVINCE OF) 10/25/2017						
25,000.00	10/18/2012	11/18/2013	\$24,903.25	\$24,966.00	(\$62.75)	
680414703 / OWRR X / OW REAL RETURN FUND						
3,201.61	01/12/2009	01/13/2014	\$26,637.41	\$24,876.52	\$1,760.89	
3,493.10	02/03/2009	01/13/2014	\$29,062.59	\$28,792.08	\$2,270.51	
Total security			\$55,700.00	\$51,668.60	\$4,031.40	
912810EM6 / US TREASURY BONDS 7.260% 08/15/2022						
35,000.00	03/18/2013	05/15/2014	\$48,376.56	\$51,052.39	(\$2,675.83)	
912828QT0 / US TREASURY NOTE 06/30/2018						
39,000.00	07/10/2012	10/09/2013	\$40,838.79	\$42,563.32	(\$1,724.53)	
Total Long term gain loss			\$571,308.99	\$581,716.42	(\$10,407.43)	
Short term gain loss						
17275RAC6 / CISCOSYS INC SR NT 5.500% 02/22/2016						
25,000.00	04/10/2013	02/25/2014	\$27,446.00	\$28,223.14	(\$777.14)	
22160KAD7 / COSTCO WHOLESALE CORP 12/07/2015						
25,000.00	10/01/2013	05/30/2014	\$25,098.50	\$25,006.45	\$92.05	
22160KAE5 / COSTCO WHOLESALE CORP 12/15/2017						
25,000.00	11/28/2012	10/01/2013	\$24,621.00	\$24,995.00	(\$374.00)	
3135G0GY3 / FED NATL MTG ASSOC 01/30/2017						
40,000.00	10/09/2013	01/31/2014	\$40,575.20	\$40,376.22	\$198.98	
89236TAL9 / TOYOTA MOTOR CREDIT CORP 05/17/2016						
25,000.00	09/25/2013	05/14/2014	\$25,135.25	\$24,971.50	\$163.75	
89233P6S0 / TOYOTA MOTOR CREDIT CORP 10/05/2017						
25,000.00	10/02/2012	09/25/2013	\$24,685.25	\$24,985.50	(\$300.25)	
912828UC2 / US TREASURY NOTE 12/15/2015						
60,000.00	10/04/2013	11/14/2013	\$59,896.88	\$59,826.56	\$70.32	
20,000.00	11/18/2013	01/24/2014	\$19,968.75	\$19,975.78	(\$7.03)	
30,000.00	11/18/2013	03/05/2014	\$29,982.42	\$29,963.67	\$18.75	
15,000.00	11/18/2013	05/30/2014	\$15,007.03	\$14,981.84	\$25.19	
70,000.00	10/04/2013	05/30/2014	\$70,032.82	\$69,797.66	\$235.16	
Total security			\$194,887.90	\$194,545.51	\$342.39	
912828UP3 / US TREASURY NOTES 02/28/2015						
1,000.00	03/18/2013	07/02/2013	\$999.34	\$1,000.04	(\$0.70)	
29,000.00	03/18/2013	07/02/2013	\$28,980.73	\$29,001.13	(\$20.40)	
107,000.00	03/18/2013	08/15/2013	\$106,952.38	\$107,004.18	(\$51.80)	
19,000.00	03/18/2013	08/15/2013	\$18,993.32	\$19,000.74	(\$7.42)	
Total security			\$155,936.77	\$156,006.09	(\$70.32)	
25468PCV6 / WALT DISNEY COMPANY 12/01/2017						
35,000.00	02/27/2013	10/16/2013	\$34,450.50	\$35,007.35	(\$556.85)	
Total Short term gain loss			\$552,835.37	\$554,116.76	(\$1,281.39)	
Total Not covered			\$1,124,144.36	\$1,135,833.18	(\$11,688.82)	
Total 8M3607			\$1,593,332.41	\$1,548,628.74	\$44,703.67	
Footnote Reference # and Description				Report run on Sep 29, 2014 by PERACCA		
62 - Capital gain or loss allocated on 12/31 from participation in common trust funds				Version 10.1.7		